

**CONSTITUTION OF
AUSTRALASIAN ASSOCIATION FOR
ACADEMIC PRIMARY CARE**

AAAPC

Australasian Association for
Academic Primary Care Inc.

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CONSTITUTION OF AUSTRALASIAN ASSOCIATION FOR ACADEMIC PRIMARY CARE

Part 1: PRELIMINARY

1. Name

The name of the association shall be "Australasian Association for Academic Primary Care" (in these Rules called "the Association")

2. Objectives

To promote and develop discipline of academic primary care through -

- (1) encouraging originality, questioning and exploration of ideas within teaching and research environments.
- (2) providing a forum for exchange of information and ideas.
- (3) encouraging shared academic activities.
- (4) fostering and supporting career development in academic primary care
- (5) supporting the continuing development of academic primary care

3. Definitions

(1) In these rules, unless the contrary intention appears-

“**Act**” means the *Associations Incorporation Reform Act 2012* (the Act);

“**Committee**” means the committee of management of the Association;

“**Financial year**” means the year ending on 30 June;

“**General meeting**” means a general meeting of members convened in accordance with Rule 12;

“**Member**” means a member of the Association;

“**Ordinary member of the Committee**” means a member of the committee who is not an officer of the Association under Rule 19:

“**Regulations**” means regulations under the Act;

“**Relevant Documents**” has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference -

- (a) if a person holds office under these Rules as Secretary of the Association – to that person; and,
- (b) in any other case, to the public officer of the Association.

Part 2. MEMBERSHIP

4. Eligibility for Membership

(1) Individual membership

- a. All full time and part time staff of university departments and other recognised institutions who are involved in teaching and/or research in primary care.
- b. All other teachers and researchers in the field of primary care.

(2) Organisational membership

- a. All organisations that are involved in teaching, support, service provision and/or research in primary care.

5. Membership, entry fees and subscription

- (1) A person or organisation who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription as determined by the members at the Annual general meeting of the Association.
- (2) A person or organisation who is not a member of the Association at the time of incorporation of the Association (or who was a member at the time but has ceased to be a member) must not be admitted to membership unless -
 - (a) he, she or they apply for membership in accordance with sub-rule (3); and
 - (b) the admission as a member is approved by the committee.
- (3) An application of a person or organisation for membership of the Association must be made online and membership fees paid on the Association website
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable -
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) as soon as practicable, enter the applicant's name in the register of members.
- (7) An applicant for individual membership becomes an individual member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (8) An applicant for organisational membership becomes an organisational member and is entitled to exercise the rights of membership except voting on matters during meetings and AGMs when their name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable –
 - (a) notify the applicant in writing that the application has been rejected; and
 - (b) notify the Treasurer to refund the applicant the amounts referred to in sub-rule (3).
- (10) All right, privilege, or obligation of a person or organisation by reason of membership of the Association -
 - (a) is not capable of being transferred or transmitted to another person or organisation; and
 - (b) terminates upon cessation of membership whether by death or resignation or otherwise.
- (11) The annual subscription is payable in advance on or before the 1st March, in each year, and no entrance fee shall be payable.

6. Register of Members

- (1) The Secretary must keep and maintain a register of members containing -
 - (a) the name and contact details of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member on request.

- (3) A member may make a copy of the entries in the register.

7. Ceasing Membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) -
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8. Discipline, suspension and expulsion of Members

- (1) Subject to these Rules, if the committee is of the opinion that a member has been guilty of conduct prejudicial to the interests of the Association, the committee may expel that member from the Association.
- (2) A member who is expelled by the Committee shall have the right of appeal to the Association.
- (3) The appeal must be in writing to the Secretary and shall be dealt with by teleconference.

9. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between -
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must discuss the matter in dispute by teleconference, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute by teleconference, then the parties must, within 10 days, hold a teleconference with a mediator.
- (4) The mediator must be a member of the Association -
 - (a) chosen by agreement between both the parties; or
 - (b) in the absence of agreement, a member appointed by the Committee of the Association.
- (5) The mediator cannot be a member who is a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) The mediator must not determine the dispute.
- (8) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

Part 3. MEETINGS

10. Annual General Meetings

- (1) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (2) The ordinary business of the annual general meeting shall be -
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Treasurer an annual finance report; and
 - (c) to receive from the President an annual report; and
 - (d) to receive from the Chairs of the sub-committees annual reports; and
 - (e) to receive from the committee any other reports upon the transactions of the Association during the last preceding financial year; and
 - (f) to elect officers of the Association and the ordinary members of the committee as referred to in rule 20; and
 - (g) to receive and consider the statement submitted by the Association in accordance with Part 7 of the Act.
- (3) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. Other meetings

Members may hold local and special interest meetings from time to time other than at the annual general meeting. These sub groups of members may make recommendations to the annual general meeting.

12. Notice of General Meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent by electronic transmission including email.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify by electronic transmission, the Secretary of the business, who must include that business in the notice calling the next general meeting.

13. Quorum at General Meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Twenty-five (25) members representing New Zealand and at least three States and Territory in Australia present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

14. Presiding at General Meeting

- (1) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Voting at General Meetings

- (1) Upon any question arising at a general meeting of the Association, an individual member has one vote only. Organisational members have no voting rights at general meetings.
- (2) All votes must be given personally, or by proxy, or by postal ballot.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) An individual member is not entitled to vote at a general meeting unless the member is a current financial member.
- (5) Proxies and postal ballots may be given by electronic transmission including email.

16. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands -

- (1) a declaration by the Chairperson that a resolution has been -
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) lost; and
- (2) an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

17. Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 1.

Part 4: MANAGEMENT

18. Committee of Management

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee -
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

- (3) Subject to Section 77 of the Act, the committee shall consist of -
 - (a) the officers of the Association; and
 - (b) Up to 4 co-opted members to be reviewed and elected at the Annual General meeting each year
 - (c) The immediate past president

19. Office holders

- (1) The officers of the Association shall be -
 - (a) a President
 - (b) a Vice President
 - (c) a Treasurer
 - (d) a Secretary
 - (e) Chairs of Sub-committees (up to 5)
 - (f) an Editor
- (2) The committee of management referred to in rule 18 shall include members from at least two different academic or professional disciplines related to primary care.
- (3) The committee of management referred to in rule 18 shall include members from at least 3 different states and/or territories of Australia and at least one member from New Zealand.
- (4) The provisions of Rule 20, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1).
- (5) Each officer of the Association shall hold office for two years until the annual general meeting two years after the date of his or her election except for those outline in sub-rule 19(6).
- (6) At the 2019 AGM only, the positions of the President, Vice President and Editor will be elected for a term of one year only. In 2020, these positions will then be voted on for a 2-year term thereafter establishing a regular cycle where an election is held every year but only in respect of certain officers.
- (7) No officer may be re-elected to the same position for more than two continuous terms (ie. 4 years continuously).
- (8) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

20. Elections of Officers

- (1) The Secretary shall call for nominations of candidates for election of officers of the Association at least six weeks prior to the annual general meeting and such nominations must be -
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

- (2) A candidate may only be nominated for one office prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot by e-mail must be held within 14 days after the AGM.
- (6) The e-mail ballot for the election of officers of the Association shall be conducted amongst all financial members.

21. Members of Subcommittees

- (1) Any member of the Association can be appointed as a member of any Subcommittee referred to in Rule 19(1) by the Chair of that Subcommittee.
- (2) There shall be no fixed term of membership of any Subcommittee.

22. Vacancies

The office of an officer of the Association becomes vacant if the officer -

- (1) ceases to be a member of the Association; or
- (2) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (3) resigns from office by notice in writing given to the Secretary.

23. Meetings of the Committee

The Committee must meet at least 3 times in each year at such place and times, or by teleconference, as the committee may determine.

24. Notice of Committee Meetings

- (1) Written notice of each committee meeting must be given to each committee member at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

25. Quorum for Committee Meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business shall be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present -
 - (i) in the case of a special meeting - the meeting lapses
 - (ii) in any other case - the meeting shall be rescheduled to another time within the next week.
- (4) The committee may act notwithstanding any vacancy on the committee

26. Presiding the Committee Meetings

At meetings of the committee -

- (1) the President; or
- (2) if the President is absent or unable to preside, the members present must choose one of their number to preside.

27. Voting at Committee Meetings

- (1) Questions arising at a meeting of the committee shall be determined on a show of hands, or if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each individual member present at a meeting of the committee, including the person presiding the committee, is entitled to one vote and, in the event of equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Organisational members have no voting rights at committee meetings.

28. Removal of Committee Member

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

Part 5. GENERAL MATTERS

29. Minutes of Meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of the persons present at committee meetings

30. Alteration of the rules

These rules and the statement of purposes of the Association must not be altered except by special resolution of the members in accordance with the provisions of the Act.

31. Funds

- (1) The Treasurer of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - (c) ensure there is an annual audit of the finance report.

- (2) All cheques, drafts, bills of exchange, promissory notes, online bank transactions and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the committee determines.
- (4) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member including those who holds any office of the Association.
- (5) Except that the Association may, in good faith:
 - (a) pay a Member for goods and services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association; or
 - (b) make a payment to a Member in carrying out the Association's charitable purpose.

32. Notice to Members

Any notice that is required to be given to a member, by or on behalf of the Association, under these rules may be given by e-mail.

33. Winding-Up

- (1) In the event of the winding up or cancellation of the Incorporation of the Association, the assets of the Association must be disposed of in accordance with provisions of the Act.
- (2) If there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objectives similar to the Objectives in Rule 2 and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by Rule 31(4). Such organisation to be determined by the Members at or before the time of winding-up.

34. Custody and inspection of the books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and other relevant documents of the Association must be made available for inspection free of charge by any member upon request, subject to any restrictions under the Act.
- (3) A member may make a copy of any accounts, books, securities and other relevant documents of the Association, subject to any restrictions under the Act.

Appendix 1: FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of Australasian Association for Academic Primary Care
(name of the Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association, to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution

.....
.....
(insert details of resolution)

Signed
.....

Date
.....

*Delete if not applicable