

Constitution

Australian General Practice Network Limited

ABN 95 082 812 146

As adopted on 4 November 2009

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Preliminary

1. Defined terms & interpretation

1.1 In this Constitution unless the contrary intention appears:

Appointed Directors means the directors appointed by the Elected Directors in accordance with clause 27.

Associate Members means, subject to clause 6, persons having an interest in the objects of the Company and admitted to membership as an Associate Member under clause 4.

Auditor means the Company's auditor.

Chairperson means the person occupying the position of Chairperson elected under clause 36.

Company means Australian General Practice Network Limited ABN 95 082 812 146.

Constitution means the constitution of the Company as amended from time to time.

Director includes any person occupying the position of director of the Company.

Division of General Practice means a body corporate that:

- (a) is controlled by General Practitioners who practise within a particular geographical area of Australia; and
- (b) has a principal object of supporting the activities of General Practitioners for the purpose of improving the health of their local community,

provided that the Directors have determined that the body corporate meets such criteria.

Directors means all or some of the Directors acting as a board.

Elected Directors means the directors elected in accordance with clause 26.

Election Candidates means the candidates nominated to stand for election by the Member Divisions under clauses 25.2(c) and 26.3.

General Practitioner means a registered medical practitioner who is qualified and competent for General Practice in Australia and:

- (a) has the skills and experience to provide whole person, comprehensive, coordinated and continuing medical care;
- (b) maintains professional competence for general practice.

General Practice means the provision of primary continuing comprehensive whole-patient medical care to individuals, families and their communities.

Location Rule means the rule set out in clause 25.1(a)(ii).

Member means a member under clause 4.

Member Divisions means, subject to clause 6:

- (a) the Divisions of General Practice named in Schedule 1 to this Constitution that have also provided to the Company a written consent to be a Member; and
- (b) any additional Divisions of General Practice admitted as Member Divisions under clause 4.

Member SBOs means, subject to clause 6:

- (a) the SBOs named in Schedule 2 to this Constitution that have also provided to the Company a written consent to be a Member; and
- (b) any additional SBOs admitted as Member SBOs under clause 4

provided that there will not be more than one Member SBO for each State and Territory.

Office means the Company's registered office.

Register means the register of Members of the Company.

Registered Address means the last known address of a Member as noted in the Register.

Representative means a person appointed as such under clause 8.

SBO means a body corporate representing the Divisions of General Practice in a particular State or Territory, provided that the Directors have determined that the body corporate meets such description.

Seal means the Company's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.

State means a state of Australia.

Territory means the Australian Capital Territory or the Northern Territory.

Three GP Rule means the rule set out in clause 25.1(a)(i).

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the *Corporations Act 2001* (Cth) have the same meaning in this Constitution;
- (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
- (e) a reference to the *Corporations Act 2001* (Cth) is a reference to the *Corporations Act 2001* (Cth) as modified or amended from time to time.

1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Act 2001* (Cth) that deals with the same matter as the clause.

1.4 To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* (Cth) do not apply to the Company.

Objects

2. Objects

2.1 The objects for which the Company is established are to promote the health and well-being of Australians through Divisions of General Practice, including by:

- (a) strengthening the effectiveness and vitality of the General Practice sector through support to Member Divisions and Member SBOs and advocacy and representation of Member Divisions and Member SBOs to the Federal Government, to other national organisations and to the Australian public;
 - (b) contributing to the development of national health policy in collaboration with Member Divisions and Member SBOs;
 - (c) promoting cooperation and communication with other national organisations in Australia with objects similar to these objects of the Company; and
 - (d) providing national leadership in health system development.
- 2.2 The Company may only exercise the powers in subsection 124(1) of the *Corporations Act 2001* (Cth) to:
- (a) carry out the objects in this clause 2; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

Income and Property of Company

3. Income and property of Company

- 3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.
- 3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

4. Admission

- 4.1 The number of Members of the Company is unlimited.
- 4.2 Subject to clause 6, the Members of the Company will be:
- (a) the Member Divisions;
 - (b) the Member SBOs; and
 - (c) the Associate Members.
- 4.3 Applications for membership of the Company will be in writing, signed by the applicant and specifying the desired category of membership, in a form approved by the Directors in their absolute discretion.
- 4.4 At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:

- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility for the relevant category of membership that they consider reasonably necessary.
- 4.5 If the Directors:
- (a) require further evidence under clause 4.4, determination of the application will be deferred until this evidence has been supplied;
 - (b) reject an application for membership, they will not be required to give reasons for the rejection.
- 4.6 As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.
- 4.7 Subject to clause 4.8, an applicant will become a Member of the Company on payment of the amount due under clause 4.6.
- 4.8 If an amount due under clause 4.6 is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the applicant for membership of the Company.
- 4.9 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.
- 4.10 If eligible, a Member may be both a Member Division and Member SBO, in which case such Member:
- (a) will be recorded as one Member in the Register;
 - (b) will have two votes at general meetings;
 - (c) will count as one Member for the purpose of establishing a quorum;
 - (d) is only entitled to one notice of general meeting;
 - (e) will be liable for entrance fees and annual subscriptions (if any) applicable to both categories of membership;
 - (f) will be regarded as one Member for the purpose of the guarantee in clause 51.1;
 - (g) may resign as either a Member Division or Member SBO without resigning the other category of membership;
 - (h) will be otherwise entitled to exercise the rights of both a Member Division and a Member SBO under this Constitution; and
 - (i) will be otherwise required to comply with the obligations imposed on both a Member Division and a Member SBO under this Constitution.
- 4.11 Associate Members are not entitled to hold any other category of membership.

5. Subscriptions

- 5.1 The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member. Until otherwise determined by the Directors:
- (a) the entrance fee will be nil; and
 - (b) the annual subscription will be nil.

- 5.2 The annual subscription period will commence on 1 July of each year, and the annual subscription will be due in advance within 30 days of this date.
- 5.3 The Directors may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- 5.4 If a Member does not pay a subscription within 30 days after it becomes due the Directors:
- (a) will give the Member notice of that fact; and
 - (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

6. Ceasing to be a Member

6.1 A Member's membership of the Company will cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a majority of at least 75% of the Members present and voting at a meeting of Members by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; or
 - (ii) who in their opinion is no longer eligible for their respective category of membership,provided that the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if membership is forfeited under clause 5.4(b);
- (d) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
- (e) where the Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

6.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

7. Powers of attorney

- 7.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 7.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 7.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

8. Representatives

- 8.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the *Corporations Act 2001* (Cth); and
 - (b) remove a Representative.
- 8.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 8.3 A certificate executed in accordance with section 127 of the *Corporations Act 2001* (Cth) is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 8.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 8.5 The appointment of a Representative may set out restrictions on the Representative's powers.

General Meetings

9. Calling general meeting

- 9.1 During the period that the transitional arrangements are in effect from the conclusion of the 2009 annual general meeting until the conclusion of the 2010 annual general meeting, any three Directors may, at any time, call a general meeting.
- 9.2 On and from the conclusion of the 2010 annual general meeting, any three Directors, of which at least two must be Elected Directors, may, at any time, call a general meeting.
- 9.3 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the *Corporations Act 2001* (Cth); and

- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the *Corporations Act 2001* (Cth).

10. Notice of general meeting

- 10.1 Subject to the provisions of the *Corporations Act 2001* (Cth) allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 10.2 A notice calling a general meeting:
 - (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 10.3 The business to be transacted at an annual general meeting may include:
 - (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditorwithout the need for the notice of meeting to state such business.
- 10.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 9.3).
- 10.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 49.1 entitled to receive notices from the Company.
- 10.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at General Meetings

11. Member

In clauses 12 (except the proviso in clause 12.2), 13, 15 and 19, **Member** includes a Member present in person or by proxy, attorney or Representative.

12. Quorum

- 12.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 12.2 A quorum of Members is:
 - (a) 28 Members (not including Associate Members); or

- (b) if the total number of Members (not including Associate Members) at any one time is less than 28, 75% of the total number of Members (not including Associate Members) at that time,

provided that, in either case, five Members (not including Associate Members) must be present in person or by Representative.

12.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:

- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

13. Chairperson

13.1 The Chairperson will be the chairperson at every meeting of Members.

13.2 If:

- (a) there is no Chairperson; or
 - (b) the Chairperson is not present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the Chairperson is unwilling to act as chairperson of the general meeting,
- the Directors present may elect a chairperson of the general meeting of the Members.

13.3 If no election is made under clause 13.2, then:

- (a) the Members (other than Associate Members) may elect one of the Directors present as chairperson of the meeting; or
- (b) if no Director is present or is willing to take the chair, the Members (other than Associate Members) may elect one of the Representatives present as chairperson of the meeting.

13.4 If there is a dispute at a general meeting about a question of procedure, the chairperson of the meeting may determine the question.

14. Adjournment

14.1 The chairperson of a general meeting at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so.

14.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

14.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

14.4 Notice of an adjourned general meeting must only be given in accordance with clause 10.1 if a general meeting has been adjourned for more than 21 days.

15. Decision on questions

15.1 Subject to the *Corporations Act 2001* (Cth) in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

15.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the *Corporations Act 2001* (Cth).

15.3 Unless a poll is demanded:

(a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

15.4 The demand for a poll may be withdrawn.

15.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

16. Taking a poll

16.1 A poll will be taken when and in the manner that the chairperson directs.

16.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

16.3 The chairperson may determine any dispute about the admission or rejection of a vote.

16.4 The chairperson's determination, if made in good faith, will be final and conclusive.

16.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.

16.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

17. Casting vote of chairperson

The chairperson of a general meeting does not have a casting vote in addition to the chairperson's votes (if any) as a Member, proxy, attorney or Representative.

18. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

(a) refuses to permit examination of any article in the person's possession; or

(b) is in possession of any:

(i) electronic or recording device;

- (ii) placard or banner; or
- (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

19. Entitlement to vote

- 19.1 Subject to clause 19.4, a Member Division is entitled to attend, speak and vote at a general meeting.
- 19.2 Subject to clause 19.4, a Member SBO is entitled to attend, speak and vote at a general meeting.
- 19.3 An Associate Member is entitled to attend but not speak at a general meeting and is not entitled to vote for any purpose.
- 19.4 A Member is not entitled to vote at a general meeting if the Member's annual subscription is more than one month in arrears at the date of the meeting.
- 19.5 Subject to clause 4.10(b), a Member entitled to vote has one vote.

20. Objections

- 20.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 20.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 20.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

21. Votes by proxy

- 21.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 21.2 A proxy need not be a Member.
- 21.3 A proxy may demand or join in demanding a poll.
- 21.4 A proxy or attorney may vote on a poll.
- 21.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

22. Document appointing proxy

- 22.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the *Corporations Act 2001* (Cth). The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by subsection 250A(1) of the *Corporations Act 2001* (Cth).
- 22.2 For the purposes of clause 22.1, an appointment received at an electronic address will be taken to be signed by the Member if:

- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 22.3 A proxy's appointment is valid at an adjourned general meeting.
- 22.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 22.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 22.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

23. Lodgement of proxy

- 23.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 23.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

24. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointer:

- (a) died;
- (b) became mentally incapacitated; or

- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Appointment and Removal of Directors

25. Number of Directors

25.1 The Company will have up to nine Directors as follows:

- (a) six Elected Directors elected in accordance with clause 26 of which:
 - (i) at least three must be General Practitioners (**Three GP Rule**); and
 - (ii) there must be no more than two Elected Directors who carry on the majority of their General Practice, business or employment in any one State or Territory (**Location Rule**); and
- (b) up to three Appointed Directors, appointed by the Elected Directors in accordance with clause 27.

25.2 Notwithstanding the other provisions in this Constitution, the following transitional arrangements will take effect:

- (a) during the period from the conclusion of the 2009 annual general meeting until the conclusion of the 2010 annual general meeting, the Directors will be those persons who would otherwise have been the directors of the Company if the previous constitution of the Company had not been replaced by this Constitution at that meeting (**Transition Directors**);
- (b) the term of appointment of all Transition Directors as Directors expires at the conclusion of the 2010 annual general meeting;
- (c) the Company will call for nominations from Member Divisions for Election Candidates to replace the Transition Directors with six Elected Directors;
- (d) the Company will conduct an election to replace the Transition Directors no earlier than 1 July 2010 and no later than seven days prior to the date of the 2010 annual general meeting. The Member Divisions will elect six Directors (**New Elected Directors**) from the pool of Election Candidates nominated under clause 25.2(c) in accordance with the voting procedures in clauses 26.5, 26.6, 26.7 and 26.8;
- (e) the election result must be declared by the Company at the 2010 annual general meeting and the appointment of the New Elected Directors (excluding any elected under clause 25.2(f)) will take effect at the end of the meeting, provided that each appointee has provided to the Company a written consent to act as director;
- (f) if a position cannot be filled under clause 25.2(d) because there are no or insufficient Election Candidates whose election complies with the Three GP Rule and the Location Rule, then the Company will conduct an election in accordance with clauses 26.9 and 26.11 to fill that position within 90 days of the 2010 annual general meeting. If an election is to be conducted under this clause 25.2(f), during the period between the end of the 2010 annual general meeting and the end of the day that the result of the election is declared, a quorum of Directors is determined under clause 26.12;
- (g) the terms of the New Elected Directors will be determined as follows:

- (i) those two Election Candidates receiving the first and second highest number of votes will retire at end of the 2013 annual general meeting;
 - (ii) those two Election Candidates receiving the third and fourth highest number of votes will retire at the end of the 2012 annual general meeting; and
 - (iii) those two Election Candidates receiving the fifth and sixth highest number of votes will retire at the end of the 2011 annual general meeting;
- (h) for the purposes of clause 25.2(g):
- (i) a New Elected Director appointed under clause 25.2(f) will be treated as an Election Candidate who received the lowest number of votes; and
 - (ii) as between two or more Election Candidates who receive an equal number of votes, the Election Candidate or Election Candidates to retire will be determined by lot;
- (i) the New Elected Directors will be replaced in accordance with clause 26.1;
 - (j) the elections held in 2010 will be held in accordance with clauses 25.2(c) and 25.2(d);
 - (k) the Transition Directors must not appoint Appointed Directors pursuant to clause 27.1;
 - (l) the New Elected Directors may appoint up to three Appointed Directors pursuant to clause 27.1 by majority resolution within 90 days following the 2010 annual general meeting.
 - (m) if the Elected Directors appoint Appointed Directors under clause 25.2(l), one of those Appointed Directors will retire at the end of each of the 2011, 2012 and 2013 annual general meetings (until all of those Appointed Directors have retired).

26. Election of Elected Directors

- 26.1 An election must be conducted by the Company to replace an Elected Director who is due to retire at an upcoming Company annual general meeting pursuant to clauses 25.2(g) or 28.
- 26.2 An election pursuant to clause 26.1 must be held no earlier than 1 July in the respective year and no later than 7 days prior to the date of the Company annual general meeting. The election result must be declared by the Company at the annual general meeting and the appointment will take effect at the end of the meeting, provided that the appointee has provided to the Company a written consent to act as director.
- 26.3 The Company will call for nominations for Election Candidates from the Member Divisions prior to an election being held.
- 26.4 Member Divisions will elect Elected Directors from the pool of Election Candidates nominated under clause 26.3.
- 26.5 Each election will be decided by a "first past the post" voting system of votes cast by eligible voting Member Divisions. Each eligible voting Member Division will be entitled to cast a number of votes up to the number of positions to be filled by the election. If two or more Election Candidates receive the same number of votes, the successful candidate will be determined by lot.
- 26.6 Where more than one Director is to be elected under clauses 25.2(d) or 26.1, the Election Candidates receiving the highest number of votes will be elected as Elected Directors (subject to clauses 26.7 and 26.8).
- 26.7 The positions to be filled at an election will be filled as follows:

- (a) a position that is required to be filled by a General Practitioner to comply with the Three GP Rule will be filled by the General Practitioner nominated who receives the highest number of votes (determined between the unelected Election Candidates who are General Practitioners and whose election complies with the Location Rule); and
 - (b) a position that is not required to be filled by a General Practitioner to comply with the Three GP Rule will be filled by the Election Candidate who receives the highest number of votes (determined between the unelected Election Candidates whose election complies with the Location Rule).
- 26.8 For the avoidance of doubt, an Election Candidate becomes ineligible to be elected as an Elected Director at any stage of an election if his or her election as a Director would not comply with the Location Rule.
- 26.9 If a position to be filled
- (a) as a result of a vacancy under clause 26.13 (**Vacancy**); or
 - (b) at an election (**First Election**),
- cannot be filled because there are no or insufficient Election Candidates whose election or appointment complies with the Three GP Rule and the Location Rule to fill the position, then the Company will conduct an election (**Second Election**) in accordance with the nomination and voting procedures in clauses 26.3, 26.4, 26.5, 26.7, 26.8 and 26.9 to fill the position.
- 26.10 The Second Election must be conducted within 90 days of the date of the Vacancy or the date the result of the First Election is declared (as relevant).
- 26.11 The result of the Second Election conducted under clause 26.9 must be declared by the Company within seven days of the close of the Second Election and the appointment will take effect at the end of the day that the result is declared.
- 26.12 For the purposes of clause 31.9, if a Second Election is to be conducted under clause 26.9, a quorum of Directors is three Directors during the period between the date the result of the First Election is declared or the date of the Vacancy (as relevant) and the end of the day that the result of the Second Election is declared.
- 26.13 If an Elected Director vacates his or her office (**Vacating Elected Director**) in accordance with clause 29 and 60 or more days remain in that Vacating Elected Director's term, he or she will be replaced by the Election Candidate:
- (a) whose appointment complies with the Three GP Rule and the Location Rule; and
 - (b) who received the next highest number of votes (determined between the Election Candidates who meet the criteria in clause 26.13(a)) after the Election Candidates whose appointment as Elected Directors took effect at the end of the last annual general meeting held by the Company.
- 26.14 An Elected Director appointed under clause 26.13 is appointed for the remainder of the Vacating Elected Director's term. For the avoidance of doubt, if a Vacating Elected Director vacates his or her office and less than 60 days remain in that Vacating Elected Director's term, no Elected Director will be appointed under clause 26.13 and clause 26.1 will apply in respect of the replacement of the Vacating Elected Director.
- 26.15 The Directors from time to time may make, repeal or amend such by-laws, rules, or regulations as they see fit for the conduct of elections pursuant to this clause 26, provided that such by-laws, rules, or regulations are not inconsistent with this Constitution or with each other.

27. Appointment of Appointed Directors

- 27.1 The Elected Directors may appoint up to three people as Directors (**Appointed Directors**).
- 27.2 The Elected Directors may, by majority resolution pursuant to clause 32.1, make an appointment under clause 27.1:
- (a) within 90 days following an annual general meeting at which an Appointed Director retires; and
 - (b) within 90 days following an Appointed Director otherwise vacating his or her office.

28. Retirement

- 28.1 Subject to clause 28.3, at the close of every annual general meeting commencing from the 2014 annual general meeting, one-third of the Elected Directors and one-third of the Appointed Directors or, if their number are not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire.
- 28.2 Subject to clause 26.14, the Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last appointment. Directors appointed on the same day may agree among themselves or determine by lot which of them must retire.
- 28.3 Subject to clause 29, a Director must retire from office at the conclusion of the third annual general meeting after the Director was last appointed, even if his or her retirement results in more than one-third of all Directors retiring from office.
- 28.4 A retiring Director remains in office until the end of the relevant meeting and will be eligible for re-appointment at the meeting.

29. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Act 2001* (Cth) from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company;
- (e) is absent from Directors' meetings for three consecutive meetings without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Act 2001* (Cth).

Powers and Duties of Directors

30. Powers and duties of Directors

- 30.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Act 2001* (Cth) do not require to be exercised by the Company in general meeting.
- 30.2 Without limiting the generality of clause 30.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

Proceedings of Directors

31. Directors' meetings

- 31.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 31.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 31.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 31.4 Subject to the *Corporations Act 2001* (Cth), a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 31.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 31.6 Subject to clause 34, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 31.7 Clauses 31.4 to 31.6 apply to meetings of Directors' committees as if all committee members were Directors.
- 31.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 31.9 Subject to clauses 25.2(f) and 26.13, a quorum is five Directors and, from the conclusion of the 2010 annual general meeting, the quorum must include no less than three Elected Directors.
- 31.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting of Members to deal with the matter.

31.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

32. Decision on questions

32.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 34, each Director has one vote.

32.2 The chairperson of a meeting of Directors does not have a casting vote in addition to his or her deliberative vote.

Payments to Directors

33. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of remuneration for performance of duties as a Director where such remuneration has been determined by the Company in general meeting;
- (b) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (c) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (d) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (e) relating to an indemnity in favour of the Director and permitted by section 199A of the *Corporations Act 2001* (Cth) or a contract of insurance permitted by section 199B.

34. Directors' interests

34.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

34.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

34.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.

34.4 Subject to clause 33, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Company;
- (b) hold any office or place of profit other than as auditor in the Company; and
- (c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

34.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the *Corporations Act 2001* (Cth) to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

34.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

35. Remaining Directors

35.1 The Directors may act even if there are vacancies on the board.

35.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) call a general meeting; or
- (b) conduct an election to appoint a Director pursuant to clause 26.

36. Chairperson

36.1 The Directors shall at the first Directors' meeting following the expiry of the Chairperson's term in office, elect a Director as Chairperson for a term, subject to clauses **Error! Reference source not found.**, 36.3 and 36.4 to expire at the conclusion of the second general meeting after he or she was elected as Chairperson.

36.2 A retiring Chairperson is eligible for re-election as Chairperson under clause 36.1 for a further term to expire at the second annual general meeting following his or her re-appointment.

36.3 The term of office of a Chairperson elected under clause 36.1 shall expire upon the Chairperson retiring from the office of Director without re-appointment as a Director or otherwise vacating his or her office as Director.

- 36.4 A retiring Chairperson is eligible for re-election as Chairperson under clause 36.2 for a maximum of two consecutive terms of office.
- 36.5 The Chairperson shall be the chairperson of Directors' meetings.
- 36.6 If no Chairperson is elected or if the Chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

37. Committees

- 37.1 The Directors:
- (a) must establish:
 - (i) a finance and audit committee; and
 - (ii) a committee to provide advice to the Directors on issues relating to General Practice in rural and remote areas of Australia; and
 - (b) may establish any other committee or committees to provide advice to the Directors and/or to exercise delegated powers pursuant to clause 38.
- 37.2 Committee members will be appointed by the Directors.
- 37.3 At least one member of each committee must be a Director.

38. Delegation to committees

- 38.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to one or more committees established pursuant to clause 37.
- 38.2 The Directors may at any time revoke any delegation of power to a committee.
- 38.3 A committee must exercise its delegated powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 38.4 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 38.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each committee member was a Director.

39. Written resolutions

- 39.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 39.2 For the purposes of clause 39.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 39.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 39.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 39.

39.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

40. Validity of acts of Directors

40.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

41. Minutes and Registers

41.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 39;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 34.

41.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

41.3 The Company must keep all registers required by this Constitution and the *Corporations Act 2001* (Cth).

Local Management

42. Local management

42.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

43. Appointment of attorneys and agents

43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Act 2001* (Cth) appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);

- (c) for the period; and
 - (d) subject to the conditions,
determined by the Directors.
- 43.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 43.4 The Directors may appoint attorneys or agents by facsimile transmission to act for and on behalf of the Company.
- 43.5 An attorney or agent appointed under this clause 43 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Secretary

44. Secretary

- 44.1 If required by the *Corporations Act 2001* (Cth), there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 44.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 44.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Seals

45. Common Seal

- 45.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

46. Duplicate Seal

- 46.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:
- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (b) must not be used except with the authority of the Directors.

Inspection of Records

47. Inspection of records

- 47.1 Except as otherwise required by the *Corporations Act 2001* (Cth), the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 47.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

48. Service of notices

- 48.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 48.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 48.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 48.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 48.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.

- 48.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 48.7 Subject to the *Corporations Act 2001* (Cth) the signature to a written notice given by the Company may be written or printed.
- 48.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

49. Persons entitled to notice

- 49.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Director; and
 - (c) any Auditor.
- 49.2 No other person is entitled to receive notice of a general meeting.

Audit and Accounts

50. Audit and accounts

- 50.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Act 2001* (Cth).
- 50.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the *Corporations Act 2001* (Cth).

Winding Up

51. Winding up

- 51.1 If the Company is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year,
- undertakes to contribute to the property of the Company for the:
- (c) payment of debts and liabilities of the Company (in relation to clause 51.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding \$10.
- 51.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another body corporate which:

- (a) by its constitution, is:
 - (i) required to pursue similar purposes to the Company;
 - (ii) required to apply its profits (if any) or other income in promoting its objects; and
 - (iii) prohibited from making any distribution to its members; and
- (b) if the Company has deductible gift recipient endorsement under the *Income Tax Assessment Act 1997* (Cth), has the same endorsement,

such body corporate to be determined by resolution of Members (other than Associate Members) at or before the winding up or, in default, by application to the Supreme Court for determination.

Indemnity

52. Indemnity

- 52.1 To the extent permitted by law and subject to the restrictions in section 199A of the *Corporations Act 2001* (Cth) the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 52.2 To the extent permitted by law and subject to the restrictions in section 199A of the *Corporations Act 2001* (Cth), the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 52.3 The amount of any indemnity payable under clauses 52.1 or 52.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 52.4 For the purposes of this clause 52, **officer** means:
 - (a) a Director; or
 - (b) a Secretary.

Schedule 1 - Member Divisions

ACT Division of General Practice Ltd
Adelaide Hills Division of General Practice Inc
Adelaide North East Division of General Practice Inc
Adelaide Northern Division of General Practice Inc
Adelaide Western General Practice Network Inc
Ballarat and District Division of General Practice Inc
Bankstown GP Division Incorporated
Barossa General Practice Network Ltd
Barwon Division of General Practice
Bayside General Practice Network
Blue Mountains GP Network Inc
Border Division of General Practice Ltd
Brisbane South Division of General Practice Association Incorporated
Canning Division of General Practice Ltd
Capricornia Division of General Practice Ltd
Central Coast Division of General Practice Ltd
Central Highlands General Practice Network Ltd
Central Queensland Rural Division of General Practice Associated Incorporated
Central Sydney GP Network Ltd
Central Victoria General Practice Network Inc
Central West Gippsland Division of General Practice Inc
Central Western Victorian Division of General Practice Inc
Central Wheatbelt Division of General Practice Incorporated
Dandenong Casey General Practice Association Incorporated
Division of General Practice Northern Tasmania Inc
Dubbo / Plains Division of General Practice Ltd
East Gippsland Division of General Practice Ltd
Eastern Goldfields Medical Division of General Practice Ltd
Eastern Ranges GP Association Incorporated
Eastern Sydney Division of General Practice Ltd
Eyre Peninsula Division of General Practice Inc
Far North Queensland Rural Division of General Practice Association Incorporated

Flinders and Far North Division of General Practice Inc
Fremantle General Practice Network Limited
General Practice Alliance – South Gippsland Limited
General Practice Gold Coast
General Practice Network NT Ltd
General Practice Network South Incorporated
General Practitioners Association of Geelong Ltd
Genprac Ltd
Goulburn Valley Division of General Practice Ltd
GP Links Wide Bay Ltd
GP Partners Adelaide
GP Partners Limited
Great Southern GP Network Ltd
Greater Bunbury Division of General Practice Inc
Hastings Macleay General Practice Network Ltd
Hawkesbury-Hills Division of General Practice Ltd
Hornsby Ku-ring-gai Ryde Division of General Practice Ltd
Hunter Rural Division of General Practice Ltd
Hunter Urban Division of General Practice Ltd
Illawarra Division of General Practice
Inner South East Melbourne Division of General Practice, Inc
Ipswich and West Moreton Division of General Practice Ltd
Kimberley Division of General Practice Ltd
Knox Division of General Practice Ltd
Limestone Coast Division of General Practice Inc
Macarthur Division of General Practice Pty Ltd
Mackay Division of General Practice Limited
Mallee Division of General Practice
Melbourne East General Practice Network Ltd
Melbourne General Practice Network Inc
Mid North Coast (NSW) Division of General Practice Ltd
Mid North Division of Rural Medicine Inc
Midwest GP Network Inc

Monash Division of General Practice (Clayton) Ltd
Monash Division of General Practice (Moorabbin) Inc
Moreton Bay General Practice Network Inc
Murray Mallee General Practice Network Inc
Murray Plains Division of General Practice Inc
Murrumbidgee General Practice Network Ltd
Nepean Division of General Practice Inc
New England Division of General Practice Ltd
North and West Queensland Primary Health Care Association Incorporated
North East Valley Division of General Practice Pty Ltd
North East Victorian Division of General Practice Ltd
North West Melbourne Division of General Practice Ltd
North West Slopes (NSW) Division of General Practice Ltd
North West Tasmania Division of General Practice Inc
Northern Division of General Practice - Melbourne Ltd
Northern Rivers General Practice Network Inc
Northern Sydney General Practice Network Inc
NSW Central West Division of General Practice Ltd
NSW Outback Division of General Practice Ltd
Osborne GP Network Ltd
Otway Division of General Practice Association Incorporated
Peel and South West Division of General Practice Ltd
Peninsula GP Network Ltd
Perth Primary Care Network Ltd
Pilbara Division of General Practice Ltd
PivotWest Limited
Riverina Division of General Practice and Primary Health Ltd
Riverland Division of General Practice Inc
Rockingham Kwinana Division of General Practice Pty Ltd
Shoalhaven Division of General Practice Incorporated
South East Alliance of General Practice (Brisbane) Limited
South Eastern Sydney Division of General Practice Ltd
SouthEast Primary HealthCare Network Ltd
Southern General Practice Network Ltd

Southern Highlands Division of General Practice Inc
Southern Queensland Rural Division of General Practice Association Inc
St George District Division of General Practice Inc
Sunshine Coast Division of General Practice Ltd
Sutherland Division of General Practice Inc
The Division of General Practice (Tasmania - Southern Region) Inc.
Toowoomba and District Division of General Practice Limited
Townsville Division of General Practice Ltd
Wentwest Limited
Westgate General Practice Network Ltd
Yorke Peninsula Division of General Practice Inc

Schedule 2 - Member SBOs

ACT Division of General Practice Ltd

General Practice Network NT Ltd

General Practice NSW Limited

General Practice Queensland Limited

General Practice SA Inc

General Practice Tasmania Ltd

GPV Limited

Western Australian Primary Care Network Incorporated