

The CONSTITUTION of GPTA Ltd – structural revisions proposed 2023

The following changes are proposed for adoption by Special Resolution with respect to structural revisions required to make the Constitution of GPTA Ltd contemporary in its language and compliant with changes at law since originally drafted. Any significant impact on subsequent clauses have been captured for your reference under the relevant numbering of the current document.

1. CHANGES TO DEFINITIONS – changes made at clause 3.1 and throughout the Constitution

- i. Deletion of definition of and references to **Administration Officer** throughout the document (where this had been defined at 3.1 as meaning “the person appointed by the Board to the position of **Administrative Officer of GPTA**”)
- ii. Expansion of definition for “Audit” to align with the primary GPTA funding model, change as indicated in red:

“**Audit**” includes a review undertaken pursuant to section 301(3) of the Law, unless an audit is required by the conditions of GPTA’s tax deductibility, **funding through Government Grant** or other laws
- iii. Replacement of definition for “Secretary” in Definitions and throughout the document to align with current legal nomenclature, change as indicated in red:

“**Company Secretary**” means a person named in the application for incorporation of GPTA or any person thereafter appointed to perform the duties of a Secretary of GPTA
- iv. Update for the medical registration body referred to under the definition for “General Practitioner” as one who:
 - a) is qualified and competent for General Practice anywhere in Australia, being recognised by ~~the Health Insurance Commission~~ **AHRPA** as a general practitioner...
- v. Updated definition for “GP” in the Definitions and throughout the document to embrace the broader relevance of GPTA’s objects:

“**GP**” means General Practitioner. **For the purpose of this Constitution, use of the terms 'General Practitioner' and 'GP' are taken to apply equally to the context of rural generalism, such that they may be substituted throughout the document with 'Rural Generalist' and 'RG'**
- vi. Definition and terminology for “GP Registrar” updated in the Definitions and throughout the document to embrace the broader range of pathways and contexts relevant to supervisees of GPTA members:

“**GP Registrar**” “**GP in Training**” means a registered medical practitioner enrolled in a specialist General Practice training program approved by either the RACGP or ACRRM, **and is taken to incorporate Rural Generalism**
- vii. Addition to the definition for “the Law” to acknowledge the legislation introduced in 2022 to make online meetings legally permitted following the temporary measures passed for

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companies like GPTA Ltd operating under the *Corporations Act 2001* (Cth) to hold ordinary and general meetings via teleconference throughout pandemic lockdowns:

“The Law” means the *Corporations Act 2001* (Cth) (as amended, modified or enacted from time to time, including the *Corporations Amendment (Meetings and Documents) Act 2022 (the Amending Act)*)

- viii. Expansion of definition of “Supervisor” to incorporate supervisees across the educational spectrum:

“Supervisor” means a General Practitioner with responsibility for supervising **medical students, prevocational doctors and/or GPs in Training**~~GP Registrars~~ in their clinical, educational and professional development, in a safe and supportive educational alliance; and who has actively supervised **medical students, prevocational doctors and/or GPs in Training**~~GP Registrars~~ within the previous two (2) years

- ix. Broadening of the definition of “writing” at 3.1 to allow for legally recognised technologies:

“Writing” includes **email, online form or questionnaire**, ~~electronic mail~~, facsimile and any other form of written communication, but does not include mobile telephone text

- x. Updating of references to “Chairman” to Chairperson” throughout the document.

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1.1. IMPACT OF CHANGED DEFINITIONS ON OBJECTS OF GPTA

- 5.1** The object of GPTA is the promotion of the prevention and control of disease in humans. This object is pursued by activities designed to ensure that the standard of diagnosis and treatment of patients by General Practitioners **and Rural Generalists**, particularly **GP Registrars** **GPs in Training**, is of a standard that is sufficiently high to ensure the prevention and control of disease in humans and is continually improving.

1.2. IMPACT OF CHANGED DEFINITIONS ON NOTICE OF GENERAL MEETING

- 16.5.2** Clause 19 notwithstanding, if a Member does not want to be sent documents in electronic form, they may elect to receive their notices physically. It is the Member's responsibility to indicate this preference and ensure the contact details the Company Secretary holds for him or her is current at all times.

1.3. IMPACT OF CHANGED DEFINITIONS ON CONDUCT OF GENERAL MEETINGS

- 17.1.2** A person who attends the meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.
- 17.7.1** At any general meeting, ~~whether wholly or partially run as a virtual meeting~~, a resolution put to the vote of the ~~Ordinary Members-meeting~~ shall be decided using a poll facilitated by the virtual platform. ~~on a show of hands, unless a poll using a secure electronic survey facility is demanded:~~
- ~~(a) by the Chairperson; or~~
 - ~~(b) by at least five percent (5%) of the voting Members attending the meeting required where the meeting is either partially or fully conducted by video conferencing technology.~~
- 17.7.2** At any general meeting, whether wholly or partially run as a virtual meeting, a resolution requiring confirmation by the Ordinary Members shall be decided by Consensus using a show of hands by visual or electronic means.
- 17.9** ~~A poll will be taken immediately if one is demanded or at any other time after an interval or adjournment or otherwise as the Chairperson decides. The result of the poll will be recorded as the resolution of the meeting at which the poll was demanded. An unscheduled poll may be called for and taken to determine a resolution relating to the business of the general meeting should the Chairperson decide this is appropriate having considered:~~
- ~~(a) the percentage of the membership in attendance at the meeting; and~~
 - ~~(b) the opportunity the attending Members have been given to discuss the business of the poll.~~

1.4. IMPACT OF CHANGED DEFINITIONS ON ONLINE GENERAL MEETINGS (AGMs)

- 19** ~~VIRTUAL AND HYBRID GENERAL MEETINGS USING COMMUNICATIONS TECHNOLOGY~~
- 19.1** The introduction of the *Corporations Amendment (Meetings and Documents) Act 2022* (the Amending Act) allows for general meetings to be considered duly convened whether conducted in person, wholly online ("virtual"), or with some Members in the physical meeting location and others joining via the virtual platform nominated as the virtual meeting location ("hybrid", collectively referred to as "virtual" hereafter).
- 19.2** Under the Amending Act, all ~~the~~ provisions of this Constitution relating to general meetings apply to virtual meetings ~~held by video conference technology~~, including the

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notice requirements, **voting at meetings and signing meeting-related documents.**

19.3 To avoid doubt, notice of **and processes for voting at a virtual meeting held by video conference technology** must be given in writing as required by the Law.

19.4 All persons participating in the meeting must be **linked by video conference technology connected virtually** for the purpose of the meeting. Each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting; **written communication functions of the virtual meeting platform may only be regarded as informal discussion during a general meeting and will not be included in the meeting minutes unless a request is made for this and the Chairperson accepts this request.** At the commencement of the meeting, each person must announce his, her or its presence to the other participants.

~~A person may not leave a meeting held by video conference technology by disconnecting from the relevant technology, unless that person obtained the express consent of the Chairperson of the meeting.~~

19.5 A person is **therefore** presumed to have been present for the entirety of a **virtual meeting held by video conference technology** unless that person has notified the Chairperson that they will leave the meeting and received the Chairperson's consent to leave.

19.6 A **virtual meeting by video conference technology** shall not be invalidated by any voluntary or involuntary disconnection of a participant, provided that sufficient persons are still able to hear each other to constitute a quorum.

1.5 IMPACT OF CHANGED DEFINITIONS ON CONDUCT OF ELECTION OF DIRECTORS

20.3.1(e) a list of candidates with their nominator's names, in alphabetical order of candidate surname, must be posted in a conspicuous place in GPTA's registered office **and on the company website, and circulated electronically to all Ordinary members** at least fourteen (14) days before the annual general meeting

1.6 IMPACT OF CHANGED DEFINITIONS ON PROCEEDINGS OF THE BOARD

23.8 Virtual and Hybrid Meetings held by Communications Technology

23.8.1 For the purposes of this Constitution, ~~the contemporaneous linking together by video conference technology of a number of Directors being not less than the quorum (whether or not any one or more of the Directors is out of Australia), shall be deemed to constitute a meeting of sufficient members of the Board to achieve quorum shall be considered to be duly convened whether conducted wholly online ("virtual") or with some Directors in the same room and others joining via the virtual platform set up for this meeting ("hybrid", collectively referred to as "virtual" hereafter) duly convened and held with persons actually present~~ so long as:

(a) each of the Directors taking part in the meeting **virtually by video conference technology** must be able to hear the Chairperson and each of the other Directors taking part during the meeting; and

~~A Director may not leave the meeting by disconnecting from the technology unless he or she has previously obtained the express consent of the Chairperson of the meeting.~~

23.8.2 A person is **therefore** presumed to have been present for the entirety of a virtual meeting **held by video conference technology** unless that person has notified the Chairperson that they will leave the meeting and received the Chairperson's consent to leave.

23.8.3 A **virtual Directors' meeting by video conference technology** shall not be invalidated by any voluntary or involuntary disconnection of a participant, provided that sufficient persons are still able to hear each other to constitute a quorum.

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23.8.4 ~~A minute~~Minutes of the proceedings at a virtual meeting ~~by video conference technology~~ shall be ~~prepared by the Secretary or such duly appointed person and shall be~~ prima facie evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the ~~Chairman~~ Chairperson of the meeting.

1.7 IMPACT OF CHANGED DEFINITIONS ON COMPANY SECRETARY ROLE

25 COMPANY SECRETARY

25.1 The Company Secretary will be appointed by the Board on terms and conditions determined by the Board.

25.2 The Company Secretary has an essential role in the governance and operation of the Company, supporting the Board and performing tasks to ensure the Company is compliant with Australian corporate law.

25.3 The Board may appoint a person as an ~~additional Secretary or as acting Secretary or as a temporary substitute for the Secretary who will, for the purposes of these Rules, be deemed to be the Secretary. Where no Secretary has been appointed, the~~ Administrative Officer ~~is deemed to be the~~ to perform administrative duties for the Board on behalf of the Company Secretary.

25.4 The Board may at any time remove or replace the Company Secretary.

25.5 The Company Secretary does not have the right to vote unless the Company Secretary is also a Director.

1.8 IMPACT OF CHANGED DEFINITIONS ON NOTICES

32.1 Form of Notice

A notice is to be given by GPTA to the intended recipient either in person or by sending it either:

~~by post to the intended recipient's registered address;~~

- (a) by email to the intended recipient's email address; or
- (b) by any other means authorised by the Law and approved by the Board.

Notice by Post

~~Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, whether the notice forms part of or is accompanied by other material.~~

~~In the case of a notice of a meeting, notice is taken to have been effected on the third Business Day after the date of its posting.~~

~~In any other case, notice is taken to have been effected at the time at which the letter would be delivered in the ordinary course of post.~~

32.2 Notice by Email

Where a notice is sent by email, service of the notice shall be deemed to be effected on the same day that notification that the email has been delivered is received from the Member's email server or, if not a Business Day, on the next Business Day. ~~The correctness and currency of Member emails is the Member's responsibility.~~