

THE  BAYS

RULES

OF

THE BAYS HEALTHCARE GROUP Inc

The Rules of The Bays Healthcare Group Inc

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The Rules of THE BAYS HEALTHCARE GROUP Inc

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is The Bays Healthcare Group Incorporated, to be known as The Bays.

2 Purposes

The purposes of The Bays are to conduct the following charitable and philanthropic activities:

- 1 a not for profit community hospital
- 2 a not for profit community aged care and supported accommodation service
- 3 any other activity compatible with those activities including other health related activities.

3 Financial Year

The financial year of The Bays is each period of 12 months ending on 30th June.

4 Definitions

In these Rules—

Absolute Majority, of the Board, means a majority of the directors currently holding office and entitled to vote at the time (as distinct from a majority of directors present at a Board meeting);

Associate Member means a Member referred to in rule 14(1);

Board means the Board having the management of the business of The Bays;

Board meeting means a meeting of the Board held in accordance with these Rules;

By Laws and Regulations, means By Laws and Regulations made from time to time by the Board;

Chair, of a General Meeting or Board meeting, means the person chairing the meeting as required under rule 45;

Disciplinary appeal meeting means a meeting of the Members of The Bays convened under rule 23(3);

Disciplinary meeting means a meeting of the Disciplinary Committee convened for the purposes of rule 21;

Disciplinary Committee means the Committee appointed under rule 20;

Director means a person elected or appointed as a Director under these rules;

General Meeting means a General Meeting of the Members of The Bays convened in accordance with these rules and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;

Life Member means any person elected a Life Member of The Bays by the Board;

Medical Advisory Committee means a Committee of Medical and Dental Practitioners elected (subject to any By-Law concerning the same) by the practitioners whose names appear on the list of Medical and Dental Practitioners who have been accredited by the Board to provide medical and dental services at The Bays (Practitioners who have been granted visiting privileges at The Bays) from those practitioners;

Medical and Dental Services means the services provided by a registered Medical or Dental Practitioner as defined by Law;

Member means a Member of The Bays;

Member Entitled To Vote means a Member who under rule 13(2) is entitled to vote at a General Meeting;

Registered Address means the registered address from time to time of The Bays

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

The Act means **The Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Bays means this association and all ancillary activities conducted by the Board;

The Registrar means the Registrar of Incorporated Associations;

Visiting Privileges means the entitlement of a Medical or Dental Practitioner to provide Medical and Dental Services at The Bays premises as a consequence of being accredited by the Board to provide Medical and Dental services at The Bays.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act in force from time to time, The Act as in force from time to time, and common sense.

Where any doubt arises the rules contained in the Model Rules for an Incorporated Association contained in the Associations Incorporation Reform Regulations 2012 as amended from time to time, shall be referred to and shall take precedence.

PART 2—POWERS OF THE BAYS

5 Powers of The Bays

- (1) Subject to the Act, The Bays has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), The Bays may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts (including credit, deposit, trading, and loan accounts) with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) conduct any business;
 - (h) rent and lease both as a tenant and a landlord any real estate;
 - (i) rent and lease both as a lessee and lessor any personal property;
 - (j) enter into any other contract it considers necessary or desirable.
- (3) The Bays may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for Profit Organisation

- (1) The Bays must not distribute any surplus, income or assets directly or indirectly to its Members. (Its predominate purpose being charitable).
- (2) Sub-rule (1) does not prevent The Bays from paying a Member—
 - (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member—if this is done in good faith on terms no more favourable than if the Member was not a Member.
- (3) To the extent that these rules contemplate The Bays engaging in activities which would be regarded as trading within the meaning of The Act, The Bays (its predominate purpose being charitable) is hereby authorised to carry on such trading activities.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum Number of Members

The Bays must have at least 5 Members.

8 Who is Eligible to be a Member

Any person who supports the purposes of the association is eligible for Membership.

9 Application for Membership

(1) To apply to become a Member of The Bays, a person must submit a written application to the Secretary stating that the person:

- (a) wishes to become a Member of The Bays; and
- (b) supports the purposes of The Bays; and
- (c) agrees to comply with these Rules.

(2) The application:

- (a) must be signed by the applicant; and
- (b) must be signed by a Member who nominates the applicant and a Member who seconds the application both of whom must confirm that they believe applicant is a suitable person to be a Member;
- (c) may be accompanied by the joining fee, if one is payable at the time.

10 Consideration of Application

(1) As soon as practicable after an application for Membership is received, the Board must decide by resolution whether to accept or reject the application.

(2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(3) If the Board rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

11 New Membership

(1) If an application for Membership is approved by the Board:

- (a) the resolution to accept the Membership must be recorded in the minutes of the Board meeting; and
- (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.

(2) A person becomes a Member and, subject to rule 13(2), is entitled to exercise his or her rights of Membership from the date, whichever is the later, on which:

- (a) the Board approves the person's Membership; or
- (b) the person pays the joining fee.

12 Annual Subscription and Fee on Joining

- (1) From time to time the Board must determine the amount of the annual subscription (if any). The annual subscription so determined shall be the annual subscription until such time as the Board re-determines the amount.
- (2) The Board may determine that a lower annual subscription is payable by Associate Members.
- (3) The Board may determine that a lower or no annual subscription is payable by a Member of a particular group or an individual Member who provides service to The Bays on a voluntary or not for reward basis.
- (4) The Board may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee (the joining fee) equal to:
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Board.
- (5) The annual subscription is payable in advance on or before the 1st August in each year.
- (6) The rights of a Member (including the right to vote) who has not paid the annual subscription if a subscription is payable by that Member by the due date are suspended until the subscription is paid.

13 General Rights of Members

- (1) A Member who is entitled to vote has the right:
 - (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents as provided under rule 72; and
 - (f) to inspect the register of Members.
- (2) A Member is entitled to vote if:
 - (a) the Member is a Member other than an Associate Member; and
 - (b) more than 10 business days have passed since he or she became a Member of The Bays; and
 - (c) the Member's membership rights are not suspended for any reason.

14 Associate Members and Life Members

- (1) Associate Members include:
 - (a) any Members under the age of 18 years; and
 - (b) any Member with a disability that requires his or her affairs to be managed by another person; and
 - (c) any other category of Member as determined by special resolution at a General Meeting.
- (2) An Associate Member must not vote but otherwise has all the rights of a Member.
- (3) A Life Member is entitled to all of the rights of a Member but does not have to pay any annual subscription.

15 Rights Not Transferable

The rights of a Member are not transferable and end when membership ceases.

16 Ceasing Membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

17 Resigning as a Member

- (1) A Member may resign by notice in writing given to the Secretary.
- (2) A Member is taken to have resigned if:
 - (a) the Member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable:
 - (i) the Secretary has given a written notice to the Member requiring the Member to confirm that he or she wishes to remain a Member; and
 - (ii) the Member has not, within 3 months after the date the notice is given, confirmed in writing that he or she wishes to remain a Member.

18 Register of Members

- (1) The Secretary must keep and maintain a register of Members, which includes:
 - (a) for each current Member:
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) if the Member is an Associate Member, a note to that effect;
 - (v) if a Member is a Life Member, a note to that effect;
 - (v) any other information determined by the Board; and
 - (b) for each former Member, the date of ceasing to be a Member.
- (2) Any Member may, at a reasonable time and free of charge, inspect the register of Members.

Division 2—Disciplinary Action

19 Grounds for Taking Disciplinary Action

The Bays may take disciplinary action against a Member in accordance with this Division if it is determined that the Member:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of The Bays; or
- (c) has engaged in conduct prejudicial to The Bays.

20 Disciplinary Committee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Committee to hear the matter and determine what action, if any, to take against the Member.
- (2) The Members of the Disciplinary Committee:
 - (a) may be Directors, Members of The Bays or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned.

21 Notice to Member

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - (a) stating The Bays proposes to take Disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting, at which the Disciplinary Committee intends to consider the disciplinary action (the **Disciplinary Meeting**); and
 - (d) advising the Member he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the Disciplinary Committee at that meeting;
 - (ii) give a written statement to the Disciplinary Committee at any time before the Disciplinary meeting; and
 - (e) setting out the Member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary meeting is held.

22 Decision of Committee

- (1) At the Disciplinary meeting, the Disciplinary Committee must:
 - (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (2) After complying with sub-rule (1), the Disciplinary Committee may:
 - (a) take no further action against the Member; or
 - (b) subject to sub-rule (3):
 - (i) reprimand the Member; or

- (ii) suspend membership rights of the Member for a specified period; or
 - (iii) expel the Member.
- (3) The Disciplinary Committee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the Disciplinary Committee under this rule takes effect immediately after the vote is passed.

23 Appeal Rights

- (1) A person whose membership rights have been suspended, or who has been expelled from The Bays under rule 22, may give notice to the effect he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
- (a) to a Member of the Disciplinary Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a Disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event, not later than 21 days, after the notice is received.
- (4) Notice of the Disciplinary appeal meeting must be given to each Member of The Bays who is entitled to vote, as soon as practicable, but no later than 48 hours before the meeting and must:
- (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the Disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of Disciplinary Appeal Meeting

- (1) At a Disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A Member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the Members voting at the meeting, vote in favour of the decision.

Division 3—Grievance Procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a Member and another Member;
 - (b) a Member and the Board;
 - (c) a Member and The Bays.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure is completed.

26 Parties Must Attempt to Resolve the Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a Member and another Member a person appointed by the Board or;
 - (ii) if the dispute is between a Member and the Board or a Member and The Bays a person appointed or employed by the Dispute Settlement Centre of Victoria or the successor to that organisation.
- (3) A mediator appointed by the Board may be a Member or former Member of The Bays but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation Process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to Resolve Dispute by Mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS

30 Annual General Meetings

- (1) The Board must convene an Annual General Meeting to be held within 5 months after the end of each financial year.
- (2) The Board may determine the date, time and place of the Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting is as follows:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any special General Meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Board on the activities of The Bays during the preceding financial year; and
 - (ii) the financial statements of The Bays for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect Members to the Board;
 - (d) to fix the total amount available to be applied to the remuneration of Directors if from time to time an increase in that amount is sought.
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (5) The Annual General Meeting may also conduct any other business permitted by the Chair of the meeting.

31 Special General Meetings

- (1) Any General Meeting, other than an Annual General Meeting or a Disciplinary appeal meeting, is a special General Meeting.
- (2) The Board may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special General Meeting Held at Request of Members

- (1) The Board must convene a Special General Meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of Members. (Members, Life Members and Associate Members)
- (2) A request for a Special General Meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.

- (3) If the Board does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by Members under sub-rule (3):
 - (a) must be held within 2 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Bays must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under sub-rule (3).

33 Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under rule 32(3), the Members convening the meeting) must give to every Member:
 - (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a Disciplinary appeal meeting.

34 Proxies

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a Disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) The Member may use any form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member. (Including a form that the Board has approved for the appointment of a proxy)
- (5) Notice of a General Meeting given to a Member under rule 33 must:
 - (a) state that the Member may appoint another Member as a proxy for the meeting; and

- (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by The Bays no later than 24 hours before the commencement of the meeting.

35 Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of Members is present.
- (2) The quorum for a General Meeting is the presence (physically, or by proxy) of 10% of the Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (a) in the case of a meeting convened by, or at the request of, Members under rule 32 the meeting must be dissolved.
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not less than 7 days and not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under sub-rule (3)(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

36 Adjournment of General Meeting

- (1) The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

37 Voting at General Meeting

- (1) On any question arising at a General Meeting:
 - (a) subject to sub-rule (3), each Member who is entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a Disciplinary appeal meeting conducted under rule 24.

38 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

39 Determining Whether Resolution Carried

- (1) Subject to subsection (2), the Chair of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost;and an entry to that effect in the minutes of the meeting is conclusive proof of the fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more Members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
 - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

40 Minutes of General Meeting

- (1) The Board must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include:
 - (a) the names as far as the Secretary can reasonably determine of the Members attending the meeting; and
 - (b) proxy forms given to the Chair of the meeting; and
 - (c) the financial statements submitted to the Members in accordance with these rules; and
 - (d) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of The Bays; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of Board

41 Role and Powers

- (1) The business of The Bays must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of The Bays except those powers which these Rules, or the Act require to be exercised by General Meetings of the Members.
- (3) The Board may:
 - (a) establish committees and sub-committees consisting of Members or non-Members or a combination of both with terms of reference it considers appropriate.
 - (b) appoint and remove any employees of or contractors to The Bays.

42 Delegation

- (1) The Board may delegate to a Member of the Board, a committee, a sub-committee, or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may in writing, wholly or in part, revoke a delegation.

Division 2—Composition of Board And Duties Of Directors

43 Composition of Board

- (1) The Board consists of—
 - (a) seven (7) Members or such lesser or greater number as the Members at a General Meeting shall determine none of whom may be Medical or Dental Practitioners who have been granted Visiting Privileges.
 - (b) two (2) persons one of whom shall be the Chair of the Medical Advisory Committee and one of whom shall be a Member of the Medical Advisory Committee nominated by its Members but from a different craft group, speciality or discipline to the Chair;
- (2) They shall be known as Directors.
- (3) At the first Directors meeting to be held after the Annual General Meeting (which meeting must be held within one month after the date of the Annual General Meeting) the Directors must elect from amongst themselves a Chair, a Deputy Chair, and a Secretary.

44 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring The Bays complies with the Act and that individual Members and Directors comply with these Rules.
- (3) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Directors must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of The Bays; and
 - (b) for a proper purpose.
- (5) Directors and former Directors must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position,so as to gain an advantage for themselves or any other person or to cause detriment to The Bays.
- (6) In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.

45 Chair and Deputy Chair

- (1) Subject to sub-rule (2), the Chair or, in the Chair's absence, the Deputy-Chair is the Chair for any General Meetings and for any Board meetings.
- (2) If the Chair and the Deputy-Chair are both absent, or are unable to preside, the Chair of the meeting must be:
 - (a) in the case of a General Meeting a Member elected by the other Members present; or
 - (b) in the case of a Board meeting a Director elected by the other Directors present.
- (3) The Chair must use his or her best endeavours to ensure that there is regular and timely renewal of the Directors.

46 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an Incorporated Association.
- (2) The Secretary must:
 - (a) maintain the register of Members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) the financial records, and all books, documents and securities of The Bays in accordance with these Rules.
 - (c) subject to the Act and these Rules, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules and the Board; and
 - (e) receive all moneys paid to or received by The Bays and issue receipts for those moneys in the name of The Bays; and
 - (f) ensure all moneys received are paid into the appropriate account of The Bays within 5 working days after receipt; and
 - (g) make any payments authorised by the Board or by a General Meeting from The Bays funds; and
 - (h) ensure cheques are signed by such persons as shall from time to time be authorized by the Board; and
 - (i) ensure the financial records of The Bays are kept in accordance with the Act; and
 - (j) co-ordinate the preparation of the financial statements of The Bays and their certification by the Board prior to their submission to the Annual General Meeting of The Bays.
- (3) The Secretary must ensure that at least one other Director has access to the accounts and financial records of The Bays.
- (4) The Secretary must give to the Registrar, notice of his or her appointment within 14 days after the appointment.

Division 3—Election of Directors and Tenure Of Office

47 Who is Eligible to be a Director?

Subject to rules 43(1) (a) and (b) a Member is eligible to be elected as a Director if the Member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a General Meeting; and
- (c) is not otherwise disqualified.

48 Positions to Be Declared Vacant

The Chair of the meeting must declare the relevant Directors positions vacant and hold an election for those positions.

49 Nominations

Nominations for election as Directors must be in writing and signed by two (2) Members and the nominated person and delivered to the Secretary no less than seven (7) days prior to the Annual General Meeting.

50 Election of Directors

- (1) A single election may be held to fill all vacant positions.
- (2) If the number of Members nominated for the position of Director is less than or equal to the number to be elected, the Chair of the meeting must declare each of those Members to be elected to the position.
- (3) If the number of Members nominated exceeds the number to be elected, a ballot must be held.

51 Ballot

- (1) If a ballot is required for the election to a position, the Chair of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each Member present in person; and
 - (b) each proxy appointed by a Member.
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom he or she wishes to vote.
- (7) If the ballot is for more than one position—

- (a) the voter must write on the ballot paper the name of each candidate for whom he or she wishes to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers which do not comply with sub-rule (7)(b), are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written, counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate, or, in the case of an election for more than one position, the candidates, who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

52 Term of Office

- (1) Subject to sub-rule (3) and rule 53, a Director holds office until the commencement of the Annual General Meeting held 3 years after the Annual General Meeting at which the Director is elected, and in the case of a Director appointed to fill a casual vacancy when the term of the Director in whose place the Director is appointed would have expired had the Director served a full 3 year term.
- (2) A Director may be re-elected.
- (3) A General Meeting may:
- (a) by Special Resolution remove a Director from office; and
 - (b) elect an eligible Member to fill the vacant position in accordance with this Division.
- (4) A Member who is the subject of a proposed Special Resolution under sub-rule (3)(a) may make representations in writing to the Secretary or Chair (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (5) The Secretary or the Chair may give a copy of the representations to each Member or, if they are not so given, the Member may require they be read out at the meeting at which the special resolution is to be proposed.

53 Vacation of Office

- (1) A Director may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Director if he or she:
 - (a) ceases to be a Member; or
 - (b) fails to attend 4 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 64; or
 - (c) accepts a paid office (other than as a Director) of The Bays; or
 - (d) is unable to fulfil the duties of Director because of death or ill health; or
 - (f) otherwise ceases to be a Director by operation of section 78 of the Act.

54 Filling Casual Vacancies

- (1) The Board may appoint an eligible Member of The Bays to fill a position on the Board which:
 - (a) has become vacant under rule 53; or
 - (b) was not filled by election at the last Annual General Meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a Member to the position within 14 days after the vacancy arises.
- (3) Rule 52 applies to any Director appointed by the Board under sub-rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its Membership.

Division 4—Meetings of Board

55 Meetings of Board

- (1) The Board must meet at least 9 times in each year on the dates, times and places determined by the Board.
- (2) Special Board meetings may be convened by the Chair or by any 4 Directors.

56 Notice of Meetings

- (1) Notice of each Board meeting must be given to each Director no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a Special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

57 Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 56, provided as much notice as practicable is given to each Director, by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business which may be conducted at an urgent meeting, is the business for which the meeting is convened.

58 Procedure and Order of Business

- (1) The procedure to be followed at Board meetings must be determined from time to time by the Board.
- (2) The order of business may be determined by the Directors present at the meeting.

59 Use of Technology

- (1) A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology which allows the Director and the Directors present at the meeting, to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Director participating in a Board meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

60 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting, is the presence (in person or, as allowed under rule 59) of a majority of the Directors holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
 - (a) in the case of a Special Meeting the meeting lapses;
 - (b) in any other case, the meeting must be adjourned to a date no later than 7 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given to the Directors.

61 Voting

- (1) On any question arising at a Board meeting, each Director present at the meeting has one vote.
- (2) A motion is carried, if a majority of Directors present at the meeting, vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question, which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chair of the meeting has a second, or casting vote.
- (5) Voting by proxy is not permitted.

62 Conflict of Interest

- (1) A Director who has a material personal interest in a matter being considered at a Board meeting, must disclose the nature and extent of the interest to the Board.
- (2) The Member:
 - (a) must not be present while the matter is being considered at the meeting;and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
 - (a) which exists only because the Member belongs to a class of persons for whose benefit The Bays is established; or
 - (b) which the Member has in common with all, or a substantial proportion of, the Members of The Bays.

63 Minutes of Meeting

- (1) The Board must ensure minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) the names of the Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 62.

64 Leave of Absence

- (1) The Board may grant a Director leave of absence from Board meetings for a period not exceeding 6 months.
- (2) The Board must not grant leave of absence retrospectively, unless it is satisfied it was not feasible for the Director to seek the leave in advance.

PART 6—FINANCIAL MATTERS

65 Source of Funds

- (1) The funds of The Bays may be derived from:
 - (a) annual subscriptions;
 - (b) donations and fund raising activities;
 - (c) grants and subsidies, (both government and private);
 - (d) fees for services provided by The Bays;
 - (e) investments;
 - (d) such other sources as the Board may from time to time determine.
- (2) The fees for services provided by The Bays shall be fixed from time to time by the Board, which may in its discretion, waive payment of all or part of the fees.

66 Management of Funds

- (1) The Bays must open at least one account with a financial institution or institutions from which all expenditure of The Bays is made and into which all of The Bays' revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of The Bays, the Board may approve and authorise expenditure on behalf of The Bays.
- (3) The Board may authorise the Chief Executive Officer to expend funds on behalf of The Bays (including by electronic funds transfer), up to a specified limit, without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, must be signed by the Chief Executive Officer or the Chief Financial Officer and one other person, who may be an employee of The Bays so authorised by the Board or a Director
- (5) All funds of The Bays must be deposited into the financial account of The Bays, no later than 5 working days after receipt.

67 Financial Records

- (1) The Bays must keep financial records which—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Bays must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Secretary must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as directed by the Board.

68 Financial Statements

- (1) For each financial year, the Board must ensure the requirements under the Act relating to the financial statements of The Bays are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) certification of the financial statements by the Board;
 - (d) submission of the financial statements to the Annual General Meeting;
 - (e) lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

69 Common Seal

- (1) The Bays may have a common seal if the Board so determines.
- (2) If The Bays has a common seal—
 - (a) the name of The Bays must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
 - (c) the common seal must be kept in the custody of the Secretary.
- (3) If The Bays does not have a common seal, a document may be executed by the authority of the Board by being signed by two Directors.

70 Registered Address

The registered address of The Bays is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—
the postal address of the Secretary.

71 Notice Requirements

- (1) Any notice required to be given to a Member or a Director under these Rules may be given—
 - (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the register of Members; or
 - (c) by email or facsimile transmission; or
 - (d) by any other form of electronic means provided the person to receive the notice has previously advised The Bays, he or she is able to receive communications in that manner.
- (2) Sub-rule (1) does not apply to notice given under rule 57.
- (3) Any notice required to be given to The Bays or the Board may be given—
 - (a) by handing the notice to a Member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines it is appropriate in the circumstances—
 - (i) by email to the email address of The Bays or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of The Bays; or
 - (iii) by some other electronic means.

72 Custody and Inspection of Books and Records

- (1) Members may on request inspect free of charge—
 - (a) the register of Members;
 - (b) the minutes of General Meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of The Bays, including minutes of Board meetings.
- (2) The Board may refuse to permit a Member to inspect records of The Bays which relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of The Bays.
- (3) The Board must, on request, make copies of these rules available to Members and applicants for Membership, free of charge.
- (4) Subject to sub-rule (2), a Member may make a copy of any of the other records of The Bays referred to in this rule and The Bays may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

Relevant documents means the records and other documents, however compiled, recorded or stored, which relate to the incorporation and management of The Bays and includes the following—

 - (a) Membership records;
 - (b) financial statements;
 - (c) financial records;
 - (d) records and documents relating to transactions, dealings, business or property of The Bays.
- (6) Except for the purpose of making records available to Members, the details of a Member must be kept confidential, so as to protect the privacy rights of a Member.

73 Winding Up and Cancellation

- (1) The Bays may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of The Bays, the surplus assets of The Bays must not be distributed to any Members or former Members of The Bays.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar objects to The Bays and which is not carried on for the profit or gain of its individual Members.
- (4) If at the time of the winding up, or if at any time prior to that date, the endorsement of The Bays as a deductible gift recipient under the provisions of the Income Tax Assessment Act 1997 is revoked, any surplus Gifts and Deductible Contributions and money received by The Bays, because of those Gifts and Deductible Contributions, must be transferred to the Trustee of a Trust, Fund, Organisation, Authority or Institution in Australia, which satisfies the requirements of rule 73 (3) and which is a body who may receive tax deductible gifts, under the Income Tax

Assessment Act 1997. Where gifts to The Bays are deductible only if among other things, the conditions set out in the relevant table of Income Tax Assessment Act 1997 are satisfied, a transfer under this clause must be made in accordance with those conditions.

- (5) The body to which the surplus assets are to be given must be decided by Special Resolution.

74 Alteration of Rules

- (1) These Rules may only be altered by Special Resolution of a General Meeting of The Bays.
 - (2) No rule which permits The Bays to trade, may be amended without the consent of the Responsible Minister.
-