

- Constitution for GPTA Ltd –

# **THE CONSTITUTION OF GPTA Ltd**

*A Company Limited by Guarantee Not Having a Share  
Capital*

# - Constitution for GPTA Ltd –

*Revisions adopted by Special Resolution at the 20<sup>th</sup> AGM of GPTA 28/11/2024*

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## 1 NAME

The name of this company is GPTA Ltd, hereinafter referred to as 'GPTA', and trades under the business names 'General Practice Supervision Australia' and 'GPSA', having formerly been known as 'General Practice Supervisors Australia'.

## 2 REPLACEABLE RULES

This Constitution displaces the Replaceable Rules in the Law.

## 3 DEFINITIONS AND INTERPRETATION

### 3.1 Definitions

In this Constitution, unless the context or subject matter otherwise require:

**"ACRRM"** means the Australian College of Rural and Remote Medicine ACN 078 081 848, a body responsible for setting professional medical standards for the accreditation of rural General Practice in Australia;

**"AGPT"** means Australian General Practice Training, the GP training initiative funded by the Commonwealth Government, and its successor programs;

**"Appointed Director"** means a Director appointed by the Board;

**"Auditor"** means a person appointed as auditor of GPTA to conduct an audit or review in accordance with section 301(3) of the Law;

**"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;

**"Board"** means the Board of Directors of GPTA;

**"Business Day"** means a day which is not a Saturday, Sunday or public holiday in the place where GPTA has its registered office;

**"Company Secretary"** means a person named in the application for incorporation of GPTA;

**"Constitution"** means those rules for the operation of GPTA set forth in this Constitution and as amended, modified or supplemented from time to time;

**"Director"** means a person named in the application for incorporation of GPTA or a person who is thereafter elected, appointed, or re-elected or re-appointed to the Board;

**"Elected Director"** means a Director elected by the Membership;

**"Financial Year"** means the period of 1 July until 30 June the following year;

**"General Practice"** means part of the Australian healthcare system which operates through primary care facilities (predominantly private medical practices), which provide universal, unreferral access to whole person medical care for individuals, families and communities. General practice care means comprehensive, coordinated and continuing medical care drawing on biomedical, psychological, social and environmental understandings of health;

**"General Practitioner"** means a registered medical practitioner who:

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- (a) is qualified and competent for General Practice anywhere in Australia, being recognised by AHPRA as a general practitioner;
- (b) has the skills and experience to provide whole person, comprehensive, coordinated and continuing medical care; and
- (c) maintains professional competence for General Practice, including professional development obligations;

“**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';

“**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;

“**GPRA**” means the General Practice Registrars Australia Ltd ACN 108 076 704, a not-for-profit organisation representing medical students, prevocational doctors and GPs in Training and its successors;

“**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));

“**Mainstream General Practice**” means general practice services delivered to clients presenting with a range of diverse diseases, injuries and conditions and does not include specialist practices where more than seventy-five percent (75%) of services are provided for a particular subset of diseases, injuries and conditions. A clinic specialising in breast screening would not be a mainstream general practice;

“**Member**” means any person whose name appears in the Register as a Member of GPTA;

“**Person**” means a natural person or other body recognised by law;

“**RACGP**” means the Royal Australian College of General Practitioners ACN 000 223 807, a body responsible for setting professional medical standards for General Practice accreditation in Australia;

“**Resolution**” means an ordinary resolution, passed by a majority which is over 50%;

“**the Seal**” means the common seal of GPTA;

“**SLO Advisory Council**” has the meaning of the national network of SLOs coordinated under Terms of Reference established and overseen by GPTA.

“**Special Resolution**” has the meaning assigned to that expression by section 9 of the Law;

“**Supervisor**” means a General Practitioner with responsibility for supervising medical students, prevocational doctors and/or GPs in Training 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 within the previous two (2) years; and

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

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## **3.2 Interpretation**

In the interpretation of this Constitution, unless the context or subject matter otherwise require:

- (a) words importing any gender include the other genders;
- (b) singular words include the plural and vice versa;
- (c) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes;
- (d) an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division;
- (e) headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution; and
- (f) a reference to dollars (\$) shall mean a reference to Australian dollars, unless otherwise expressly intended.

## **4 EFFECT OF THE CONSTITUTION**

This Constitution shall have effect as a contract:

- (a) between GPTA and each Member;
- (b) between GPTA and each Director and Company Secretary; and
- (c) between a Member and each other Member,

pursuant to which each Member agrees to observe and perform the rules within the Constitution so far as they apply to that Member.

## **5 OBJECTS**

**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 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.

**5.2** Without limiting the generality of this object or the generality of the activities that might be undertaken in pursuit of the object GPTA may engage in the following activities:

- (a) supporting and enabling the professional development of Supervisors;
- (b) supporting General Practitioners involved in teaching prevocational doctors, medical students and GPs in Training.
- (c) supporting Practice Owners and Practice Managers in the development and maintenance of high quality clinical learning environments to facilitate the supervision of prevocational doctors, medical students and GPs in Training; and
- (d) participating in working parties, networks and other collaborations with General Practitioner professional associations and other bodies, including but not limited to RACGP, ACRRM, GPRA and their successors.

**5.3** GPTA may pursue such other incidental objects as may be deemed reasonably



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necessary or incidental to the carrying out of the object set out in subclause 5.1.

- 5.4** GPTA has a physical presence in Australia and pursues its objects and incurs its expenditure principally in Australia.

## **6 POWERS**

GPTA may by resolution or Special Resolution, as the Law requires, exercise from time to time any power by the Law a company limited by guarantee may exercise if authorised by its Constitution.

## **7 LIMITED LIABILITY**

The liability of the Members is limited.

## **8 CONTRIBUTION IN THE EVENT OF WINDING UP**

Each Member of GPTA undertakes to contribute to the property of GPTA, if GPTA is wound up while he, she or it is a Member or within one (1) year after he, she or it ceases to be a Member, for payment of the debts and liabilities of GPTA contracted before he, she or it ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required but not exceeding ten dollars (\$10.00).

## **9 APPLICATION OF INCOME AND PROPERTY**

- 9.1** All income and property of GPTA, however derived, shall be applied solely for the benefit and promotion of GPTA's objects and no portion thereof shall be:

- (a) distributed, paid or transferred directly or indirectly by way of dividends, bonus, or otherwise to the Members, Directors or officers of GPTA; or
- (b) paid to Directors as fees or other remuneration or other benefit in money or money's worth;

provided that nothing in this subclause shall preclude, with the prior approval of the Directors:

- (a) payment in good faith of reasonable and proper remuneration to any Director, officer or staff of GPTA or to any Member in return for any services rendered to GPTA;
- (b) reimbursement of reasonable out-of-pocket expenses to any of the Directors, Company Secretary, or staff of GPTA for expenses incurred in the conduct of services rendered to GPTA;
- (c) remuneration to any Member of GPTA in return for services actually rendered to GPTA or for goods supplied in the ordinary course of business; or
- (d) a financial benefit to or on behalf of a Director to which section 212 of the Law refers.

## **10 WINDING UP OR DISSOLUTION OF GPTA**

- 10.1** If after winding up or dissolution of GPTA any property remains after payment of all its debts and liabilities, that property must not be paid to or distributed among the Members.

- 10.2** Any remaining property must be given or transferred:

- (a) to one or more funds, authorities or institutions selected by the Members of GPTA

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at or before the dissolution of GPTA having objects similar to GPTA and prohibiting the distribution of its or their income and property among its members; or, as the case may require,

- (b) to one or more funds, authorities or institutions having similar objects to GPTA and which have been endorsed by the Commissioner of Taxation as deductible gift recipients or exempt entities pursuant to Subdivision 30-B and Subdivision 50-A respectively of the *Income Tax Assessment Act 1997* (Cth) on such terms and conditions as will ensure compliance with the law in relation to the application of funds.

### **11 MEMBERSHIP**

#### **11.1 Members**

GPTA will be constituted by:

- (a) the Members as at the date of adoption of this Constitution as set out in GPTA's register of Members; and
- (b) any other persons that the Board may admit to membership in accordance with this Constitution.

#### **11.2 Application for Membership**

11.2.1 Any person who wishes to make an application for membership shall do so in the form set out in Schedule 3: Membership Application Form, or in such form as may otherwise be approved by the Board from time to time, specifying the class of membership to which they wish to be admitted and any other information the Board may reasonably require to assess the suitability of the applicant for membership.

11.2.2 Upon making the application, the applicant shall furnish the membership form, any membership fee, and any other evidence required by the Board in accordance with subclause 11.7. If an applicant is refused membership under subclause 11.4 any membership fees shall be refunded to the applicant in full.

#### **11.3 Further Information**

If the Board requires further information from an applicant for membership in addition to the information contained in the application, including but not limited to information of the nature described in subclause 11.7, the applicant must provide this to the Board in writing.

#### **11.4 Determination of Membership Application**

11.4.1 The Board will determine the outcome of a membership application or may delegate its power to deal with membership applications to the Company Secretary or such other duly appointed officer as the Board deems necessary from time to time.

11.4.2 The Board may approve or reject any application for membership in the Board's absolute discretion.

11.4.3 The Board is not required to give or assign any reason or explanation for the approval or rejection of any application for membership.

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### **11.5 Notification of Determination**

11.5.1 When an application for membership has been accepted, the Company Secretary will send to the applicant written notice of the acceptance and will enter the applicant's name in the Register of Members.

11.5.2 When an application for membership is rejected, the Company Secretary will send to the applicant written notice of the rejection, any subscription fee paid by that applicant with their application will be refunded in full.

### **11.6 Appeal from decision of the Board**

11.6.1 Any applicant for membership aggrieved by a decision of the Board to reject their application may appeal that decision to the Members in general meeting.

11.6.2 The aggrieved applicant must give written notice to the Company Secretary of the applicant's intention to appeal within one (1) month of being informed of the Board's decision.

11.6.3 If the applicant fails to lodge such a notice in time, their right to appeal lapses and any appeal will be at the sole discretion of the Board.

11.6.4 The applicant must be given the opportunity to address the next general meeting which is called after the Company Secretary receives the notice of intention to appeal.

11.6.5 The general meeting will consider any material put forward by the applicant and by the Board and will decide the outcome of the appeal by ordinary resolution.

11.6.6 The decision of the general meeting is final and binding upon the applicant and upon GPTA.

11.6.7 No aggrieved applicant may commence any claim or proceeding in any court or tribunal or initiate alternative dispute resolution until and unless the applicant has first appealed to the general meeting and had their appeal dismissed.

### **11.7 Membership Qualification**

The Board may require that any application for membership as an Ordinary Member be supported by evidence of the applicant's commitment to the objects of GPTA set out in clause 5. Without limiting the Board in the evidence it may require pursuant to this subclause, an ordinary member must evidence their qualification for membership as requested.

11.7.1 For General Practitioner members, such proof may include unrestricted AHPRA registration;

11.7.2 For Training Practice Owner members, whether or not they are also General Practitioners, proof of qualification may include a valid ABN and/or ACN;

11.7.3 For Training Practice Manager members, qualification may include membership of AAPM.

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### **11.8 Unlimited Members**

The number of Members of GPTA must be not less than one (1) and there is no upper limit.

### **11.9 Register to be Kept**

A register of Members shall be kept in accordance with the Law.

### **11.10 Certificates**

11.10.1 A certificate of membership may be issued by GPTA to any Member.

11.10.2 Any certificate issued will remain the property of GPTA and must be returned to GPTA on written demand by the Company Secretary.

### **11.11 Membership not Transferable**

11.11.1 Membership of GPTA is not transferable by operation of law or otherwise.

11.11.2 All rights and privileges of membership of GPTA will cease immediately upon a person ceasing to be a Member for any reason.

## **12 CLASSES OF MEMBERS**

### **12.1 Classes of Membership Generally**

GPTA has the following classes of membership:

- (a) Ordinary Members;
- (b) Honorary Members; and
- (c) Corporate Members.

### **12.2 Ordinary Members**

The Board may accept into membership as an Ordinary Member any person who:

- (a) is a Supervisor or a Practice Manager in a practice committed to the facilitation of the supervision of prevocational doctors, medical students and/or GPs in Training, and
- (b) is in agreement with the objects of GPTA.

### **12.3 Honorary Members**

The Board may accept into membership as an Honorary Member any natural person who:

- (a) is, desires to be, or has been involved in GP training in any capacity; and
- (b) is in agreement with the objects of GPTA.

### **12.4 Corporate Members**

The Board may accept into membership as a Corporate Member any incorporated or unincorporated entity (including, but not limited to, a company limited by guarantee and incorporated association) if the entity is in agreement with the objects of GPTA.

### **12.5 Exercise of Rights by a Corporate Member**

12.5.1 A Corporate Member may only exercise the rights given to it under this Constitution

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through a natural person appointed as its representative, or by reliance upon the rights set out in this Constitution to appoint a proxy.

12.5.2 Such Member may appoint its representative by using the form set out in Schedule 4: Corporate Member Representative Appointment Form, or by such other form as may be approved by the Board from time to time.

### **12.6 Honorary Members may apply to become Ordinary Members**

12.6.1 If, after becoming an Honorary Member, a person meets the requirements to be admitted to Ordinary Membership, they may apply for Ordinary Membership in the same manner as for an initial application for membership.

12.6.2 If their application for Ordinary Membership is unsuccessful, the Honorary Member has the same rights of appeal as for an initial application for membership, except that if they remain unsuccessful, they will retain their Honorary Membership.

### **12.7 Board May Not Vary Members' Rights without Consent**

12.7.1 The Board may not create any other classes of Members and may not determine or vary the rights and privileges attaching to any classes, particularly as to voting rights of the Members in each class, without:

- (a) the express authority of GPTA in general meeting; and
- (b) the written approval of seventy-five percent (75%) of the Members of the relevant class or a Special Resolution passed at a meeting of the Members of that class.

12.7.2 To the extent permitted by subclause 12.7.1 and the Law, the Board has discretion to change the eligibility criteria for membership.

## **13 MEMBERSHIP RIGHTS**

### **13.1 Rights of Ordinary Members**

13.1.1 Ordinary Members are entitled to receive notices, attend and vote at all general, annual general and special general meetings of GPTA.

13.1.2 Each Ordinary Member has one (1) vote.

### **13.2 Rights of Honorary Members**

13.2.1 Honorary Members are entitled to receive notices and attend all general, annual general and special general meetings of GPTA.

13.2.2 Honorary Members do not have the right to vote.

### **13.3 Rights of Corporate Members**

13.3.1 Corporate Members are entitled to receive notices and have their appointed representative or proxy attend at all general, annual general and special general meetings of GPTA.

13.3.2 Corporate Members do not have the right to vote.

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### **13.4 Election to Board**

13.4.1 Only Ordinary Members may seek election to the Board.

13.4.2 This does not limit the power of the Board to appoint skills-based Directors, who are not required to be Members, in accordance with subclause 21.3.

### **14 FEES AND LEVIES**

14.1 The Board will determine the fees and levies payable for each Member in a Financial Year and from time to time.

14.2 The Members must be notified of any proposed increase in fees or levies by 30 September prior to the Financial Year in which the increase is to take place.

14.3 Fees and levies will be due and payable at such time and in such manner as the Board determines.

### **15 DISCIPLINE OF MEMBERS**

#### **15.1 Non-payment of Fees or Levies**

If any fees or levies payable by a Member remain unpaid for a period of two (2) calendar months after notice of the default is given to the Member by GPTA, that Member may be debarred by resolution of the Board from all privileges of membership (including the right to vote) until the Member has paid the outstanding sum.

#### **15.2 When Board may suspend Membership**

Where a Member:

- (a) willfully refuses or neglects to comply with the provisions of this Constitution;
- (b) fails to provide evidence of qualification for membership upon request; or
- (c) engages in conduct, which, in the opinion of the Board, is injurious or prejudicial to the interests of GPTA;

but the Board does not consider that the conduct is sufficiently serious to warrant expelling the Member, the Board may elect to impose one or more of the following disciplinary measures on the Member:

- (d) suspension from the privileges of Membership for a period of up to six (6) months, or until the conduct is rectified, whichever is earlier;
- (e) transfer from Ordinary Membership to Honorary Membership (if applicable); or
- (f) another sanction which the Board considers appropriate in the circumstances.

#### **15.3 When Membership Ceases**

A Member shall cease to be a Member of GPTA if:

- (a) the Member resigns that membership by giving notice in writing addressed to the Company Secretary of GPTA. Such resignation shall be effective from the date of receipt of the notice by the Company Secretary;
- (b) the Member ceases to satisfy the eligibility requirements for their class of Membership. Ordinary Members who are no longer eligible to remain Ordinary

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Members will be transferred to Honorary Membership if they are eligible for that class;

- (c) the Member dies;
- (d) the Member becomes insolvent or bankrupt; has a receiver, receiver and manager, trustee, administrator or agent in possession appointed; or enters into any arrangement or composition with their creditors or some of their creditors; or
- (e) the Member's membership is terminated by the Board in accordance with subclause 15.4.

### **15.4 Expulsion of Member**

15.4.1 A Member may be expelled from membership in GPTA if:

- (a) the Member refuses or neglects to comply with the provisions of this Constitution; or
- (b) the Member engages in conduct, which, in the opinion of the Board, is injurious or prejudicial to the interests of GPTA.

15.4.2 If the Board considers that the conduct of a Member warrants expulsion because of one of the reasons listed in subclause 15.4.1, the Company Secretary must give notice in writing to the Member of the proposed expulsion. The notice must:

- (a) set out the full particulars of the conduct in question; and
- (b) advise the Member of their right to appeal their expulsion before the general meeting, provided that they lodge their appeal in writing to the Company Secretary within twenty-one (21) days of receiving the notice.

15.4.3 If no appeal is lodged within the time prescribed in subclause 15.4.2(b), the Member shall cease to be a Member at the expiration of the twenty-one (21) day period.

15.4.4 If an appeal is lodged within the twenty-one (21) day limit, then the Board shall refer the matter to the company in general meeting. The general meeting to consider the appeal must be held within two (2) months of receipt of the appeal by the Company Secretary unless the appellant and the Board otherwise agree.

15.4.5 The Company Secretary must inform the Member in writing of the date, time and venue for the meeting at least twenty-one (21) days before the meeting.

15.4.6 At the meeting at which the expulsion is considered, the membership must afford the person appealing a reasonable opportunity to be heard and must consider any representations in writing in relation to the appeal.

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.

15.4.8 A Member expelled under subclause 15.4.7 ceases to be a Member upon receipt of written notice of their expulsion.

### **15.5 Liability for Fees**

Notwithstanding anything else to the contrary in this Constitution, a Member shall continue



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to be liable for any annual membership fee and all arrears due and unpaid at the date of the cessation of membership and for all moneys due by that Member to GPTA.

### **16 GENERAL MEETINGS**

#### **16.1 Annual General Meeting**

An annual general meeting of GPTA shall be held once a year in accordance with the provisions of the Law.

The *Corporations Amendment (Meetings and Documents) Act 2022* (the Amending Act) allows companies to hold hybrid meetings, and, if expressly permitted or required by the company's constitution, wholly virtual meetings. The changes will also allow for greater reliance on technology in relation to releasing a notice of meeting to shareholders, voting at meetings and signing meeting-related documents.

#### **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;
- (b) election of Directors;
- (c) appointment of an Auditor; and
- (d) any other business of which proper notice has been given.

#### **16.3 Director may Convene General Meeting**

16.3.1 The Chairperson may, with the written concurrence of at least two (2) of the Directors, convene a general meeting.

16.3.2 Upon request of at least two (2) of the Directors, the Company Secretary must convene a general meeting.

#### **16.4 Board Convening a General Meeting at the Request of Members**

16.4.1 At the request of Members with at least five per cent (5%) of the votes that may be cast at a general meeting, the Board must call and arrange to hold a general meeting, provided that the request from the Members:

- (a) states the resolution(s) to be proposed at the meeting;
- (b) is signed by the Members making the request; and
- (c) is given to GPTA.

16.4.2 Such general meeting must be held no later than two (2) months after the receipt of a duly signed request.

#### **16.5 Notice of General Meeting**

16.5.1 A general meeting may only be convened by giving the Members notice of the meeting.

16.5.2 Clause 19 notwithstanding, if a Member does not want to be sent documents in electronic



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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.

16.5.3 A notice of general meeting does not need to be given to Members who are not entitled to notice of meetings.

16.5.4 A notice of a general meeting must:

- (a) be given at least twenty-one (21) days before the date of the meeting unless otherwise agreed by all the Members entitled to notice;
- (b) specify the place, the day and the time of the meeting;
- (c) describe the nature of the business to be transacted at the meeting;
- (d) describe how Members may appoint a proxy; and
- (e) contain any other information required by the Law.

16.5.5 The Board may postpone a general meeting or change the venue for the meeting, other than a meeting requisitioned by the Members, by giving written notice to all Members who received the original notice of meeting at least forty-eight (48) hours before the appointed time. That notice must specify the time and place for the postponed meeting, which cannot be more than twenty-one (21) days after the original time for the meeting.

16.5.6 If a Member does not receive a meeting notice or the Board accidentally omits to give the Member a meeting notice, that omission will not invalidate the proceedings or any resolution passed at the meeting.

16.5.7 No business is to be transacted at any general meeting except that contained in the meeting notice

## **17 CONDUCT OF BUSINESS AT GENERAL MEETINGS**

### **17.1 Quorum**

17.1.1 No business shall be transacted at any general meeting unless a quorum of voting Members is present, in person or by proxy, at the time when the meeting proceeds to business.

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.

17.1.3 Unless otherwise determined by the Members in a general meeting, there will be a quorum where the number of Members present and entitled to vote is not less than one tenth (1/10) of the total voting membership, or fifteen (15) voting Members, whichever is less.

17.1.4 A quorum of voting Members must be present throughout each general meeting. If a quorum is not present at any time, the meeting is not validly convened but this will not affect the validity of any business conducted before the absence of a quorum occurs.

### **17.2 Procedure where no Quorum**

17.2.1 If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:

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- (a) where the meeting was convened upon the requisition of Members, the meeting will be dissolved; or
- (b) in any other case, the meeting will be adjourned.

17.2.2 Any meeting adjourned will be rescheduled to take place on a day and time and at the place that the Board decides.

17.2.3 If no Directors are present at the meeting or if no decision is made by the Board, the meeting will resume on the same day and at the same time and place as originally notified but in the next succeeding week.

17.2.4 If at the resumed meeting a quorum is not present within thirty (30) minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under subclause 17.4.

### **17.3 Role of Chairperson**

17.3.1 The Chairperson elected by the Board in accordance with subclause 24.1 shall preside as Chairperson at every general meeting.

17.3.2 Where a general meeting is held and:

- (a) a Chairperson of the Board has not been elected;
- (b) the Chairperson of the Board is not present within ten (10) minutes after the appointed time; or
- (c) the Chairperson of the Board is unwilling to act;

the Deputy Chairperson will preside. Where there is no Deputy Chairperson, or the Deputy Chairperson is not present or is not willing to act, the Members present shall appoint a Chairperson of the meeting.

17.3.3 A person elected by the general meeting in accordance with 18.3.2 to be Chairperson of the meeting must be a Director unless there are no Directors present or willing to act.

17.3.4 The Chairperson of the meeting has a casting vote in addition to any vote the Chairperson may have as a Member.

17.3.5 The Chairperson has discretion whether to use their casting vote. If the Chairperson does not use their casting vote, a motion with equality of votes shall fail.

### **17.4 Adjournment of Meeting**

17.4.1 The Chairperson may adjourn any meeting of Members, subject to subclause 17.4.2.

17.4.2 An adjournment of a meeting of Members must only be made:

- (a) with the consent of the meeting provided a quorum is present; or
- (b) in the case of an adjournment under subclause 17.2.4, with the consent of the Members present and entitled to vote; or
- (c) if directed by the meeting to do so.

17.4.3 Any adjournment may change the time or the venue for the meeting.

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17.4.4 Only business left unfinished from the adjourned meeting can be transacted at any rescheduled meeting.

### **17.5 Adjournment of Thirty (30) Days**

If a meeting is to be adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it were an original meeting.

### **17.6 Adjournment of Less than Thirty (30) Days**

A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than thirty (30) days.

### **17.7 Show of Hands or Poll**

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 shall be decided using a poll facilitated by the virtual platform.

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.

### **17.8 Declaration on Show of Hands**

If a poll is not required, the Chairperson's declaration that a resolution has been carried or lost with an entry to that effect in the minute book is conclusive evidence of the fact. It is not necessary to record the number or proportion of votes recorded for or against the resolution.

### **17.9 Poll Requested**

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.

### **17.10 Withdraw Poll**

The demand for a poll may be withdrawn at any time.

### **17.11 Poll of Chairperson**

Any poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

### **17.12 Voting**

Subject to any rights or restrictions attached to any class of membership:

- (a) at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy; and
- (b) 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

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voting rights present in person or by proxy or attorney has one (1) vote as specified on the Proxy Form at Schedule 5.

### **17.13 No Voting Unless Fees Fully Paid**

If fees are introduced for membership, a Member will be entitled to vote at any general meeting only if all fees and levies and other amounts presently payable by the Member have first been paid.

### **17.14 Rights of Third Parties to Attend Meetings**

Even if they are not Members of GPTA, any person invited to do so by the Board has the right to attend any general meeting, and if requested by the Board, to speak at such meeting.

## **18 RULES FOR VOTING BY PROXY**

### **18.1 Appointment of Proxy**

18.1.1 A Member entitled to attend and vote at a meeting of GPTA is entitled to appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

18.1.2 The person appointed as proxy does not need to be a Member of GPTA, or if a Member, of the same class as the appointor.

18.1.3 An appointment of a proxy may be revoked at any time before the vote to which the proxy relates is exercised, by written notice delivered to the Company Secretary.

### **18.2 Appointment in Writing**

Any instrument appointing a proxy must be in writing and signed by:

- (a) the appointor; or
- (b) the appointor's attorney.

### **18.3 How the Proxy is to Vote**

18.3.1 If the document appointing the proxy specifies how the proxy is to vote, or expresses a preference for how the proxy should vote in relation to a resolution, the proxy must vote in accordance with that direction or preference.

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.

### **18.4 Form of Proxy**

The appointment of a proxy must be in the form as set out in Schedule 5: Appointment of Proxy Form, or in such other form as may be approved by the Board from time to time.

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### **18.5 Delivery of Proxy Appointment Before Meeting**

18.5.1 The appointment of a proxy is not valid unless the following documents are received by GPTA at least forty-eight (48) hours before the meeting:

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

18.5.2 The relevant documents must be delivered, whether in person, by post, electronic mail or some other method, to:

- (a) the Company Secretary;
- (b) GPTA's registered office; or
- (c) any other place in Australia specified in the notice convening the meeting.

### **18.6 Validity of Proxy Vote**

A vote tendered in accordance with a proxy or power of attorney is valid even if:

- (a) the appointor or principal dies or becomes mentally incapacitated; or
- (b) the appointment or power of attorney is later revoked in any way.

### **18.7 Revocation of proxy**

18.7.1 If a proxy is for a single meeting only and the meeting is postponed or adjourned, the proxy remains valid for the postponed or adjourned meeting unless the proxy states otherwise.

18.7.2 If a proxy is appointed on an ongoing basis, the appointment continues until revoked.

18.7.3 A Member may revoke an ongoing proxy only by signed written notice to the Secretary. The appointment is revoked upon the Company Secretary receiving the notice.

## **19 VIRTUAL AND HYBRID GENERAL MEETINGS**

**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, including the 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 must be given in writing as required by the Law.

**19.4** All persons participating in the meeting must be 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.

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- 19.5** A person is presumed to have been present for the entirety of a virtual meeting 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 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.

## **20 DIRECTORS**

### **20.1 Appointment to the Board**

20.1.1 GPTA shall be governed by a Board.

20.1.2 Appointment to the Board may only take place in the following manner:

- (a) for Elected Directors: by election at an annual general meeting in accordance with subclause 20.3;
- (b) for Appointed Directors: by agreement of a two-thirds (2/3) majority of the Board, pursuant to subclause 21.3.

### **20.2 Number of Directors**

20.2.1 GPTA must have a minimum of three (3) and a maximum of seven (7) Elected Directors. The Board's seven (7) Elected Directors shall include a maximum of one (1) Practice Manager.

20.2.2 The Board may also appoint a maximum of two (2) Appointed Directors.

20.2.3 GPTA may, by Special Resolution passed at a general meeting, increase or decrease the number of Directors but must not reduce the minimum number of Elected Directors below three (3) or increase the total number of Directors above nine (9).

### **20.3 Election of Directors**

20.3.1 The election of Directors pursuant to subclause 20.1.2(a) and subject to subclause 13.4 shall take place in the following manner:

- (a) GPTA must call for nominations at least forty-two (42) days prior to the annual general meeting;
- (b) any two (2) Members may nominate any person who is eligible pursuant to subclause 13.4 to serve as a Director of GPTA;
- (c) the nomination must be in writing and signed by the nominee, the proposer and seconder, and shall be in the form provided in Schedule 2: Director Nomination Form or such other form as may be approved by the Board from time to time.
- (d) the nomination shall be provided to the Chairperson or Company Secretary not less than twenty-eight (28) days before the annual general meeting at which the election is to take place;
- (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;

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- (f) balloting lists must be prepared (if necessary) containing the names of the candidates in alphabetical order;
- (g) in accordance with the Law, Members wishing to vote for a particular candidate must not be required to vote for another candidate in order to elect the first candidate; that is, 'bloc' voting is not to be required;
- (h) Ordinary Members present virtually, in person or by proxy at the annual general meeting will elect Directors to fill the available Elected Director vacancies.

20.3.2 The Board will determine the vote counting process which will be used to decide the outcome of Director elections before the first elections conducted after adoption of this constitution. The method may be first past the post, preferential voting, or some other process acceptable to the membership.

20.3.3 Once decided, the Board must not change the method for subsequent elections, unless the membership has agreed to the change by Special Resolution prior to the relevant elections.

### **20.4 Board Composition**

20.4.1 In electing Directors, the Members may have regard to any recommendations of the Board, including any recommendations regarding:

- (a) the desirability of adequate representation of both urban and rural perspectives; and
- (b) the desirability of the Board consisting of no more than two (2) Elected Directors and one (1) Appointed Director from the same State or Territory of Australia at any one time.

### **20.5 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 three (3) years, and may serve a maximum of three (3) successive terms or no more than nine (9) years without interruption.

20.5.3 After serving 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.

### **20.6 Rotation of Directors**

20.6.1 At each annual general meeting following the first annual general meeting, one third 1/3 of the Elected Directors and one half 1/2 of the Appointed Directors must retire from office. Where the number of Elected Directors is not equally divisible by three (3), the number of retiring Elected Directors may be rounded down, but all Directors who have served a full term of 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.



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### **20.7 Eligibility to Re-nominate**

A retiring Director shall be eligible for re-election following re-nomination.

### **20.8 Re-election of Retiring Directors**

GPTA may, at the meeting at which a Director so retires, by resolution, fill the vacated office by electing a person to that office. If that office is not so filled, the retiring Director shall, if offering himself or herself for re-election and not being disqualified under the Law from holding office as a Director, be deemed to have been re-elected unless at that meeting:

- (a) it is expressly resolved not to fill the vacated office; or
- (b) a resolution for the re-election of the Director is put and lost.

### **20.9 Removal of Director**

20.9.1 GPTA may by ordinary resolution remove any Director and appoint another Director as a replacement.

20.9.2 Any Director so appointed shall hold office in the manner as specified in Clause 20.11.

### **20.10 Vacancy on Board**

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 the Director becomes bankrupt or makes any arrangement or composition with creditors;
- (d) the Director resigns;
- (e) if an Elected Director, the Director ceases to be a Member; or
- (f) the Director is absent from three (3) consecutive meetings of the Board without the leave of the Board.

### **20.11 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 a 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.

### **20.12 Reimbursement of Expenses**

Subject to the approval of the Board, a Director shall be entitled to be reimbursed out of the funds of GPTA for all reasonable expenses properly incurred by them:

- (a) in attending Board or committee meetings;
- (b) in attending general meetings of GPTA; and



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- (c) in connection with GPTA's business.

### **21 POWERS AND DUTIES OF THE BOARD**

#### **21.1 Powers and Duties of the Board**

Subject to the Law and to any other provisions of this Constitution, the Board:

- (a) will have control and management of the activities, property, and funds of GPTA; and
- (b) may exercise all the powers of GPTA except any powers that, by the Law or by this Constitution, are required to be exercised by GPTA in general meeting.

#### **21.2 Specific Powers of Board**

Notwithstanding the generality of subclause 21.1, the Board shall have the following powers:

- (a) to make, alter or repeal by-laws as to:
  - (i) the management of GPTA and the affairs thereof;
  - (ii) the duties of any officers or servants of GPTA;
  - (iii) the conduct of business by the Board or any subcommittee; or
  - (iv) any of the matters or things within the power or under control of the Board.

For the purposes of this subclause, no by-law may be inconsistent with this Constitution, the provisions of the Law or the conditions of any tax deductibility enjoyed by GPTA;

- (b) to authorise any Director or other person nominated by the Board to sign all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and to sign all receipts for money paid to GPTA as the case may be;
- (c) to authorise payment by GPTA of an insurance premium in respect of liability incurred as an officer of GPTA to which section 212 of the Law refers; and
- (d) to borrow money, charge any property or business of GPTA, issue debentures, or give any other security for a debt, liability or obligation of GPTA or of any other person.

#### **21.3 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 they cannot be reappointed until one (1) year has passed.

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### **21.4 Minutes**

21.4.1 The Board must ensure that proper minutes are made of:

- (a) all general meetings of GPTA;
- (b) all appointment of officers;
- (c) the proceedings of all general meetings; and
- (d) the attendance at and business transacted at general meetings.

21.4.2 The minutes of any meeting, if purporting to be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

## **22 SUBCOMMITTEES**

### **22.1 Power to Establish Subcommittees**

22.1.1 The Board may delegate any of its powers and functions (not being duties imposed on the Board as the Directors of GPTA by the Law or the general law) to one or more subcommittees consisting of such members of the Board and such other persons as the Board thinks fit.

22.1.2 Any subcommittee so formed shall conform to any rules or by-laws that might be imposed by the Board and shall have power to co-opt such persons as it thinks fit.

22.1.3 If a subcommittee is established that is to conduct a fund which is tax deductible that fund must be conducted in accordance with all and any relevant requirements under the law and any lawful requirements of the Australian Taxation Office.

### **22.2 Duties of Subcommittees**

The duties of any Subcommittee(s) established by the Board may include, but are not limited to:

- (a) monitoring compliance with this Constitution, the Law and the general law, and GPTA policies;
- (b) conducting risk assessments;
- (c) reviewing the GPTA accounts and audit reports;
- (d) reviewing the GPSA education and research programs.

## **23 PROCEEDINGS OF THE BOARD**

### **23.1 Regulation of Meeting**

23.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

23.1.2 The Company Secretary must call a Board meeting upon receipt of a direction from the Chairperson or another Director.

### **23.2 Notice of Meeting**

23.2.1 Notice of every meeting of the Board, stating in general terms all business to be

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considered at such meeting, shall be sent to each Director at least three (3) days before such meeting is due to be held unless:

- (a) urgent circumstances require shorter notice;
- (b) a Director has been given special leave of absence; or
- (c) a Director is absent from Australia and has not left any contact details by which he or she may be reached.

23.2.2 Notice of a Board meeting may be given to a Director orally, by electronic means, by telephone, in writing or by any other method which may reasonably bring the notice to the Director's attention within the required time.

### **23.3 Decisions by Majority**

23.3.1 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the Directors present shall, for all purposes, be deemed to be a determination of the Board.

23.3.2 In case of an equality of votes, the Chairperson of the meeting shall have not only a deliberative vote but also a casting vote.

23.3.3 The Chairperson has discretion whether to use their casting vote. If the Chairperson does not use their casting vote, a motion with equality of votes shall fail.

### **23.4 Quorum**

23.4.1 The quorum necessary for the transaction of the business of the Board must be a majority of the total number of Directors.

23.4.2 A quorum must be present throughout each meeting of the Board. If a quorum is not present at any time, the meeting is not validly convened but this does not affect the validity of any business conducted before the absence of a quorum occurs.

### **23.5 Board to Continue to Act**

23.5.1 If a vacancy on the Board occurs, the remaining Directors 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.

### **23.6 Validity of Acts of Board**

All acts done by any meeting of the Board or by any person acting as a Director will be valid even though it subsequently becomes known:

- (a) that there was some defect in the appointment of a person to be a Director; or
- (b) that a person appointed was disqualified.

### **23.7 Resolution in Writing**

23.7.1 The Directors may pass a resolution without a Directors' meeting being held if all the

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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.

23.7.2 Separate copies of a document may be used for signing by the Directors if the wording of the resolution and the statement is identical in each copy.

23.7.3 The resolution is passed on the day and at the time when the last Director signs.

23.7.4 Copies of signed documents, sent by electronic mail or other technology rather than in original by post, are deemed to be a signed document for the purposes of this Constitution.

### **23.8 Virtual and Hybrid Meetings**

23.8.1 For the purposes of this Constitution, whether or not any one or more of the Directors is out of Australia 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) so long as:

- (a) all the Directors being entitled to receive notice of the Directors’ meeting shall receive notice of such a meeting and such notice may be given by any means authorised by this Constitution;
- (b) each of the Directors taking part in the meeting virtually must be able to hear the Chairperson and each of the other Directors taking part during the meeting; and
- (c) at the commencement of the meeting, each Director must acknowledge his or her presence to all the other Directors taking part.

23.8.2 A person is presumed to have been present for the entirety of a virtual meeting 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 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.

23.8.4 Minutes of the proceedings at a virtual meeting shall be prima facie evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

## **24 CHAIRPERSON**

### **24.1 Election of Chairperson and Deputy Chairperson**

24.1.1 The Chairperson and Deputy Chairperson shall be elected for two (2) years by a majority decision of the Board from their number at the first meeting after the annual general meeting.

24.1.2 For governance continuity, the Chairperson and Deputy Chairperson shall be selected from Directors re-elected on rotation in alternating years. Board policies should be drawn upon for suitable solutions where this is not possible.

24.1.3 After the first year of their respective two (2)-year term in office, Directors will review the performance of the sitting Chairperson and Deputy Chairperson at the first meeting of the

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Board following the annual general meeting to either ratify or re-elect to these roles.

- 24.1.4 With annual ratification and re-election at the conclusion of their 2-year term by majority of the Board, the Chairperson may serve a maximum of two (2) successive terms in the role.
- 24.1.5 With annual ratification and re-election at the conclusion of their 2-year term by majority of the Board, the Deputy Chairperson may serve a maximum of two (2) successive terms in the role.
- 24.1.6 After serving two (2) successive terms as Chairperson, a Director is not eligible for re-nomination to the role until one (1) year has passed.
- 24.1.7 After serving two (2) successive terms as Deputy Chairperson, a Director is not eligible for re-nomination to the role until one (1) year has passed.
- 24.1.8 After serving two (2) successive terms as Chairperson and two (2) 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.

### **24.2 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.

### **24.3 Chairperson's Membership of Subcommittees**

The Chairperson is an ex-officio member of all subcommittees from time to time created and shall be notified of the time and place of all meetings of subcommittees unless the Chairperson or the Board otherwise directs.

## **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 Administrative Officer 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.

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### **26 CEO**

**26.1** The Board may appoint a Chief Executive Officer (CEO) on terms and conditions determined by the Board.

**26.2** Subject to the general law and any conditions imposed by other contractual obligations to funders of GPTA, the Board may appoint or dismiss the CEO as the Board sees fit.

### **27 CHAIR OF SLO ADVISORY COUNCIL EX-OFFICIO MEMBER OF BOARD**

**27.1** If they are not already a Director, the Chairperson of the SLO Advisory Council shall be an ex-officio member of the Board and will be entitled to receive notice of, attend and participate in discussions at general meetings and Board meetings, subject to the Board's discretion.

**27.2** The Chairperson of the SLO Advisory Council is not entitled to vote at Board meetings unless they are also an Elected or Appointed Director of GPTA.

**27.3** The Chairperson of the SLO Advisory Council is not entitled to vote at general meetings unless they are a Member of GPTA in their own right, or where the SLO Advisory Council is a Member and they are acting as its representative.

### **28 INTERESTED DIRECTORS**

#### **28.1 Notice Requirements**

Provided that a Director of GPTA who is in any way directly or indirectly interested in a contract or proposed contract with GPTA or any related body or any body in which GPTA holds an interest, or in any contract or arrangement entered into by or on behalf of GPTA or a related body, has declared the nature of his or her interest at or before a relevant meeting of the Board, and the Board has passed a resolution that:

- (a) specifies the Director and their interest in the matter; and
- (b) states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter;

then:

- (c) such Director shall not be disqualified by his or her office from contracting with GPTA or a related body either as vendor, purchaser, or otherwise;
- (d) no contract made by that Director with GPTA or a related body and no contract or arrangement entered into by or on behalf of GPTA in which that Director is in any way interested shall be voided by reason only of such Director holding his or her office or of the fiduciary relationship thereby established;
- (e) the Director so contracting or being so interested shall not be liable to account to GPTA or any related body for any profit realised by such contract or arrangement or by reason only of such Director holding his or her office or of the fiduciary relationship thereby established; and
- (f) such Director may in respect of any contract or arrangement in which he or she is so interested:
  - (i) vote;
  - (ii) execute any deed or document on behalf of GPTA; and
  - (iii) count in a quorum.

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### **28.2 Sufficient Disclosure**

A general notice that a Director is a Director or Member of any organisation and is to be regarded as interested in all subsequent transactions with such organisation shall be sufficient disclosure under this Constitution in relation to any contract, proposed contract or arrangement made with such organisation by GPTA or any related body or any body in which GPTA holds an interest, or in any contract or arrangement entered into by or on behalf of GPTA or a related body.

### **28.3 Other Office May be Held**

A Director may hold any other office or place of profit except that of Auditor, CEO or Administrative Officer in GPTA or any related body in conjunction with his or her directorship and may be appointed upon such terms as to remuneration, tenure of office or otherwise as the Board decides.

28.3.1 Clause 28.3.4 notwithstanding, Board members serve on a voluntary basis without regular remuneration but may be compensated for duties beyond their regular responsibilities. This compensation is further detailed in the Board Remuneration Policy and includes:

- (a) consultancy;
- (b) project-specific task; and
- (c) significant contributions to specific initiatives.

28.3.2 Such remuneration must be reasonable for work aligned with the organisation's mission, be approved by a majority of the Board, and meet the requirements of transparency for good corporate governance.

28.3.3 Board members must disclose any potential conflicts of interest related to these remunerated activities.

28.3.4 A Director may become an employee, member or shareholder of bodies related to GPTA and may exercise the rights and powers associated with that employment, membership or shareholding.

## **29 SIGNING ON BEHALF OF GPTA**

### **29.1 Signing by Company**

GPTA may execute a document without using a common seal if the document is signed by:

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

### **29.2 Common Seal**

GPTA may use a common seal. If the seal is affixed to a document, the seal is to be witnessed by:

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



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### **30 ACCOUNTS**

#### **30.1 Proper Records to be Kept**

- 30.1.1 The Board must ensure that proper accounting and other records are kept which enable GPTA to comply with its obligations under the Law and general law.
- 30.1.2 The books of account must be open for inspection by Directors during usual business hours on Business Days.
- 30.1.3 A Member may lodge a request with the Board to inspect the books of account. The Board has discretion whether to grant this request.

#### **30.2 Annual Financial Reporting to Members**

30.2.1 Subject to any requirements of the Law imposing more onerous obligations, GPTA must report to Members for a financial year by either:

- (a) sending Members copies of:
  - (i) the financial report for the year; and
  - (ii) the directors' report for the year; and
  - (iii) the auditor's report on the financial report; or
- (b) sending Members a concise report for the year that complies with the Law;

using any of the methods referred to in subclause 33.1.

30.2.2 Notwithstanding subclause 31.2.1, GPTA is not required to prepare or provide financial reports or a Directors' report for that financial year if:

- (a) GPTA is permitted by the Law not to report to Members for that year; and
- (b) neither the Members nor the Australian Securities and Investments Commission have requested reporting for that year.

#### **30.3 General Bank Account**

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

30.3.2 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.

#### **30.4 Accounts in Relation to Tax Deductible Funds**

GPTA and any subcommittee of GPTA must conduct all and any accounts in relation to tax deductible funds in accordance with the conditions of such tax deductibility and must keep the Auditor of such funds aware of all and any particular obligations in relation to



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such funds.

### **31 AUDIT**

#### **31.1 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 31.1.2, 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.

31.1.3 In accordance with the Law, the Auditor is entitled to notice of and to attend at every general meeting.

#### **31.2 Audits in Relation to Tax-deductible Funds**

In addition to all and any duties of the Auditor set out in subclause 32.1 the Auditor shall also separately audit and report on any tax deductible fund in accordance with the particular conditions and requirements of such fund.

### **32 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:

- (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.

#### **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.

#### **32.3 Manner of Notice**

Notice of every general meeting shall be given in any manner authorised in this Constitution to every Member eligible to attend and whose name and address are recorded in the Register.

#### **32.4 Irregularity May Not Invalidate Meeting**

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

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### **33 INDEMNITY**

#### **33.1 Indemnity against Liability**

To the extent permitted by the Law, GPTA may indemnify every person who is or who has been a Director or officer of GPTA, and where the Board considers it appropriate, an officer of a related body corporate, against:

- (a) any liability incurred by them to a person other than GPTA in their capacity as a Director or officer, except where the liability relates to a wilful breach or a contravention of sections 181-184 of the Law;
- (b) any liability for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour; and
- (c) any liability for legal costs or expenses incurred by them in defending any proceedings in which they are acquitted or the Court grants relief in their favour.

#### **33.2 Insurance**

To the extent permitted by the Law, GPTA may insure or pay any premiums on a policy of insurance for a Director or officer of GPTA against any liability for which GPTA indemnifies the Director or officer under subclause 34.1.

#### **33.3 Resolution to Grant Indemnity**

A Director may vote in favour of a resolution that GPTA:

- (a) grant an indemnity pursuant to subclause 34.1; and
- (b) take insurance and pay the premiums on an insurance policy pursuant to subclause 34.2;

even though the Director has a direct and material interest in the outcome of that resolution.

### **34 ALTERATION OF CONSTITUTION**

This Constitution or any other constitution for the time being in force may be altered, rescinded, or repealed and a new constitution may be adopted by Special Resolution of the members of GPTA present in person or by proxy and entitled to vote on the resolution in a general meeting in the manner prescribed by the Law.

### **35 AMALGAMATION**

#### **35.1 Amalgamation Generally**

In furtherance of the objects of GPTA, GPTA may amalgamate with any one or more organisations which:

- (a) have objects similar to those of GPTA;
- (b) prohibit the distribution of its or their income and property amongst members;
- (c) if GPTA is exempt from income tax under Subdivision 50-A of the *Income Tax Assessment Act 1997* (Cth), is or are similarly exempt; and
- (d) if GPTA is or operates a fund, authority, or institution which is endorsed as a deductible gift recipient under Subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth), is or are similarly endorsed.

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### **35.2 Amalgamation if there is a Tax Deductible Fund**

Notwithstanding the general provision set out in subclause 36.1, if GPTA conducts any funds which are tax-deductible, procedures must be put in place and notifications given to ensure that the conditions of such tax deductibility are not breached upon amalgamation.

### **36 REVOCATION OF DGR STATUS**

If the endorsement of GPTA as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation received on a tax deductible basis;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such gifts and contributions.

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**Schedule 1: Details of Directors and Company Secretary**

**Directors**

	Name	Occupation	Date of Birth	Place of Birth	Address
1					
2					
3					
4					

**Company Secretary**

Name	Occupation	Date of Birth	Place of Birth	Address

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**Schedule 2: Director Nomination Form**

OPTION A: If GPTA not registered with the Australian Charities and Not-for-Profits Commission

I, ....., whose signature appears below hereby consent to my nomination for election as a Director of GPTA Ltd subject to the terms of the Constitution of GPTA Ltd.

I certify that I am an Ordinary Member of GPTA Ltd and eligible for election pursuant to the terms of this Constitution.

Signed this .....day of ..... 20.....

.....  
Nominee for Director

**Nomination**

I, ....., being an Ordinary Member of GPTA Ltd, hereby certify that the above named applicant is a person suitable to be a Director of GPTA Ltd.

Signed this .....day of ..... 20.....

.....  
Proposer

I, ....., being an Ordinary Member of GPTA Ltd, hereby certify that the above named applicant is a person suitable to be a Director of GPTA Ltd.

Signed this .....day of ..... 20.....

.....  
Secunder

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OPTION B: If GPTA is registered with the Australian Charities and Not-for-Profits Commission

### **AGREEMENT TO NOMINATION FOR ELECTION/APPOINTMENT\* AS RESPONSIBLE ENTITY OF GPTA**

FULL NAME	
FORMER NAME(S)	
DATE AND PLACE OF BIRTH	
RESIDENTIAL ADDRESS	

I have read and understand [documents describing duties of position, if any]. I declare that I am eligible to be appointed/elected\* to the position of Director of GPTA according to the terms of the Constitution and the laws of Australia.

I declare that I am not disqualified by the Australian Securities and Investments Commission (ASIC) from acting as a director of a company, or by the Australian Charities and Not-for-profits Commission (ACNC) from acting as a responsible entity for a charity. I declare that I have no criminal convictions which would make me unsuitable for this role.

I agree to disclose to GPTA any changes in my suitability for the position as soon as practicable after I become aware of the change. If elected/appointed,\* agree to undergo ongoing training to maintain and improve my ability to serve GPTA in this role, as required by GPTA from time to time.

I hereby consent to nomination for election/appointment\* as Director of GPTA and agree to be bound by the terms of the Constitution of GPTA if I am elected/appointed\* to the role. If elected/appointed,\* I agree to exercise the powers of the position and fulfill its responsibilities in accordance with the Constitution and the laws of Australia.

Specifically, I agree to:

- act with reasonable care and diligence
- act honestly in the best interests of GPTA in pursuit of its purposes
- not misuse my position
- not misuse information gained in my role
- disclose conflicts of interest
- ensure that the financial affairs of GPTA are managed responsibly
- do all that is reasonable to ensure that GPTA does not operate while insolvent.

I consent to GPTA conducting searches of the following to verify the declarations I have made:

- ASIC Register of disqualified persons
- ACNC Register disqualified responsible entities
- National Personal Insolvency Index
- My criminal record
- Any other searches that the Board of GPTA believes necessary to establish my suitability as a nominee for the position.

For the purpose of identifying possible conflicts of interest, I hereby notify the Board that I hold the following positions in other entities:

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1. [Position, eg Director], [Entity Name], [Entity type eg Public company]
2. [Position, eg Director], [Entity Name], [Entity type eg Public company]
3. [Position, eg Director], [Entity Name], [Entity type eg Public company]

Dated this..... day of ..... 20.....

.....  
Signature of Nominee

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**Schedule 3: Membership Application Form**

I, ....., of [address]/[Corporate Body Name], [ACN/ABN/ARBN]\*  
hereby apply to become a member of GPTA Ltd.

The class of membership to which I/[Corporate Name]\* seek to be admitted is Ordinary  
Member/Honorary Member/Corporate Member.\*

I/ [Corporate Name]\* agree to be bound by the terms of the Constitution of GPTA Ltd and supply  
to the Board such information as it may reasonably required to assess this application for  
membership.

Signed this .....day of ..... 20.....

.....

[Applicant]

*\*Strike out whichever is not applicable.*



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**Schedule 4: Corporate Member Representative Appointment Form**

[NAME OF ENTITY], being a Corporate Member of GPTA Ltd and entitled to vote hereby appoints.....of.....

as its representative to attend and vote on its behalf at any / general\* / annual general\* / special general\* meeting of GPTA Ltd for the period from [Date and time] to [Date and time]/until such time that [NAME OF ENTITY] revokes such appointment.\*

Signed for and on behalf of [NAME OF ENTITY] by its duly authorized officer on

the .....day of ..... 20.....

.....  
Director / Company Secretary\*

*\*Strike out whichever is not applicable.*

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**Schedule 5: Appointment of Proxy Form**

I, ..... of.....  
being an Ordinary Member of GPTA Ltd entitled to vote hereby appoint  
..... of ..... or failing him or her  
..... of ..... as my proxy to vote for me on  
my behalf at the (annual or special as the case may be) general meeting of GPTA Ltd to be held  
on the ..... day of ..... 20..... and at any adjournment thereof.

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.

Signed this .....day of 20.....

.

.....

Member/Authorised Officer/Director\*

appointing proxy

*\*Strike out whichever is not applicable.*