

Constitution of Royal Flying Doctor Service of Australia (South Eastern Section)

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SCHEDULES

- 1 APPLICATION FOR MEMBERSHIP FORM**
- 2 APPOINTMENT OF PROXY FORM**
- 3 NOMINATION FOR ELECTION AS DIRECTOR FORM**

1. PRELIMINARY

1.1 Company limited by guarantee

The Service is a company is limited by guarantee and the liability of members is limited as provided in this document.

1.2 Replaceable rules

The replaceable rules referred to in section 141 are displaced completely by this Constitution in relation to the Service.

1.3 Objects

The objects of the Service (**Objects**) are:

- (a) to provide Health Services to residents in rural and remote areas of the Commonwealth of Australia its dependencies and mandated territories;
- (b) to be the pre-eminent providers of:
 - (i) aero-medical services; and
 - (ii) Health Services in locations where Health Services are considered by the Service to be required;
- (c) to co-operate with the Australian Council of the Royal Flying Doctor Service of Australia and its member organisations to:
 - (i) promote the efficient allocation and use of resources; and
 - (ii) achieve the provision of quality Health Services;
- (d) to establish and/or assist in the establishment of Health Services;
- (e) to foster promote assist and conduct research in medicine aviation communications and other matters relating to the health morale and physical and mental well-being of individuals in rural and remote areas;
- (f) to promote the interests of doctors, nurses, pilots, engineers, communications officers and others serving in rural and remote areas;
- (g) to represent generally the views of persons connected with the provision of Health Services in rural and remote areas and to consider originate and promote reforms and improvements therein;
- (h) to establish and maintain relations with bodies having similar objects elsewhere in Australia or overseas;
- (i) to establish and assist in the establishment of libraries and to provide and acquire for them copies of reports and other papers bearing on Health Services, particularly in rural and remote areas throughout the world, and to publish information relating thereto;
- (j) to take such steps by personal or written appeals public meetings representations to Parliament and other persons to promote any of the objects of the Service;
- (k) to provide opportunities and assistance for study and research;

- (l) to undertake any type of fundraising activities;
- (m) to take or accept any gifts, contributions or donation of moneys or property;
- (n) to subscribe to make donations of the Service's funds to or otherwise aid public benevolent or charitable or national or other institutions or objects of a public character or that have in the opinion of the Board any moral or other claims to support or aid by the Service by reason of the locality and nature of their operations or otherwise having regard to the objects of the Service whether such aid is to the advantage of the Service or not;
- (o) to assist in providing medical aid for philanthropic societies and other organisations caring for the health or well-being of Aboriginal people;
- (p) to encourage landowners and others to utilise aviation and make landing grounds available to the Service and to ensure the inclusion of such landing grounds in suitable charts;
- (q) to promote the use of all manner of communication services by residents in rural and remote areas and to purchase hire sell make or provide equipment for this purpose and to provide or assist in providing services necessary for the efficient maintenance thereof;
- (r) to assist in providing and maintaining at suitable centres proper equipment for the use of parties searching for persons who are lost and to assist in such searches; and
- (s) to establish and/or assist in the establishment and operation of contributory schemes.

1.4 Powers

The Service will have the legal capacity and powers of a company limited by guarantee as contemplated by Part 2B.1 of the Corporations Act.

1.5 No profits for Members

The income and property of the Service shall be applied solely towards the promotion of the objects of the Service as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Service.

1.6 Certain payments allowed

Nothing in this rule shall prevent the payment in good faith of remuneration to any officers or servants of the Service or to any member of the Service in return for any services actually rendered to the Service or for goods supplied in the ordinary and usual course of business nor prevent the payment of interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this paragraph by the Constitution) on money borrowed from any member of the Service or reasonable and proper rent for premises demised or let by any member of the Service. No remuneration or other benefit in money or money's worth shall be paid or given by the Service to any member of the Board except reimbursement of out-of-pocket expenses or interest on money lent (as provided above) or rent for premises demised or let to the Service. No member of the Board shall be appointed to any salaried office of the Service or any office of the Service paid by fees and no holder of such an office shall be appointed as a Director.

1.7 Amendment to Constitution

The Service may modify or repeal its Constitution or a provision of its Constitution by Special Resolution.

1.8 Limited liability of Members

The liability of the members is limited.

Every member of the Service undertakes to contribute to the assets of the Service in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Service contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$2.00.

1.9 Surplus assets on winding up or dissolution

If upon the winding-up or dissolution of the Service 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 Service, but shall be given or transferred to some other institution having objects similar to the objects of the Service, and whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Service under or by virtue of rule 1.5, such institution or institutions to be determined by the members of the Service at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

1.10 Accounts

True accounts shall be kept of the sums of money received and expended by the Service and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Service and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Service shall be examined by a properly qualified auditor who shall report to the members in accordance with the provisions of the Act.

1.11 Definitions

The following definitions apply in this Constitution.

Act means the *Corporations Act 2001* (Cth).

Constitution means the constitution of the Service as amended from time to time.

Corporate Member means a Member which is a body corporate or an unincorporated association.

Board means the Board of the Service constituted as provided in the Constitution. Reference to the Board shall include any duly appointed Board Committees exercising any of the powers of the Board which have been duly delegated to it.

Board Committee means any committee appointed by the Board under rule 11.1.

Director means any Member of the Board (other than an Associate Director appointed pursuant to rule 7.19) and includes the President, Vice-President and Treasurer.

Health Services means all manner of services relating to the physical, mental and social well-being of individuals including the provision of medical, nursing, primary health services,

preventative, ill health and public health services and health education and without limiting the foregoing includes the treatment of sick or injured individuals; the provision of the services of trained personnel, ambulance services, medical facilities and accommodation; the supply of pharmaceutical and therapeutic goods; the provision of health education and preventative public health services.

Member means a person registered as a member of the Service in the Register of Members.

Prescribed Newspaper means a newspaper circulating generally throughout Australia.

President, Vice-President, Secretary and Treasurer mean those respective officers of the Service appointed from time to time as provided by the Constitution.

Register of Members means the Register of Members kept by the Service as required by sections 168 and 169.

Service means Royal Flying Doctor Service Of Australia (South Eastern Section).

Special Resolution has the meaning given by section 9.

Voting Member means a Member entitled to vote at the meeting concerned, a duly appointed proxy or attorney of such a Member or a duly appointed representative of a Corporate Member.

1.12 Interpretation

- (a) In this Constitution unless the contrary intention appears:
 - (i) words importing any gender include all other genders;
 - (ii) words importing persons include bodies corporate and unincorporated associations;
 - (iii) words importing the singular include the plural and vice versa; and
 - (iv) a reference to legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Service, re-enacted or replaced, and includes any subordinate legislation issued under it.
- (b) Division 8 of Part 1.2 applies in relation to the Constitution as if it was an instrument made by an authority under a power conferred by the Act as in force on the date on which the Constitution became binding on the Service.
- (c) A reference to a Chapter, Part, Division or section is a reference to a Chapter, Part, Division or section of the Act.
- (d) Headings are for convenience only and do not affect interpretation.

2. MEMBERSHIP

2.1 Members

The Members of the Service are:

- (a) the Members of the Service immediately prior to the adoption of this Constitution; and

- (b) such persons as may thereafter be admitted to membership of the Service as provided in the Constitution,

being persons for the time being who are registered as Members of the Service in the Register of Members and who have not ceased to be Members for any reason.

2.2 Application for membership

Candidates for membership shall sign and forward to the Service an application substantially in the form set out in Schedule 1.

2.3 Accompaniments to applications

Applications shall be accompanied by:

- (a) payment in full of the current membership fees;
- (b) in the case of an unincorporated association, a copy of its constituent documents;
- (c) in the case of companies and unincorporated associations, full particulars of their current office holders and the appointment of persons who they wish to act as their initial representatives under the Constitution.

2.4 Secretary to place applications

The Secretary shall place applications for membership before the first meeting of the Board after the application for membership has been received.

2.5 Admission by the Board

The Board may admit to membership those candidates for membership who in its opinion may be of assistance or support to the Service.

2.6 Board's decision is conclusive

- (a) The Board's decision shall be final and conclusive to whether a candidate for membership shall be admitted.
- (b) The Board shall in no case be required to give any reasons for the acceptance or rejection of any application for membership of the Service.

2.7 Entry in the Register of Members

The name of every person admitted to membership of the Service shall be forthwith entered in the Register of Members together with the date of his or her admission and his or her residential and postal addresses. The names of any representatives appointed by any Corporate Member shall be entered in the Register of Members with respect to that Member.

2.8 Secretary to notify of outcome

The Secretary shall promptly give notice to candidates for admission to membership of the Service of their admission to membership of the Service or the rejection of their application. The Secretary shall promptly refund the membership fees paid by any unsuccessful candidate.

2.9 Joint Membership

- (a) The Board may admit any two individuals resident at the same address as joint Members where application is made by such persons for a single membership of the Service.
- (b) Joint Members shall be counted as only one Member for all purposes of the Constitution.
- (c) All obligations of the Service under the Constitution to any joint Members shall be fully discharged if discharged with respect to the first named joint Member in the Register of Members.
- (d) Any one of the joint Members may exercise all or any of the rights of membership of the Service (including the right to attend and vote at meetings, to join in convening meetings or to appoint proxies) but where both joint Members purport to exercise any such rights only the due exercise by the first named of them in the Register of Members shall be effective for the purposes of the Constitution.
- (e) Each joint Member shall be jointly and severally liable as a Member of the Service.

2.10 Corporate Members

- (a) The Board may admit to membership bodies corporate and unincorporated associations.
- (b) Corporate Members shall promptly provide:
 - (i) (in the case of an unincorporated association) a copy of its constituent documents and rules and any subsequent amendments to the same.
 - (ii) a notice in writing setting out the names and addresses of its office bearers for the time being and any subsequent changes thereto.

2.11 Corporate representatives

- (a) A Corporate Member may appoint a representative (or two or more persons in the alternative as a representative) in accordance with section 250D, or its constituent documents but the Service shall not be obliged to recognise any such appointment or any variation thereto unless notified in writing under its common seal or such other due execution as provided by its constituent documents.
- (b) In the absence of a duly appointed representative, proxy or attorney of a Corporate Member, the Service may (but shall not be obliged to) permit any office bearer of the Corporate Member of whose appointment it has notice to exercise any of the powers of the Corporate Member on its behalf.
- (c) A Corporate Member shall be counted as only one Member for all purposes of the Constitution.

2.12 Change of Address

Any Member who shall at any time change his or her residential address or postal address shall immediately give notice thereof in writing to the Service and such new address shall be promptly recorded in the Register of Members.

2.13 Cessation of Membership

A Member shall cease to be a Member of the Service and an entry made to this effect in the Register of Members if:

- (a) the Member at any time by giving notice in writing to the Service resigns his or her Membership of the Service;
- (b) his or her membership fees remain unpaid for one calendar month after the date of any default notice sent to him or her pursuant to rule 3.4;
- (c) a resolution is passed by the Board or by a meeting of the Members to expel the Member as provided in rules 2.15 to 2.20; or
- (d) he or she dies.

2.14 No diminished liability

Nothing in rule 2.13 shall in any way diminish the liability of the Member under the Constitution.

2.15 Misconduct

If any Member shall wilfully refuse or neglect to comply with the provisions of the Constitution or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of the Service the Board may censure, fine, suspend or expel the Member from the Service subject to the provisions of rules 2.16 to 2.20.

2.16 Notice of misconduct to Member

At least 14 business days before any meeting of the Board to consider action against a Member the Secretary shall serve on the Member notice of the meeting, the allegations to be made and the resolutions to be considered with respect to the Member.

2.17 Notice from Member regarding misconduct

A Member may by notice in writing lodged with the Secretary at least 7 business days before the time for holding the meeting at which the Board is to consider taking action against him or her, elect to have the question dealt with by the Members in general meeting.

2.18 Extraordinary General Meeting for misconduct

In the event that a Member elects to have the question dealt with by the Members in general meeting an Extraordinary General Meeting shall be called within 3 months for that purpose.

2.19 Member's right to explain misconduct

The Member shall, before any such resolution is passed by either the Board or the Members, be given an opportunity at such meeting to give, either orally or in writing, any explanation or defence he or she may consider appropriate.

2.20 Resolution for misconduct

If at the meeting of the Members a resolution to take action against a Member is passed by a two-thirds majority (such vote to be taken by a poll) the Member concerned shall be dealt with accordingly and in the case of a resolution passed for his or her expulsion the Member shall be thereby expelled.

3. MEMBERSHIP FEES

3.1 Membership fees

The Board may from time to time resolve to impose fees on the Members and shall promptly give notice thereof to all Members. The Board may impose different membership fees for Corporate Members. No new or additional membership fees will become due and payable within 2 calendar months of such notice being given and no such membership fees will be imposed if a resolution opposing such membership fees is passed by the members within 2 calendar months of such notice being given.

3.2 Fee amount

The membership fees at the time of the adoption of this Constitution shall comprise an annual subscription of \$50.00 per annum for individual Members (including joint Members) and \$200.00 per annum for Corporate Members. The annual subscription is due and payable in full yearly in advance on 1st July in each year.

3.3 Payment of membership fees

A Member shall be liable to pay any membership fees becoming due and payable while he or she is a Member notwithstanding that he or she subsequently ceases to be a Member.

3.4 Unpaid fees

In the case of a Member whose membership fees remain unpaid 2 calendar months after the due date for payment the Secretary shall issue a default notice to that Member stating that unless the Member pays such membership fees within one calendar month of the date of the default notice the Member shall cease to be a Member of the Service. The Board may in its absolute discretion on payment of all arrears re-admit any Member whose membership ceases in this way.

4. GENERAL MEETINGS

4.1 Annual general meeting

An annual general meeting of the Service shall be held at least once in every calendar year and otherwise in accordance with the provisions of Division 8 of Part 2G.2 (**Annual General Meeting**).

4.2 Extraordinary general meetings

All general meetings, other than Annual General Meetings, shall be called extraordinary general meetings (**Extraordinary General Meeting**).

4.3 Convening an Extraordinary General Meeting

The Board may whenever it thinks fit convene an Extraordinary General Meeting. An Extraordinary General Meeting shall be convened by the Secretary at the request of Members in accordance with the Act.

4.4 Notice of Extraordinary General Meeting

- (a) Subject to the provisions of the Act relating to Special Resolutions and agreements for shorter notice, at least 21 days' notice (exclusive of the day on which the notice is given and exclusive of the day of the meeting) shall be given to such persons as are entitled to receive such notices from the Service.

- (b) The notice shall specify the place, the date and the hour of the meeting, the general nature of the business to be transacted at the Extraordinary General Meeting, any Special Resolutions which are to be proposed, the entitlement of the member to appoint a proxy and that the proxy must be a member of the Service.

4.5 Notice in Prescribed Newspaper

Brief details of the general meeting and the special business to be transacted thereat shall be published in a Prescribed Newspaper forthwith upon the convening of the meeting.

4.6 Special business

- (a) For the purpose of rule 4.4 all business to be transacted at an Extraordinary General Meeting shall be special business.
- (b) All business that is to be transacted at an Annual General Meeting shall be special business with the exception of the consideration of the accounts, balance-sheets, the report of the Board and auditors, the appointment of Directors and any appointment of auditors.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Quorum

- (a) No business shall be transacted at any general meetings unless a quorum of Voting Members is present.
- (b) A quorum shall be constituted by 20 persons who are Voting Members.

5.2 Failure to achieve a quorum

If within half an hour from the time appointed for the meeting a quorum is not present:

- (a) the meeting, if convened upon the requisition of Members, shall be dissolved; and
- (b) in any other case:
 - (i) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 10 persons who are Voting Members) shall be a quorum or if a quorum is still not present the meeting shall be dissolved.

5.3 Chairman

- (a) The President shall preside as Chairman at every general meeting of the Service.
- (b) If the President is absent the Vice-President shall be Chairman.
- (c) In the event that neither are present or if they are unwilling to act then the Members present shall appoint one of their number to be Chairman of the meeting.

5.4 Chairman's responsibility and power

The Chairman shall be responsible for the general conduct of the meeting and may make rulings and in addition to any general power to adjourn may adjourn the meeting without

putting the question to the vote if such action is required to ensure the orderly conduct of the meeting.

5.5 Adjournments

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.6 Notice of adjourned meeting

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

5.7 No notice of business at adjourned meeting

Subject to rule 5.6 it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

5.8 Voting at general meetings

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by at least 5 persons who are Voting Members; or
- (c) by one or more Voting Members representing not less than 15 Members (including the Voting Members if they are Members) entitled to vote at the meeting.

5.9 Minutes as evidence

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting in accordance with section 251A shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.10 Withdrawal of demand for poll

The demand for a poll may be withdrawn.

5.11 When and how polls must be taken

If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the appointment of a Chairman or on a question of adjournment shall be taken forthwith.

5.12 Chairman's second or casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

5.13 Number of votes

- (a) On a show of hands every person present who is a Voting Member shall have one vote.
- (b) On a poll every Voting Member present in person shall have one vote for each Member (including him or herself if he or she is a Member) he or she represents.

5.14 Voting restriction

No Member shall be entitled to vote at any general meeting if his or her membership fees are in arrears at the commencement of the meeting.

6. PROXIES

6.1 Appointment of proxies

A Member may vote in person or by proxy or by attorney and Corporate Members may also vote by a duly appointed representative. The proxy, attorney or representative so appointed must be a Member of the Service.

6.2 Unsound mind

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her committee or by his or her trustee or by such other person as properly has the management of his or her estate, and any such committee, trustee or other person may vote by proxy or attorney.

6.3 Proxy requirements

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a Corporate Member, under seal or under the hand of an officer whose appointment has been duly notified to the Service or attorney duly authorised.

6.4 Deemed authority to demand poll

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

6.5 Instruct proxy

A Member shall be entitled to instruct his or her proxy in favour of or against any proposed resolutions or on the election of Directors. Unless otherwise instructed the proxy may vote as he or she thinks fit.

6.6 Form of proxy

The instrument appointing a proxy shall be substantially in the form set out in Schedule 2.

6.7 Proxy to be deposited

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Service, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 2 business days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 2 business days before

the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. A legible facsimile transmission copy of any such instrument will be accepted as if it was the original instrument.

6.8 Continuing authority

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Service at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

7. BOARD

7.1 Constitution

Until otherwise determined by a Special Resolution of the Members:

- (a) following the adoption of this Constitution and until the close of the 2009 Annual General Meeting, the Board must consist of not less than 3 nor more than 12 Directors;
- (b) from the close of the 2009 Annual General Meeting and until the close of the 2010 Annual General Meeting, the Board must consist of not less than 3 nor more than 11 Directors;
- (c) from the close of the 2010 Annual General Meeting and until the close of the 2011 Annual General Meeting, the Board must consist of not less than 3 nor more than 10 Directors; and
- (d) from the close of the 2011 Annual General Meeting, the Board must consist of not less than 3 nor more than 9 Directors.

7.2 Eligibility

No person shall be eligible to be elected or appointed or to remain as a Director unless he or she is a Member of the Service.

7.3 Constitution

All Directors elected or appointed will hold office in accordance with the Constitution of the Service.

7.4 Appointment by the Board

The Board may at any time and from time to time appoint any qualified person to be a Director either to fill a casual vacancy or to add to their number, but so that the total number of Directors shall not at any time exceed the maximum number in rule 7.1. A Director who is appointed under this rule 7.4 to fill a casual vacancy will hold office for the unexpired period of office of the Director whom he or she replaces and a Director appointed as an addition to the number of Directors will hold office until the next Annual General Meeting after his or her appointment.

7.5 Too few Directors

The continuing Directors may act notwithstanding any vacancy but so that if the number of Directors falls below 3 the Board shall not, except for the purpose of filling vacancies or

convening a general meeting, act as long as the number is below the minimum number in rule 7.1.

7.6 Resignation

A Director may at any time resign by giving notice to the Service.

7.7 Vacant Director's office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director shall be vacated:

- (a) If he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) If he or she absents him or herself from 3 consecutive Board meetings without special leave of absence from the Board and the Board resolves that his or her office be vacated;
- (c) If his or her office be declared vacant by an ordinary resolution of the Members;
- (d) If he or she ceases to be a Member of the Service;
- (e) If he or she resigns his or her office by notice in writing to the Service.

7.8 Retirement of Directors

- (a) A Director must retire from office at the third Annual General Meeting after the Director was elected or last re-elected.
- (b) If no Director is scheduled to retire at an Annual General Meeting under rule 7.4 or 7.8(a), then one Director must retire from office in accordance with rule 7.9.
- (c) Neither rule 7.8(a) nor rule 7.8(b) applies to an Associate Director.
- (d) A Director who retires under this rule 7.8 is eligible for re-election subject to that Director complying with the notice requirements for nomination in rule 7.15.

7.9 Selection of Directors to retire

Subject to this Constitution, the Director who must retire under rule 7.8(b) is the Director who has held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

7.10 Time of retirement

A Director's retirement under rule 7.8 takes effect at the end of the relevant Annual General Meeting unless the Director is re-elected at that meeting.

7.11 No fees

Directors shall not be paid any fees for their services as such. The Service shall reimburse to any Director or Member out of the funds of the Service any outlay or expenses properly incurred by him or her on behalf of or at the request of the Service.

7.12 Appointment of Directors by Members

The appointment of Directors by the Members shall be by election as provided in the Constitution. For the purposes of conducting all elections of Directors a returning officer shall be appointed by the Board (**Returning Officer**).

7.13 Time of election

Subject to rule 7.17, an election of Directors shall be conducted by postal ballot in accordance with rule 7.18 prior to the Annual General Meeting at which any Director's term of appointment ends, and at such other times as the Board determines. The result of an election conducted prior to the Annual General Meeting shall be reported to that meeting. In any other case a general meeting shall be convened to report the result of the election, or notice of the result must be sent to the Members.

7.14 Publication of right to nominate

The right to nominate for appointment shall be published in a Prescribed Newspaper not less than 43 days prior to the date of the proposed Annual General Meeting and otherwise at least 10 days before the date by which nominations are to be received.

7.15 Election notice to be given to Secretary

No person (including a retiring Director) shall be eligible for election as a Director by the Members unless notice of his or her nomination has been given to the Secretary:

- (a) if a nominee is not a Director, at least 33 days prior to the date on which the ballot closes (under rule 7.18(f)) or such shorter period as the Board may permit in its absolute discretion;
- (b) if the nominee is a retiring Director seeking re-election, at least 45 days prior to the date of the proposed Annual General Meeting at which that Director's resignation would take effect or such later time as the Board may permit in its absolute discretion.

7.16 Form of nomination notice

A nomination notice shall be signed by the nominator, the seconder and the nominee who shall all be financial Members. The nomination notice shall be substantially in the form set out in Schedule 3.

7.17 If number of Members nominated does not exceed vacancies

If the number of Members nominated for election to the Board does not exceed the number of vacancies on the Board to be filled, the Members so nominated shall, at the meeting concerned, be declared elected as Directors.

7.18 If number of Members nominated exceeds vacancies

If the number of Members nominated for election to the Board exceeds the number of vacancies on the Board to be filled, an election shall be conducted by postal ballot in the following manner:

- (a) The Returning Officer shall be responsible for the issuing of ballot papers to Voting Members, the receipt of completed ballot papers, the verification of proxy votes, the counting of all votes validly cast and all other matters incidental to the proper conduct of the election.
- (b) The order in which candidates appear on the ballot papers shall be determined by lot drawn by the Returning Officer in the presence of at least one scrutineer.
- (c) Ballot papers shall be prepared setting out the names of the candidates for the Board and providing for Voting Members to cast their votes by placing a mark opposite the names of the candidates for whom they desire to vote, returning the completed ballot paper to the Returning Officer (by the date specified in the ballot

- papers) in an envelope signed on the back by the Voting Member and printing the Voting Member's name underneath the signature.
- (d) The Board shall appoint 2 Members to act as scrutineers. The scrutineers shall be responsible for overseeing the preparation of the ballot papers and all matters in relation to the conduct of the election and shall be entitled to be present to witness all actions taken by the Returning Officer or his or her assistants and shall have access to all proxy forms, ballot papers and other documents relating to the election.
 - (e) The Secretary shall provide to the Returning Officer for circulation with ballot papers a brief biographical information on each candidate for election to the Board where such information is provided to the Secretary with the nomination form and the Returning Officer shall dispatch that information with the ballot paper if the Returning Officer is satisfied that the information is not false or misleading.
 - (f) The Returning Officer shall send to all Voting Members, at least 28 days before the date specified in the ballot papers for their return to the Returning Officer (being at least 2 business days before the date from which the election is to take effect), the following:
 - (i) a ballot paper;
 - (ii) instructions for completion and return of the ballot paper;
 - (iii) an envelope marked "Ballot Paper Only", in which to insert a completed ballot paper; and
 - (iv) another envelope addressed to the Returning Officer.
 - (g) Returned ballot papers shall be invalid unless completed in accordance with the instructions sent to Voting Members with the ballot paper and received by the Returning Officer by the date specified in those instructions. If any question arises as to the validity of any vote it shall be determined by the Returning Officer and his or her decision thereon shall be final.
 - (h) The Returning Officer shall report the result of the ballot to the general meeting from which the election is to take effect and declare the result. When declaring the result the Returning Officer shall specify the number of terms for which each of the Directors has been appointed in accordance with the Constitution and those particulars shall be recorded in the minutes of the meeting.
 - (i) To be valid votes shall not be cast for more than the number of positions to be filled by the election.
 - (j) A vote shall not be invalid if the Member has not cast a vote for the full number of the positions to be filled by the election.

7.19 Appointment of Associate Directors

In addition to the Directors there may at any time be not more than 2 associate Directors (**Associate Director**) who shall be appointed by the Board and may be any persons (whether Members of the Service or not) whom the Board shall think fit to appoint.

7.20 Term of Associate Directors

Any Associate Director shall hold office until the term for which he or she was appointed by the Board expires, such terms must not exceed two years, or he or she is removed from

office by a resolution of the Board or his or her office is vacated in the same manner as is provided for Directors under the Constitution.

7.21 Powers of Associate Directors

An Associate Director shall have all the rights powers and privileges of a Director save that he or she shall not be entitled to vote but he or she shall not be subject to any of the obligations of a Director.

8. OFFICERS OF THE BOARD

8.1 Appointment of officers

Immediately after the Annual General Meeting each year, commencing with the next Annual General Meeting held after the adoption of this Constitution, the Board shall meet and appoint from amongst the Directors, by secret ballot, a President, a Vice-President and a Treasurer.

8.2 Term of office

The President and Vice-President shall hold office for no more than 3 consecutive annual terms.

8.3 Cessation

The President, Vice-President and Treasurer shall cease to hold those respective offices if they cease to be Directors or if they are removed from such offices by a resolution of the Board.

8.4 Casual vacancy

The Board may by secret ballot appoint any Director to fill any casual vacancy in the office of President, Vice-President or Treasurer and any Director so appointed shall be eligible for re-appointment to the same office. The period between an appointment to fill a casual vacancy and the first meeting of the Board following the next succeeding Annual General Meeting shall not be taken into consideration for the purposes of rule 8.2.

8.5 Patron

The Board may nominate a patron who shall hold office during the pleasure of the Board.

9. POWERS OF THE BOARD

9.1 Powers generally

- (a) The management and control of the business, activities and affairs of the Service shall, subject to the Constitution, be vested in the Board.
- (b) In addition to the powers and authorities expressly conferred upon the Board by the Constitution, it may exercise all such powers and do all such acts and things as are within the scope of the Constitution and are not hereby or by statute or by the Constitution expressly directed or required to be exercised or done by the Members in general meeting. No variation to the Constitution shall invalidate any prior act of the Board which would have been valid if such variation had not been made.

- (c) The Board shall not sell or otherwise dispose of the main undertaking of the Service either absolutely or conditionally without the prior sanction of the Members in general meeting.

9.2 Borrowing powers

The Board may exercise all the powers of the Service to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Service.

9.3 Interest payable to Members

For the purposes of rule 1.6 the rate of interest payable in respect of money lent by Members to the Service shall be as agreed between the Board and the relevant Member.

9.4 Cheques, etc.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Service shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 members of the Board or in such other manner as the Board from time to time determines.

10. PROCEEDINGS OF THE BOARD

10.1 Proceedings and requirements generally

- (a) The Board may meet for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business which shall not be less than three.
- (b) Reasonable notice of all Board meetings shall be given to all Directors at their normal address for service.

10.2 Convening Board meetings

Upon the written request of three Directors the Secretary shall convene a meeting of the Board.

10.3 Chairing Board meetings

- (a) The President or in his or her absence the Vice-President shall be entitled to act as Chairman at meetings of the Board.
- (b) If at any meeting neither the President nor the Vice-President are present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

10.4 Majority decisions

Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

10.5 Powers generally

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Constitution or the Act for the time being vested in or exercisable by the Board.

10.6 Written resolutions

A resolution in writing (comprising one or more documents in like form) signed by not less than half of the Directors shall have the same force and effect as a resolution passed at a meeting of the Board notwithstanding that such resolution shall not have been passed at a meeting of the Board provided that notice of the proposed resolution has been given to all Directors.

10.7 Board meetings and use of technology

A meeting of the Board shall include:

- (a) a meeting of Directors assembled in person on the same day at the same time and place; or
- (b) the Directors communicating with each other by telephone or any other technological means by which they are able to communicate with each other and participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place,

and a Director participating in the meeting under this rule shall be deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting notwithstanding that he or she is not physically present at the place appointed for the meeting.

10.8 No alternate Directors

Directors shall not be entitled to appoint an alternate Director to attend Board meetings on their behalf.

10.9 Valid proceedings

All acts done at any meeting of the Board or by a Board Committee or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

11. BOARD COMMITTEES

11.1 Delegation by Board

The Board may by resolution or by power of attorney in writing delegate any of its powers to committees consisting of one or more Directors and/or other persons as it thinks fit to act either in Australia or elsewhere throughout the world. Any Board Committee so formed shall in the exercise of the powers so delegated comply with any directions that may from time to time be given by the Board.

11.2 Board Committee meetings and proceedings

The meetings and proceedings of Board Committees shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any direction made by the Board under rule 11.1.

11.3 Advisers

The Board may from time to time appoint one or more advisers to provide advice to the Board on such matters as the Board may determine. However, no adviser shall have or exercise any powers or authorities of the Board.

12. DIRECTORS' INTERESTS

12.1 Compliance with duties under the Act

Each Director must comply with sections 180 to 183.

12.2 Director can hold other offices etc

A Director may:

- (a) hold any office or place of profit or employment other than that of the Service's auditor or any director or employee of the auditor;
 - (b) be a member of any corporation (including the Service) or partnership other than the Service's auditor; or
 - (c) be a creditor of any corporation (including the Service) or partnership; or
- enter into any agreement with the Service.

12.3 Disclosure of interests

Each Director must comply with section 191.

12.4 Director interested in a matter

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Service may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Service;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Service cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, rule 12.4(c) applies only if it is disclosed before the transaction is entered into.

12.5 Agreements with third parties

The Service cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or

- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

12.6 Obligation of secrecy

Every Director, Secretary and Board Committee member must keep the transactions and affairs of the Service and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Service or as a member of a Board Committee;
- (b) by the Board or the Service in general meeting; or
- (c) by law.

The Service may require a Director, Secretary, Board Committee member, auditor, trustee or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director, Secretary or Board Committee member must do so if required by the Service.

12.7 Associate Directors, Board Committee members and advisers

- (a) For the purposes of the exercise of the powers delegated to a Board Committee under rule 11.1, a Board Committee member who is not a Director:
 - (i) must comply with the obligations of Directors under this Constitution and the law; and
 - (ii) shall have all of the indemnities under rule 19 and the law, with necessary modifications, as if he or she were a Director.
- (b) The disclosure and secrecy obligations under rules 12.3, 12.4 and 12.6, respectively, shall apply to Associate Directors, Board Committee members and advisers as if they were Directors.

13. MINUTES

13.1 Minutes

At Annual General Meetings, Extraordinary General Meetings, Board meetings and Board Committee meetings minutes shall be made:

- (a) of any appointment or removal of officers made or reported at the meeting;
- (b) of names of Members, Directors and all other persons present at the meeting; and
- (c) of all proceedings at the meeting including all resolutions considered and passed.

13.2 Signed by Chairman

The minutes shall be signed by the Chairman of the meeting within a reasonable time after the meeting.

14. SECRETARY

The Board shall in accordance with the Act appoint one or more persons to be the Secretary of the Service for such terms and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

15. SEAL

15.1 Safe custody and use

The Board shall provide for the safe custody of the common seal of the Service which shall only be used by the authority of the Board or of a duly authorised Board Committee.

15.2 Affixation of the seal

Every instrument to which the common seal of the Service is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

16. ACCOUNTS

16.1 Proper accounts

The Board shall cause proper accounting and other records to be kept and shall distribute to Members a copy of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditors report thereon as required by the Act.

16.2 Annual accounts

The Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to date not more than 5 months before the date of the meeting.

16.3 Inspection of accounts

The Board shall from time to time determine in accordance with rule 1.10 at what times and places under what conditions or regulations the accounting and other records of the Service shall be open to the inspection of Members.

17. APPOINTMENT OF AUDITOR

A properly qualified auditor shall be appointed in accordance with the Act and his or her duties shall be regulated in accordance with the Act.

18. NOTICES

18.1 Service of notices

Any notice required by law or by or under this Constitution to be given to any Member may be given by sending it by post to him or her at his or her postal address, or by serving it on him or her personally.

18.2 Time of notice

Where a notice is sent by post, the notice shall be deemed to be given by properly addressing, prepaying, and posting a letter containing the notice and shall be deemed to have been served at the time at which the letter would be delivered in the ordinary course of the post.

18.3 Notice of general meetings

Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member; and
- (b) the auditor for the time being of the Service.

18.4 No notice to other persons

No other person shall be entitled to receive notices of general meetings unless otherwise agreed by the Board.

18.5 Non-receipt

The accidental omission to give notice to or the non-receipt by a Member of any notice shall not invalidate the proceedings of any general meeting or any resolution passed thereat.

19. INDEMNITY OF OFFICERS

Subject to and so far as permitted by the Act, the *Trade Practices Act 1974* (Cth) and any other applicable law, every officer of the Service and any person employed by the Service as auditor shall be indemnified out of the funds of the Service against all liability incurred by him or her as such officer or auditor:

- (a) to a person (other than the Service) unless such liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with an application, in relation to such proceedings, in which the Court grants relief to him or her under the law.

Schedule 1

APPLICATION FOR MEMBERSHIP FORM

Royal Flying Doctor Service Of Australia (South Eastern Section)
ACN 000 032 422

I, **[insert full name of applicant]**

(full name of applicant)

of **[insert residential address]**

(residential address)

[insert postal address]

(postal address)

[insert occupation / special interests]

(occupation / special interests)

desire to become a Member of the Royal Flying Doctor Service of Australia (South Eastern Section) (**Service**).

By submitting this application, I:

1. understand that my application is subject to approval by the Board of the Service;
2. agree to be bound by the Constitution of the Service;
3. authorise the entry of my name (as set out in this application) on the Register of Members; and
4. enclose cheque/money order in payment of my membership fee.

.....
Signature of applicant

Date: **[insert date]**

The signed application form membership fee must be sent to the Secretary of the Service at the following address:

**The Secretary
Royal Flying Doctor Service of Australia (South Eastern Section)
PO Box 463
BROKEN HILL NSW 2880**

Schedule 2

APPOINTMENT OF PROXY FORM

**Royal Flying Doctor Service Of Australia (South Eastern Section)
ACN 000 032 422**

I/We, _____
(full name(s))

of _____
(address)

A being a financial member(s) of the Royal Flying Doctor Service Of Australia (South Eastern Section) (**Service**) and having the right to vote at a general meeting of the Service hereby appoint:
(please tick one box only)

The Chairman of the meeting

OR

..... (insert full name of proxy)
of
(insert address of proxy)

being a member of the Service, or if my appointed proxy (other than the Chairman of the meeting) does not attend the meeting, the Chairman of the meeting, as my proxy to act generally at the meeting vote for me on my behalf at the Annual/Extraordinary General Meeting of the Service, to be held at **[insert time]**am/pm on **[insert day]**, **[insert date, month and year]** and at any adjournment of that meeting.

Proxies will only be valid and accepted by the Service if they are signed and received no later than 48 hours before the meeting, ie by **[insert time]**am/pm on **[insert day]**, **[insert date, month and year]**. The Chairman of the meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

	For	Against	Abstain*
Resolution 1 [insert resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 [insert resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 [insert resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C **SIGNATURE OF MEMBERS – THIS PART MUST BE COMPLETED**

Signed this _____ day of _____ **[insert year]**

Signature

Signature

Schedule 3

NOMINATION FOR ELECTION AS DIRECTOR FORM

**Royal Flying Doctor Service Of Australia (South Eastern Section)
ACN 000 032 422**

I, _____
(full name)

of _____
(address)

being a financial member of the Royal Flying Doctor Service Of Australia (South Eastern Section) (**Service**), wish to nominate:

(full name of nominee)

of _____
(address of nominee)

For election as a Director of the Service.

This nomination is seconded by:

(full name of seconder)

of _____
(address of seconder)

being a financial member of the Service.

I, _____
(full name of nominee)

of _____
(address of nominee)

being a financial member of the Service, consent to being nominated for election as a Director of the Service.

My date of birth is: _____ / _____ / _____
(date of birth of nominee)

Signed this _____ day of _____ 20 _____

Signature _____