

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

NORTHERN TERRITORY GENERAL PRACTICE EDUCATION LIMITED

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CORPORATIONS ACT 2001
A COMPANY LIMITED BY GUARANTEE

CONSTITUTION
of
NORTHERN TERRITORY GENERAL PRACTICE EDUCATION LIMITED

1. NAME OF THE COMPANY

The name of the Company is Northern Territory General Practice Education Limited

2. LIABILITY OF MEMBERS

The liability of the Members is limited.

3. REPLACEABLE RULES

The Replaceable Rules do not apply to the Company

4. DEFINITIONS

In these Rules:

Alternate Director means a person holding office as an alternate director of the Company

Annual General Meeting means an annual general meeting held in accordance with the Corporations Act 2001

Appointer means a Director who appoints an Alternate Director

Associate Director means a person holding office as an associate director of the Company in accordance with these Rules

Associate Member means a person admitted to membership of the Company as an Associate Member, in accordance with these Rules

Board means the Board of Directors of the Company

Business Day means a day upon which banks are ordinarily open for business in the Territory

Company means Northern Territory General Practice Education Limited

Corporations Act 2001 means the Corporations Act 2001 or any other statutory modification, amendment or re-enactment of the Corporations Act 2001 for the time being in force

corporation means any body corporate formed or incorporated in or outside the Territory

Director means a director of the Company, and where the context permits, includes an Alternate Director and an Associate Director

Managing Director means a person holding office as a managing director of the Company, if any

Member means an Associate Member or Ordinary Member of the Company

Members Meetings means general meetings of the Company

Office means the registered office of the Company

Officer has the same meaning as in the Corporations Act 2001

Ordinary Member means a person admitted to membership of the Company as an Ordinary Member, in accordance with these Rules

Register means the register of Members kept under the Corporations Act 2001

Replaceable Rules mean the Replaceable Rules under the Corporations Act 2001

Representative means a person appointed as such pursuant to these Rules

Rules means these rules in this Constitution

Seal means the common seal of the Company

Secretary means the secretary for the time being of the Company, and if there are joint secretaries, any one or more of such joint secretaries

Territory means the Northern Territory

Voting Member means an Ordinary Member.

5. INTERPRETATION

5.1 Interpretation

In these Rules:

- (a) headings are for convenience only and do not affect meaning;
- (b) words importing the singular number include the plural number and vice versa;
- (c) words importing any gender include all other genders;
- (d) a reference to a person includes a corporation, a partnership, a body corporate, an unincorporated association and a statutory authority;
- (e) where any word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (f) a reference to a rule is to a rule in these Rules.

5.2 Application of Corporations Act 2001

Except so far as a contrary intention appears:

- (a) an expression used in a particular Part or Division of the Corporations Act 2001 which is given by any provision of that Part or Division a special meaning for the purpose of that Part or Division has in

any of these Rules which deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division; and

- (b) an expression which is given by any provision of the Corporations Act 2001 a general meaning has the same meaning in these Rules.

6. OBJECTS

The objects for which the Company is established are to conduct educational and continuing professional development programs in general medical practice for medical practitioners, including undergraduate medical students, postgraduate doctors, postgraduate doctors undertaking vocational training for general practice and general practitioners continuing their professional development.

7. PROHIBITION UPON DISTRIBUTION OF INCOME, PROFITS AND PROPERTY

7.1 Income profits and property to be applied towards objects

The income, profits and property of the Company shall be applied solely towards the promotion of the objects of the Company set out in clause 6.

7.2 Prohibition upon payment to members

The income, profits and property of the Company shall not be paid or distributed to any Member by way of dividend, distribution upon winding up, or otherwise.

7.3 Payments in good faith

Nothing in Rules 7.1 or 7.2 shall prevent the payment in good faith of:

- (a) remuneration to employees
- (b) a payment to a Member for goods or services supplied in the usual course of business
- (c) interest upon monies lent to the Company by a Member at a rate that does not exceed the rate that the Company would have been charged by its bankers on a comparable loan
- (d) rent for premises leased or hired by a Member to the Company.

8. AMENDMENT OF THIS CONSTITUTION

This Constitution may be amended by a special resolution passed at a Members Meeting.

9. MEMBERS GUARANTEE

Each Member undertakes to contribute to the property of the Company, in the event of the Company being wound up while the person is a Member, or within one year after the person ceases to be a Member, for the payment of the debts and liabilities of the Company, and of the costs, charges and expenses of the winding up, such amount as may be required, not exceeding two dollars.

10. MEMBERS

10.1 Ordinary Members

All members of the Company shall be Ordinary Members.

10.2 Nomination of Members

Each of the following may, but is not required, to nominate one person to be a Member, by written notice to the Company:

- (a) General Practice Divisions Northern Territory Inc;
- (b) AMSANT Incorporated;

- (c) Australian College of Rural and Remote Medicine ACN 078 081 848;
- (d) The Royal Australian College of General Practitioners ACN 000 223 807;
- (e) The Northern Territory University; and
- (f) The Flinders University of South Australia.

10.3 Replacement of Members

Each person which pursuant to Rule 10.2 may nominate a person to be a Member, may, at any time, by written notice to the Company:

- (a) withdraw a person nominated to be a Member from membership of the Company, and in that event that Member ceases to be a Member from the time that the Company receives that notice, and
- (b) nominate another person to be a Member.

10.4 Members

- (a) The Members of the Company shall be those persons in respect to whom, for the time being, a nomination in accordance with Rule 10.2 or Rule 10.3 is current.
- (b) A person becomes a Member upon the Company receiving a written notice pursuant to Rule 10.2 or Rule 10.3.
- (c) A person ceases to be a Member upon the Company receiving a written notice pursuant to Rule 10.3.

10.5 Rights

An Ordinary Member is entitled:

- (a) to receive notices of Members Meetings, and
- (b) to receive all statutory reports concerning the Company required by the Corporations Act 2001, and
- (c) to attend Members Meetings, and
- (d) to speak at Members Meetings, and
- (e) to demand a poll at a Members Meeting, and
- (f) to propose and second any proposed resolution for determination at Members Meetings, and
- (g) to vote at Members Meetings, and
- (h) to hold office as a Director of the Company, and
- (i) to propose or second a nomination of a person to be a Director of the Company.

10.6 Resignation

- (a) A Member may resign from membership of the Company, at any time, by written notice to the Secretary.
- (b) A resignation takes effect from the date, if any, mentioned in the notice, or if no date is mentioned, takes effect from the date it is received by the Secretary.

10.7 Register of Members

The Secretary shall maintain a register of members containing each Member's particulars, and indicating whether the Member is a Voting Member or not.

11. MEMBERS MEETINGS

11.1 Convening of Members Meetings

- (a) The Board may convene a Members Meeting whenever it decides.
- (b) The Board must convene a Members Meeting on a requisition of Members in accordance with the Corporations Act 2001.

11.2 Notice period

Subject to the Corporations Act 2001 relating to agreements for shorter notice, where it is proposed to pass a special resolution not less than 21 days' notice and in other cases not less than 14 days' notice of a Members Meeting must be given to the Members.

11.3 Contents of notice

A notice of a Members Meeting must specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business.

11.4 Failure to give notice

Subject to the Corporations Act 2001, the accidental omission to give notice of any Members Meeting to or the non-receipt of that notice by any Member will not invalidate any resolution passed at that meeting.

11.5 Notice of adjourned meeting in certain circumstances only

- (a) Whenever a Members Meeting is adjourned for less than one month, no further notice of the time and place of the adjourned meeting need be given.
- (b) Whenever a Members Meeting is adjourned for one month or more, notice of the time and place of the adjourned meeting must be given to Members.

11.6 Persons entitled to notice of Members Meeting

Notice of every Members Meeting of the Company must be given in a manner authorised by these Rules and in accordance with the Corporations Act 2001 to:

- (a) every Member;
- (b) every Director and Alternate Director; and
- (c) the auditors of the Company.

No other person is entitled to receive notices of Members Meetings.

11.7 Persons entitled to attend Members Meetings

- (a) All Members, Directors, and Alternate Directors are entitled to attend Members Meetings of the Company.
- (b) The Company's auditor, if any, is entitled to attend Members Meetings of the Company.

11.8 Expulsion of persons from Members Meeting

The chairperson may require any person to leave and remain out of any Members Meeting who in the opinion of the chairperson is not complying with the chairperson's reasonable directions, and provided that a quorum remains, the Members Meeting may proceed and all resolutions shall be valid resolutions of the Company.

11.9 Postponement or Cancellation of Meeting

The Board may postpone or cancel any Members Meeting other than a meeting convened as a result of a requisition by Members.

12. PROCEEDINGS AT MEMBERS MEETINGS

12.1 Business of Annual General Meetings and Special Business

- (a) The business of the Annual General Meeting is:
 - (i) to receive and consider the financial and other reports required by the Corporations Act 2001 to be laid before each Annual General Meeting, and
 - (ii) to elect the Company's Directors, and
 - (iii) when relevant to appoint an auditor, and
 - (iv) to transact any other business which under these Rules or the Corporations Act 2001 is required to be transacted at an Annual General Meeting.
- (b) All other business transacted at an Annual General Meeting and all business transacted at other general meetings is deemed to be special.

12.2 Resolutions at Members Meetings

Except pursuant to the Corporations Act 2001, with the prior approval of the Board, or with the permission of the chairperson, no person may, as regards any special business of which notice has been given, move at any Members Meeting any resolution (other than a resolution in the same terms as specified in that notice) or any amendment of a resolution.

12.3 Quorum

- (a) A quorum for a Members Meeting is four Voting Members
- (b) No business may be transacted at any Members Meeting unless a quorum is present at the commencement of the meeting.
- (c) If a quorum is present at the beginning of a Members Meeting it is deemed present throughout the meeting unless the chairperson otherwise declares.

12.4 If quorum absent

If half an hour after the time appointed for a Members Meeting a quorum is not present, a meeting convened by the Board on a requisition of Members or by such requisitionists will be dissolved, but in any other case the meeting will be adjourned to such other day, time and place as the Board may by notice to the Members appoint, but failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.

12.5 Dissolution of adjourned Members Meeting if quorum absent

If at any adjourned Members Meeting a quorum is not present after half an hour from the time appointed for that adjourned Members Meeting, the meeting shall be dissolved.

12.6 Chairperson

- (a) The chairperson of the Board or in the chairperson's absence the deputy chairperson, if any, will preside as chairperson at every Members Meeting of the Company.
- (b) If there is no such chairperson or deputy chairperson, or if at any Members Meeting neither the chairperson nor the deputy chairperson are present within 15 minutes of the time appointed for

holding the meeting or willing to act, the Directors present may choose another Director as chairperson.

- (c) If no Director is present or if all Directors present decline to take the chair, the Members present may choose one of their number to be chairperson.

12.7 Voting: show of hands or poll

At any Members Meeting a resolution put to the vote of the meeting will be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:

- (a) by the chairperson; or
- (b) by at least two Voting Members, present in person or by proxy or attorney or by a Representative, having the right to vote at the meeting.

No poll may be demanded on the election of a chairperson.

12.8 Declaration by chairperson that resolution carried

A declaration by the chairperson that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

12.9 Conduct of poll

- (a) If a poll is demanded, it must be taken in such manner and at such time and place as the chairperson directs, and either at once or after an interval or adjournment or otherwise.
- (b) The result of the poll will be deemed to be the resolution of the Members Meeting at which the poll was demanded.
- (c) The demand for a poll may be withdrawn.

12.10 Continuation of meeting notwithstanding poll

The demand for a poll will not prevent the continuation of the Members Meeting or the transaction of any business other than the resolution on which a poll was demanded.

12.11 Adjournment of Members Meetings

If so directed by the Members Meeting, the chairperson will adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

12.12 General Conduct of Meetings

- (a) The chairperson shall be responsible for the general conduct of Members Meetings and for the procedures to be adopted at Members Meetings.
- (b) The chairperson may make rulings, adjourn the meeting without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson may require the adoption of any procedures which are in the chairpersons' opinion necessary or desirable for the proper and orderly casting or recording of votes at any Members Meeting of the Company, whether on a show of hands or on a poll.
- (d) The chairperson shall determine any dispute concerning the admission, validity or rejection of a vote. The chairperson's determination is final and conclusive.
- (e) Persons in possession of visual-recording, pictorial-recording or sound-recording devices or placards, banners or articles considered by the chairperson to be dangerous, offensive or liable to cause disruption, or persons who refuse to produce or to permit examination of any articles in their possession, may be refused admission to any Members Meeting or may be required to leave and remain out of the meeting.

(f) Nothing in this Rule shall be taken to limit the powers conferred on the chairperson by law.

12.13 Written resolutions of members

- (a) If all of the Voting Members required to be given notice of a meeting have signed a document containing a statement that they are in favour of a resolution of the Members in the terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Members held on the day on which the document was signed and at the time at which the document was last signed by a Member or, if the Members signed the document on different days, on the day on which, and at the time at which the document was last signed by a Member.
- (b) For the purposes of this Rule:
 - (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Voting Members will together be deemed to constitute one document containing a statement in those terms signed by the Voting Members;
 - (ii) a reference to all the Voting Members does not include a reference to a Voting Member who, at a meeting of Members, would not be entitled to vote on the resolution, and
 - (iii) any document signed by a Voting Member may be received by the Company at the Office (or other place agreed by the Board) by post, by facsimile or other electronic means or by being delivered personally to that Voting Member.

13. VOTES AT MEMBERS MEETINGS

13.1 Number of votes

Subject to this Rule:

- (a) on a show of hands at a Members Meeting every Voting Member, a proxy, an attorney or a Representative of a Voting Member has one vote; and
- (b) on a poll at a Members Meeting every Voting Member (not being a corporation) present in person or by proxy or attorney and every Voting Member (being a corporation) present by a Representative or by proxy or attorney has one vote.

13.2 Casting vote

In case of an equality of votes the Chairperson of the meeting will have a second or casting vote.

13.3 Votes of incapacitated Voting Member

If a Voting Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under law relating to mental health, the Voting Members' committee or trustee or such other person as properly has the management of the Voting Member's estate may exercise any rights of the Voting Member in relation to a Members Meeting as if the committee, trustee or other person were the Voting Member.

13.4 Chairperson to determine disputes regarding votes

In the case of any dispute as to the admission or rejection of a vote the chairperson shall determine the dispute and that determination is final and conclusive.

13.5 Objections to qualification to vote

- (a) No objection to the qualification of any person to vote will be raised except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at that meeting is valid for all purposes.
- (b) Any objection will be referred to the chairperson, whose decision is final and conclusive.

13.6 No vote if contrary to Corporations Act 2001

Notwithstanding any other Rule, a Voting Member shall not be entitled to vote, and any vote purported to be cast by the Voting Member or any proxy, attorney or Representative for the Voting Member shall be disregarded on a particular resolution where such a vote is prohibited by the Corporations Act 2001.

14. PROXIES AND REPRESENTATIVES

14.1 Right to appoint proxy or attorney

- (a) A Member who is entitled to attend a Members Meeting of the Company or a meeting of any class of Members of the Company is entitled to appoint not more than two other persons (whether Members or not) as the Member's proxy or proxies or attorney or attorneys, as the case may be, to attend and (if the Member is a Voting Member), to vote instead of the Member, at the meeting.
- (b) A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.

14.2 Proxy or attorney must be written

An instrument appointing a proxy or attorney:

- (a) must be in writing under the hand of the appointer or of the appointer's attorney who is duly authorised in writing or, if the appointer is a corporation, signed by a director or a secretary;
- (b) where the proxy or attorney is appointed by a Voting Member, may contain directions as to the manner in which the proxy or attorney, as the case may be, is to vote in respect of any particular resolution or resolutions.

A facsimile of a written appointment of a proxy or a power of attorney is valid.

14.3 Chairperson decides validity

The chairperson's decision as to the validity of a proxy or power of attorney or a facsimile of either is final and conclusive.

14.4 Authority conferred on Proxy or Attorney

Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney of a Voting Member will be taken to confer authority:

- (a) to agree to a meeting being convened by shorter notice than is required by the Corporations Act 2001 or by these Rules;
- (b) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given;
- (c) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting;
- (d) to speak on any proposed resolution on which the proxy or attorney may vote; and
- (e) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote.

14.5 Power of attorney and proxy form to be deposited before meeting

An instrument appointing an attorney or a proxy and the power of attorney or other authority under which it is signed or a copy of that power or authority certified as a true copy by statutory declaration or a facsimile of any of the documents referred to in this Rule, must be deposited at the Office not less than 48 hours before the time scheduled for commencement of the meeting (or any adjournment of that meeting) at which the person named in the instrument intends to vote.

14.6 Vote by proxy valid notwithstanding intervening death etc

A vote given in accordance with the terms of an instrument appointing a proxy or attorney will be valid notwithstanding the death or unsoundness of mind of the principal, or revocation of the proxy or power of attorney, if no written indication of the death, unsoundness of mind, or revocation has been received at the Office, before the time scheduled for the commencement of the meeting at which the person named in the proxy or power of attorney intends to vote.

14.7 Form of proxy or attorney

Every instrument appointing a proxy or attorney whether for a specified meeting or otherwise will be in such form as the Board may prescribe or accept.

14.8 Failure to name appointee

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairperson.

14.9 Appointment of Representative by Corporation

- (a) Any corporation which is a Member of the Company by a resolution of its board may authorise any person (whether a Member or not) to act as its Representative at all meetings or any particular meeting or meetings, whether the meeting is of the Company or of any class of Members of the Company.
- (b) That person is entitled to exercise the same powers on behalf of that corporation as that corporation could exercise if it were a natural person who was a Member of the Company.

14.10 Proof of appointment or revocation of appointment of Representative

A certificate under the seal of the corporation or such other document as the chairperson of the meeting in the chairperson's sole discretion considers sufficient will be *prima facie* evidence of the appointment or of the revocation of the appointment of a Representative.

15. COMPOSITION OF THE BOARD

15.1 Nomination of Directors

Each of the following may, but is not required, to nominate one person to be a Director of the Company, by written notice to the Company:

- (a) General Practice Divisions Northern Territory Inc;
- (b) AMSANT Incorporated;
- (c) Australian College of Rural and Remote Medicine ACN 078 081 848;
- (d) The Royal Australian College of General Practitioners ACN 000 223 807;
- (e) The Northern Territory University; and
- (f) The Flinders University of South Australia.

15.2 Other Board Members

- (a) The Board may appoint one independent person to be a Director.
- (b) Each of the following persons may, subject to paragraph (c), be Directors of the Company:

- (i) the person who is the Director of Clinical Training at the Royal Darwin Hospital;
- (ii) the person who is the Registrar Liaison Officer elected at the annual workshop of General Practice Registrars in the Northern Territory;
- (iii) a person nominated by the Health Consumers of Rural and Remote Australia Inc,
- (iv) the person who holds office as the Company's Executive Director.
- (v) the person who holds the office as the Company's Supervisor Liaison Officer.

- (c) Upon the Company receiving a written notice that a person is a person referred to in paragraph (b), subject to that person executing all necessary consents, the Board shall appoint that person a Director of the Company.
- (d) A person becomes a Director upon appointment in accordance with paragraph (c).
- (e) The appointment of a Director pursuant to Clause 15.2(c) must be confirmed at the next AGM of the company. If a Director so appointed is not confirmed at the company's next AGM, the Director will cease to hold office at the conclusion of that AGM.

15.3 Replacement of Nominees

Each person which pursuant to Rule 15.1 may nominate a person to be a Director, may, at any time, by written notice to the Company:

- (a) withdraw a person from being nominated to be a Director, and
- (b) nominate another person to be a Director.

15.4 Directors appointment

- (a) Promptly upon the Company receiving a written notice pursuant to Rule 15.1 or Rule 15.3, subject to that person executing all necessary consents, the Board shall appoint that person a Director of the Company.
- (b) A person becomes a Director upon appointment in accordance with paragraph (a).

15.5 Directors appointment ceasing

A person in respect to whom the Company receives a notice pursuant to Rule 15.3(a) ceases to be a Director upon the conclusion of the immediately next following meeting of the Board.

16. DIRECTORS

16.1 Limited ability of Directors to act during vacancies

The continuing Directors may act notwithstanding any vacancy in their number; but for as long as the number of Directors is below the minimum fixed by these Rules, the Directors will not act except for the purpose of filling vacancies or convening a Members Meeting of the Company.

16.2 Directors may attend and speak at Members Meetings

A Director is entitled to receive all notices to be served or given to Members, and is entitled to attend and speak at all Members Meetings.

16.3 Resignation

A Director may resign from the office by giving the Company notice in writing.

16.4 Vacation of office of Director

The office of a Director is vacated if that Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is absent without the consent of the Board from three consecutive meetings of the Board and the Board resolves that the Director's office be vacated;
- (c) is absent without the consent of the Board from not less than one half of the number of Board meetings in any calendar year, and the Board at its first meeting in the next following calendar year resolves that the Director's office be vacated
- (d) resigns;
- (e) is removed from office, or ceases to be a Director pursuant to these Rules, or the Corporations Act 2001;
- (f) becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns the Director's estate for the benefit of the Director's creditors; or
- (g) becomes prohibited from being a Director by virtue of the Corporations Act 2001.

16.5 Director's Insurance

To the extent permitted by the Corporations Act 2001, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in the person's capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company, or otherwise arising out of the Officer's holding such office, provided the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of the Corporations Act 2001; and
- (b) for costs and expenses incurred by that person in defending legal proceedings.

16.6 Appointment of Managing Director

The Board may appoint one or more of their number as Managing Director either for a fixed term or without any limitation as to the period for which the person appointed is to hold the office.

16.7 Removal, suspension, replacement of absent Managing Director

The Company, the Board may from time to time remove or dismiss or suspend a Managing Director from that office and appoint another person; or appoint a temporary substitute for a Managing Director while that Managing Director is absent or unable to act. No Managing Director is entitled to attend or vote at any meeting of the Board while under suspension from office.

16.8 Retirement of Managing Director

A Managing Director is subject to the same provisions as to resignation and removal as the other Directors, and will immediately cease to be a Managing Director if for any reason the Managing Director ceases to hold office as a Director.

16.9 Powers of Managing Director

- (a) The Board may entrust to and confer on the Managing Director such of the powers exercisable under these Rules by the Board as it decides.

- (b) The Board may confer any such powers for the time and to be exercised for any objects and purposes and on any terms and conditions and with such restrictions as it decides.
- (c) The Board may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board, and may revoke, withdraw, alter or vary all or any of the powers.
- (d) The Managing Director will at all times and in all respects be subject to the control of the Board.

18. POWERS OF COMPANY AND ITS DIRECTORS

18.1 Directors have powers of the Company

The management of the business and affairs of the Company is vested in the Board. The Board may exercise all powers and do all such acts and things which the Company is authorised or permitted to exercise and do and which are not by these Rules or by statute directed or required to be exercised or done by the Company in a Members Meeting.

18.2 Directors may exercise Company's power to borrow

The Board may exercise all the powers of the Company to borrow or raise money, to charge any property of the Company, to give any other security for a debt, liability or obligation of the Company or of any other person, to guarantee or to become liable for the payment of money or the performance of any obligations by any other person.

18.3 Directors may exercise power to give security

The Board may exercise the powers conferred on them by Rule 18.2 in such manner and upon terms and conditions in all respects as it decides.

18.4 Execution of Company cheques, etc.

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments signed, drawn, accepted, endorsed or otherwise executed by the Company, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Board decides.

19. REMUNERATION AND PAYMENTS TO DIRECTORS

19.1 Remuneration to Directors

- (a) The Company may pay an allowance of an annual amount up to \$15,000.00 (or some other amount resolved by the Board) to the person appointed the Company's chairperson.
- (b) The Directors will not otherwise be paid any remuneration for acting as Directors of the Company.

19.2 Allowances to Directors

The Directors shall each be paid an allowance for attending meetings of the Board, in an amount which the Board determines from time to time, but in any case not exceeding:

- (a) \$100.00 per hour; or
- (b) such other amount as the Company determines by an ordinary resolution at a Members Meeting, being a resolution and meeting complying with Chapter 2E of the Corporations Act 2001.

19.3 Expenses

The Company shall reimburse to Directors all expenses incurred by them in attending meetings of the Board and otherwise attending to the business of the Company.

20. DIRECTORS' CONTRACTS WITH COMPANY

20.1 Contract not avoided when Director interested

Subject to the Corporations Act 2001, no Director shall be disqualified from holding office, nor from contracting with the Company either as vendor, purchaser or otherwise; nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided; nor shall any Director be liable to account to the Company for any profit arising from any such such contract or arrangement by reason only of such Director holding that office; but the nature of the Director's interest must be disclosed by the Director.

20.2 When a Director may not vote

Subject to the Corporations Act 2001, a Director who has an interest in a matter that is being considered at a meeting of the Board, may not vote, nor be present, nor be counted in a quorum at that meeting.

20.3 Record of disclosures by Directors

The Secretary shall record in the minutes any disclosure given by a Director.

21. PROCEEDINGS OF THE BOARD

21.1 Meetings of the Board

The Board shall meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

21.2 Quorum for meetings of Directors

- (a) The quorum for the purpose of considering a matter at a meeting of the Board shall be five Directors.
- (b) A meeting of the Board during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under these Rules for the time being vested in or exercisable by the Board.
- (c) Where a quorum cannot be established for a meeting of the Board (or consideration of a particular matter) a Director may convene a Members Meeting to deal with the matter.

21.3 Convening meetings of Directors

A Director may at any time and the Secretary must on the request of a Director convene a meeting of the Board.

21.4 Notice of meetings of the Board

- (a) Notice of every Board meeting will be given to each Director and Alternate Director who is in Australia. It is not necessary to give notice to any Director or Alternate Director who is not in Australia.
- (b) Notice of a meeting of the Board may be given in writing, by electronic mail, or by radio, telephone, closed-circuit television or other electronic means of audio or audio-visual communication.

21.5 Meetings by Electronic Means

- (a) Without limiting the discretion of the Board to regulate its meetings, the Board may, if it thinks fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication.
- (b) Notwithstanding that the Directors are not present together in one place at the time of the conference, a resolution passed at such a conference will be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the conference was held.
- (c) The provisions of these Rules relating to proceedings of the Board apply to such conferences to the extent that they are capable of applying, with any necessary changes the chairperson decides.
- (d) A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of these Rules, to have formed part of the quorum throughout the conference.
- (e) Any minutes of a conference signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of the Board will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.
- (f) When by the operation of this Rule a resolution is deemed to have been passed at a meeting of the Board, that meeting will be deemed to have been held at such place as is determined by the chairperson of the conference, provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

21.6 Votes at meetings of Directors

- (a) Questions arising at any meeting of the Board will be decided by a majority of votes and each Director has one vote.
- (b) A person who is an Alternate Director is entitled to one vote (in addition to the Alternate Director's own vote as a Director, if any) on behalf of each Appointor whose alternate the Alternate Director is, and who is not present.

21.7 Casting vote for chairperson of Directors

In case of an equality of votes the chairperson of a meeting of the Board will have a second or casting vote.

21.8 Chairperson and deputy chairperson of Directors

- (a) The Board shall elect a person to be chairperson of the Board.
- (b) The Board may also elect a deputy chairperson who in the absence of the chairperson at a meeting of the Board may exercise all the powers and authorities of the chairperson.
- (c) If no chairperson or deputy chairperson is elected or if at any meeting the chairperson or deputy chairperson is not present within 15 minutes from the time appointed for holding the meeting, the Directors present will choose one of their number to be chairperson of that meeting.
- (d) The Board may determine the period for which a person elected as chairperson or deputy chairperson is to hold office.
- (e) If the Board does not make such a determination, the person shall hold office until otherwise resolved by the Board or until the person ceases to be a Director.
- (f) If the Board makes such a determination the person concerned shall hold office until the first to occur of:
 - (i) the expiration of that period,
 - (ii) the person ceasing to be a Director, and

- (iii) the Board at any time during that period resolving that the person shall from that time cease to hold that office.

21.9 Committees of Directors

- (a) The Board may delegate any of its powers to committees consisting of one or more Directors, and the Board may from time to time revoke that delegation.
- (b) A committee will conform to any regulations that may be imposed upon it by the Board in the exercise of its powers.
- (c) So far as they are capable of application and with any necessary changes, the provisions of these Rules for regulating the meetings and proceedings of the Board govern the meetings and proceedings of committees of two or more members.
- (d) Where a committee consists of two or more members, a quorum will be any two members or such larger number as the committee determines.

21.10 Defects in appointment or qualifications of Director

All acts done at any meeting of the Board or of a committee of the Board or by any person acting as a Director will be as valid as if every such person or committee had been duly appointed and every Director was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Director or of the committee or of the person, or that any Director was disqualified or not entitled to vote.

21.11 Written resolutions of Directors

- (a) If all of the Directors required to be given notice of a meeting, being not less than the number of Directors required to constitute a quorum for a meeting of the Board, have signed a document containing a statement that they are in favour of a resolution of the Board in the terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document or documents on different days, on the day on which, and at the time at which the document was last signed by a Director.
- (b) For the purposes of this Rule:
 - (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by the Directors;
 - (ii) a reference to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution;
 - (iii) a document signed by an Alternate Director need not also be signed by the Alternate Director's Appointor and, if signed by a Director who has appointed an Alternate Director, need not be signed by the Alternate Director in that capacity; and
 - (iv) any document so signed by a Director may be received by the Company at the Office (or other place agreed by the Board) by post, by facsimile or other electronic means or by being delivered personally by that Director.

22. ALTERNATE DIRECTORS

22.1 Appointment and removal of Alternate Directors

- (a) Each Director has power to appoint any person who is not an auditor of the Company or a partner or employer or employee of an auditor of the Company, approved for that purpose by the Board, to be the alternate of the Director in the Appointor's place during such times as the Appointor determines, and will have power at the Appointor's discretion to remove that Alternate Director.
- (b) Subject to the Corporations Act 2001, an Alternate Director is not prohibited from voting or being present in respect of a matter by reason only that the Alternate Director's Appointor is prohibited from voting or being present in respect of that matter.

22.2 Notice of appointment or removal of Alternate Directors

Any appointment or removal of an Alternate Director must be effected by notice in writing to the Company, and may be effected by a facsimile of that notice.

22.3 Rights and powers of Alternate Directors

Subject to the Corporations Act 2001, an Alternate Director:

- (a) may act in the place of the Alternate Director's Appointor;

- (b) is entitled to attend and vote and be counted in determining a quorum at any meeting of the Board (notwithstanding any interest the Alternate Director may have in a matter for consideration by the Board) except while the Alternate Director's Appointor is present;
- (c) has all the rights and powers and is subject to the duties of the Alternate Director's Appointor;
- (d) is not entitled to be remunerated otherwise than out of the remuneration of the Appointor
- (e) may be remunerated by the Company for special services which in the opinion of the Board are outside the scope of the ordinary duties of a Director; and
- (f) may act as an Alternate Director to more than one Director and is entitled to one vote in respect of each Appointor where the Appointor is not present.

22.4 Alternate Director is an Officer of Company

An Alternate Director is an Officer of the Company and will not be deemed to be the agent of the Alternate Director's Appointor.

22.5 Alternate Director must be a Voting Member

An Alternate Director must be a Voting Member of the Company.

22.6 Voting rights of Alternate Directors and Quorum

If an Alternate Director is already a Director of the Company, the Alternate Director is entitled to vote at meetings of the Board both on behalf of the Alternate Director's Appointor and separately as a Director, but for the purpose of determining whether a quorum is present will be counted only once.

22.7 Alternate goes when Appointor goes

If any Appointor ceases to be a Director, the Appointor's Alternate Director (if any) also ceases to be an Alternate Director.

23. ASSOCIATE DIRECTORS

23.1 Appointment and removal of Associate Directors

The Board may appoint any person to be an Associate Director and may revoke that appointment.

23.2 Duties and Remuneration of Associate Directors

The Board may determine and vary the powers, duties and remuneration of any person appointed as an Associate Director.

23.3 Associate Director need not be a Member

An Associate Director need not be a Member of the Company.

23.4 Attendance at Board Meetings

An Associate Director does not have any right to attend at any meeting of the Board except by the invitation of the Board.

23.5 Associate Directors and Quorum

If an Associate Director attends any Board meeting, the Associate Director will not be counted in a quorum and does not have the right to vote.

24. MINUTES**24.1 Minutes of all proceedings to be kept**

The Board will cause minutes of all proceedings of Members Meetings and of the Board, including committees, to be duly entered in books kept for that purpose in accordance with the Corporations Act 2001.

24.2 Minutes to be signed by chairperson

The Board will cause the minutes of all proceedings of Members Meetings and meetings of the Board, including meetings of committees of Board, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

24.3 Minutes to be presumed accurate

Where the minutes of proceedings of Members Meetings and meetings of the Board, including meetings of committees of Directors are signed, those minutes shall be presumed to be an accurate record of the relevant proceedings unless the contrary is proved.

24.4 Inspection of minutes of Members Meetings

Books containing the minutes of proceedings of Members Meetings will be open for inspection by any Member without charge.

25. SECRETARY

25.1 Appointment and removal of Secretary

A Secretary or Secretaries will be appointed by the Board in accordance with the Corporations Act 2001 for such term, at such remuneration and on such conditions as it decides, and any Secretary so appointed may be removed by the Board.

25.2 Acting Secretary

The Board may appoint a person as an acting Secretary or as a temporary substitute for a Secretary who for the purpose of these Rules will be deemed to be a Secretary.

26. SEALS

26.1 Custody and use of Seal

- (a) The Board will provide a Seal for the Company and will provide for the safe custody of that Seal.
- (b) The Seal will only be used by the authority of the Board or of a committee of the Board authorised by the Board.
- (c) Every instrument to which the Seal is affixed, subject to any provisions contained in this Rule, will be signed by any Director or by the Secretary, or by some other person appointed by the Board for that purpose.

26.2 Effect of sealing

Any instrument bearing the Seal will be binding on the Company notwithstanding any irregularity in the authority of the Board in relation to that instrument.

27. ACCOUNTS

27.1 Company to keep

The Company will keep such accounting and other records of the business of the Company as it is required to keep by the Corporations Act 2001.

27.2 Company to allow Members to inspect accounts

Each Member may inspect the accounting records of the Company during the Company's usual business hours, upon providing reasonable notice to the Company.

27.3 **Copy of accounts to be sent**

If so required by the Corporations Act 2001 as it applies to the Company, a copy of every document which is required to be sent to Members by the Corporations Act 2001 will be sent to all persons entitled to receive notices of Members Meetings.

27.4 **Accounts Conclusive**

Every account of the Company when audited (if required by the Corporations Act 2001) and sent to all persons which Rule 27.2 requires, will be conclusive except as regards any material error discovered in it within three months after being sent to those persons. Whenever any material error is discovered within that period the account shall be corrected and then it shall be conclusive.

28. AUDITOR

The auditors of the Company will be appointed and may be removed as provided in the Corporations Act 2001. They will perform the duties and have the rights and powers conferred by the Corporations Act 2001.

29. CONFIDENTIALITY

29.1 **Company's records**

- (a) Subject to the Corporations Act 2001, the Board will determine whether and to what extent, at what time and place or places, and under what conditions, the accounting records and other documents of the Company will be open to the inspection of Members.
- (b) Subject to the Corporations Act 2001, a Member who is not a Director does not have the right, but may in the discretion of the Board be authorised to inspect or to require or receive any information, any record or document of the Company or any information respecting any detail of the Company's trading or business, or any matter which is or may be in the nature of a trade secret or confidential information.

29.2 **Officers of Company not to disclose information**

- (a) Every Director, Managing Director, manager, Secretary, auditor, trustee, member of a committee, accountant and other Officer must maintain in confidence all transactions and business of the Company.
- (b) If required by the Board, every such person must, before commencing that person's duties or employment or at any time afterwards, sign and deliver to the Company a confidentiality agreement in the form the Board reasonably requires.

30. NOTICES

30.1 **Method of service of notices**

A notice may be served by the Company on a Member and any other person receiving a notice under this Constitution by any of the following methods:

- (a) by serving it personally on the Member;
- (b) by leaving it at the Member's registered address;
- (c) by sending it by post in a prepaid letter, envelope or wrapper addressed to the member at the Member's registered address; or
- (d) by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices on the Member.

30.2 Notification of address or facsimile number

- (a) Each Member whose registered address is not in Australia may at any time notify in writing to the Company an address or facsimile number in Australia which will be deemed to be that Member's registered office or facsimile number for the purposes of this Constitution.
- (b) The Board will acknowledge receipt of all notifications of change of address.

30.3 Air-mail postage or facsimile transmission to overseas members

In relation to Members who have no registered address in Australia, all notices will be posted by air-mail, or sent by facsimile transmission or air courier.

30.4 Notice by advertisement

Any notice required or allowed to be given by the Company to the Members by advertisement will unless otherwise stipulated be sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

30.5 Time of service by post

Any notice sent by post, air-mail or air courier will be deemed to have been served on the day following that day on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier, and in proving service it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any manager, Secretary or other Officer of the Company that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence of that fact.

30.6 Time of service by facsimile transmission

Any notice sent by facsimile transmission will be deemed to have been served on receipt by the company of a transmission report confirming successful transmission.

30.7 Service when member dead or bankrupt

- (a) Any notice or document sent by post to or left at the registered address of any Member will notwithstanding that the Member is then deceased or bankrupt, and whether or not the Company has notice of that Member's death or bankruptcy, be deemed to have been duly served.
- (b) Service will for all purposes of these Rules be deemed a sufficient service of that notice on the deceased's heirs, executors or administrators.

30.8 Signatures on notices

The signature to any notice to be given by the Company may be written or printed or a facsimile of that signature may be affixed by mechanical or other means.

30.9 Calculation of notice period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing shall not be included in the number of days or other period.

31. WINDING UP

Upon the winding up of the Company, after the payment of all the liabilities of the Company, the surplus assets:

- (a) shall not be divided amongst the Members;
- (b) shall be paid or transferred to any another organisation, whether incorporated or unincorporated, having similar objects to the Company:
 - (i) which the Members have by special resolution decided; or
 - (ii) if the Members are unable to pass a special resolution, which is determined by the Supreme Court of the Northern Territory on the application of the Company or any Member.