

AUSTRALIA
CORPORATIONS ACT 2001
A COMPANY LIMITED BY GUARANTEE

CONSTITUTION
OF
GPS DOWN UNDER (GPDU) LIMITED
ACN: 617 751 792

**GPS DOWN UNDER (GPDU) LTD
A COMPANY LIMITED BY GUARANTEE
CONSTITUTION**

PRELIMINARY

1.

- a) Each member of the company undertakes to contribute to the property of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the company contracted before he ceases to be a member and the costs charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Twenty Dollars.
- b) If upon the winding-up or dissolution of the company there remains after satisfaction of all the debts and liabilities any property whatsoever, the same shall be paid to or distributed to another organisation which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.
- c) The assets and income of the company is used exclusively to the promotion of the company's purpose. The Company does not distribute any Income, assets directly or indirectly to its members. Surplus Assets must not be distributed to a member or a former member of the Company except
 - (i) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (ii) making a payment to a member in carrying out the Company's charitable purpose(s).
- d) True accounts shall be kept of the sums of money received and expended by the company and the matter in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution of the company for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined by one or more properly qualified Auditors who shall report to the members in accordance with the provision of the Corporations law.
- e) In these regulations:-

"the company" means this company unless inconsistent with the context. "The Law" means the Corporations Act 2001. When any provision of the Law is referred to the reference is to such provision as modified by any statute for the time being in force. Unless the context requires, expressions defined in the Law or any statutory modification thereof in force at the date at which these regulations become binding on the company shall have the meanings so defined.

2. The purposes of the company are:

GPS Down Under (GPDU) Ltd's aim is to provide Free Open Access 'Medication education for General Practitioners, including clinical and vocational aspects of

medical practice to Australian General Practitioners. The Purposes of the company are,

- a) Sharing of free open access to medical education and vocational resources
- b) Providing educational seminars and training for General Practitioners regarding the most recent developments in best practice for diagnosing, treating and/or managing illness.
- c) Provide a platform to support and facilitate research amongst General Practitioners
- d) Advocacy for General Practice.
- e) Peer Support and Networking
- f) Encourage unity and a community amongst our profession

3. Who can be members:

- (b) A person who supports these purposes and regulation of the Company, and
- (c) Should be General Practitioners who are bound by the rules of Australian Health Practitioner Regulation agency (AHPRA) and the Medical Board of Australia is eligible to apply to be a member.

GENERAL MEETINGS

4. A general meeting shall be held once at the least in every calendar year, except in the year of incorporation, and not more than fifteen months after the holding of the last preceding general meeting or (as the case may be) the incorporation of the company, at such time and place as the directors appoint.

5. The above mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.

6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Law.

7. If at any time there are not available sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

8. Subject to the provisions of the Law, 14 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner (if any) as is prescribed by the company in general meeting, to such persons as are under the regulations of the company entitled to receive such notices from the company; but, with the consent of all the members entitled to receive notice of any particular

meeting, that meeting may be convened by such shorter notice and in such manner as those members think fit.

9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

SPECIAL BUSINESS

10. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance - sheets, and the reports of the directors and auditors prescribed by the Law, and the election of directors and other officers in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members personally present shall be a quorum.

12. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed, the meeting shall be dissolved.

13. The chairman (if any) of the board of directors shall preside as chairman at every General meeting of the company.

14. If there is no such chairman, or if at any meeting he is not present within fifteen Minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present may choose someone of their number to be the chairman.

15. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more at any one time notice for the adjourned meeting shall be given as in the case of an ordinary meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. Subject to regulation 20, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes in favour of or against the resolution.

17. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. Whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to vote as a member but not to any casting vote. In case of equal votes for and against the motion shall be considered rejected.

19. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote whether on a show of hands or on a poll, by his committee or by the Public Trustee or by such person as properly has the management of his estate and any such committee trustee or other person may vote by proxy or attorney.

22. On a poll votes may be given either personally or by proxy or by attorney.

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation either under the seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the company.

24. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy may be in the following form or any other form which the directors approve:-

"
 I _____ of _____ Limited
 being a member of _____ Limited
 hereby appoint _____ of _____
 as my proxy to vote for me and on my behalf at the (ordinary or extraordinary as
 the
 case may be) general meeting of the company to be
 held on the _____ day of _____ and at any adjournment
 thereof.
 Signed this _____ day of _____ 19. "

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

27. Any corporation which is a member of the company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

28. The number of the directors and the names of the first directors shall be determined in writing by a majority of the subscribers to this Constitution.

29. Directors should be General Practitioner who are bound by the rules of Australian Health Practitioner Regulation agency (AHPRA) and the Medical Board of Australia

30. The remuneration of the directors shall from time to time be determined by the company in general meeting.

POWERS AND DUTIES OF DIRECTORS

31. The business of the company shall be managed by the directors who may pay all expenses incurred in setting up and registering the company, and may exercise all such powers of the company as are not required by the Law or this Constitution to be exercised by the company in general meeting, subject nevertheless to these regulations, to the provisions of the Law and such regulations, being not inconsistent with the aforesaid regulations or provisions, as are prescribed by the company in general meeting, but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

32. The directors shall cause minutes to be made:-

- a) of all appointments of officers;
- b) of the names of the directors present at each meeting of the company and of the directors;
- c) of all resolution and proceedings at all meetings of the company, and of the directors

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

THE SEAL

33. The seal of the company shall not be affixed to any instrument, except by the authority of a resolution of the board of directors and in the presence of a director and of another director or the secretary or such other person as the directors appoint for the purpose; and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS

34. The office of director shall be vacated if the director:-

- a) without the consent of the company in general meeting holds any other office of profit under the company; or

- b) becomes bankrupt or insolvent; or
- c) becomes prohibited from being a director by reason of any order made under the Law; or
- d) becomes of unsound mind; or
- e) resigns his office by notice in writing to the company; or
- f) is directly or indirectly interested in any contract or proposed contract with the company and fails to declare the nature of his interest in manner required by the Law.

A director may vote in respect of any contract or proposed contract in which he is interested or any matter arising thereout, once he has declared his interest.

ROTATION OF DIRECTORS

35. At the first ordinary general meeting of the company all of the directors shall retire from office, and at the ordinary general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three then the number nearest one-third, shall retire from office.

36. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

37. A retiring director shall be eligible for re-election.

38. At the general meeting at which a director retires in manner aforesaid the members present may fill up the office vacated by a director by electing a person thereto, and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.

39. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

40. Any casual vacancy occurring in the board of directors maybe filled up by a majority of the members by instrument in writing or by resolution of an extraordinary meeting called for the purpose, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

41. The members may by instrument or resolution of the relevant class or the whole as required for filling a casual vacancy in regulation 39 hereof, remove any director before the expiration of his period of office, and may appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

42. The directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Resolutions arising at any meeting shall not be passed unless the votes in favour exceed those votes against the resolution. The chairman shall have a vote. A director may at any time summon a meeting of the directors.

43. The quorum necessary for the transaction of the business of the directors shall be two directors.

44. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors, the continuing directors may act for the purpose of summoning a meeting of members or of a class of members of the company or for obtaining an instrument in writing from members or a class of members appointing a new director, but for no other purpose.

45. The directors may elect a chairman of directors' meetings and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be acting chairman of the meeting, any such acting-chairman may exercise any vote to which he might otherwise be entitled.

46. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that are imposed on it by the directors.

47. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

48. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes the resolution shall be deemed to have been rejected.

49. All acts done by any meeting of directors or of a committee of directors, or by any person acting as a director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a director.

50. At any meeting of directors each director shall have one vote and a resolution of directors shall not be passed unless the votes cast in favour of the resolution exceed the votes against the resolution.

ACCOUNTS

51. The directors shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the company.

52. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit and shall always be open to the inspection of the directors.

53. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and

no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the directors or by the company in general meeting.

54. The directors shall from time to time in accordance with the Law cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance-sheets and reports as are required by the Law.

55. A copy of every balance-sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the company in general meeting together with a copy of the auditors' report shall not less than 14 days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the company.

SECRETARY

56. Appointment and role of secretary

- a) The Company must have at least one secretary, who may also be a director.
- b) A secretary must be appointed by the directors (after giving the Company their signed consent to act as secretary of the Company) and may be removed by the directors.
- c) The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- d) The role of the secretary includes:
 - i. Maintaining a register of the Company's members; and
 - ii. Maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and circular resolutions.

AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with the provision of the Law.

NOTICES

58.

- a) A notice may be given by the company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within Australia) to the address (if any) within Australia supplied by him to the company for the giving of notices to him.
- b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing preparing and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty – eight hours after the letter containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

59. Notice of every general meeting shall be given in some manner hereinbefore authorised to every member except those members who (having no registered address within Australia) have not supplied to the company an address within Australia for the giving of notices to

them. No other persons shall be entitled to receive notices of general meeting, other than the auditor for the time being of the company and the chairman of directors.

DATED the day of 20

We adopt the above Constitution for the company

FULL NAMES ADDRESSES AND OCCUPATION OF SUBSCRIBERS

Signature full name and address
of Subscriber

Signature full name and Address
of Witness

Karen Price
44 Regent St
Brighton East 3187



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