

The CONSTITUTION of GPTA Ltd – “functional” revisions proposed 2023

The following changes are proposed for adoption by Special Resolution with respect to revisions suggested by the current Board of GPTA Ltd to enable improvements in the governance of the Company that operates under this Constitution.

Proposed amendments are shown in red, with strike-through text indicating current wording being deleted / replaced. Unchanged text shaded grey is included to provide context.

1. Suspension of membership

....the Board may elect to impose one or more of the following disciplinary measures on the Member:

15.2(e) ~~financial penalty;~~

2. When membership ceases

15.3(d) ~~the Member becomes of unsound mind;~~

3. Expulsion of member

15.4.7 The membership may, after having afforded the Member concerned a reasonable opportunity to be heard, expel or decline to expel that Member from membership of GPTA and shall communicate that decision in writing to the Member. ~~The general meeting may impose a penalty other than expulsion (such as a fine or some form of service order) only if the appellant agrees to accept that other penalty.~~

4. General Meetings

16.2 Business of Annual General Meeting

The business to be transacted at every annual general meeting must include all matters required by the Law and if not expressly required by the Law shall include the following unless GPTA otherwise resolves:

- (a) consideration of the annual financial report, Directors' reports and Auditor's report, unless not produced that year pursuant to subclause 31.2;
~~deciding whether the financial reports for the upcoming financial year should be reviewed or audited;~~
- (b) appointment of an Auditor ~~(if required)~~; and
- (c) any other business of which proper notice has been given.

5. Conduct of business at General Meetings

17.9 Poll Requested

~~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

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- (b) ~~the opportunity the attending Members have been given to discuss the business of the poll.~~
- 17.12(b) (Voting) on a show of hands every Member with voting rights, or a representative of a Member with voting rights, has one (1) vote and on a poll, every Member with voting rights present in person or by proxy or attorney has one (1) vote ~~as specified on the Proxy Form at Schedule 5.~~

6. Schedule 5 – Proxy form

My proxy is directed to vote in favour of/against* the following resolutions:

.....

**In the event of the Member desiring to vote for or against any resolution, they should instruct the proxy accordingly.*

My proxy is directed to vote for the following candidates**:

Candidate 1:

Candidate 2:

Candidate 3:

***Voting for Directors at the annual general meeting must be directed for a minimum of one (1) and maximum of three (3) candidates*

7. Rules for voting by Proxy

- 18.3.2 If the document appointing the proxy does not specify how the proxy is to vote, the proxy may vote on the resolution as the proxy determines:
 - (a) ~~where the proxy is a Member of the same class as the appointor; or~~
 - (b) ~~where the proxy is not a Member, or a Member not of the same class, the proxy must transfer the appointor's votes to a Director who is not retiring at the general meeting under the requirements of 20.6.~~

Authority for a Poll

~~A document appointing a proxy confers the authority to demand a poll.~~

~~A poll will be taken immediately if one is demanded or at any other time after an interval or...~~

8. Office of Directors

- 20.5.1 Each Director shall take office at the first meeting of the Board after the annual general meeting at which he or she is elected.
- 20.5.2 Directors shall hold office for a term of ~~two (2)~~ **three (3) years**, and may serve a maximum of ~~four (4)~~ **three (3)** successive terms ~~or no more than nine (9) years without interruption.~~
- 20.5.3 After serving ~~four (4)~~ **three (3)** successive terms ~~totaling a maximum of nine (9) years~~, a retiring Director is not eligible for re-nomination until one (1) year has passed.

9. Rotation of Directors

- 20.6.1 At each annual general meeting following the first annual general meeting, one ~~half 1/2~~ **third 1/3** of the Elected Directors and one half 1/2 of the Appointed Directors must retire from office. Where ~~there is an odd number of Elected or Appointed Directors~~, the number of Elected Directors is not equally divisible by three (3), the number of retiring Elected

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Directors may be rounded down, but all Directors who have served a full term of ~~two (2)~~ **three (3)** years must retire.

20.6.2 The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In the case of persons who became Directors on the same date, the Directors to retire will be determined by lot.

10. Vacancy on Board

20.10 The office of a Director, whether Elected or Appointed, becomes vacant if:

- a) required by the Law;
- b) the Director is removed under these Rules;
- c) the Director dies ~~or becomes mentally incapacitated or the Director's estate is liable to be dealt with under a law relating to mental health~~

11. Filling of vacancy

20.11.1 If a vacancy on the Board for an Elected Director arises outside the usual election process, the Board may appoint such Member as it thinks fit to fill the vacancy.

20.11.2 The person so appointed shall hold office, subject to the rules in this Constitution, until the conclusion of the next annual general meeting following the date of his or her appointment.

20.11.3 If a vacancy on the Board for an Appointed Director arises outside the usual election process, the Board may decide to appoint such person as it thinks fit to fill the vacancy **until the conclusion of the next annual general meeting following the date of his or her appointment.**

12. Appointed Directors

21.3.1 The Board has the power to appoint up to two (2) Appointed Directors. In exercising its discretion, the Board shall have regard to the skill set of the existing Directors and how the overall skill set of the Board may be enhanced.

21.3.2 A person does not need to be a Member or hold medical qualifications to be an Appointed Director.

21.3.3 Appointed Directors will hold office for a period of two (2) years and may serve a maximum of four (4) consecutive terms, after which ~~the Board must appoint a different person to the position for at least one (1) term they cannot be reappointed until one (1) year has passed.~~

21.3.4 Appointed Directors are appointed by the Board but can only be dismissed by the company in general meeting.

13. Board to continue to act

23.5.1 If a vacancy on the Board occurs, the remaining Directors ~~on the Board~~ may continue to act **on behalf of the organisation provided the Board has no fewer than Directors remaining as required by this Constitution and the Law.**

23.5.2 If the number of remaining Directors is insufficient to constitute a quorum, the Board may act only for the purpose of increasing the number of Directors to that required to constitute a quorum or to convene a general meeting.

14. Election of Chairperson and Deputy Chairperson

24.1.1 The Chairperson and Deputy Chairperson shall be elected for one (1) year by a majority decision of the Board from their number at the first meeting after each annual general meeting.

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- 24.1.2 The Chairperson and Deputy Chairperson may serve a maximum of ~~two (2)~~ **three (3)** successive terms in the role.
- 24.1.3 After serving ~~two (2)~~ **three (3)** successive terms as Chairperson, a Director is not eligible for re-nomination to the role until one (1) year has passed.
- 24.1.4 After serving ~~two (2)~~ **three (3)** successive terms as Deputy Chairperson, a Director is not eligible for re-nomination to the role until one (1) year has passed.
- 24.1.5 After serving ~~two (2)~~ **three (3)** successive terms as Chairperson and ~~two (2)~~ **three (3)** successive terms as Deputy Chairperson consecutively (in either order), a Director is not eligible for re-nomination for either role until one (1) year has passed.

15. Role of Chairperson and Deputy Chairperson

- 24.2.1 If the Directors have elected one of their number as Chairperson of their meetings, he or she shall preside as Chairperson at every Board meeting **throughout his or her term in office.**
- 24.2.2 If the Chairperson is not present or is not willing to act, the Deputy Chairperson may exercise the powers of the Chairperson.
- 24.2.3 **If the Chairperson is unable to continue in this role, the Deputy Chairperson shall assume the responsibilities of the Chairperson.**

16. General bank account

- 30.3.1 The Board shall cause to be opened with such bank as the Board selects **one or more** ~~a~~ bank accounts in the name of GPTA into which all moneys received shall be paid as soon as possible after receipt thereof.

The Board shall be responsible for ensuring that all receipts and payments are processed as required by the Law and good management practices but may, subject to the approval of GPTA's Auditor, adopt such methods of receipts, payments and practices as it sees fit, including but not limited to enforcing authorisation of all withdrawals from and changes to the GPTA accounts by:

- (a) two (2) Directors of GPTA; or
- (b) a Director and the **Company** Secretary of GPTA; or
- (c) a Director and the CEO of GPTA.

17. Audits generally

- 31.1.1 GPTA must appoint a properly qualified Auditor who shall report and otherwise discharge his or her duties as Auditor of GPTA under the Law. The Auditor holds office until their death, removal or resignation, unless appointed under subclause ~~31.1.232.1.2~~, in which case they hold office until the next annual general meeting.
- 31.1.2 If a casual vacancy occurs in the office of Auditor, if there are continuing Auditors (in the case of an auditing firm) they may continue to act. If there are no continuing Auditors, the Board must, within one (1) month of the vacancy arising, appoint a person, persons or a firm to the position of Auditor.