PRIMARY CARE DIABETES SOCIETY OF AUSTRALIA LIMITED

MEMBERSHIP BY-LAWS

Adopted by the Board on:

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1. Purpose and authority

1.1 Purpose

These By-Laws establish the requirements and procedures for membership of Primary Care Diabetes Society of Australia Limited (PCDSA or the Company).

1.2 Authority

These By-Laws are made by the Board pursuant to the Constitution of the Company, including clause 8.8(b)(iv), which provides for By-Laws concerning membership application and qualification.

1.3 Consistency with Constitution

These By-Laws must be read and applied consistently with the Constitution and the Corporations Act 2001 (Cth).

If there is any inconsistency between these By-Laws and the Constitution, the Constitution prevails.

1.4 Commencement

These By-Laws operate prospectively from the date of their adoption by the Board.

They do not retrospectively determine or alter the date on which an existing Member was admitted to membership.

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2. Membership

2.1 Membership class

For the purposes of these By-Laws, the membership class available for new applications is **Primary Membership**.

A person admitted as a Primary Member has the rights of a Primary Member under the Constitution, including one vote on each resolution put before a General Meeting.

2.2 Affiliate Membership

Nothing in these By-Laws is intended to amend or remove any membership class established by the Constitution.

No new application for Affiliate Membership will be accepted or processed under these By-Laws unless and until the Board determines otherwise in accordance with the Constitution.

2.3 Eligibility for Primary Membership

A natural person may apply for Primary Membership if that person:

a. is committed to the objects of the Company;

b. meets the eligibility requirements and membership qualifications specified in the Constitution and these By-Laws; and

c. is a health professional whose professional practice, interest or activities are substantially related to primary care, diabetes care, diabetes prevention, health care or another field considered relevant to the objects of PCDSA.

The Board may determine from time to time the particular professional qualifications or categories of health professional considered eligible for Primary Membership, provided that any such determination is consistent with the Constitution.

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3. Application for Membership

3.1 Application

An applicant for Primary Membership must submit an Application for Membership in the form determined by the Board from time to time.

The application may be submitted electronically.

3.2 Information required

The Application for Membership must provide sufficient information for the Board to determine whether the applicant satisfies the eligibility requirements.

The application should include, as applicable:

a. the applicant's full legal name;

b. professional qualification and area of practice;

c. professional registration details, where applicable;

d. contact details;

e. Service Address for the purposes of the Register of Members;

f. any other information reasonably required by the Board to assess eligibility.

3.3 Agreement to Constitution and By-Laws

As part of the application, the applicant must agree:

a. to be bound by the Constitution of PCDSA;

b. to comply with these By-Laws and any other applicable policies or rules of the Company; and

c. to comply with any lawful resolution of the Board or Members.

3.4 Member's Guarantee

The applicant must agree to provide the Member's Guarantee specified in the Constitution.

The applicant's agreement to the Member's Guarantee must form part of the Application for Membership.

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4. Consideration and approval of applications

4.1 Board determination

An application for Primary Membership will be considered by the Board or by a person or committee authorised by the Board for that purpose.

4.2 Approval

The Board may approve an application if it is satisfied that:

a. the applicant satisfies the eligibility requirements;

b. the application is complete;

c. the applicant has agreed to be bound by the Constitution and these By-Laws; and

d. the applicant has agreed to provide the Member's Guarantee.

4.3 Refusal

The Board may refuse an application if it is not satisfied that the applicant meets the requirements for membership.

The Board is not required to provide detailed reasons for refusing an application unless otherwise required by the Constitution or applicable law.

4.4 Effective date of membership

A person becomes a Member when:

a. the Board has approved the application; and

b. the person's name has been entered into the Register of Members.

The date recorded in the Register as the date of admission will be the date determined by the Board or, where appropriate, the date on which the person's membership is approved and entered in the Register.

4.5 Notification

The Secretary will notify the applicant of the outcome of the application.

Where an application is approved, the Secretary will ensure that the Member's details are entered into the Register of Members.

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5. Register of Members

5.1 Maintenance of Register

The Secretary must ensure that an up-to-date Register of Members is maintained in accordance with clause 4.5 of the Constitution and applicable law.

5.2 Information recorded

The Register should include, to the extent required by the Constitution and applicable law:

a. the Member's full name;

b. the Member's Service Address;

c. the membership class;

d. the date of admission, where established;

e. the date membership ceased, where applicable; and

f. any other information required by the Constitution, applicable law or the Board.

5.3 Service Address

A Member's Service Address may be an email address, postal address, business address or residential address, consistent with clause 4.5 of the Constitution.

A Member must notify the Chief Administrator of any change to their name or Service Address within 28 days.

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6. Existing Members – Transitional Provision

6.1 Recognition of existing Members

On and from the date these By-Laws are adopted, the persons named in **Attachment A – Existing Members** are recognised by the Board as the current Members of PCDSA.

Attachment A forms part of these By-Laws.

6.2 Register

The Secretary must ensure that the Register of Members records the persons identified in Attachment A and contains the details required by the Constitution and applicable law.

6.3 Historical membership

Nothing in this clause is intended to alter the date on which a person was originally admitted as a Member where that date can be established from PCDSA records.

Where the original admission date cannot be established from the available records, the Register may record the person's status as an existing Member without attributing an unsupported historical admission date.

6.4 Nature of transitional recognition

The purpose of this clause is to establish and document the membership position recognised by the Board as at the date of adoption of these By-Laws.

It is not intended to retrospectively create, invalidate, or alter the historical admission of any person as a Member.

6.5 Existing Board members

A person who is both a Director and a Member of PCDSA may be identified as such in Attachment A and the Register of Members.

Being a Director does not, of itself, create membership of the Company, and membership does not, of itself, create an entitlement to appointment as a Director.

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7. Renewal and continuing eligibility

7.1 Continuing eligibility

A Member must continue to satisfy the eligibility and membership requirements applicable to their membership.

7.2 Information and evidence

The Board may require a Member to provide information or documents reasonably necessary to establish that the Member continues to satisfy the requirements for membership.

7.3 Professional registration

Where professional registration or accreditation is relevant to a Member's eligibility, the Member must maintain the relevant registration or accreditation.

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8. Cessation of Membership

8.1 Constitution applies

Membership may cease only in accordance with the Constitution and applicable law.

8.2 Resignation

A Member may resign in accordance with clause 5.2 of the Constitution.

8.3 Suspension or termination

The suspension or termination of membership must be dealt with in accordance with the Constitution and any applicable disciplinary or dispute procedures.

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9. Member rights

9.1 Primary Members

A Primary Member has the rights provided to a Primary Member under the Constitution.

In particular, each Primary Member has one vote on each resolution put before a General Meeting.

9.2 Non-transferability

Membership rights are personal to the Member and are not transferable.

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10. Administration of Membership

10.1 Secretary

The Secretary is responsible for ensuring that membership applications, membership records and the Register of Members are maintained in accordance with the Constitution, these By-Laws and applicable law.

10.2 Board discretion

The Board may determine administrative procedures necessary to give effect to these By-Laws, provided those procedures are consistent with the Constitution.

10.3 Delegation

The Board may delegate administrative functions relating to membership to the Secretary, Chief Administrator or another person or committee, provided that any decision requiring the exercise of the Board's discretion is made by the Board or under a valid delegation.

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11. Amendment of By-Laws

11.1 Board power

The Board may amend, revoke or replace these By-Laws in accordance with the Constitution and applicable law.

11.2 Availability to Members

A copy of these By-Laws and any amendment to them must be made available to Members in accordance with clause 8.8(e) of the Constitution.

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12. Interpretation

These By-Laws must be interpreted consistently with the Constitution.

Words and expressions defined in the Constitution have the same meaning in these By-Laws unless the context requires otherwise.

Attachment A – Existing Members

The following persons are recognised by the Board as the current Members of PCDSA as at the date of adoption of these By-Laws.

A table of the current "members" will be copied here

Approved by the Board of PCDSA Limited on: _____

Chairperson: _____

Date: _____