

Summary of Constitution Changes 2024

Section	Current Clause (2023 Version)	Change to Clause (Proposed 2024 Version)
Footer		Page 2 onwards Update year to 2024
Classes of Members	Clause 3.1 Unlimited numbers of Members of the company	Clause 3.2 Change to Primary Members are limited to composition of Board Directors
Classes of Members		Clause 3.3 Addition of unlimited number of Associate Members
Ongoing Member Obligations and Rights	Clause 3.11 Primary Members have a right to cast a vote via postal ballot	Remove clause as postal ballots are no longer required for new Member structure
Becoming a Member	Clause 3.4 Primary Member must be a practicing GP	Clause 3.5 Remove reference to Primary Members as General Practitioners Addition of 'any person who is a Director of the Company'
Becoming a Member	Clause 3.5 The Board by resolution may admit persons as Members of the Company	Clause 3.6 Change to the Board by resolution may admin persons as Associate Members of the Company
Associate Member Rights		Clause 3.13 Addition of 'may serve on committees of Sonder as approved by Directors'
Cessation of Primary Membership	Clause 5.4 Previously stated will cease to be a Member upon cessation of working as a General Practitioner	Clause 5.4 Remove reference to practicing as a General Practitioner Addition of wording to say Primary Member will cease to be a Member on the cessation of their role as Director of the Company
No profits for Members		Clause 7.2 Addition of 'Remuneration for carrying out ones role as Director'
Quorum at General Meetings	Clause 9.4 Previously required 10% of Primary Members to be present to achieve a quorum	Clause 9.4 Change to 50% plus 1 of Primary Members (majority of Board of Directors) to achieve a quorum
Postal Ballots	Clauses 9.17 - 9.25	Remove all clauses relating to Postal Ballots as no longer relevant due to new Member structure
Composition of the Board	Clause 11.3 States that the Board must be dominated by General Practitioners	Clause 11.3 Remove references to the Board composition needing to be majority led by General Practitioners

Composition of the Board	Clause 11.4 General Practitioners as Primary Members can nominate themselves for election to the Board	Remove clause as Primary Members will reflect Sonder's Board of Directors therefore the Board will appoint Members of the Board in conjunction with the organisational skills matrix
Composition of the Board	Clause 11.5 No more than 2 General Practitioners from one surgery can serve as a Director of the Board	Remove clause as there will no longer be a requirement for the Board to be General Practitioner dominated and roles will be appointed in conjunction by the organisational Skills Matrix
Composition of the Board	Clause 11.6 Written nominations required 28 days prior to the AGM	Remove clause as Primary Members will reflect Sonder's Board of Directors and will be appointed by the Board, therefore nominations are no longer required
Composition of the Board	Clause 11.7 Excess nominations will require an election by postal vote	Remove clause as Primary Members will reflect Sonder's Board of Directors and therefore nominations for positions are no longer required
Member Elected Directors	Clause 11.10 Rotational system of Member Elected Directors	Remove clause as Member Elected Directors will no longer be applicable as per the new Membership structure
Appointment of Board Appointed Directors	Section 11 Title 'Appointment of Board Appointed Directors'	Section 11 Change title to 'Appointment of Board Directors'
Appointment of Board Appointed Directors	Clause 11.11 The Board can appoint up to 4 Board Appointed Directors	Remove clause as number of Board Directors is stipulated in clause 11.3
Appointment of Board Appointed Directors	Clause 11.12 Written nominations for Board positions will be in the hands of the Public Officer 28 days prior to the AGM	Remove clause as Directors are appointed by the Board, therefore nominations are not required
Appointment of Board Appointed Directors	Clause 11.15 Each Board Director will serve for a term of 3 years	Remove clause as duplicated in clause 11.4
Casual Vacancy	Clause 11.19 The Board can appoint a person to fill a casual vacancy	Remove clause as not applicable as per new structure, whereby Board Directors will serve as Primary Members which no longer will require Member endorsement
Definitions	Board Appointed Director	Remove 'Appointed'
Definitions	General Practitioners	Remove
Definitions	Member Elected Director	Remove