

ANNEXURE A

Statutory
Declarations
Declared

This is the annexure marked "A" referred to in the affidavit of sworn/affirmed this 16th day of October 2013.
Before me: *Chm Selia Skellon JP*

**SOUTH AUSTRALIAN SRI LANKAN DOCTORS
ASSOCIATION INCORPORATED**

RULES OF INCORPORATED ASSOCIATION

1. NAME

The name of the incorporated association is "South Australian Sri Lankan Doctors Association Incorporated" referred to herein as "the association".

2. DEFINITIONS

"committee" means the committee of management of the association.

"general meeting" means a general meeting of members of the association convened in accordance with these Rules.

"member" means a member of the association.

"the Act" means the *Associations Incorporation Act 1985* (SA).

"special resolution" means a special resolution as defined in the Act.

"month" means a calendar month.

3. OBJECTS OF THE ASSOCIATION

The objects of the association are:

- (a) To promote social and professional development of Sri Lankan medical professionals living in South Australia
- (b) To create a network of Sri Lankan medical practitioners in South Australia
- (c) To help Sri Lankan medical education and hospitals in need

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1 Classes

- (a) Subject to Rule 5.1(b), there shall be a single class of membership of the association.
- (b) The committee can establish different classes of members and prescribe any fees payable and qualifications, rights and privileges of persons to become a member of a particular class established.
- (c) Any person may apply for membership of the Association. The application for membership shall be made in writing, signed by the applicant and shall be in such

form as the committee shall prescribe from time to time. Upon the acceptance of the application by the committee, subject to payment of any subscription fees due and payable by members, the applicant shall be a member of the Association in the membership class specified in the application form and if none is stated, shall be an ordinary member.

5.2 Subscriptions

- (a) The subscription fees for membership shall be such sum (if any) as the committee shall determine from time to time.
- (b) The subscription fees shall be payable annually on 1 July or at a time that the committee determines.
- (c) Any member whose subscription is outstanding for more than three months after the due date for payment shall, if determined by the committee, cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

A member may resign from membership of the association by giving written notice to a committee member. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 Expulsion of a member

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- (b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- (c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to Rule 5.4(d) below), cease to be a member 14 days after the committee has communicated its determination to the member.
- (d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- (e) In the event of an appeal under Rule 5.4(d) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of members

A register of members must be kept and contain:

- (a) the name and address of each member;
- (b) the date on which each member was admitted to the association; and
- (c) if applicable, the date of and reason(s) for termination of membership.

6. THE COMMITTEE

6.1 Powers and duties

- (a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these Rules required to be done by the association in general meeting.
- (b) The committee has the management and control of the funds and other property of the association.
- (c) The committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the association of which these Rules are silent.
- (d) The committee shall appoint a public officer as required by the Act.
- (e) The committee can, in its discretion, co-opt any person to assist the committee with the undertaking of any of the affairs or activities of the association, whether or not that person is a member of the association. Any co-opted person will not have voting rights at any committee meeting.

6.2 Appointment

- (a) The committee shall be comprised of a President, Vice President, Secretary, Treasurer and not less than four and not more than fifteen committee members.
- (b) A committee member shall be a natural person.
- (c) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office for a period of 2 years after incorporation. At this time, and for each subsequent 2 year period thereafter, all positions come up for re-election.
- (d) Any person, including a retiring committee member, shall be eligible to stand for election or re-election without nomination.

- (e) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- (f) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of committee

- (a) The committee shall meet together for the dispatch of business at such times and frequency as the committee determines is appropriate.
- (b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the committee shall be 5 members of the committee.
- (d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member:

- (a) is disqualified from being a committee member by the Act;
- (b) is expelled as a member under these Rules;
- (c) dies, or is permanently incapacitated by ill health;
- (d) is absent without apology from more than four meetings in a financial year; or
- (e) resigns.

7. THE SEAL

- (a) The association may have a common seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any two of the chairperson, secretary and treasurer.

John Delia Sillings
16/10/15

8. GENERAL MEETINGS

8.1 Annual general meetings

- (a) The committee shall call and hold an annual general meeting as required by, and in accordance with the Act, and these Rules.
- (b) The order of the business at any annual general meeting shall be:
 - (i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (ii) the consideration of the accounts and reports of the committee and the auditor's report (if an auditor's report is required by the Act or these Rules);
 - (iii) the appointment of auditors (if required by the Act); and
 - (iv) any other business requiring consideration by the association in general meeting including election of committee members as relevant.

8.2 Special general meeting

- (a) The committee may call a special general meeting of the association at any time.
- (b) Upon a requisition in writing of not less than 50% of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month, as required by Rule 8.2(b) above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of general meetings

- (a) Subject to Rule 8.3(b), at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

John Deane
16/10/13

- (c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post or email to the address appearing in the register of members.
- (d) Where a notice is sent by post:
 - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- (e) Where a notice is sent by email, unless the contrary is proved, service will be taken to have been effected at the time at which the email is sent, provided that the association does not receive any notification that the email was not correctly delivered to the addressee.

8.4 Proceedings at general meetings

- (a) 8 members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) Subject to Rule 8.4(d), the chairperson shall preside as chairperson at a general meeting of the association.
- (d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- (a) Subject to these Rules, every member of the association has only one vote at a meeting of the association.
- (b) Subject to these Rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- (d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be

appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at general meetings

- (a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- (a) A special resolution as defined in the Act.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. MINUTES

- (a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this Rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this Rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

When Date Signed
16/10/13

10. FINANCIAL REPORTING

10.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

12. WINDING UP

The association may be wound up in the manner provided for in the Act.

13. APPLICATION OF SURPLUS ASSETS

- (a) If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has Rules which prohibit the distribution of its assets and income to its members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

14. RULES

- (a) These Rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute Rules.
- (b) The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.
- (c) The registered Rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agree to be bound by all of the provisions thereof.

John Peter Kelly
16/10/13