

Corporations Act 2001

A company limited by guarantee

North Richmond Community Health Limited

Adopted on 14th February 2009

ACN 135 411 504

Table of Contents

1. Nature of Company and liability	- 5 -
Nature of Company	- 5 -
Liability of Members and guarantee on winding up	- 5 -
2. Objects	- 5 -
3. Company's powers	- 5 -
4. Membership	- 7 -
Classes of membership	- 7 -
Initial membership	- 8 -
Members	- 8 -
Application for membership	- 8 -
Admission to membership	- 9 -
Register of Members	- 9 -
5. Subscription fee	- 10 -
6. Removal and cessation of membership	- 10 -
Resignation	- 10 -
Failure to pay	- 10 -
Expulsion of Member	- 10 -
Other cessation of membership	- 11 -
7. Not for profit status	- 11 -
Transfer of income or property	- 11 -
Payments, services and information	- 11 -
Remuneration	- 12 -
8. Meetings	- 12 -
Annual General Meeting	- 12 -
General Meeting	- 13 -
Notice of general meeting	- 13 -
Cancellation of general meetings	- 14 -
Quorum at general meetings	- 14 -
Quorum at adjourned general meetings	- 15 -
Appointment of chairperson	- 15 -
Chairperson's powers	- 15 -
Adjournment of meetings	- 15 -
Decisions by Members	- 16 -
Demand for a poll	- 16 -
Voting rights of Members	- 17 -
Representation at general meetings	- 17 -
Authority of a proxy, attorney or representative	- 17 -

Direct Voting	- 19 -
Vote of the Chairperson at general meetings.....	- 20 -
Objections to voter qualification	- 20 -
Mode of meeting for Members	- 20 -
Resolution in writing	- 20 -
Form of resolution in writing.....	- 20 -
9. Appointment and retirement of Directors	- 21 -
Initial Directors	- 21 -
Number of Directors	- 21 -
Composition of Board.....	- 21 -
Eligibility	- 21 -
Term.....	- 21 -
Retirement of Directors by rotation	- 22 -
Nomination and election of Elected Directors	- 23 -
Nomination of Appointed Directors	- 24 -
Director Removal from office.....	- 24 -
Vacation of office	- 24 -
10. Directors' remuneration	- 25 -
Reimbursement for expenses	- 25 -
Payment for services.....	- 25 -
11. Powers of Directors	- 25 -
12. Proceedings of Directors	- 26 -
Convening of Directors' meetings	- 26 -
Notice of Directors' meetings	- 26 -
Mode of meeting for Directors.....	- 26 -
Quorum at Directors' meetings	- 26 -
Voting at Directors' meetings	- 27 -
Chairing Directors Meetings.....	- 27 -
Chairperson's vote at Directors meetings	- 27 -
Director's interest	- 27 -
Participation where Directors interested	- 28 -
Delegation of powers to committee.....	- 28 -
Proceedings of committees.....	- 29 -
Validity of acts of Directors.....	- 29 -
Minutes	- 29 -
Resolution in writing.....	- 29 -
Form of resolution in writing.....	- 29 -
13. Secretary.....	- 30 -
14. Indemnity and insurance.....	- 30 -
Indemnity	- 30 -
Insurance premiums.....	- 30 -
15. Execution of documents	- 30 -

16. Gift Fund	- 31 -
Company to maintain a Gift Fund	- 31 -
Loss of DGR status	- 31 -
17. Altering this constitution.....	- 32 -
18. Winding up.....	- 32 -
19. Financial and Legal.....	- 32 -
Sources of Funds.....	- 32 -
Financial Year	- 32 -
Accounts	- 33 -
Committee.....	- 33 -
Auditor.....	- 33 -
Rights of Inspection.....	- 33 -
Payments	- 33 -
20. Notices	- 34 -
Persons authorised to give notices	- 34 -
Method of giving notices	- 34 -
Addresses for giving notices to Members	- 34 -
Address for giving notices to the Company.....	- 34 -
Time notice of meeting is given.....	- 35 -
Time other notices are given.....	- 35 -
Proof of giving notices.....	- 35 -
Persons entitled to notice of meeting.....	- 35 -
21. Definitions and Interpretation	- 36 -
Definitions	- 36 -
Interpretation.....	- 37 -
References to the document	- 38 -
Replaceable rules	- 38 -

1. Nature of Company and liability

Nature of Company

- 1.1 The Company is a public company limited by guarantee.

Liability of Members and guarantee on winding up

- 1.2 The liability of the Members is limited. Every Member undertakes to contribute \$1.00 to the assets of the Company if it is wound up while he or she is a Member, or within one year afterwards.

2. Objects

- 2.1 The Company is established for the principle object of the delivery of culturally appropriate, high quality health and social services to residents, workers and visitors to the City of Yarra:
- 2.1.1 using a social model of health which recognises the needs of individuals and families who cannot readily access the health and welfare system;
 - 2.1.2 focussing on individuals and families who are from socially, culturally and linguistically diverse communities to reduce the social and health inequalities experienced by those individuals; and
 - 2.1.3 giving priority to individuals and families who, aside from illness, are experiencing distress, misfortune, helplessness or poverty.
- 2.2 Incidental to the principle object, the Company may develop and deliver culturally appropriate programs to improve the health and welfare, and the access to services, for the community.

3. Company's powers

- 3.1 Solely for carrying out the Company's purposes, the Company may:
- 3.1.1 raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
 - 3.1.2 provide funds or other material benefits by way of grant or otherwise;
 - 3.1.3 accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be

selected by the Directors from a class of trusts, objects or purposes specified by any person;

- 3.1.4 accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- 3.1.5 purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- 3.1.6 control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- 3.1.7 invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- 3.1.8 construct, improve, maintain, develop, work, manage and control real or personal property;
- 3.1.9 enter into contracts and deeds;
- 3.1.10 appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the Company thinks fit, and procure registration or recognition of the Company in any other country or place;
- 3.1.11 enter into arrangements with any government or authority, and obtain from any government or authority any right, privilege or concession;
- 3.1.12 engage, dismiss or suspend any employee, agent, contractor or professional person;
- 3.1.13 borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Company's property (both present and future) and purchase, redeem or pay off those securities;
- 3.1.14 make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 3.1.15 print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- 3.1.16 accept any gift of property, whether subject to any special trust or not;

- 3.1.17 appoint patrons of the Company;
- 3.1.18 make donations for charitable purposes;
- 3.1.19 decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- 3.1.20 co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- 3.1.21 do all other things that are incidental or conducive to doing so.

4. Membership

Classes of membership

- 4.1 The membership of the Company will be divided into the following classes of membership:
 - 4.1.1 Voting Members;
 - 4.1.2 Associate Members; and
 - 4.1.3 Life Members.
- 4.2 To be eligible to be a Voting Member of the Company the applicant must be a person, other than an employee of the Company, who is over 18 years old and:
 - 4.2.1.1 lives, works or studies in the City of Yarra; or
 - 4.2.1.2 is a registered and active volunteer at the Company; or
 - 4.2.1.3 is a client of the Company.
- 4.3 To be eligible to be an Associate Member of the Company, the applicant must be:
 - 4.3.1 a person who is over 18 years old and is not eligible to be a Voting Member but shares the objectives of the Company; or
 - 4.3.2 an organisation, body corporate or association that shares the values of the Company which the Directors in their discretion consider suitable for membership of the Company; or
 - 4.3.3 a person who is an employee of the Company.
- 4.4 A Life Member of the Company is a person who:
 - 4.4.1 has provided significant and important service to the Company; and

4.4.2 the Directors have recommended to the annual general meeting to be elected a Life Member and who has been so elected by ordinary resolution.

Initial membership

- 4.5 The Members of the Company are the initial Members as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission and such other persons as the Company admits to membership in accordance with this document.
- 4.6 To avoid doubt, persons who were Members of the Company immediately prior to its registration as a company limited by guarantee under the Corporations Act remain Members of the Company.

Members

- 4.7 All Members must do all of the following:
- 4.7.1 pay the annual subscription in accordance with clause 5.1; and
 - 4.7.2 comply with this constitution.
- 4.8 A Voting Member has the right to receive notices of and to attend and be heard at any general meeting and has the right to vote at any general meeting.
- 4.9 An Associate Member has the right to receive notices of and to attend and be heard at any general meeting but does not have the right to vote at any general meeting.
- 4.10 A Life Member has the right to receive notices of and to attend and be heard at any general meeting but only has the right to vote at any general meeting if the Life Member resident within City of Yarra as evidenced by the address on the register of Members and any other evidence reasonably required by the Directors.
- 4.11 No more than 2 people can be elected Life Members at any annual general meeting.
- 4.12 No person can be elected a Life Member if the total number of Life Members would exceed 5% of the total membership of the Company.

Application for membership

- 4.13 An application to become a Voting Member or an Associate Member must:
- 4.13.1 be on a form provided or approved by the Directors and signed by the applicant;
 - 4.13.2 be accompanied by such documents or evidence as to qualification for the category of membership applied for as the Directors determine;

4.13.3 provide information for registration required by the form; and

4.13.4 be accompanied by the annual subscription fee (if any) determined in accordance with clause 5.1.

Admission to membership

4.14 The Directors must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.

4.15 The Directors may at their discretion determine the category of membership suitable for an applicant.

4.16 The Directors do not have to give reasons for rejecting an application or granting a particular category of membership.

4.17 If an application for membership is rejected, the annual subscription fee (if any) must be refunded to the applicant.

4.18 If an applicant is accepted for membership the Secretary must notify the applicant of admission in the form of a receipt for the annual subscription fee (if any) or in such other form as the Directors determine and the name and details of the applicant must be entered in the Register.

Register of Members

4.19 A register of the Members of the Company must be kept in accordance with the Corporations Act.

4.20 The following details must be entered in the Register in respect of each Member:

4.20.1 the full name of the Member including the ACN of an Associate Member;

4.20.2 the street and electronic address, telephone and facsimile numbers, if any, of the Member;

4.20.3 the category of membership;

4.20.4 the date of admission to and cessation of membership;

4.20.5 the date of last payment of the Member's annual subscription;

4.20.6 in the case of a Member other than an individual the full name, address, electronic address, telephone and facsimile numbers, if any, of its corporate representative; and

4.20.7 such other information as the Directors require.

- 4.21 Each Member must notify the Secretary in writing of any change in that person's name, street address, electronic address, telephone or facsimile numbers within one month after the change
- 4.22 The Members may inspect the register on reasonable notice to the Secretary.

5. Subscription fee

- 5.1 The Directors may by resolution set an annual subscription fee.
- 5.2 The amount of any subscription and the date for payment may vary according to criteria set by the Directors.
- 5.3 If a subscription has been set, and the Members notified and given reasonably opportunity to pay, all rights of Members who have not paid the subscription by the date for payment are suspended until the subscription is paid. The rights may be reinstated on payment of all arrears if the Directors think fit to do so.
- 5.4 For a minimum of three years from the incorporation of the Company as a public company limited by guarantee, no annual subscription fee will be applied.

6. Removal and cessation of membership

Resignation

- 6.1 A Member may resign from membership of the Company by giving written notice to the Secretary.
- 6.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Failure to pay

- 6.3 If a Member has not paid all arrears of annual subscriptions in accordance with clause 5 within 6 months of the due date for payment, the Member ceases to be a Member and the Member's name must be removed from the Register with effect from the end of the six month period, from the due date.

Expulsion of Member

- 6.4 If any Member wilfully refuses or neglects to comply with the provisions of this Constitution or acts in a manner which in the opinion of the Directors is prejudicial to the interest of the Company, the Directors may by resolution expel the Member from the Company. .

- 6.5 If the Directors intend to consider a resolution under clause 6.4, at least two weeks before the meeting at which the resolution is to be considered, they must give the Member written notice:
- 6.5.1 stating the date, place and time of the meeting;
 - 6.5.2 setting out the intended resolution and the grounds on which it is based; and
 - 6.5.3 informing the Member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- 6.6 The Member ceases to be a Member with effect from the end of the Directors' meeting at which a resolution to expel the Member is passed.

Other cessation of membership

- 6.7 A Member ceases to be a Member on any Termination Event occurring in respect of the Member.

7. Not for profit status

Transfer of income or property

- 7.1 The Company's income and property must be applied solely towards promoting the Company's objects.
- 7.2 Subject to clause 7.3 and clause 10, no income or property of the Company may be paid or transferred, directly or indirectly by way of dividend, bonus or other profit distribution to any Member or Director.

Payments, services and information

- 7.3 Nothing in this clause 7 prevents the payment in good faith with the approval of the Directors of any of the following:
- 7.3.1 remuneration to any officers or employees of the Company for services actually rendered to the Company;
 - 7.3.2 an amount to any Member or Director in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business;
 - 7.3.3 reasonable and proper interest on money borrowed from any Member or Director;

- 7.3.4 reasonable and proper rent for premises let by any Member or Director to the Company.
- 7.4 This clause 7 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Director to the extent permitted by law and this constitution.
- 7.5 Nothing in this clause 7 prevents the distribution of government grant monies to Members where the grant is expressly on the basis that the monies be used for the benefit of persons including Members.
- 7.6 All payments made under clause 7.3 will be reviewed by the Board and published at the annual general meeting.

Remuneration

- 7.7 No remuneration or other benefit in money or money's worth will be paid or given by the Company to any Director except reimbursement in accordance with clause 10.

8. Meetings

Annual General Meeting

- 8.1 The Directors must convene an annual general meeting to be held:
- 8.1.1 at least once in each calendar year; and
 - 8.1.2 within 5 months after the end of the Company's financial year, as required by section 250N of the Corporations Act.
- 8.2 The Directors must provide copies of the reports referred to in clause 8.3 or a concise report with the notice of the annual general meeting so as to comply with sections 314 and 315 of the Corporations Act.
- 8.3 The Directors must lay before the annual general meeting the annual:
- 8.3.1 financial report;
 - 8.3.2 Director's reports; and
 - 8.3.3 auditor's report for the financial year
- as required by section 317 of the Corporation's Act.
- 8.4 The ordinary business of the annual general meeting is:
- 8.4.1 to verify the minutes of the last annual general meeting and any special general meetings since the last annual general meeting;

- 8.4.2 consider the annual financial report, Director's report and auditor's report
 - 8.4.3 the appointment of the auditor and fixing of the auditor's remuneration (where required);
 - 8.4.4 to elect Directors or receive the results of an election for Directors by ballot.
- 8.5 The annual general meeting may only consider other business of which notice has been given.

General Meeting

- 8.6 The Directors may, by resolution convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.
- 8.7 A general meeting may be called in accordance with a members' requisition under the Corporations Act or as otherwise provided in the Corporations Act.

Notice of general meeting

- 8.8 Written notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 8.9 A notice of a general meeting may be given by any form of communication permitted by the Corporations Act.
- 8.10 At least 21 days notice of a general meeting must be given to:
- 8.10.1 each Member (including each Director), and
 - 8.10.2 the Company's auditor.
- 8.11 The notice must state:
- 8.11.1 the date, time and place (or places) of the meeting,
 - 8.11.2 specify a place, fax number or electronic address for the receipt of proxies,
 - 8.11.3 the general nature of each item of business to be considered, and
 - 8.11.4 if a special resolution is to be proposed:
 - 8.11.4.1 the proposed resolution, and

8.11.4.2 that it is intended that the resolution be proposed as a special resolution as required by section 249L of the Corporations Act.

- 8.12 A person may waive notice of a general meeting by written notice to the Company.
- 8.13 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Cancellation of general meetings

- 8.14 The Directors may change the venue for, postpone or cancel a general meeting if:
- 8.14.1 they consider that the meeting has become unnecessary;
- 8.14.2 the venue would be unreasonable or impractical; or
- 8.14.3 a change is necessary in the interests of conducting the meeting efficiently.
- 8.15 If the general meeting was not called by a Directors' resolution or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

Quorum at general meetings

- 8.16 Business may not be transacted at a general meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business.
- 8.17 Except as otherwise set out in this document, the lesser of 50 or 10% of the Members entitled to vote present in person or by representative, attorney, proxy or Direct Vote is a quorum.
- 8.18 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
- 8.18.1 if the meeting was convened by or on the requisition of Members, it must be dissolved; or
- 8.18.2 if the meeting was otherwise convened, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.
- 8.19 if a meeting has been adjourned to another time and place determined by the Directors, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned general meetings

- 8.20 At the adjourned meeting the lesser of 50 or 10% of the Members entitled to vote present in person, by representative, attorney, proxy or Direct Vote is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chairperson

- 8.21 If the Directors have elected one of their number as chairperson of their meetings, that person is entitled to preside as chairperson at every general meeting.
- 8.22 The Directors present at a general meeting must elect one of their number to chair the meeting if either of the following applies:
- 8.22.1a Director has not been elected as the chairperson of Directors meetings; or
- 8.22.2the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or he is unwilling to act.
- 8.23 The Members entitled to vote and present at a general meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present decline to take the chair.

Chairperson's powers

- 8.24 Subject to the terms of this document dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted in relation to these matters.
- 8.25 The chairperson, in their discretion may expel any Member or Director from a general meeting if the chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour. Any of the following conduct may be considered inappropriate in a general meeting:
- 8.25.1the use of offensive or abusive language which is directed to any person, object or thing;
- 8.25.2attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance; or
- 8.25.3the use or consumption of any drug by a person at the meeting.

Adjournment of meetings

- 8.26 The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 8.27 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 8.28 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 8.29 Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Decisions by Members

- 8.30 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands together with any Direct Votes unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.
- 8.31 Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the Members entitled to vote. Such a decision is for all purposes a decision of the Members.
- 8.32 If a poll is not duly demanded, a declaration by the chairperson that a resolution has on a show of hands together with any Direct Votes, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 8.33 The chairperson of a meeting must ensure that a certificate, signed by the Secretary, of Direct Votes received is available at the meeting ahead of any vote being taken..

Demand for a poll

- 8.34 A poll may be demanded by:
- 8.34.1 the chairperson; or
 - 8.34.2 at least five Members entitled to vote on the resolution; or
 - 8.34.3a Member or Members present at the meeting and representing at least 5% of the total voting rights of all the Members entitled to vote on the resolution on a poll.
- 8.35 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

- 8.36 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The poll must include a count of the Direct Votes cast for or against the resolution. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 8.37 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 8.38 The demand for a poll may be withdrawn.

Voting rights of Members

- 8.39 Every Member who is entitled to vote has one vote which may be given:
- 8.39.1 personally at the meeting;
- 8.39.2 by proxy, attorney or representative who is entitled to a separate vote for each Member the person represents in addition to any vote the person may have as a Member in his or her own right;
- 8.39.3 by valid notice of their voting decision (**Direct Voting**).
- 8.40 Subject to clauses 8.51 to 8.56 a Member attempts to cast more than one vote on a particular resolution the order of priority is:
- 8.40.1 Direct Vote;
- 8.40.2 a vote by a Member present on a show of hands; and
- 8.40.3 proxy, attorney or representative.

Representation at general meetings

- 8.41 A proxy, attorney or representative may, but need not, be a Member of the Company.
- 8.42 A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

Authority of a proxy, attorney or representative

- 8.43 Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
- 8.43.1 to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and

- 8.43.2 to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- 8.44 Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
- 8.44.1 to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
- 8.44.2 to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
- 8.44.3 to act generally at the meeting.
- 8.45 An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- 8.46 Subject to clause 8.47, an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- 8.47 A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are:
- 8.47.1 received at the registered office of the Company, a fax number at the Company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
- 8.47.2 in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 8.47.3 in the case of a poll, produced when the poll is taken.
- 8.48 The Directors may waive all or any of the requirements of clauses 8.46 and 8.47 and in particular may, on the production of such other evidence as the Directors require to prove the validity of the appointment or a proxy, attorney or representative, accept:
- 8.48.1 an oral appointment of a proxy, attorney or representative;

8.48.2an appointment of a proxy, attorney or representative which is not signed in the manner required by clause 8.46; and

8.48.3the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or of the power of attorney or other authority under which the instrument is signed.

8.49 A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no written notice of the revocation has been received by the Company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be deposited, tabled or produced under clause 8.47.

8.50 The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, in person or by Direct Vote, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

Direct Voting

8.51 If a Member casts a Direct Vote on a particular resolution they are taken to have revoked the authority of their proxy, if any, to vote on their behalf at that resolution.

8.52 A person who has cast a Direct Vote is entitled to attend a meeting. However, they are not able to vote on resolutions the subject of the Direct Vote at that meeting.

8.53 A Direct Vote may be in any form decided or accepted by the Directors but, subject to clause 8.54, is not valid unless the Direct Vote is:

8.53.1received at the registered office of the Company, a fax number at the Company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;

8.53.2in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

8.53.3in the case of a poll, produced when the poll is taken.

8.54 The Directors may on the production of such other evidence as the Directors require to prove the validity of the Direct Vote, accept:

8.54.1 an oral Direct Vote;

8.54.2 a Direct Vote lodged through the internet or by electronic means;

8.54.3 a written Direct Vote which is not signed; and

8.54.4 the deposit, tabling or production of a copy (including a copy sent by fax) of a Direct Vote.

8.55 A vote given in accordance with the terms of a Direct Vote is valid despite the revocation of the Direct Vote, if no written notice of the revocation or other valid revocation through other means accepted by the Directors, has been received by the Company by the time and at one of the places at which the Direct Vote is required to be deposited, tabled or produced under clause 8.53.

8.56 If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the chairperson of the meeting must:

8.56.1 on a vote on a show of hands, count each Member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote as well as the show of hands; and

8.56.2 on a poll, count the votes cast by each Member who has submitted a Direct Vote directly for or against the resolution.

Vote of the Chairperson at general meetings

8.57 Where the votes on a proposed resolution are equal, the chairperson of a general meeting is entitled to a second or casting vote.

Objections to voter qualification

8.58 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.

8.59 An objection to the qualification of a voter must be referred to the chairperson, whose decision is final.

8.60 A vote not disallowed according to an objection as provided in this document is valid for all purposes.

Mode of meeting for Members

8.61 A general meeting may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting. The Members may otherwise regulate their meetings as they think fit.

Resolution in writing

8.62 A resolution in writing signed by all Members entitled to vote, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

Form of resolution in writing

- 8.63 A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
- 8.64 If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.
- 8.65 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

9. Appointment and retirement of Directors

Initial Directors

- 9.1 The initial Directors of the Company to be appointed on the day the Company is registered will be the individuals named in the application to register the Company.

Number of Directors

- 9.2 Until otherwise determined in accordance with this document, the number of Directors must not be less than 7 and not more than 9.
- 9.3 The Company may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

Composition of Board

- 9.4 Subject to clause 9.2, the aim is for the board of Directors to consist of six Elected Directors and three Appointed Directors.
- 9.5 The Directors may appoint any individual as a Director, either to fill a casual vacancy created by the cessation of an Appointed Director or an Elected Director, or as an addition to the existing Directors, provided:
- 9.5.1 the number of Directors does not exceed the maximum number fixed under clause 9.2; and
- 9.5.2 before appointing the Director, the proposed Director signs a consent to act as a Director.

Eligibility

- 9.6 A person is only eligible for the appointment of Director of the Company if the person is a Voting Member.

Term

- 9.7 The maximum term of an Elected Director is 9 years including any time as a Director appointed under clause 9.5. The maximum term is cumulative and is not required to be served continuously. The maximum term may be extended by the Directors but only to the annual general meeting immediately following the expiry of the term. The Company may resolve by special resolution to extend the maximum term for a particular Director.
- 9.8 The term of office for an Appointed Director is 3 years from the date of appointment unless the Directors set an alternate term at the time of appointment. The Appointed Director must retire at the end of his or her term and can be re appointed for a further term subject to the maximum term of 9 years.

Retirement of Directors by rotation

- 9.9 A Director appointed by the Directors under clause 9.5 to fill a casual vacancy created by the cessation of an Elected Director, holds office only until the conclusion of the next annual general meeting following his or her appointment, at which time, the Director will stand for election by the Members.
- 9.10 At every annual general meeting if the number of Elected Directors, (after excluding any executive Directors and any Directors standing for election under clause 9.9):
- 9.10.1 is 5 or less, then 2 of the remaining Elected Directors must retire from office;
or
- 9.10.2 if the number is more than 5, one third of those Elected Directors (to the nearest whole number) must retire from office.
- 9.11 No Elected Director (excluding any executive Director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.
- 9.12 The Elected Directors to retire under clause 9.10 are those Elected Directors who wish to retire and not offer themselves for re-election, those Elected Directors required to retire under clause 9.11 and, so far as is necessary to obtain the number required, those who have been longest in office since their last election or re-election. As between Elected Directors who were last elected or re-elected on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- 9.13 The Elected Directors to retire under clauses 9.10 and 9.12 (both as to number and identity) is decided having regard to the composition of the board of Directors at the date nominations must be received in accordance with clause 9.15. An Elected Director is not required to retire and is not relieved from retiring because of a change in the number or identity of the Directors after the date for the delivery of nominations but before the meeting closes.
- 9.14 The retirement of a Director from office and the re-election of the Director or the election of another person to that office (as the case may be) takes effect at the

conclusion of the general meeting at which the retirement and re-election or election occurs.

Nomination and election of Elected Directors

- 9.15 Nominations for an Elected Director (other than an Elected Director who is retiring and offering themselves for re-election) must be in writing, signed by the nominated candidate and at least 5 Members entitled to vote, and must be delivered to the Secretary at least **[42]** days before the date of the annual general meeting.
- 9.16 If there are more nominations received than vacancies for Elected Directors the board of Directors may appoint an election officer (**Election Officer**), not being a Director, who shall be responsible for the remaining matters connected with the election of Directors.
- 9.17 If the Directors have appointed an Election Officer, the Election Officer shall prepare a ballot and send that ballot to the address of each Member entitled to vote specified in the register, specifying details of how the ballot should be completed, where it should be returned and the closing date for return of the ballot.
- 9.18 The Members subsequently vote for the candidates by completing the ballot and returning it to the Election Officer by 5pm on the date of closure of voting.
- 9.19 Upon receipt of an envelope purporting to contain a ballot and before counting of the votes, the Election Officer shall examine the name or other particulars on the envelope to establish that:
- 9.19.1 the sender was a Member entitled to vote as at the date on which the ballot was sent; and
- 9.19.2 if a Member, the sender, has not already voted in the ballot;
- 9.20 the Election Officer must examine and count the number of votes recorded for each candidate in the following manner:
- 9.20.1 to secure election, a candidate must secure a quota of votes, which is determined by dividing the total number of formal first preference votes in the count by one more than the number of vacant positions for Directorship and increasing the result by one;
- 9.20.2 if multiple vacancies exist, votes received in excess of the quota by successful candidates are redistributed to those candidates who have been ranked second by the Member on the excess ballot papers; and
- 9.20.3 if insufficient candidates reach a quota after a distribution, the preferences of Members for the least successful candidates are progressively distributed until enough candidates reach a quota to fill the vacant positions.

- 9.21 Once the votes have been counted and successful candidates elected, the Election Officer shall make and sign a declaration setting out the number of the votes given for each candidate and shall convey the report to the chairperson.
- 9.22 The chairperson shall at the annual general meeting declare elected as Directors the candidates according to the report provided by the Election Officer in accordance with clause 9.21 and may disclose the results of the election to the Members.
- 9.23 If the number of candidates nominated for office is less than or equals the number of vacancies or if the board of Directors does not appoint an Election Officer the election must be held at a general meeting in the manner the chairperson determines.
- 9.24 The Elected Directors shall take office from the end of the general meeting.

Nomination of Appointed Directors

- 9.25 Any Director may nominate a person for appointment as an Appointed Director or to fill a casual vacancy of an Elected Director, in a Directors' meeting or in writing to the chairperson or company secretary.

Director Removal from office

- 9.26 The Company may by ordinary resolution in accordance with the procedures under the Corporations Act remove a Director from office and may by ordinary resolution elect another person as a replacement.
- 9.27 A person elected to replace a Director removed from office must retire as a Director at the time the Director removed from office would have had to retire if they had remained in office.

Vacation of office

- 9.28 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
- 9.28.1 If the Director becomes an insolvent under administration;
- 9.28.2 If the Director 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;
- 9.28.3 If the Director is absent without the consent of the Directors from 3 meetings or from meetings of the Directors held during a continuous period of six

months and the Board resolves that the office of that Director be vacated;
or

9.28.4 if the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.

10. Directors' remuneration

Reimbursement for expenses

- 10.1 A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Director or a Committee or when otherwise engaged in the business of the Company.
- 10.2 All reimbursements will be reviewed by the Board and published at the annual general meeting.
- 10.3 Subject to clauses 10.4 and 10.5, the Directors are not entitled to any fees for their services as Directors.

Payment for services

- 10.4 A Director who is called upon to perform extra services or to make a special exertion or to undertake executive or other work for the Company beyond or outside of the Director's ordinary duties or is engaged to provide any other service, may be paid a fee for those services, exertions or work.
- 10.5 The additional amount may be paid either by fixed sum or salary determined by the Directors and either in addition to or in substitution for the fees otherwise payable to the Director.
- 10.6 All payments are subject to clause 10.2.

11. Powers of Directors

- 11.1 The Directors may exercise all those powers of the Company as are not, by the Corporations Act or by this document, required to be exercised by the Members in general meeting or otherwise.
- 11.2 The Directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Company.
- 11.3 The Directors may:
 - 11.1.1 appoint or employ an officer, agent or attorney of the Company with the powers, discretions and duties vested in or exercisable by the Directors, on the terms the Directors decide;
 - 11.1.2 authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and

- 11.1.3 subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- 11.4 A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Directors think fit.

12. Proceedings of Directors

Convening of Directors' meetings

- 12.1 The chairperson or any 3 Directors may convene a meeting of the Directors.
- 12.2 Ordinary meetings of the Directors must be held at least 6 times each year.
- 12.3 At its first meeting after the annual general meeting each year the Directors must by resolution set dates, times and places of ordinary meetings of the Directors until the next annual general meeting.
- 12.4 The Directors may by resolution subsequently change the dates, times and places of ordinary meetings.

Notice of Directors' meetings

- 12.5 Notice of each meeting of the Directors must be given to each Director at least 7 days before the meeting or at another time determined by resolution of the Directors.
- 12.6 Despite that requirement all Directors may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of Directors to a Director who is out of Australia or who has been given leave of absence.

Mode of meeting for Directors

- 12.7 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum at Directors' meetings

- 12.8 At a meeting of Directors, a majority of Directors must be present to constitute a quorum. No business can be transacted unless a quorum is present. If within half an hour of the time appointed for a Board Meeting a quorum is not present, the Board Meeting stands adjourned. In this case the chairperson must call another Board Meeting to be held not more than 10 days thereafter

- 12.9 If there is a vacancy in the office of a Director then, subject this clause 12.9, the remaining Directors may act. If the number of Directors in office at any time is less than the minimum number of Directors fixed under this constitution, the remaining Directors must act as soon as possible to appoint additional Directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

Voting at Directors' meetings

- 12.10 Questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting. A decision of the majority is for all purposes a decision of the Directors.
- 12.11 The Directors may appoint one or more of the Directors as executive Directors.
- 12.12 A Director's appointment as an executive Director automatically terminates if they cease to be a Director.
- 12.13 The Directors may confer on an executive Director such title as they think fit.

Chairing Directors Meetings

- 12.14 The Directors may elect one of the Directors as chairperson of Directors and may decide the period for which that Director is to be the chairperson.
- 12.15 The chairperson of Directors must preside as chairperson at each meeting of Directors if present within 10 minutes after the time appointed for the meeting and willing to act.
- 12.16 If there is no chairperson of Directors or both the conditions in clause 12.14 have not been met, the Directors present must elect one of the Directors as chairperson of the meeting.

Chairperson's vote at Directors meetings

- 12.17 The chairperson has a second or casting vote at meetings of Directors.

Director's interest

- 12.18 Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
- 12.18.1 hold any office or place of profit in the Company, except that of auditor unless being or becoming a Director would breach any law by reason of holding that office;
 - 12.18.2 hold any office or place of profit in any Company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;

- 12.18.3 enter into a contract or arrangement with the Company;
- 12.18.4 participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them;
- 12.18.5 act in a professional capacity (or be a members of a firm which acts in a professional capacity) for the Company, except as auditor;
- 12.18.6 if the other Directors determine that the Director's interest should not disqualify the Director from considering or voting on a matter, participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors;
- 12.18.7 sign or participate in the execution of a document by or on behalf of the Company; and
- 12.18.8 do any of the above despite the fiduciary relationship of the Director's office:
 - 12.18.8.1 without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - 12.18.8.2 without affecting the validity of any contract or arrangement.

Participation where Directors interested

- 12.19 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.
- 12.20 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

Delegation of powers to committee

- 12.21 The Directors may delegate any of their powers to committees consisting of Directors or other persons as they think fit to act in Australia or elsewhere.
- 12.22 The exercise of a power by a committee in accordance with this document is to be treated as the exercise of that power by the Directors.
- 12.23 In the exercise of any powers delegated to it, a committee formed by the Directors must conform to the directions of the Directors.

Proceedings of committees

- 12.24 Except as provided in a direction of the Directors, the meetings and proceedings of a committee formed by the Directors must be governed by the provisions of this document, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Directors.

Validity of acts of Directors

- 12.25 All acts done by a meeting of the Directors or of a committee of Directors or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a Member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

- 12.26 The Directors must cause minutes of all proceedings of general meetings, of meetings of the Directors and of committees formed by the Directors to be entered, within one month after the relevant meeting is held, in books kept for the purpose.
- 12.27 Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 12.28 The Directors must ensure appropriate disposal of all personal meeting notes, agendas and discussion papers not needed for legislative requirements.

Resolution in writing

- 12.29 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.

Form of resolution in writing

- 12.30 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- 12.31 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

13. Secretary

- 13.1 The Directors must appoint a Secretary of the Company in accordance with Part 2D.4 of the Corporations Act.
- 13.2 Unless the Directors otherwise resolves, the chief executive officer of the Company is to be appointed Secretary.
- 13.3 If there is a vacancy in the position of Secretary, or the Secretary is on leave or otherwise unable to act, the Board must appoint an employee of the Company or Director to as Secretary.
- 13.4 A Secretary holds office on the terms and conditions (including to remuneration) that the Directors determine.

14. Indemnity and insurance

Indemnity

- 14.1 The indemnity and insurance referred to in this clause 14.1 apply to Indemnified Officers.
- 14.2 The Company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Company.
- 14.3 This indemnity:
 - 14.3.1 is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the Company; and
 - 14.3.2 operates only to the extent that the loss or liability in question is not covered by insurance.

Insurance premiums

- 14.4 The Company may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the Company where the Directors consider it appropriate to do so.
- 14.5 Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

15. Execution of documents

- 15.1 The Company may execute a document if the document is signed by:

15.1.1 two Directors; or

15.1.2a Director and the Secretary; or

15.1.3a Director and some other person appointed by the Directors for the purpose.

16. Gift Fund

Company to maintain a Gift Fund

16.1 The Company must at all times maintain a management account (**Gift Fund**) to identify and record:

16.1.1 gifts of money or property; and

16.1.2 any money received by the Company because of those gifts.

16.2 If the Company ceases to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97, any surplus assets of the Gift Fund must be transferred to an institution, as decided by the Directors:

16.2.1 that is charitable at law;

16.2.2 whose constitution prohibits distributions or payments to its Members and Directors (if any) to an extent at least as great as is outlined in clause 7; and

16.2.3 gifts to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45.

Loss of DGR status

16.3 If the company ceases to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97, any surplus assets of the Gift Fund must be transferred to an institution, as decided by the Directors:

16.3.1 that is charitable at law;

16.3.2 whose constitution prohibits distributions or payments to its members and Directors (if any) to an extent at least as great as is outlined in rule 7; and

16.3.3 gifts to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45.

16.3.4

17. Altering this constitution

17.1 The Company must not pass a special resolution altering the constitution, if, as a result, the Company will cease to be a charity.

17.2 In addition to any notification required under the Act, the Company must notify the Commissioner if:

17.2.1 a special resolution is passed materially altering clause 2; or

17.2.2 the Company is no longer eligible to be endorsed as a charity or as a deductible gift recipient as a result of a change in its constitution or activities or otherwise.

18. Winding up

18.1 If, on the winding up or dissolution of the Company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:

18.1.1 that is charitable at law;

18.1.2 whose constitution prohibits distributions or payments to its Members and Directors (if any) to an extent at least as great as is outlined in clause 7; and

18.1.3 gifts to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45.

18.2 The identity of the fund, authority or institution referred to in clause 18.1 must be decided by the Directors, or if the Directors do not wish to decide or do not decide, it must be decided by the Members entitled to vote, by ordinary resolution at or before the time of winding up or dissolution of the Company and, if the Members cannot decide, by the Supreme Court of the state or territory in which the Company is registered.

19. Financial and Legal

Sources of Funds

19.1 The funds of the Company may be derived from grants, fund-raising activities, subscriptions, interest and any other sources approved by the Directors.

Financial Year

- 19.2 The financial year of the Company is from 1 July to 30 June, unless the Directors otherwise determine under section of 323D of the Corporations Act.

Accounts

- 19.3 The Company must keep written financial records that:
- 19.3.1 Correctly record and explain its transactions, and financial position and performance; and
 - 19.3.2 Would enable true and fair financial statements to be prepared and audited as required by section 286 of the Corporations Act.

Committee

- 19.4 The Directors must establish a Finance and Audit committee.

Auditor

- 19.5 A registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act.

Rights of Inspection

- 19.6 Subject to the Corporations Act, the Directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

Payments

- 19.7 All payments by the Company must be:
- 19.7.1 specifically authorised by the signatures of, and
 - 19.7.2 in the case of cheques – signed by at least two persons who are:
 - 19.7.2.1 either Directors or employees of the Company; and
 - 19.7.2.2 nominated by the Directors by resolution.
- 19.8 The Directors may nominate a list of individuals or position to be signatories for the purpose of clause 17.7.

- 19.9 Signatories must not sign cheques until the payee and amount have been written in.

20. Notices

Persons authorised to give notices

- 20.1 A notice by either the Company or a Member in connection with this document may be given on behalf of the Company or Member by a solicitor, director or company secretary of the Company or Member.
- 20.2 The signature of a person on a notice given by the Company may be written, printed or stamped.

Method of giving notices

- 20.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this document may be given to the addressee by any of the following means:
- 20.3.1 By delivering it to a street address of the addressee.
- 20.3.2 By sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee.
- 20.3.3 By sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

Addresses for giving notices to Members

- 20.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 20.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or email address to which notices may be sent to the Member.
- 20.6 If a person is entitled to a membership in consequence of the death or bankruptcy of a Member, until that person gives notice to the Company of an address for the giving of notices, the address of that person is the address of the deceased or bankrupt Member.

Address for giving notices to the Company

- 20.7 The street and postal address of the Company is the Office.

- 20.8 The facsimile number or e-mail address of the Company is the number which the Company may specify by written notice to the Members as the facsimile number or email address to which notices may be sent to the Company.

Time notice of meeting is given

- 20.9 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times:
- 20.9.1 if delivered in writing to the street address of the addressee, at the time of delivery;
- 20.9.2 if it is sent by post to the street or postal address of the addressee, on the business day after posting; or
- 20.9.3 if sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Time other notices are given

- 20.10 A notice given in accordance with this document is to be taken as given, served and received at the following times:
- 20.10.1 if delivered in writing to the street address of the addressee, at the time of delivery;
- 20.10.2 if it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting; or
- 20.10.3 if sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

- 20.11 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:
- 20.11.1 a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or
- 20.11.2 a print out of an acknowledgment of receipt of the e-mail.

Persons entitled to notice of meeting

- 20.12 Notice of every general meeting must be given by a method authorised by this document to all of the following persons:

- 20.12.1 every Member;
- 20.12.2 every Director;
- 20.12.3 every person (if any) entitled to a membership in consequence of the death or bankruptcy of a Member who, but for the Member's death or bankruptcy, would be entitled to receive notice of the meeting; and
- 20.12.4 the auditor for the time being of the Company, if any.
- 20.13 No other person is entitled to receive notices of general meetings.

21. Definitions and Interpretation

Definitions

- 21.1 In this document the following definitions apply:

Appointed Director means a Director who is appointed by the board, other than a Director appointed by the board to fill a casual vacancy of an Elected Director.

Board means the board of Directors of the Company.

Company means North Richmond Community Health Limited ACN [insert].

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a person appointed to perform the duties of a director of the Company.

Directors means the board of Directors of the Company.

Direct Vote means valid notice of a Members voting decision.

Elected Director means a Director who is elected by the Members.

ITAA 97 means *Income Tax Assessment Act 1997* (Cth).

Member means a person whose name is entered in the Register as a member of the Company and includes Voting Members, Associate Members and Life Members.

Indemnified Officer means:

- a each person who is or has been a Director or an executive Director, Company secretary or assistant secretary) of the Company; and
- b any other officers or former officers of the Company as the Directors in each case decide.

Office means the registered office of the Company.

Register means the register of Members kept by the Company under the Corporations Act.

Seal means, if the Company has one, the common seal of the Company.

Secretary means a person appointed to perform the duties of a secretary of the Company.

Termination Event means:

- a. if a Member is an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health; or
- b. if a Member is a body corporate, the deregistration or other dissolution of that Member.

Interpretation

21.2 In this document, unless the context otherwise requires:

21.2.1a reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document;

21.2.2a reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time;

21.2.3a reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document;

21.2.4 where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;

21.2.5a word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders;

21.2.6an expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority;

21.2.7a reference to dollars or \$ means Australian dollars;

21.2.8 references to the word 'include' or 'including' are to be construed without limitation;

21.2.9a reference to a time of day means that time of day in the place where the office is located;

21.2.10 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 Office is located;

21.2.11 where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day;

21.2.12 a term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the document

21.3 A reference to this document, where amended, means this document as so amended.

Replaceable rules

21.4 Each of the provisions of the Corporations Act which would but for this clause apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Company.