

**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 seek and maintain registration as a registered community health centre under the *Health Services Act 1988 (Vic)*;
- 1.2.2 directly provide medical, dental, nursing, disability, respite, allied health, counselling, mental health, social support, social inclusion and preventative healthcare services;
- 1.2.3 provide child, family and community service (including early childhood intervention services for children suffering from a disability); and
- 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 Act:

- (a) exercise any power;
- (b) take any action; and
- (c) engage in any conduct or procedure,

which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

1.3.2 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) 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 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 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;

- (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 previous year 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 and eligibility

The Members of the Company comprise those persons whom the Board admits to membership in accordance with this Constitution.

3.3 Member rights and obligations

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

3.4 Rights not transferrable

A person's membership 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 period / subscription fees

The Board may from time to time determine in respect of the Members:

- (a) whether any fee is required to be paid to be admitted as a Member (**Admission Fee**) and the amount of any such fee;
- (b) whether any fee is required to be paid to remain a Member (**Membership Fee**) and the amount and frequency of payment of any such fee;
- (c) the manner and time for payment of any fee required under sub-clauses 3.5(a) or 3.5(b) above; and
- (d) whether any character trait, attribute, accomplishment, act or other distinguishing trait is required to be admitted and remain a Member,

together referred to as the **Membership Requirements**.

3.6 Waiver of requirements

- 3.6.1 A person may apply to the Secretary for a waiver of the Admission Fee and Membership Fee (if any).
- 3.6.2 The Board may waive any Membership Requirements in respect of any person or class of persons.
- 3.6.3 A waiver made pursuant to clause 3.6.2 may be made in respect of any period of time the Board determines. If no determination is made in respect of time then the waiver will apply until rescinded.

3.7 Register of Members, including closure of register

- 3.7.1 The Company must maintain a register of Members in accordance with the Act and the ACNC Act which contains the following details for current and recent former Members:
 - (a) name;
 - (b) addresses for notices; and
 - (c) membership start and end dates.
- 3.7.2 Separate to the register of Members, the Company may maintain a database of personal Member details which are not used for notices.

3.8 Change of Member details

A Member must notify the Company 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

- 4.1.1 Each Director will, if not already a Member, become a Member upon their appointment as a Director, and the Secretary must enter the Director's

name in the register of Members as soon as practicable after the Director's appointment.

4.1.2 An application for membership of the Company must:

- (a) be in the form required by the Company from time to time, signed by the applicant;
- (b) contain such particulars as the Directors determine; and
- (c) be lodged with the Company Secretary.

4.1.3 On receipt of an application, the Company Secretary must forward the application to the Board.

4.1.4 The Board must consider and vote upon each application for membership at the next Board meeting after its receipt, provided that the Directors of the Company received the application for membership at least 5 days before the scheduled date of that Board meeting.

4.1.5 The Board has discretion to accept or reject the application, and the Board need not give reasons for its decision.

4.1.6 The Board must consider and vote upon each application for membership at the next occurring Board meeting,

4.1.7 If the Board accepts an application for membership, the Company Secretary must enter the applicant's name in the register of Members as soon as practicable. The applicant becomes a Member when their name is entered in the register of Members.

4.2 Resignation of Members

4.2.1 A Member may resign as Member by written notice to the Company.

4.2.2 The resignation takes effect when the Company receives the Member's notice or on a later date specified in the notice.

4.3 Ceasing to be a Member

A person's name will be removed from the register of Members, and the person will cease to be a Member, if the person:

4.3.1 for a continuous period of 6 months:

- (a) does not acknowledge or respond to correspondence from the Company issued to the person using the address recorded on the register of Members; and
- (b) does not attend each general meeting of the Company held during that period; or

4.3.2 dies;

4.3.3 becomes bankrupt or makes any arrangement or composition with the Member's creditors generally;

- 4.3.4 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
- 4.3.5 has their Membership terminated in accordance with clause 4.4.

4.4 Termination of Members

- 4.4.1 Subject to clause 3.6, the Board may resolve to terminate the Membership of any Member who fails to comply with the Membership Requirements.
- 4.4.2 The Board must provide written notice of any resolution made under clause 4.4.1 to the relevant Member and offer the Member a reasonable opportunity to provide any written representations to the Board by way of response.
- 4.4.3 The Board will consider the content of any written representations made by the Member and will notify the Member of the Board's decision to affirm or rescind the resolution for termination of that Member's Membership.

4.5 Minimum number of members

Despite clauses 3.3, 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.

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 annual and special general meetings of the Members if required by the Act and the ACNC Act.
- 5.1.3 The Board or 4 Directors may convene special general meetings 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, financial 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 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 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 specifying the place, date and time of the meeting, unless section 249H(2) of the Act or the ACNC Act requires or permits some other period of notice.
- 5.3.2 Notice of every general meeting must be given in writing in accordance with clause 10.6 to:
- (a) every Director;
 - (b) every Member entitled to attend who has supplied an address for notices to the Company; and
 - (c) the Company's auditor.
- 5.3.3 A general meeting and any resolution passed at the 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 The Board may postpone, relocate or cancel a general meeting which it convened by giving at least 5 days' notice to the Members.
- 5.4.2 Clause 5.4.1 does not apply to a meeting requisitioned by Members or convened by the Members, by individual Directors under clause 5.1.3 or by court order.

5.5 Quorum

- 5.5.1 A general meeting may not transact business unless a quorum is present when the meeting proceeds to business.
- 5.5.2 Except as otherwise set out in this document, 12 Members present in person or by representative (proxy) is a quorum.
- 5.5.3 If a quorum is not present within 30 minutes from the time scheduled to start the general meeting:
- (a) the meeting, if requisitioned by Members, is dissolved; and
 - (b) in any other case, 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).
- 5.5.4 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 is not present and willing to act, the Members present must choose one of their number to chair the meeting.

5.6.3 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.

5.6.4 All procedural decisions by the meeting chair are final.

5.7 Adjournment

5.7.1 The meeting chair:

- (a) may, with the consent of any general meeting at which a quorum is present; and
- (b) must, if so directed by the meeting,

adjourn the meeting to some other time or place.

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

Voting must be carried out in accordance with section 250J, 250K, 250L and 250M of the Act, except that in the event of an equality of votes the meeting chair has a second or casting vote.

5.9 Proxies

A Member may appoint another Member as proxy to act on the Member's behalf at any general meeting at which that Member may attend and vote in accordance with section 250A and 250B of the Act.

5.10 Use of technology

General meetings may be held at more than one place, provided that the technology that is used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

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, unless the 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.

6 BOARD

6.1 Number of directors

The Board will comprise up to 9, but not less than 6, Directors appointed by the Board in accordance with this Constitution.

6.2 Eligibility to be a Director

A person is eligible to become a Director if he or she:

- 6.2.1 is nominated by two Members, in a letter addressed to the Secretary signed by those two members (**Notice of Nomination**);
- 6.2.2 consents in writing to become a Director;
- 6.2.3 is not prohibited or disqualified or otherwise prevented from being a director of a company under the Act or a responsible person of a registered charity under the ACNC Act;
- 6.2.4 is not an employee of the Company; and
- 6.2.5 is, or pursuant to clause 4.1.1 becomes, a Member.

6.3 Prescribed form

- 6.3.1 The Board may, from time to time, approve a prescribed form for the Notice of Nomination referred to in clause 6.2.1.
- 6.3.2 If the form of Notice of Nomination is prescribed by the Directors of the Company pursuant to 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.
- 6.3.3 The form prescribed under clause 6.3.1 will be available to Members upon request from the Company.

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 as a Director at the next occurring Board meeting, provided that the Directors received the Notice of Nomination at least 5 days 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 the person's skills, background and expertise.
- 6.4.3 Each Director may vote for or against the appointment of a person to the position of Director, in his or her absolute discretion, and a Director need not give reasons for his or her decision.
- 6.4.4 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, vote in favour of the appointment of the 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 his or her appointment.

6.5 Limits on period of office as a Director

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.

6.6 Term of office of Directors

A Director holds office:

- 6.6.1 from the date the Director is appointed; and
- 6.6.2 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.

6.7 Casual vacancies

- 6.7.1 If a casual vacancy occurs for a Director office, the Board may fill the office in accordance with clauses 6.2, 6.3 and 6.4 but may not fill the office pursuant to this clause 6.7.
- 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 only:
- (a) act in the case of emergencies;
 - (b) appoint persons to the Board; or
 - (c) convene a general meeting.

6.8 Chair

- 6.8.1 The Board may elect one of their number to perform the duties of Chair.
- 6.8.2 The Chair must be elected by a majority of the Directors present and voting at a Board Meeting.
- 6.8.3 The Board may remove and replace the Chair with the support of the majority of Directors present and voting at a Board Meeting.

6.9 Term of Chair

- 6.9.1 A Director elected as Chair under clause 6.8 may serve as Chair for the balance of his or her term of office as Director determined under clause 6.6.
- 6.9.2 A Director will be eligible for re-election as Chair subject to clause 6.9.3.
- 6.9.3 If the Director has served 4 years or more continuously as Chair, then the Director ceases to be eligible to serve as Chair.

6.10 Resignation of Directors

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

6.11 Ceasing to be a Director

- 6.11.1 The Members may remove any Director in accordance with the Act.
- 6.11.2 A directorship automatically ceases if the Director:
- (a) dies or is physically incapable of fulfilling his or her duties as a Director;
 - (b) becomes disqualified from being a director pursuant to the 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 personal 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 6.5; 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 Directors for undertaking the ordinary duties of a Director. A guideline as to whether remuneration is reasonable is that the remuneration 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; and

- 6.12.2 the Directors may be reimbursed for reasonable travel 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.

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 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 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 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.

7.3 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 on such terms and conditions as the Board determines 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 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 4 Directors.

8.3 Notice of meeting

8.3.1 At least 5 days' notice of any Board meeting must be given 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 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.

8.4.2 If a Board meeting is adjourned due to lack of quorum, 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 In the absence of the Chair, 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 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.

8.7 Use of technology

The Board may hold a technology enabled meeting if:

- 8.7.1 all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and
- 8.7.2 those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors.

8.8 Circulating resolutions

- 8.8.1 A written resolution signed or approved by technological means (other than any Director on leave of absence) is taken to be a decision of the Board passed at a Board meeting convened and held.
- 8.8.2 The written resolution may consist of:
- (a) several documents in the same form, each signed by one or more Directors and, such a resolution takes effect when the last Director signs such a document; or
 - (b) permanent records indicating the identity of each Director, the text of the resolution and the Director's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect when the last Director indicates his or her approval.

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 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 the Act or section 195 of the Act.

8.10 Minutes

- 8.10.1 The Board must ensure that minutes of all proceedings of general, Board 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 relates.

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.
- 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 committees

The Board may establish committees as follows:

- 9.1.1 a committee will comprise two or more committee members, of which at least one must be a Director;
- 9.1.2 the committee members otherwise need not be a Director or Member;
- 9.1.3 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
- 9.1.4 in the absence of any provision in the committee charter, meetings and proceedings of any committee are governed by the provisions of clause 8.

9.2 Standing committees

The following standing committees are established under this Constitution:

- 9.2.1 Audit and Risk Committee;
- 9.2.2 Quality and Safety Committee;
- 9.2.3 Governance Committee; and
- 9.2.4 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.

10 ADMINISTRATION

10.1 Change of name

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

10.2 Amendment of Constitution

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

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

10.5 Records and inspection

A Member (other than a Director) is not entitled to inspect any document of the Company, except as provided by law or authorised by the Board.

10.6 Service of notices

10.6.1 Notices must be in writing and may be given by the Company to any Member:

(a) in person;

(b) by sending it by post to the Member at the Member's registered address; or

(c) by sending it to the address, facsimile number, e-mail address or other address supplied for receiving notices.

10.6.2 A notice sent by post is deemed to have been given 6 business days after it was posted. A notice sent by fax, or by other electronic means, is deemed to have been given on the next business day after it was sent.

10.7 Indemnity of officers

10.7.1 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.

10.7.2 To the Relevant Extent, the Company may execute any deed in favour of any current or former Officer to confirm the indemnities conferred by clause 10.7.1 in relation to that person to the extent the law does not preclude the Company from doing so.

10.7.3 Clause 10.7.1 applies whether or not any deed is executed under clause 10.7.2.

10.7.4 In this clause 10.7 and clause 10.8:

- (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 Act).

10.8 Insurance

To the Relevant Extent:

10.8.1 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

10.8.2 the Company may execute any deed in favour of any current or former Officer to take out insurance referred to in clause 10.8.1, on such terms as the Board considers appropriate.

10.9 Company seal

10.9.1 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.

10.9.2 The common seal, if any, of the Company may only be affixed to any instrument with the authority of the Board.

10.9.3 The affixing of the common seal must be attested by the signatures of persons authorised by the Board for that purpose.

10.10 Definitions

In this Constitution:

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

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

“**Admission Fee**” has the meaning given by clause 3.5(a);

“**Board**” means the board of Directors of the Company with a quorum to transact business;

“**Chair**” means the Director described under clause 6.8;

“**Company**” means the company named on page 1 of this Constitution;

“**Constitution**” means this constitution of the Company;

“**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 who is a member of the Company pursuant to clauses 3 and 4;

“**Membership Fee**” has the meaning given by clause 3.5(b);

“**Membership Requirements**” has the meaning given by clause 3.5;

“**Notice of Nomination**” means the notice provided to the Directors as set out in clause 6.2.1;

“**Officer**” has the meaning given in the Act;

“**Principal Purpose**” means the principal purposes set out in in clause 1.1;

“**Purposes**” means the Principal Purpose and the Supporting Purposes;

“**Regulations**” means regulations made by the Board under clause 7.5;

“**Secretary**” means a secretary appointed under clause 7.4; and

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

10.11 Interpretation rules

Unless the contrary intention appears in the Constitution:

- 10.11.1 words importing the singular include the plural, and words importing the plural include the singular;
- 10.11.2 words importing a gender include every other gender;
- 10.11.3 words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);
- 10.11.4 a reference to a person includes that person’s successors, legal personal representatives and permitted transferees;
- 10.11.5 a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute

includes all regulations, proclamations, ordinances and by-laws issued under that statute;

- 10.11.6 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;
- 10.11.7 headings and bold text are for convenience only and do not affect its interpretation; and
- 10.11.8 a Member is to be taken to be present at a general meeting if the Member is present in person or by proxy or attorney.

10.12 Application of Act

- 10.12.1 The Constitution is to be interpreted subject to the Act. However, the rules that apply as replaceable rules to companies under the Act do not apply to the Company.
- 10.12.2 Unless the contrary intention appears, a word or expression in a clause that is defined in section 9 of the Act has the same meaning in the Constitution as in that section.

10.13 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