



SOUTH PERTH HOSPITAL INC.

Rules

(Approved at the AGM on 28 October 2018 and by the Commissioner on dd-mm-2018)

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PART 1 — PRELIMINARY

1. Name

The name of the Association is South Perth Hospital Incorporated

2. Objects

The objects of the Association are:

- a. to conduct a hospital in South Perth (primarily but not exclusively for the use of the residents of South Perth) for the reception and treatment of persons suffering from illness or injury or in need of medical surgical or dental treatment or assistance;
- b. to improve add to and otherwise enlarge the Hospital;
- c. to acquire other hospitals and to improve add to or otherwise enlarge them; and
- d. to establish develop and conduct such additional in-patient or out-patient treatment services home nursing services or other hospital and health services considered desirable from time to time.

3. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Board of Management means the Board of Management of South Perth Hospital Incorporated;

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Hospital under rule 66;

chairperson means the Board of Management member holding office as the chairperson of the Hospital;

Chief Executive Officer/Director of Nursing means the person appointed as “Chief Executive Officer/Director of Nursing” of the Hospital.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means a committee appointed by the Board of Management under rule 47(1)(a);

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and

- (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Hospital required under Part 5 Division 3 of the Act;

financial year, of the Hospital, has the meaning given in rule 4;

general meeting, of the Hospital, means a meeting of the Hospital that all members are entitled to receive notice of and to attend;

Hospital means South Perth Hospital Incorporated to which these rules apply;

member means a person (including a body corporate) who is an ordinary member of the Hospital;

ordinary Board of Management member means a Board of Management member who is not an office holder of the Hospital under rule 29(3);

ordinary member means a member with the rights referred to in Division 1 membership;

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of the Hospital, as in force for the time being;

special general meeting means a general meeting of the Hospital other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

4. Financial year

- (1) The financial year is from 1 July to 30 June of the following year.

PART 2 — HOSPITAL TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) The property and income of the Hospital must be applied solely towards the promotion of the objects or purposes of the Hospital and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Hospital only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Hospital is authorised if it is —
 - (a) the payment in good faith to the member as reasonable honorarium or reasonable remuneration for any services provided to the Hospital, or for goods supplied to the Hospital, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Hospital from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Hospital; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Hospital.

PART 3 — MEMBERS

Division 1 — Membership

6. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Hospital is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

7. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Hospital.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.

8. Dealing with membership applications

- (1) The Board of Management must consider each application for membership of the Hospital and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board of Management must consider applications in the order in which they are received by the Hospital.
- (3) The Board of Management may delay its consideration of an application if the Board of Management considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board of Management must not accept an application unless the applicant —
 - (a) is eligible under rule 6; and
 - (b) has applied under rule 7.
- (5) The Board of Management may reject an application even if the applicant —
 - (a) is eligible under rule 6; and
 - (b) has applied under rule 7.
- (6) The Board of Management must notify the applicant of the Board of Management's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board of Management rejects the application, the Board of Management is not required to give the applicant its reasons for doing so.

9. Becoming a member

An applicant for membership of the Hospital becomes a member when —

- (a) the Board of Management accepts the application; and
- (b) the applicant pays any membership fees payable to the Hospital under rule 14.

10. Classes of membership

- (1) The Board of Management may create and fill any class of membership as it sees fit.

11. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Hospital under rule 12;
 - (d) the person is expelled from the Hospital under rule 17;
 - (e) the person ceases to be a member under rule 14(4).
- (2) The Hospital must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

12. Resignation

- (1) A member may resign from membership of the Hospital by giving written notice of the resignation to the Hospital.
- (2) The resignation takes effect —
 - (a) when the Hospital receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Hospital remains liable for any fees that are owed to the Hospital (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Hospital in a court of competent jurisdiction as a debt due to the Hospital.

13. Rights not transferable

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

Division 2 — Membership fees

14. Membership fees

- (1) The Board of Management must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Hospital.
- (2) A member must pay the annual membership fee to the Hospital, or another person authorised by the Board of Management to accept payments, by the date (the **due date**) determined by the Board of Management.
- (3) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period and loses voting rights.

- (4) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
 - (a) the Board of Management may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

15. Register of members

- (1) A person authorised by the Board of Management, is responsible for the requirements imposed on the Hospital under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Hospital.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the office of the Hospital, or at another place determined by the Board of Management.
- (4) A member who wishes to inspect the register of members must contact the Hospital to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board of Management may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Hospital.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

16. Term used: member

In this Part —

member, in relation to a member who is expelled from the Hospital, includes former member.

Division 2 — Disciplinary action

17. Suspension or expulsion

- (1) The Board of Management may decide to suspend a member's membership or to expel a member from the Hospital if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Hospital.
- (2) The Hospital must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board of Management meeting at which the proposal is to be considered by the Board of Management.
- (3) The notice given to the member must state —
 - (a) when and where the Board of Management meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the proposed suspension or expulsion;
- (4) At the Board of Management meeting, the Board of Management must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Hospital.
- (5) A decision of the Board of Management to suspend the member's membership or to expel the member from the Hospital takes immediate effect.
- (6) The Board of Management must give the member written notice of the Board of Management's decision, and the reasons for the decision, within 7 days after the Board of Management meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Hospital may, within 14 days after receiving notice of the Board of Management's decision under subrule (6), give written notice to the Hospital requesting the appointment of a mediator under rule 23.

- (8) If notice is given under subrule (7), the member who gives the notice and the Board of Management are the parties to the mediation.

18. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Hospital.
- (2) When a member's membership is suspended, the Hospital must record in the register of members —
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Hospital must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

19. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

20. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Hospital.

21. Parties to attempt to resolve dispute

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

22. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21, any party to the dispute may start the grievance procedure by giving written notice to the Hospital of —
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.

- (2) Within 28 days after the Hospital is given the notice, a Board of Management meeting must be convened to consider and determine the dispute.
- (3) The Hospital must give each party to the dispute written notice of the Board of Management meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the Board of Management meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Hospital; and
 - (b) any party to the dispute gives written notice to the Hospital stating that the party —
 - (i) does not agree to the dispute being determined by the Board of Management; and
 - (ii) requests the appointment of a mediator under rule 25,the Board of Management must not determine the dispute.

23. Determination of dispute by Board of Management

- (1) At the Board of Management meeting at which a dispute is to be considered and determined, the Board of Management must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board of Management must give each party to the dispute written notice of the Board of Management's determination, and the reasons for the determination, within 7 days after the Board of Management meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board of Management's determination under subrule (1)(c), give written notice to the Hospital requesting the appointment of a mediator under rule 25.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

24. Application of Division

- (1) This Division applies if written notice has been given to the Hospital requesting the appointment of a mediator —
 - (a) by a member under rule 17(7); or
 - (b) by a party to a dispute under rule 22(5)(b)(ii) or 23(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 25.

25. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 17(7) — by agreement between the Member and the Board of Management; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 22(5)(b)(ii) or 23(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board of Management must appoint the mediator.
- (3) The person appointed as mediator by the Board of Management must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 17(7); or
 - (b) a party to a dispute under rule 22(5)(b)(ii); or
 - (c) a party to a dispute under rule 23(3) and the dispute is between one or more members and the Hospital.
- (4) The person appointed as mediator by the Board of Management may be a member or former member of the Hospital but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

26. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

(6) The costs of the mediation are to be paid equally by all parties to the mediation.

27. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Hospital gives notice under rule 17(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board of Management meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD OF MANAGEMENT

Division 1 — Powers of Board of Management

28. Board of Management

- (1) The Board of Management members are the persons who, as the Board of Management of the Hospital, have the power to manage the affairs of the Hospital.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board of Management has power to do all things necessary or convenient to be done for the proper management of the affairs of the Hospital.
- (3) The Board of Management must take all reasonable steps to ensure that the Hospital complies with the Act, these rules and the by-laws (if any).
- (4) Power to appoint the Chairperson of the Medical Advisory Committee and Credentials and Scope of Clinical Practice Committee following the receipt of a recommendation from the Medical Advisory Committee as to whom should be appointed.

Division 2 — Composition of Board of Management and duties of members

29. Board of Management members

- (1) The Board of Management members consist of —
 - (a) the Chairperson of the Hospital;
 - (b) up to six ordinary Board of Management members; and
 - (c) up to two qualified medical practitioners, one of whom if possible is to be a Specialist Medical Practitioner.
- (2) The Board of Management must determine the maximum number of members who may be ordinary Board of Management members.
- (3) The following are the office holders of the Hospital—
 - (a) the chairperson;
 - (b) the deputy chairperson;
- (4) A person may be a Board of Management member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

30. Chairperson

- (1) It is the duty of the chairperson to consult with the Hospital regarding the business to be conducted at each Board of Management meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at Board of Management meetings and presiding at general meetings provided for in these rules.

Division 3 — Election of Board of Management members and tenure of office

31. How members become Board of Management members

A member becomes a Board of Management member if the member —

- (a) is elected to the Board of Management at a general meeting; or
- (b) is appointed to the Board of Management by the Board of Management to fill a casual vacancy under rule 40.

32. Nomination of Board of Management members

- (1) At least 28 days before an annual general meeting, the Hospital must send written notice to all the members —
 - (a) calling for nominations for election to the Board of Management; and
 - (b) stating the date by which nominations must be received by the Hospital to comply with subrule (2).
- (2) A member who wishes to be considered for election to the Board of Management at the annual general meeting must nominate for election by sending written notice of the nomination to the Hospital at least 14 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member whose nomination does not comply with this rule is not eligible for election to the Board of Management unless the member is nominated under rule 35(2) or 36(2)(b).

33. Election of office holders

- (1) A Chairperson being a member of the Hospital to be elected for a term of three years in general meeting by members who have then each been financial members of the Hospital for at least one year.
- (2) The Deputy Chairperson is to be elected from within at the first Board of Management meeting following the AGM.

34. Election of ordinary Board of Management members

- (1) The Board of Management shall consist of the following:
 - (a) up to six members to be elected each for a term of three years from amongst the members of the Hospital by those who have then each been financial members of the Hospital for at least one year; and
 - (b) up to two qualified medical practitioners one of whom if possible is to be a Specialist Medical Practitioner. Such appointments are to be made by the Board of Management for a period of three years.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.

- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board of Management to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position after having been a financial member of the Hospital for at least a year, to vote in the elections of a Chairperson and six members of the Board of Management.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Hospital may take over as the chairperson of the meeting.
- (8) If the number of members nominating for the position of ordinary Board of Management member is not greater than the number to be elected, the chairperson of the meeting must declare each of those members to be elected to the position.
- (9) If —
 - (a) the number of members nominating for the position of ordinary Board of Management member is greater than the number to be elected; or
 - (b) the number of members nominating is greater than the number of positions remaining unfilled,

the ordinary members vote in accordance with procedures that have been determined by the Board of Management to decide the members who are to be elected to the position of ordinary Board of Management member.
- (10) A member who has nominated for the position of ordinary Board of Management member may vote in accordance with that nomination.

35. Resignation and removal from office

- (1) A Board of Management member may resign from the Board of Management by written notice given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Hospital may by resolution —
 - (a) remove a Board of Management member from office; and
 - (b) elect a member who is eligible under rule 29(4) to fill the vacant position.
- (4) A Board of Management member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the chairperson and may ask that the representations be provided to the members.
- (5) The chairperson may give a copy of the representations to each member or, if they are not so given, the Board of Management member may require them to be read out at the general meeting at which the resolution is to be considered.

36. When membership of Board of Management ceases

A person ceases to be a Board of Management member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board of Management or is removed from office under rule 38; or
- (c) becomes ineligible to accept an appointment or act as a Board of Management member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board of Management member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board of Management meetings, of which the person has been given notice, without having obtained leave of absence from the Board of Management that the person will be unable to attend.

37. Filling casual vacancies

- (1) The Board of Management may appoint a member who is eligible under rule 27(4) to fill a position on the Board of Management that —
 - (a) has become vacant under rule 39; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 38(3)(b).
- (2) If the position of deputy Chairperson becomes vacant, the Board of Management must appoint a member who is eligible under rule 29(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 47, the Board of Management may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board of Management members than required for a quorum under rule 47, the Board of Management may act only for the purpose of —
 - (a) appointing Board of Management members under this rule; or
 - (b) convening a general meeting.

38. Validity of acts

The acts of a Board of Management or subcommittee, or of a Board of Management member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board of Management member or member of a subcommittee.

39. Payments to Board of Management members

- (1) A Board of Management member is entitled to be paid out of the funds of the Hospital for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a Board of Management meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Hospital's business.
- (2) The Chairperson and Board of Management members may be paid an honorarium of any amount decided upon by the Board of Management

Division 4 — Board of Management meetings

40. Board of Management meetings

- (1) The Board of Management shall hold periodic meetings at intervals of not more than two months on the dates and at the times and places determined by the Board of Management.

- (2) The date, time and place of the first Board of Management meeting must be determined by the Board of Management members as soon as practicable after the annual general meeting at which the Board of Management members are elected.
- (3) Special Board of Management meetings may be convened by the chairperson or any 2 Board of Management members.

41. Notice of Board of Management meetings

- (1) Notice of each Board of Management meeting must be given to each Board of Management member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board of Management members at the meeting unanimously agree to treat that business as urgent.

42. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board of Management meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board of Management members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board of Management meeting must be determined from time to time by the Board of Management.
- (4) The order of business at a Board of Management meeting may be determined by the Board of Management members at the meeting.
- (5) A member or other person who is not a Board of Management member may attend a Board of Management meeting if invited to do so by the Board of Management.
- (6) A person invited under subrule (5) to attend a Board of Management meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board of Management to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

43. Use of technology to be present at Board of Management meetings

- (1) The presence of a Board of Management member at a Board of Management meeting need not be by attendance in person but may be by that Board of Management member and each other Board of Management member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- (2) A member who participates in a Board of Management meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

44. Quorum for Board of Management meetings

- (1) Subject to rule 44(4), no business is to be conducted at a Board of Management meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board of Management meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board of Management meeting held under subrule (2)(b); and
 - (b) at least 2 Board of Management members are present at the meeting,those members present are taken to constitute a quorum.
- (4) Any four Board of Management members constitute a quorum for the conduct of the business of a Board of Management meeting.

45. Voting at Board of Management meetings

- (1) Each Board of Management member present at a Board of Management meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board of Management members present at the Board of Management meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Board of Management members present indicating their agreement or disagreement or by a show of hands, unless the Board of Management decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

46. Minutes of Board of Management meetings

- (1) The Board of Management must ensure that minutes are taken and kept of each Board of Management meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board of Management members present at the meeting;
 - (b) the name of any person attending the meeting under rule 45(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board of Management meeting must be entered in the Hospital's minute book within 30 days after the meeting is held.

- (4) The chairperson must ensure that the minutes of a Board of Management meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board of Management meeting.
- (5) When the minutes of a Board of Management meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Committees and subsidiary offices

47. Committees and subsidiary offices

- (1) To help the Board of Management in the conduct of the Hospital's business, the Board of Management may, in writing, do either or both of the following —
 - (a) appoint one or more Committees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A Committee may consist of the number of people, whether or not members, that the Board of Management considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board of Management —
 - (a) a Committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

48. Delegation to Committees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Board of Management by the Act or another written law.
- (2) The Board of Management may, in writing, delegate to a Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board of Management other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board of Management specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board of Management from exercising or performing at any time the power or duty delegated.

- (6) Any act or thing done by a Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board of Management.
- (7) The Board of Management may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF HOSPITAL

49. Annual general meeting

- (1) The Board of Management must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Hospital's financial year, the Hospital must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (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 if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board of Management's annual report on the Hospital's activities during the preceding financial year; and
 - (ii) if the Hospital is a tier 1 association, the financial statements of the Hospital for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Hospital is a tier 2 association or a tier 3 association, the financial report of the Hospital for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the Chairperson and up to six (6) office holders of the Hospital and other Board of Management members for a three year term;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Hospital in accordance with the Act.
- (4) A member wishing to bring before a general meeting any motion or business not relating to ordinary business shall give to the Hospital notice thereof in writing at least fourteen days prior to the meeting and no such business shall be transacted or entertained unless such notice has been given.

50. Special general meetings

- (1) The Board of Management may convene a special general meeting.
- (2) The Board of Management must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the Hospital; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Board of Management does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Hospital must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

51. Notice of general meetings

- (1) The Hospital or, in the case of a special general meeting convened under rule 50(5), the members convening the meeting, must give to each 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 the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board of Management under rule 34(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 56(7).

52. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the Board of Management has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 50 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board of Management has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Hospital before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Hospital not later than 24 hours before the commencement of the meeting.

53. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

54. Presiding member and quorum for general meetings

- (1) Any ten members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- (2) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (3) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board of Management members at the meeting must choose one of them to act as chairperson of the meeting.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 5 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

55. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (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 51.

56. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
 - (b) ordinary members may vote personally or by proxy.
- (2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the Hospital before any general meeting to which the appointment applies.
- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Hospital.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule (2), the ordinary member —
 - (a) must have been a financial member for at least one year ~~an ordinary member~~ at the time notice of the meeting was given under rule 51; and
 - (b) must have paid any fee or other money payable to the Hospital by the member.

57. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Hospital with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

58. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by 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.

- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

59. Minutes of general meeting

- (1) A person authorised by the Board of Management from time to time, must take and keep minutes 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 record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 56(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 49(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 49(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Hospital's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

60. Source of funds

The funds of the Hospital may be derived from the business of the Hospital, entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board of Management.

61. Control of funds

- (1) The Hospital must open an account in the name of the Hospital with a financial institution from which all expenditure of the Hospital is made and into which all funds received by the Hospital are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board of Management may approve expenditure on behalf of the Hospital.
- (3) All funds of the Hospital must be deposited into the Hospital's account within 5 working days after their receipt.

62. Financial statements and financial reports

- (1) For each financial year, the Board of Management must ensure that the requirements imposed on the Hospital under Part 5 of the Act relating to the financial statements or financial report of the Hospital are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Hospital is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Hospital is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

63. Chief Executive Officer/Director of Nursing

- (1) Appointment of Chief Executive Officer/Director of Nursing
The Board of Management must appoint a Chief Executive Officer/Director of Nursing of the Hospital on such terms and conditions, including remuneration, as determined by the Board of Management.
- (2) Duties of Chief Executive Officer/Director of Nursing
The Chief Executive Officer/Director of Nursing's role will be to:
 - (a) Generally manage the affairs of the Hospital under the directions of the Board of Management and the terms and conditions of the Chief Executive Officer/Director of Nursing's employment; and
 - (b) Report to the Board of Management.

64. By-laws

- (1) The Board of Management may, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 10(1); and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

65. Executing documents and common seal

- (1) If the Hospital has a common seal —
 - (a) the name of the Hospital must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board of Management and in the presence of —
 - (i) 2 Board of Management members; or
 - (ii) one Board of Management member and a person authorised by the Board of Management,and each of them is to sign the document to attest that the document was sealed in their presence.
- (2) The Hospital must make a written record of each use of the common seal.

- (3) The common seal must be kept in the custody of the Hospital or a person authorised by the Board of Management.

66. Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.

- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

67. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Hospital must be kept in the Hospital's custody or under the Hospital's control of the Hospital.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Hospital must be kept in the custody or under the control of the Hospital.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Board of Management.
- (4) The books of the Hospital must be retained for at least 7 years.

68. Record of office holders

The record of Board of Management members and other persons authorised to act on behalf of the Hospital that is required to be maintained under section 58(2) of the Act must be kept in the Hospital's custody or under the Hospital's control.

69. Inspection of records and documents

- (1) In accordance with the requirements of the Act, a Member may inspect the:
 - (a) Rules of the Hospital; or
 - (b) Membership Register; and
 - (c) Record of Board of Management members.
- (2) The Hospital may require a Member who requests a copy of, or wishes to make a copy of, or take an extract from, the Membership Register to provide a statutory declaration setting out the purpose for which the request is made or the copy or extract is required and declaring that the purpose is connected with the affairs of the Hospital.
- (3) A Member must not use or disclose the information on the Membership Register:
 - (i) to contact or send material to the Hospital or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
 - (ii) for any other purpose, unless the purpose:

- A. is directly connected with the affairs of the Hospital; or
- B. is related to the administration of the Act.

70. Publication by Board of Management members of statements about Hospital business prohibited

A Board of Management member must not publish, or cause to be published, any statement about the business conducted by the Hospital at a general meeting or Board of Management meeting unless —

- (a) the Board of Management member has been authorised to do so at a Board of Management meeting; and
- (b) the authority given to the Board of Management member has been recorded in the minutes of the Board of Management meeting at which it was given.

71. Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule —

surplus property, in relation to the Hospital, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Hospital; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Hospital,

but does not include books relating to the management of the Hospital.

(2) On the cancellation of the incorporation or the winding up of the Hospital, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

72. Alteration of rules

If the Hospital wants to alter or rescind any of these rules, or to make additional rules, the Hospital may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

73. Patron

The Board of Management shall have power to elect a Patron of the hospital who shall pay no membership fee. The Patron shall be a person of good repute, whose association with the Hospital will reflect well upon the Hospital. A Patron is not required to perform any duties. A Patron may be removed as Patron by the Board of Management in its absolute discretion.