# Constitution

of

# MEDICAL BENEVOLENT ASSOCIATION OF QUEENSLAND

---

88 L'Estrange Terrace

Kelvin Grove, QLD 4059

---

1. NAME

The name of the Company is “Medical Benevolent Association of Queensland” (hereinafter referred to as “the company”).

2. TYPE OF COMPANY

The company is a public company limited by guarantee. The liability of its members is limited to the amount of the member’s guarantee.

3. REPLACABLE RULES SHALL APPLY

The constitution sets out the basis on which the company is to be managed. Subject to the provisions of this constitution hereinafter set forth the replaceable rules in the *Corporations Act* 2001 shall apply to this company. Provisions 34 to 41 of the provisions that may apply as replaceable rules to regulate shares and transfers of shares (ss 254D; 254U; 254W(2); 1072A; 1072B; 1072D; 1072F; 1072G and any amendments thereof) shall not apply to this company. The *Corporations Act* 2001 imposes numerous obligations on the company which are not reproduced in this constitution. The *Corporations Act* 2001 or any amendment thereof shall prevail to the extent of any inconsistency with this constitution.

4. INTERPRETATION

Words used in the constitution that have a meaning in the *Corporations Act* have the same meaning in this constitution.

5. OBJECTS

The objects for which the company is formed are:

(a) To grant financial relief and assistance by donation or otherwise to the following persons:

(i) Necessitous members and their partners and all or any of their children;
(ii) Necessitous members of the medical profession not being members of the company; and
(iii) Such other necessitous persons as the Board of Directors in its discretion may from time to time determine;

Provided they meet the criteria established, i.e. persons on a disability, aged, supporting parent or carer’s pension, or people who are financially disadvantaged

(b) All beneficiaries who receive assistance are to be residents of Australia.

(c) To provide housing or other accommodation for distressed medical practitioners practicing or who have practiced in the state of Queensland and/or for any other persons mentioned in sub-rule (a) of this rule.

(d) For all or any of the purposes aforesaid to raise the necessary funds by the interest of moneys invested, the subscription of the members of the company, the legacies and donations of such persons and from the public at large as may make contribution in furtherance of the purposes of the company and from other sources.

(e) For all and any objects of the company to acquire by purchase, lease, exchange, hire or otherwise any real or personal property (including easements and rights over any other land) and either alone or in conjunction with other associations, clubs, bodies or societies.

(f) For any of the purposes aforesaid to construct, maintain or alter any buildings or other works and to furnish and equip the same and to contract for the construction or erection of any buildings or other works upon any freehold or leasehold land.

(g) To sell, manage, lease, hire, enlarge, charge, dispose of, grant easements in, through, upon or over or otherwise deal with all or any part of the assets or property, real or personal, of the company.

(h) To invest and deal with any moneys of the company upon such securities and in such manner as may from time to time be determined by the Board of Directors.

(i) To accept any gift of money or property whether subject to any special trust or not for any one or more objects of the company.

(j) To encourage persons to give free and voluntary assistance for the purpose of carrying out all or any objects of the company.

(k) To print and publish any newspaper, periodicals, cards, leaflets or other matter which may be thought by the Board of Directors desirable for the promotion of the objects or any of the objects of the company and to enter into any contract or agreement with any company, association or person for the like purpose.

(l) To do all such other lawful things as are incidental or conducive to the attainment of the abovementioned objects or any of them.

(m) To hire and employ such person or persons as the Board of Directors thinks necessary for the purpose of carrying out all or any of the objects of the company and to remunerate in such manner as the Board of Directors thinks fit any person so hired or employed.

(n) In pursuance of the abovementioned objects the company may not raise capital by the issue of shares.

6. OFFICERS AND MANAGEMENT

(a) **Officers -** There shall be the following officers of the company, namely:

Chairman, Secretary and Public Officer. Each of the Chairman, the Secretary, and the Public Officer shall be members of the Board of Directors.

(b) **Board of Directors -** The affairs of the company shall be managed by the Board of Directors. It must do so in accordance with the *Corporations* Act and lawful resolutions of the company. The board must comprise of at least six Directors, four of whom shall be legally qualified medical practitioners. Three of the six Directors shall retire annually but shall be eligible for re-election. The Directors who are to retire shall be determined by the Board in such a manner as the Board shall determine and the names of such retiring members shall be stated in the notice convening each Annual General Meeting.

(c) At all times the majority of the Board of Directors shall be legally qualified medical practitioners.

(d) If the majority of the directors on the Board of Directors do not hold the position of a legally qualified medical practitioner then any decision made whilst this condition is not met will be null and void.

(e) If the number of directors falls below the minimum set by the company, they must not act as directors until the number is increased to the minimum, except to increase the number of directors to reach the minimum number or to convene a general meeting of the company.

(f) As soon as may be after the Annual General Meeting in each year the Board of Directors shall meet and appoint from their number as officers of the company a Chairman and a Secretary. The appointment of the Secretary shall comply with the provisions of the *Corporations Act* 2001.

(g) The Board of Directors shall appoint a Public Officer (who may be the same person as the Secretary).

(h) **Chairman's duties -** The Chairman shall preside at all meetings of the Board of Directors, but if at any meeting the Chairman is not present within fifteen minutes of the time appointed for the meeting the Directors present shall choose one of their number to be Chairman of the Meeting.

(i) **Director's meetings: procedure** - The Board of Directors may meet together for the transaction of business, adjourn and otherwise regulate their meetings in accordance with the provisions of the *Corporations Act* 2001.

(i) **Calling Directors' meetings** – Any member of the Board may and the Secretary shall on the requisition of a member of the Board at any time summon a Directors' meeting.

(ii) **Notice of directors' meetings –** The period of notice for the calling of a directors' meeting must be in accordance with the *Corporations Act* 2001.

(iii) **Passing of directors' resolutions –** Subject to the *Corporations Act* 2001, questions arising at a meeting shall be determined by a majority of votes and in the case of an equality of votes the

Chairman shall have a second or casting vote in addition to the vote that they have in their capacity as a director.

(iv) **Quorum –** No business may be transacted at any time during a meeting of directors unless quorum is present. The quorum necessary for directors' meetings shall be three and the quorum must be present at all times.

(v) **Minutes –** The directors must keep minutes of meetings in accordance with the *Corporations Act*.

(j) **Appointment and Resignation of Directors** –

(i) Where a Director retires, the company in General Meeting shall appoint a Director to the vacated office in accordance with the *Corporations Act* 2001.

(ii) Subject to the provisions of the *Corporations Act* 2001, the Directors of the company may appoint a member as a Director in accordance with the Act.

(iii) The Board of Directors may act notwithstanding any vacancy in their body, but so that if their number falls below the number fixed for a quorum they shall not, except in emergencies or for the purpose of filling up vacancies, act so long as their number is below the number so fixed.

(iv) The Board shall have power at any time and from time to time to appoint a person to be a Director either to fill a casual vacancy or as an addition to the Board of Directors in accordance with the provisions of the *Corporations Act* 2001.

(v) In accordance with s203D of the *Corporations Act* 2001 or any amendment thereof, a Director may be removed at any time by a resolution passed by the members present and entitled to vote at a General Meeting of the company provided that notice of the intention to move the resolution shall be given in the Notice convening the Meeting.

(k) The office of a member Director shall be vacated if:

(i) He/she becomes bankrupt or of unsound mind;

(ii) He/she is disqualified from managing a company pursuant to the *Corporations Act* 2001 or by an order made under it;

(iii) By notice in writing to the company he/she resign his/her office;

(iv) He/she shall cease for any reason to be a member of the company;

(v) He/she shall be removed from office as aforesaid;
(vi)

7. MEMBERSHIP

(a) A member of the company is:

(i) Any person or corporate entity who is approved by the Board of Directors (eg. who contributes to the funds of the company).(ii) Any person who on the recommendation of the Board of Directors, at any General Meeting of the company is elected as a member of the company in recognition of their services to the company.

(b) The Board of Directors may at its discretion, and without being required to assign any reason therefore, refuse any application for membership of the company.

(c) The company shall maintain a register of its members.

8. RESIGNATION OF MEMBER

(a) Any member may at any time by notice in writing to the Board of Directors resign their membership of the company.

9. RECEIVED GIFTS AND DONATIONS

(a) All gifts and donations shall be deposited in a bank account appointed by the Board of Directors to the credit of any account or accounts in the name of the company.

(b) All gifts and donations are to be evidenced by receipts in the name of the company.

(c) All gifts and donations are to be used only for the purpose of distribution to those in necessitous circumstances.

(d) If the gift fund is wound up or if the endorsement (if any) of the company as a deductible gift recipient is revoked any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be given or transferred to a fund authority or institution to which income tax deductible gifts for the purpose of section 30-45 of the *Income Tax Assessment Act 1997* can be made.

10. GENERAL MEETINGS

(a) The financial year of the company shall be twelve months ending on the thirty-first day of December each year. A General Meeting of the company shall be held each year before the thirtieth day of June at such time and place as the Board of Directors may determine. Such meetings shall be called Annual General Meetings and all other General Meetings shall be called Extraordinary General Meetings.

(b) The Board of Directors may at any time convene an Extraordinary General Meeting.

(c) **Member requested meeting** - In accordance with s249D of the *Corporations Act* or any amendment thereof, the Board of Directors must, on the request of the requisite number of members of the company, call and arrange to hold an Extraordinary General Meeting within the time prescribed.

(d) **Notice of Meeting –** Subject to the *Corporations Act* 2001, at least twenty-one days' notice in writing of any General Meeting specifying the business to be transacted and the place, date and time of the meeting shall be sent to each member, director and the auditor. Shorter notice may be permitted in accordance with the *Corporations Act* 2001.

(e) At every Annual General Meeting the Board of Directors shall lay before the members an account of the transactions of the company during the preceding financial year and a profit and loss account and balance sheet duly certified as correct by the auditor.

(f) All members shall be entitled to attend and vote at any General Meeting of the company.

(g) **Quorum -** Five members present in person shall be a quorum for a General Meeting if within fifteen minutes from the time appointed for the general meeting a quorum is not present in the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

(h) **Chair -** The Chairman or in his absence one of the members of the Board of Directors to be chosen by the meeting shall preside as Chairman at every General Meeting. If there is no such Chairman or member of the Board of Directors present within fifteen minutes after the time appointed for holding the meeting or if being present is unwilling to take the chair the members present may choose some one of their number to be Chairman of the Meeting.

(i) **How voting is carried out** - All propositions at any General or Special Meeting, shall, unless a ballot is demanded, be decided by show of hands.

i) Subject to s250L of the *Corporations Act* or any amendment thereof, a ballot may be demanded by at least five members entitled to vote on the resolution.

ii) On a show of hands and on a ballot every member present shall have one vote, except where there is an equality of votes in which the Chairman shall have a casting vote as well as a deliberative vote.

iii) Votes whether on a show of hands or on a ballot shall be given in person.

11. EXPENDITURE BY THE BOARD OF DIRECTORS

(a) The Board of Directors shall not expend in any one financial year an amount which is greater than the sum of the gross annual income of the company during the two financial years immediately proceeding the year of expenditure hereinbefore mentioned unless otherwise authorized by a General Meeting of the company.

(b) All moneys received on behalf of the company shall be and all cheques on such account shall be signed in such manner and by such persons as shall from time to time be determined by the Board of Directors.

12. APPLICATIONS FOR ASSISTANCE

(a) All applications for assistance from the company shall be considered from time to time by the Board of Directors at meetings of that Body and the Board of Directors may either grant or refuse any such application. The Board of Directors shall have power:

(i) To approve of any such application subject to conditions as the Board of Directors may in its absolute discretion think fit to impose, including a certified statement of weekly expenditure, ongoing regular financial commitments, outstanding debts, and

(ii) To determine the amount of the grant or other payment or provision to be made in favour of the Applicant and the time during which and the manner in which it shall be paid or allowed, or in the case of an application for the provision of housing, the terms or conditions upon when it shall be provided.

13. AUDITORS

(a) Once at least in every year the accounts of the company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditor or auditors appointed by the company in General Meeting. Neither the Public Officer nor any member of the Board of Directors may be appointed Auditor.

(b) Subject to the *Corporations Act* 2001, an Auditor may at any time be removed by the company and another auditor appointed in his or her place.

(c) The remuneration of the Auditors shall be determined by the company.

(d) No person may be appointed to be Auditor unless he or she is a registered company auditor pursuant to the *Corporations Act* 2001 or any amendment thereof.

14. AMENDMENT OF CONSTITUTION

(a) The company may from time to time by a majority of not less than 75 percent of the members present and voting at a General Meeting make any amendment to the constitution or repeal the constitution PROVIDED that notice of the proposed new rule repeal or alteration shall have been given in the notice convening the Meeting.

(b) ASIC must be notified of any changes to the constitution as determined by the *Corporations Act* 2001.

(c) The Australian Tax Office is to be notified as to any alterations made to the constitution subject to clause 17(a).

15. BY-LAWS

(a) The Board of Directors is empowered to make repeal and amend such by-laws (not inconsistent with the Constitution) as they may from time to time consider necessary for the purposes of the company which by-laws repeals and amendments shall have effect until otherwise determined by the Board of Directors or a General Meeting of the company.

16. NON-PROFIT

(a) The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the

organisation or the members of the Board of Directors except were it is in accordance with the objects of the company.

17. PROHIBITION AGAINST OFFICE OF PROFIT

(a) The company shall not pay fees to its directors. No member of the Board of Directors (other than the Secretary) shall be permitted to hold an office of profit with the company or to receive from the company any remuneration or other emolument whatsoever except traveling and out of pocket expenses incurred in carrying out the duties of a director. This constitution expressly excludes the operation of the replaceable rule in s202A of the *Corporations Act* 2001 (provision 9 of the provisions that apply as replaceable rules) or any amendment thereof.

(b) Any payments made by the company to a director (including the abovementioned traveling and out of pocket expenses) must be approved by the Board of Directors prior to the making of the payment.

18. DISSOLUTION

(a) If upon dissolution of the company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other Association or Associations being an institution or institutions endorsed as a deductible gift recipient for the purposes of section 30-45 of the *Income Tax Assessment Act* 1977 having objects similar to those of the company and which shall prohibit the distribution of its or their income or property among its or their members to and extent at least as great as is imposed on the company under or by virtue of clause 19(a), such institutions to be determined by the members of the company at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Queensland as may have or acquire jurisdiction in the matter.