

**ACCESS HEALTH AND COMMUNITY
LIMITED**

ACN 136 672 681
ABN 82 136 672 681

CONSTITUTION

A public company limited by guarantee
under the *Corporations Act 2001* (Cth)

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CONSTITUTION

1 PURPOSES OF THE COMPANY

1.1 Principal Purpose

The Principal Purpose of the Company is to provide medical, health and social support services in the community and to relieve the needs of underprivileged persons affected by poverty, sickness, disability or other conditions deserving of relief.

1.2 Supporting Purposes

In support of the Principal Purpose, the Supporting Purposes of the Company are to:

- 1.2.1 provide health and community services;
- 1.2.2 deliver services in a culturally appropriate, inclusive, effective and empowering manner to create better health access and outcomes for individuals in its local community;
- 1.2.3 collaborate and partner with other organisations with similar purposes to the Principal Purpose to deliver community health services in an efficient, effective and strategic manner; and/or
- 1.2.4 do all lawful things consistent with, necessary or desirable to support and further the Principal Purpose.

1.3 Company powers as a body corporate

- 1.3.1 Solely to carry out the Purposes, the Company may, in any manner permitted by the Corporations Act:
 - (a) exercise any power;
 - (b) take any action; and
 - (c) engage in any conduct or procedure,
- 1.3.2 which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.
- 1.3.3 Without limiting clause 1.3.1, the Company may pursue the Purposes by:
 - (a) raising money to further the Purposes and secure sufficient funds to pursue the Purposes; and
 - (b) receiving any funds and applying those funds in a manner that best attains the Purposes.

2 BENEVOLENT, CHARITABLE AND NOT-FOR-PROFIT NATURE OF THE COMPANY

2.1 Income applied for the Purposes

2.1.1 The income and property of the Company:

- (a) must be applied solely towards the Purposes; and
- (b) subject to clause 2.1.2, must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise.

2.1.2 Clause 2.1.1 does not prevent the Company from paying a Member or Officer a reasonable and proper amount with the Board's prior approval by resolution passed at a Board meeting or by circular resolution in good faith for:

- (a) goods or services supplied to the Company;
- (b) interest on money lent to the Company; or
- (c) rent for premises let to the Company.

2.2 Benevolent and charitable purposes only

Despite anything to the contrary in this Constitution, the Company is established:

2.2.1 solely to be a not-for-profit, charitable and benevolent institution; and

2.2.2 to pursue not-for-profit, charitable and benevolent Purposes in Australia only.

2.3 Winding up

Subject to clause 2.4, the Company's surplus assets, after satisfying all liabilities on wind up or dissolution:

2.3.1 must not be paid or given to Members or former Members; and

2.3.2 must be paid or given to one or more funds, authorities or institutions which:

- (a) have charitable and benevolent purposes similar to the Purposes;
- (b) prohibit their income and property from being paid to members on at least the terms of this clause 2;
- (c) are registered under the ACNC Act if the Company had been;
- (d) are income tax exempt under the ITAA if the Company had been;
- (e) can receive deductible gifts under the ITAA if the Company could and on the same basis; and
- (f) are selected at or before wind up or dissolution by:
 - (1) special resolution of the Members;
 - (2) failing clause 2.3.2(f)(1), by resolution of the Board; or

- (3) failing clause 2.3.2(f)(2), by application to the Victorian Supreme Court.

2.4 Gift fund

The Company must establish and maintain a gift fund as follows:

- 2.4.1 the gift fund is for pursuing the Purposes;
- 2.4.2 the gift fund must receive all gifts of money or property received by the Company for the Purposes;
- 2.4.3 any money received because of gifts referred to in clause 2.4.2 must be credited to the gift fund's account;
- 2.4.4 the gift fund must not receive any other money or property; and
- 2.4.5 if the Company is wound up or has its deductible gift recipient endorsement revoked (whichever occurs first), the gift fund's surplus assets must be paid or transferred to one or more funds, authorities or institutions determined according to clause 2.3.2 which is endorsed as a deductible gift recipient on the same basis as the gift fund.

3 MEMBERSHIP

3.1 Limited liability of Members / guarantee

- 3.1.1 A Member's liability is limited to the guaranteed amount in clause 3.1.2.
- 3.1.2 If the Company is wound up, each Member and former Member in the year prior to winding up must contribute up to ten dollars (\$10) towards:
 - (a) the Company's liabilities contracted before the person ceased to be a Member; and
 - (b) costs, charges and expenses to wind up and adjust the rights of the contributories among themselves.

3.2 Classes of Members

The Members of the Company are the Directors for the time being of the Company.

3.3 Member rights and obligations

Members have the right to receive notice of, attend and be heard at general meetings, and to vote on the business of each general meeting which is set out in the agenda for that meeting.

3.4 Rights not transferrable

A Member's rights and privileges:

- 3.4.1 apply only whilst the person is a Member; and
- 3.4.2 are personal and may not be transferred or transmitted.

3.5 Membership / subscription fees

No membership or subscription fees are payable by Members.

3.6 Register of Members

3.6.1 The Company must maintain the Register in accordance with the Corporations Act which contains the following details for current Members and each person who stopped being a Member within the last 7 years (which may be kept separately to the rest of the Register):

- (a) full name;
- (b) residential and email addresses for notices; and
- (c) membership start and end dates.

3.6.2 Separate to the Register, the Company may maintain a database of personal Member details which are not used for notices.

3.7 Change of Member details

A Member must notify the Company in writing if the Member's addresses for notices change within 28 days of the change.

4 BECOMING AND CEASING TO BE A MEMBER

4.1 Admission of Members

Each Director will become a Member upon their appointment as a Director provided that they have given their consent to be a Member of the Company. The Secretary must enter the Director's name in the Register as soon as practicable after the Director's appointment.

4.2 Resignation of Members

4.2.1 A Member may resign from membership of the Company by written notice to the Company. The Member's resignation takes effect when the Company receives the Member's notice of resignation or such later date specified in the notice.

4.2.2 If a Member resigns from membership of the Company, they must resign as a Director in accordance with clause 6.10.

4.3 Ceasing to be a Member

A person will cease to be a Member, if the person:

- 4.3.1 was a Member of the Company immediately before the general meeting at which this Constitution was adopted unless that Member is also a Director. For the avoidance of doubt, a Member who is a Director after the general meeting at which this Constitution was adopted will remain a Member;
- 4.3.2 ceases to be a Director except that cessation for the purposes of director rotation does not result in cessation of membership if that Director is re-elected;

- 4.3.3 becomes ineligible to be a Director under the Corporations Act or the ACNC Act;
- 4.3.4 dies;
- 4.3.5 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 4.3.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- 4.3.7 is a person whose actions, if the Board determines in its absolute discretion, brings the Company into disrepute.

4.4 Minimum number of members

The minimum number of Members is six. Despite clauses 4.2 and 4.3, the resignation or cessation of a person's membership will not take effect if it would result in the Company having no Members.

4.5 Removal from the Register

- 4.5.1 Subject to clause 3.6.1, where a Member ceases to be a Member, their name must be removed from the Register.
- 4.5.2 Upon the removal of a Member's name from the Register:
 - (a) the Member will forfeit all rights and privileges attaching to their membership and all rights which the Member may have against the Company arising out of their membership; and
 - (b) the Company will have no liability to such Member in respect of the removal from the Register.

4.6 Surviving liability

Any Member who ceases to be a Member remains liable for:

- 4.6.1 any moneys which may be owing to the Company; and
- 4.6.2 in the case of the Company being wound up within one year of the date of cessation of their membership, the relevant contribution under clause 3.1.

5 GENERAL MEETINGS

5.1 Convening meetings — annual / special

- 5.1.1 General meetings other than annual general meetings are called special general meetings.
- 5.1.2 The Board must convene and hold general meetings of the Members if required by the Corporations Act or the ACNC Act.
- 5.1.3 Any 4 Directors or any 4 Members may convene a general meeting of the Members.

5.2 Ordinary and special business

5.2.1 The ordinary business of an annual general meeting is to:

- (a) consider the Board's report, financial report and auditor's report;
- (b) appoint an auditor if that office has or will become vacant at the meeting; and
- (c) consider any other matter required by the Corporations Act or the ACNC Act.

5.2.2 Special business means:

- (a) for an annual general meeting, business which is not ordinary business according to clause 5.2.1; and
- (b) for a special general meeting, all business specified in the notice of meeting.

5.2.3 The notice of meeting must specify the general nature of any special business unless the Corporations Act or the ACNC Act requires otherwise.

5.3 Notice of meeting

5.3.1 At least 21 days' notice of any general meeting must be given to each Member.

5.3.2 Notice of a general meeting may be provided less than 21 days before the meeting if Members with at least 95% of the votes that may be cast at the meeting agree beforehand. Notice of a general meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a Director;
- (b) appoint a Director in order to replace a Director who was removed; or
- (c) remove an auditor.

5.3.3 Notice of every general meeting must be given in writing in accordance with clause 10.5 to:

- (a) every Director;
- (b) every Member; and
- (c) the Company's auditor.

5.3.4 The notice of a general meeting must set out:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the business to be transacted at the meeting;
- (c) if applicable, that a special resolution is to be proposed and the words

of the proposed resolution;

- (d) a statement that the Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (1) the proxy must be a Member of the Company; and
 - (2) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting at least 24 hours before the meeting unless a shorter period is specified in the notice; and
- (e) any other matters required by the Corporations Act or the ACNC Act or that the Directors decide to include in the notice of a general meeting.

5.3.5 Any resolution passed at a general meeting is not invalid merely because of:

- (a) the accidental omission to give notice of the meeting; or
- (b) the non-receipt of any such notice.

5.4 Postponement

5.4.1 Subject to clause 5.4.2, the Board may postpone, relocate or cancel a general meeting which it convened by giving at least 2 business days' notice to the Members.

5.4.2 The Board may not cancel a general meeting which the Board is required to convene and hold under the Corporations Act, requisitioned by Members or convened by the Members, by Directors under clause 5.1.3 or by court order.

5.5 Quorum

5.5.1 The Members in a general meeting may not transact business unless a quorum is present at the time when the meeting proceeds to business.

5.5.2 The quorum for a general meeting is half the number of Members (rounded up), plus one present in person or by proxy.

5.5.3 Each individual present at a general meeting may only be counted once towards a quorum. If a Member has appointed more than one proxy only one of them may be counted towards a quorum.

5.5.4 If a quorum is not present within 30 minutes from the time scheduled to start the general meeting the meeting is adjourned to such other place, date and time as the Board determines and notifies to Members (if required to do so by clause 5.7).

5.5.5 If a quorum is not present within 30 minutes from the scheduled time to start the adjourned meeting, the meeting is dissolved.

5.6 Meeting chair

5.6.1 The Chair may chair a general meeting.

- 5.6.2 If the Chair has not been elected or is not present and willing to act, the Deputy Chair may chair the meeting.
- 5.6.3 If the Chair or Deputy Chair have not been elected or are not present and willing to act, the Members present at the general meeting must choose one of their number to chair the meeting.
- 5.6.4 In addition to powers conferred by law, the meeting chair may:
- (a) determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate;
 - (b) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
 - (c) refuse to allow debate or discussion on any matter which is not ordinary or special business; and
 - (d) refuse any person admission to a general meeting (including for causing offence or disruption), or expel the person from the general meeting and not permit them to return if the chair reasonably considers that the person's conduct is inappropriate.
- 5.6.5 All procedural decisions by the meeting chair are final.

5.7 Adjournment

- 5.7.1 The meeting chair:
- (a) may, with the consent of the Members at any general meeting at which a quorum is present; and
 - (b) must, if so directed by the Members,
- adjourn the meeting to some other time or place. A general meeting may only be adjourned once after which the meeting will be dissolved, and a new general meeting will need to be convened.
- 5.7.2 The adjourned meeting may only transact unfinished business from the original meeting.
- 5.7.3 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.8 Voting

- 5.8.1 Each Member present at a general meeting and entitled to vote on a resolution has one vote on a show of hands or on a poll.
- 5.8.2 Before a vote is taken, the chair of a general meeting must note whether any proxy votes have been received and, if so, how the proxy votes will be cast.

- 5.8.3 A resolution proposed at a general meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the voting result is declared.
- 5.8.4 If a poll is not demanded, a declaration by the chair of a general meeting that a resolution has been carried or lost on a show of hands and an entry to that effect is made in the minutes of the meeting, then no proof of the number or proportion of the votes recorded in favour of or against the resolution is required.
- 5.8.5 A poll may be demanded by either:
- (a) the chair of the general meeting; or
 - (b) at least six Members entitled to vote on the resolution,
- and the demand for a poll may be withdrawn.
- 5.8.6 The demand for a poll does not prevent the continuance of a general meeting for the transaction of business other than the question on which a poll is demanded.
- 5.8.7 Subject to clause 5.8.8, if a poll is demanded, it must be taken either at once, after an interval or adjournment or in the manner otherwise determined by the chair of the general meeting. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 5.8.8 A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- 5.8.9 Except for a resolution which the Corporations Act or the ACNC Act requires to be passed by a special resolution, questions at a general meeting must be decided by a majority of votes cast by the Members present at the meeting and entitled to vote on the resolution.
- 5.8.10 If there is an equal number of votes for and against a proposed resolution, the meeting chair has a second or casting vote in addition to any votes they may have as a Member or as a proxy of a Member. The chair of the general meeting may elect to exercise, or not exercise, that second or casting vote in their absolute discretion from time to time.

5.9 Proxies

- 5.9.1 Each Member entitled to vote at a general meeting may vote in person or by proxy.
- 5.9.2 A proxy must be another Member.
- 5.9.3 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act and signed by the Member making the appointment (**Appointment Form**).
- 5.9.4 An Appointment Form may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy must vote on the resolution as specified in the Appointment Form.

- 5.9.5 Unless otherwise provided in an Appointment Form, an appointment of a proxy confers authority to do all things that the Member can do in respect of a general meeting.
- 5.9.6 A proxy may be appointed for all general meetings, for any number of general meetings or for a particular general meeting.
- 5.9.7 An Appointing Document must be received by the Company (including at the electronic address specified for that purpose in the notice convening the meeting) at least 24 hours before the commencement of a general meeting unless the notice of meeting sets out a shorter time, in which case that shorter time will apply.
- 5.9.8 If a general meeting has been adjourned, an Appointing Document received by the Company at least 24 hours before the resumption of the meeting is effective for the resumed part of the meeting.
- 5.9.9 Unless the Company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
 - (a) dies or is mentally incapacitated; or
 - (b) revokes the proxy's appointment.

5.10 Use of technology

- 5.10.1 General meetings may be held at more than one place, provided that the technology that is used provides each Member a reasonable opportunity to participate in the meeting. Where such technology is used:
 - (a) a Member participating in such a meeting is taken to be present in person at the meeting;
 - (b) all the provisions in this Constitution relating to general meetings apply, so far as they can and with necessary changes, to meetings using the technology; and
 - (c) the meeting is taken to be held at the place determined by the chair of the meeting, provided that at least one Member was at that place for the duration of the meeting.
- 5.10.2 If the technology used for a general meeting encounters a technical difficulty, whether before or during the meeting, and as a result a Member is not able to participate in the meeting, the chair may:
 - (a) allow the meeting to continue, provided that a quorum of Members remains able to participate in the meeting; or
 - (b) adjourn the meeting either for a reasonable period to fix the technology or to another time and location that the chair decides,

unless required to do otherwise by the Corporations Act or the ACNC Act.

5.11 Circular resolution

- 5.11.1 The Board may if it thinks fit submit any question or resolution to the vote of all Members entitled to a vote at a general meeting by circular resolution without holding a general meeting, unless the Corporations Act or the ACNC Act requires a special or ordinary resolution to be passed at a general meeting.
- 5.11.2 The Board may determine in the Regulations:
- (a) the form of the circular resolution;
 - (b) the polling date;
 - (c) the method for responding to the circular resolution; and
 - (d) whether voting on the circular resolution is to be by secret ballot.
- 5.11.3 For the purposes of clause 5.11.1:
- (a) the circular resolution is passed when the last Member signs the document; and
 - (b) separate copies of the document may be used for signing by Members if the wording of the resolution and the statement is identical in each copy.

6 BOARD

6.1 Number of Directors

The Board will comprise up to 11, but not less than 6, Directors appointed in accordance with this Constitution.

6.2 Eligibility to be a Director

A person is eligible to become a Director if they:

- 6.2.1 are nominated by two Directors, in a letter addressed to the Secretary signed by those two Directors (**Notice of Nomination**);
- 6.2.2 consent in writing to become a Director;
- 6.2.3 are not prohibited, disqualified or otherwise prevented from being a director or member of a company under this Constitution or the Corporations Act or a responsible person of a registered charity under the ACNC Act;
- 6.2.4 are not an employee of the Company;
- 6.2.5 are not subject to an actual or perceived conflict of interest which is not able to be managed effectively in accordance with the Company's conflict of interest policy, as amended from time to time; and
- 6.2.6 consent in writing to become a Member under clause 4.1.

6.3 Prescribed form of Notice of Nomination

- 6.3.1 The Board may, from time to time, approve a prescribed form for the Notice of Nomination.
- 6.3.2 If the form of the Notice of Nomination is prescribed by the Board under clause 6.3.1, then that form must be used in order to validly nominate a person as a Director in accordance with clause 6.2.1.

6.4 Appointment of Directors

- 6.4.1 The Board must consider and vote upon the appointment of the person identified in the Notice of Nomination at the next occurring Board meeting, provided that the Directors received the Notice of Nomination before the scheduled date of that Board meeting.
- 6.4.2 When considering the suitability of the nominated person to be a director, the Board must have regard to:
 - (a) the person's skills, background and expertise; and
 - (b) the need to reflect the diversity of the Victorian community.
- 6.4.3 Subject to clause 6.4.6, each Director may vote for or against the appointment of a person to the position of Director, in their absolute discretion, and a Director need not give reasons for their decision.
- 6.4.4 Subject to clause 6.4.6, when voting on the proposed appointment of a person as a Director at a validly constituted Board meeting, the motion appointing the new director will be successfully carried if at least 75% in number of the Directors present (excluding the Director being nominated for re-election), vote in favour of the appointment of the nominated person.
- 6.4.5 If a person is appointed as a Director in accordance with clause 6.4.4, the Secretary must enter the person's name in the register of Directors as soon as practicable after their appointment.
- 6.4.6 Where a Director is nominated to be re-elected to the Board, that Director is not entitled to vote on their proposed re-election. If they do vote on the motion to re-elect them to the Board, their vote must be excluded and will not be counted toward the voting threshold in clause 6.4.4.

6.5 Limits on period of office as a Director

- 6.5.1 Subject to clause 6.5.2, a Director will cease to be a Director immediately upon having served 9 years, in the aggregate, as a Director. For this purpose, any period of service before 30 November 2016 will be disregarded.
- 6.5.2 The Board may unanimously resolve that a Director may serve more than 9 years on the Board. If the Board so determines, that Director will hold office for a further term of no more than three years.

6.6 Term of office of Directors

- 6.6.1 Except for Directors appointed to fill casual vacancies, a Director holds

office:

- (a) from the date the Director is appointed; and
- (b) for a term of up to three years as determined by the Board when making the appointment, having regard to the desirability of staggering the years and months in which Directors will finish their respective terms.

6.6.2 A retiring Director is eligible for re-election except that a Director is ineligible for re-election after holding office for 9 years in the aggregate unless the Board unanimously approves a longer term under clause 6.5.2.

6.7 Casual vacancies

6.7.1 If a casual vacancy occurs for a Director office, the Board may fill the office by appointing another eligible person in their place in accordance with clauses 6.2, 6.3 and 6.4. The person will serve only for the balance of the term of the original Director (or such shorter term determined by the Board at the time of appointment).

6.7.2 The Board may continue to act despite vacancies on the Board. However, if there are less than 6 Directors, the Board may act but only:

- (a) in the case of emergencies;
- (b) for the purpose of appointing persons to the Board; or
- (c) to convene a general meeting.

6.8 Chair and Deputy Chair

6.8.1 The Board may elect one of their number to perform the duties of Chair.

6.8.2 The Board may elect one of their number as Deputy Chair.

6.8.3 The Chair and the Deputy Chair must be elected by a majority of the Directors present and voting at a Board Meeting.

6.8.4 The Board may remove and replace the Chair and the Deputy Chair with the support of the majority of Directors present and voting at a Board Meeting.

6.9 Term of Chair and Deputy Chair

6.9.1 A Director elected as Chair or Deputy Chair under clause 6.8 may serve as Chair or Deputy Chair for the balance of their term of office as Director determined under clause 6.6.

6.9.2 A Director will be eligible for re-election as Chair or Deputy Chair.

6.10 Resignation of Directors

6.10.1 A Director may resign as Director by written notice to the Company. The resignation takes effect when the Company receives the Director's notice or such later date specified in the notice.

- 6.10.2 If a Director resigns as a director of the Company, they must resign as a Member in accordance with clause 4.2.

6.11 Ceasing to be a Director

- 6.11.1 The Members may remove any Director in accordance with the Corporations Act.
- 6.11.2 A directorship automatically ceases if the Director:
- (a) dies or is physically incapable of fulfilling their duties as a Director;
 - (b) becomes disqualified from being a director pursuant to the Corporations Act or ACNC Act;
 - (c) for more than 3 months is absent without permission of the Board from meetings of the Board held during that period;
 - (d) becomes a bankrupt or makes any arrangement or composition with their creditors generally;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (f) accepts employment with the Company;
 - (g) is not eligible to serve as a Director pursuant to clause 6.2; or
 - (h) ceases to be a Member.

6.12 Director remuneration and reimbursements

Despite clause 2.1.1:

- 6.12.1 the Directors may be paid reasonable remuneration determined by the Board for undertaking the ordinary duties of a Director. A guideline as to whether remuneration is reasonable is that the remuneration should not exceed the top of band for chair/member annual fees for Schedule A Group A Band 5 organisations under the Appointment and Remuneration Guidelines for Victorian Government Boards, Statutory Bodies and Advisory Committees published from time to time. The Directors must not otherwise be paid any other remuneration for those duties;
- 6.12.2 the Directors may be reimbursed for reasonable travel, professional development and other expenses incurred by them when engaged in the Company's business, attending meetings or otherwise in carrying out the duties of a Director where payment does not exceed any amount previously approved by the Board; and
- 6.12.3 any Director may be paid a fee, salary or hourly rate in return for any services actually rendered to the Company in a professional or technical capacity (other than within their ordinary duties as a Director), provided that the Board has given its prior approval by resolution passed at a Board meeting or by circular resolution to the provision of the services, the proposed duration of the engagement and the proposed fee, salary or hourly rate.

6.13 No power to appoint alternate

No Director has the power to appoint a person to be an alternate Director in their place, and a Director must not at any time purport to do so.

7 BOARD POWERS

7.1 Management vests in Board

- 7.1.1 The Board is responsible for the governance, business and affairs of the Company. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the Company's powers which are not by the Corporations Act, the ACNC Act or this Constitution required to be exercised by the Members in general meeting.
- 7.1.2 The powers under clause 7.1.1 are subject to:
 - (a) this Constitution;
 - (b) the Corporations Act and the ACNC Act; and
 - (c) such resolution, not being inconsistent with those provisions, as may be passed by the Members in general meeting.
- 7.1.3 A resolution under clause 7.1.2 does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

7.2 Power to delegate

- 7.2.1 The Board may delegate any of its powers and functions in writing to:
 - (a) an officer or employee of the Company; or
 - (b) a committee under clause 9.
- 7.2.2 The Board may amend or revoke the terms of its delegation at any time.
- 7.2.3 A delegate must exercise the powers delegated in accordance with the directions of the Board. The delegate's exercise of a power is to be treated as the exercise of that power by the Board.

7.3 Power to appoint Chief Executive Officer

- 7.3.1 The Board may appoint a Chief Executive Officer on such terms and conditions as the Board determines from time to time.
- 7.3.2 The Board may remove a Chief Executive Officer, subject to the terms of any agreement between the Company and the Chief Executive Officer.
- 7.3.3 The Chief Executive Officer is entitled to attend Board meetings and general meetings, if so directed by the Board from time to time.
- 7.3.4 The Chief Executive Officer will have the responsibilities determined by the Board.

7.4 Power to appoint Secretary

- 7.4.1 The Board must appoint at least one Secretary (after giving the Company their consent in writing to become a Secretary) on such terms and conditions as the Board determines, and terminate the appointment or appointments, from time to time.
- 7.4.2 A Secretary may attend Board meetings and general meetings, if so directed by the Board from time to time.
- 7.4.3 The Secretary will have the responsibilities set out in the Corporations Act and the ACNC Act.

7.5 Power to make Regulations

- 7.5.1 The Board may from time to time make, vary and rescind Regulations in relation to the Company.
- 7.5.2 The Regulations for the time being in force, and which are not inconsistent with this Constitution, are binding on Members and have full effect accordingly.

8 BOARD MEETINGS

Subject to this clause 8, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

8.1 Number of meetings

The Board must meet at least 6 times per year.

8.2 Convening meetings

The Secretary must arrange a Board meeting:

- 8.2.1 at the request of the Chair; or
- 8.2.2 on the requisition of at least 4 Directors.

8.3 Notice of meeting

- 8.3.1 At least 5 days' notice of any Board meeting must be given to each Director unless the Board decides otherwise or in emergencies.
- 8.3.2 The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least 3 days before the meeting.
- 8.3.3 The decision of the meeting chair as to whether business is routine is conclusive.

8.4 Quorum

- 8.4.1 No business may be transacted at a meeting of Directors unless a quorum of Directors is present when the meeting proceeds to business. This

requirement does not apply to the election of a chair or the adjournment of the meeting.

8.4.2 The quorum for a Board meeting is half the number of Directors (rounded up), plus one. A meeting at which a quorum is present may exercise all powers and discretions of the Board.

8.4.3 If a quorum is not present within 30 minutes from the time scheduled to start the Board meeting the meeting is adjourned, and the Chair must set a further date for the adjourned meeting.

8.5 Chair

8.5.1 The Chair may chair a Board meeting.

8.5.2 If no Chair is elected, or if at any Board meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Deputy Chair may act as chair of that meeting.

8.5.3 If no Chair or Deputy Chair is elected, or if at any Board meeting the Chair or Deputy Chair are not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors may appoint a meeting chair from among their number.

8.6 Voting

8.6.1 Each Director present and entitled to vote at a Board meeting has one vote. Proxy voting and voting by alternate Directors are not permitted.

8.6.2 In the event of an equality of votes, the meeting chair has a second or casting vote. The chair may elect to exercise, or not exercise, that second or casting vote in their absolute discretion from time to time.

8.6.3 The Board must determine any questions arising at a Board meeting by a majority of votes of Directors present and voting unless otherwise provided in this Constitution.

8.7 Use of technology

8.7.1 A Board meeting may be held using any technology consented to by all of the participating Directors (**approved technology**). The consent may be a standing one provided all Directors give or renew that consent promptly after a new Director joins the Board. A Director may only withdraw their consent within a reasonable period before a Board meeting.

8.7.2 Where a Board meeting is held at two or more venues using approved technology:

- (a) a Director participating in such meeting is taken to be present in person at the meeting;
- (b) all the provisions in this Constitution relating to Board meetings apply, so far as they can and with such changes as are necessary, to meetings using approved technology; and
- (c) the meeting is taken to be held at the place decided by the chair of the

meeting, provided that at least one Director was at that place for the duration of the meeting.

- 8.7.3 If the technology used for a Board meeting encounters a technical difficulty, whether before or during the meeting, and as a result a Director is not being able to participate in the meeting, the chair may:
- (a) allow the meeting to continue, provided that a quorum of Directors remains able to participate in the meeting; or
 - (b) adjourn the meeting either for a reasonable period to fix the technology or to another time and location as the chair decides,

unless required to do otherwise by the Corporations Act.

8.8 Circulating resolutions

- 8.8.1 The Directors may pass a resolution without holding a Board meeting if all the Directors entitled to vote on the resolution sign a document setting out the resolution and containing a statement that they are in favour of the resolution.
- 8.8.2 The written resolution may consist of:
- (a) several documents in the same form if the wording of the resolution and the statement is identical in each copy; and
 - (b) such a resolution takes effect when the last Director signs such a document.

8.9 Conflicts and personal interests

- 8.9.1 A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors written notice of the interest unless the ACNC Act or section 191(2) of the Corporations Act require otherwise.
- 8.9.2 A Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter, unless permitted to do so under section 195 of the Corporations Act.

8.10 Minutes

- 8.10.1 The Board must ensure that minutes of all proceedings of general meetings, Board meetings and committee meetings are recorded in a minute book within one month after the relevant meeting is held.
- 8.10.2 The minutes must be signed by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding meeting.
- 8.10.3 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

8.11 Validity of acts / procedural defects

- 8.11.1 An act or decision of the Board will not be invalid by reason only of a defect or irregularity in connection with the election or appointment of a Director, the person being disqualified to be a Director or the person not being entitled to vote.
- 8.11.2 For entered and signed minutes, unless the contrary is proved:
- (a) the meeting is deemed to have been convened and held;
 - (b) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and
 - (c) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

9 COMMITTEES

9.1 Board's power to establish and dissolve committees

- 9.1.1 The Board may establish one or more committees as follows:
- (a) a committee will comprise two or more committee members, of which at least one must be a Director;
 - (b) the committee members otherwise need not be a Director or Member;
 - (c) the committee has the purpose set out in its charter approved by the Board, and may undertake the powers and functions delegated to it by the Board; and
 - (d) in the absence of any provision in the committee terms of reference, meetings and proceedings of any committee are governed by the provisions of clause 8.
- 9.1.2 The Board may dissolve any committee at any time.

9.2 Standing committees

The following standing committees are established under this Constitution:

- 9.2.1 Audit and Risk Committee;
- 9.2.2 People, Quality and Safety Committee; and
- 9.2.3 Community Advisory Committee whose role will be to:
 - (a) provide a mechanism for community engagement with the Board;
 - (b) provide advice about services provided by the Company; and
 - (c) provide information about community expectations and community

feedback regarding services provided by the Company,
and such other standing committees established by the Board from time to time.

10 ADMINISTRATION

10.1 Change of name

The Members may change the Company's name by special resolution in accordance with the Corporations Act.

10.2 Amendment of Constitution

10.2.1 The Members may amend this Constitution by special resolution in accordance with the Corporations Act and the ACNC Act.

10.2.2 If the Company is registered under the ACNC Act, a special resolution under clause 10.2.1 does not take effect if it would cause the Company to lose its entitlement to registration under the ACNC Act.

10.3 Accounts

The Board must cause:

10.3.1 proper accounting and other records to be kept in accordance with the requirements of the Corporations Act and the ACNC Act; and

10.3.2 financial statements to be prepared and laid before each annual general meeting as required by the Corporations Act and the ACNC Act.

10.4 Audits

A properly qualified auditor must be appointed and the auditor's duties regulated in accordance with the requirements of the Corporations Act and the ACNC Act.

10.5 Service of notices

10.5.1 Notices under this Constitution must be in writing and may be delivered:

- (a) in person;
- (b) by sending it by pre-paid post to the person's nominated address for service; or
- (c) by sending it by email to the person's email address nominated for receiving notices.

10.5.2 The address or e-mail address of a Member is the address or email address of the Member shown in the Register.

10.5.3 The address of the Company is the Company's registered office address. The email address of the Company is the email address which the Company may specify by written notice as the email address to which notices may be sent to the Company.

10.5.4 A person may change their address or email address by giving notice to the Company.

10.5.5 A notice or other communication is deemed given or delivered if:

- (a) if delivered personally, at the time of delivery;
- (b) if sent by post, 6 business days after it was posted; or
- (c) if sent by email, at the time the email containing the notice left the sender's email system, unless the sender receives notification that the email was not delivered to or received by the recipient,

but if the delivery, receipt or transmission is not on a business day or is after 5.00pm (addressee's time) on a business day, the notice is deemed to be received at 9.00am on the next business day.

10.6 Indemnity of officers

10.6.1 To the Relevant Extent, the Company indemnifies current and former Officers out of its assets against any Liability incurred by the Officer in or arising out of:

- (a) the conduct of the Company's affairs or business; or
- (b) the discharge of the Officer's duties,

unless the Liability arises out of conduct involving a lack of good faith.

10.6.2 To the Relevant Extent, the Company may execute any deed in favour of any current or former Officer to confirm the indemnities conferred under clause 10.6.1 in relation to that person.

10.6.3 Clause 10.6.1 applies whether or not any deed is executed under clause 10.6.2.

10.6.4 In this clause 10.6 and clause 10.7:

- (a) "**Liability**" includes cost, charge, loss, damage, expense or penalty; and
- (b) "**To the Relevant Extent**" means to the extent the Company is not precluded from doing so by law (including the Corporations Act).

10.7 Insurance

To the Relevant Extent:

10.7.1 the Company must pay or agree to pay premiums for directors and officers insurance to insure current or former Officers against any Liability incurred by the Officer in or arising out of:

- (a) the conduct of the Company's affairs or business; or
- (b) the discharge of the Officer's duties; and

10.7.2 the Company may execute any deed in favour of any current or former Officer to take out insurance referred to in clause 10.7.1, on such terms as the Board considers appropriate.

10.8 Company seal

- 10.8.1 The Board will determine whether or not the Company is to have a common seal and, if so, will provide for the safe custody of such seal.
- 10.8.2 The common seal, if any, of the Company may only be affixed to any instrument with the authority of the Board.
- 10.8.3 The affixing of the common seal must be attested by the signatures of persons authorised by the Board for that purpose.

10.9 Definitions

In this Constitution:

"ACNC Act" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

"Board" means the board of Directors of the Company from time to time;

"Chair" means the Director elected under clause 6.8.1 to preside as chairperson from time to time;

"Company" means the company named on page 1 of this Constitution;

"Constitution" means this constitution of the Company;

"Corporations Act" means the *Corporations Act 2001* (Cth);

"Deputy Chair" means the Director (if any) elected under clause 6.8.2 to preside in the Chair's absence as chairperson from time to time;

"Director" means a person for the time being who performs the role of director of the Company;

"ITAA" means the *Income Tax Assessment Act 1997* (Cth);

"Member" means a person whose name is entered in the Register as a member of the Company;

"Notice of Nomination" has the meaning given in clause 6.2.1;

"Officer" has the meaning given in the Corporations Act;

"Principal Purpose" means the principal purposes of the Company set out in clause 1.1;

"Purposes" means the Principal Purpose and the Supporting Purposes;

"Register" means the register of Members kept by the Company in accordance with the Corporations Act;

"Regulations" means regulations made by the Board under clause 7.5;

"Secretary" means a person appointed to perform the duties of secretary of the Company under clause 7.4; and

“Supporting Purposes” means the supporting purposes of the Company set out in clause 1.2.

10.10 Interpretation rules

Unless the contrary intention appears in the Constitution:

- 10.10.1 words importing the singular include the plural, and words importing the plural include the singular;
- 10.10.2 words importing a gender include every other gender;
- 10.10.3 words used to denote persons generally or importing a natural person include any company, corporation, partnership, association, body corporate or other body (whether or not the body is incorporated);
- 10.10.4 a reference to a person includes that person's successors, legal personal representatives and permitted transferees;
- 10.10.5 a reference to a clause is to a clause of this Constitution;
- 10.10.6 a reference to a document or instrument, including this Constitution, includes that document or instrument as novated, altered, supplemented or replaced from time to time;
- 10.10.7 a reference to any statute, regulation, proclamation, ordinance, code or by-law includes all statutes, regulations, proclamations, ordinances, codes or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances, codes and by-laws issued under that statute;
- 10.10.8 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 10.10.9 a reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Company is located;
- 10.10.10 a reference to 'dollars' or '\$' means Australian dollars;
- 10.10.11 headings and bold text are for convenience only and do not affect the interpretation of this Constitution; and
- 10.10.12 a Member is to be taken to be present at a general meeting if the Member is present in person or by proxy.

10.11 Application of Corporations Act

- 10.11.1 The Constitution is to be interpreted subject to the Corporations Act. However, the rules that apply as replaceable rules to companies under the Corporations Act do not apply to the Company.
- 10.11.2 Unless the contrary intention appears, a word or expression in a clause

that is defined in section 9 of the Corporations Act has the same meaning in the Constitution as in that section.

10.12 Application of ACNC Act

The Constitution is to be interpreted subject to the ACNC Act.

VERSION

Version	Review date	Review body	Authorisation	Effective Date
1	November 2020	Board / Members	Board / Chair	November 2020
2	September 2021	Board / Members	Board / Chair	September 2021
3	[insert]	[insert]	Board / Chair	[insert]