



Inner South Community Health Service Limited

ABN 74 711 038 580

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PART 1 – NAME, OBJECTS AND POWERS

1. Name

The name of the company is “Inner South Community Health Service Limited”.

2. Definitions

2.1 In this constitution, unless the contrary intention appears:

- (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;
- (b) “ASIC” means the Australian Securities and Investments Commission;
- (c) “the association” means the Inner South Community Health Service Limited;
- (d) “the company” means the company named in clause 1;
- (e) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
- (f) “entity” includes body, trust and fund;
- (g) “first directors” means the directors stated in the application by the association to ASIC to register the company;
- (h) “life member” means a member designated to be a life member under clause 10.1;
- (i) “Local government area” means the cities of Port Phillip and Stonnington.
- (j) “qualified mediator” means a person who has successfully completed a mediation course with the Institute of Arbitrators and Mediators Australia or a similarly accredited body or who provides mediation services through the Disputes Settlement Centre Victoria (Department of Justice, Victoria)
- (k) “regulations” means regulations of the company made under clause 43, and “regulation” has a corresponding meaning;
- (l) “the Secretary” means the person under clause 39; and
- (m) “special resolution” means a resolution at a general meeting:
 - (i) of which notice has been given in accordance with clause 20.2(d); and
 - (ii) that is passed by at least 75% of the votes cast (in person or by proxy) by members entitled to vote on the resolution;

in accordance with sections 9 and 249L(c) of the *Corporations Act*.

3. Objects

The objects of the company are to:

- (a) be a successor in law to the association;
- (b) to improve the health of our community through the development and delivery of quality, health and support services and health promotion initiatives, which are culturally relevant. This includes providing links to health services for those in the community who may not readily access them and to advocate in partnership with the community to develop improved health policies, services and resources;
- (c) deliver and promote services which enable and support people to manage their health and continue living in their community;



- (d) provide self-management support for healthier lifestyles and educate people in measures which will maintain and improve their health status and functioning and prevent illness;
- (e) provide a quality and integrated community health program offering a range of curative, remedial, rehabilitative, preventative, developmental, maintenance and educative services appropriate to local needs;
- (f) target services and resources to most effectively meet the needs of those most at risk and those who have limited alternatives;
- (g) work towards redressing the inequalities which affect people's health and wellbeing;
- (h) help prevent illness and promote better health by providing information and education to individuals and the community;
- (i) resource and network with individuals, including health practitioners, groups and organisations promoting better health and improved quality of life for the inner south community;
- (j) actively encourage community participation from each locality in the planning, management, delivery and evaluation of services;
- (k) do all such things as are incidental or conducive to the attainment of the foregoing objects;
- (l) above all objects, do all things necessary to retain health promotion charity status and / public benevolent institution status.

4. Legal Capacity and Powers

4.1 The company has:

- (a) the legal capacity and powers of an individual, and
- (b) all the powers of an incorporated body,

as provided by section 124 of the *Corporations Act*, but subject to clause 4.2.

4.2 The company may only:

- (a) exercise its powers; and
- (b) use its income, assets and profit;

for its objects.

5. Not For Profit

5.1 The company must not distribute any of its profit, income or assets directly or indirectly to its members.

5.2 Clause 5.1 does not prevent the company from paying its members:

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.



PART 2 – MEMBERSHIP

6. Eligibility

- 6.1 A person is eligible to be a member of the company if he or she:
- (a) is a natural person;
 - (b) is 18 years of age or more; and
 - (c) one or more of the following apply:
 - (i) he or she was a member of the association immediately before registration of the company;
 - (ii) he or she lives, works, is a carer for an eligible member or is enrolled as a student at an educational institution in a local government area where the company primarily provides services; or[†]
 - (iii) he or she is a client of the company.
- 6.2 A person who is an employee of the ISCHS Ltd. is eligible to be an associate member of the company without voting rights and without being able to stand to be a Director.

7. Applications

Applications for membership must:

- (a) be in writing in the form prescribed by the Board by regulation;
- (b) state that the applicant:
 - (i) wishes to become a member of the company;
 - (ii) supports the objects of the company;
 - (iii) agrees to comply with the constitution and regulations of the company; and
 - (iv) undertakes to contribute up to \$1 to the company's property, if the company is wound up;
- (c) be signed by the applicant;
- (d) be accompanied by the subscription (if any); and
- (e) be sent or given to the Secretary.

8. Approval

- 8.1 The Board must approve or reject the application at its next meeting after the Secretary has received it.
- 8.2 The Board may only approve applications by resolution passed by an absolute majority.
- 8.3 No reason need be given for the rejection of an application.
- 8.4 If an applicant is accepted for membership, the name and details of the applicant must be entered in the Register and the Secretary must notify the applicant of admission.
- 8.5 If an application is rejected the Secretary must notify the applicant as soon as practicable and return any subscription to the applicant (if any).

9. Subscriptions

- 9.1 The Board may by regulation set a membership subscription.

[†] See definition of local government area.



9.2 The amount of any subscription and the date for payment may vary according to criteria set by the Board in the regulation.

9.3 If a subscription has been set, all rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

10. Life members

10.1 The Board may designate a member to be a life member if:

- (a) the member consents; and
- (b) all directors entitled to vote on the resolution vote in favour of the resolution.

10.2 A life member is not required to pay any subscription.

10.3 Clause 14.2 does not apply to life members.

10.4 The Board by an absolute majority may remove a Life Member.

11. Rights and Obligations

11.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 15.

11.2 By becoming and remaining members, members agree to support the objects of the company.

11.3 Members must at all times comply with the constitution and regulations.

11.4 This constitution is an enforceable contract between the company and each member as provided by section 140 of the *Corporations Act*.

12. Liability

12.1 The liability of members is limited to the amount specified in clause 12.2.

12.2 If the company is wound up, each member undertakes to contribute up to \$1 to the company's property.

12.3 In clause 12.2 "member" includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to clause 12.4.

12.4 Former members need not contribute in respect of a debt or liability of the company contracted after they ceased to be a member.

13. Discipline

13.1 The Board may by resolution passed by an absolute majority discipline a member for:

- (a) failing to comply with the constitution or regulations; or
- (b) conduct prejudicial to the company.

13.2 The Board must not pass a resolution under clause 13.1 unless the member has been:

- (a) informed of what it is alleged the member has done; and
- (b) given a reasonable opportunity to be heard.

13.3 The penalties that may be imposed by the Board are:

- (a) Reprimand;
- (b) Suspension;
- (c) Expulsion; and
- (d) Any other penalty that the Board thinks appropriate.



13.4 A member who:

- (a) is suspended under this clause; and
- (b) is a director;

is also suspended as a director.

14. Resignation

14.1 Members may resign by writing to the Secretary.

14.2 Members are taken to have resigned if:

- (a) their subscriptions are more than one (1) year in arrears; or
- (b) they cease to be eligible to be a member of the company; or
- (c) they do not notify the Secretary of a change of address.

15. Cessation

15.1 Members cease to be members on resignation, expulsion or ceasing to have legal capacity.

15.2 If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

16. Register of Members

16.1 The Board must ensure that a register of members is kept as required by section 169 of the *Corporations Act* in which are entered:

- (a) the name of each member; and
- (b) the address for notices last given by the member; and
- (c) the date on which the entry of the member's name in the Register is made.
- (d) in the case of former members – the date of ceasing to be a member.

17. Grievance Procedure

17.1 The grievance procedure in this clause applies to disputes under this constitution between:

- (a) a member and another member; and
- (b) a member and the Board or the company.

17.2 The parties must first attempt to resolve the dispute themselves.

17.3 If the parties are unable to resolve the dispute, the Board must appoint a qualified mediator. If possible, the mediator must be appointed with the agreement of all parties.

17.4 The mediator:

- a) must not have a personal interest in the dispute;
- b) must not be biased in favour of or against any party;
- c) may be a member or former member;

17.5 The mediator must call the parties together. The parties must participate in the mediation in good faith with a mutual objective to resolve the grievance to the satisfaction of both parties as soon as practicable.

17.6 Neither party may unnecessarily delay the mediation process. The mediator must attempt to facilitate an outcome that is satisfactory to both parties.

17.7 Any matter associated with the mediation is to remain confidential to the parties to the grievance unless permission is given by all parties.



- 17.8 At any time either party may cease the mediation process and attempt to resolve the dispute themselves or seek arbitration under clause 17.9.
- 17.9 If the parties are unable to resolve the dispute, the Board must appoint an arbitrator. If possible, the arbitrator must be appointed with the agreement of all parties.

PART 3 – GENERAL MEETINGS

18. Annual General Meeting

- 18.1 The Board must convene an annual general meeting to be held:
- (a) at least once in each calendar year; and
 - (b) within five (5) months after the end of the company's financial year; as required by section 250N of the *Corporations Act*.
- 18.2 The Board must provide copies of the reports referred to in clause 18.3 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*.
- 18.3 The Board must lay before the annual general meeting the annual:
- (a) financial report; and
 - (b) directors' report; and
 - (c) auditor's report,
- for the last financial year as required by section 317 of the *Corporations Act*.
- 18.4 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
 - (i) the last annual general meeting; and
 - (ii) any special general meetings since the last annual general meeting;
 - (b) to consider the annual financial report, directors' report and auditor's report;
 - (c) to elect directors in accordance with clause 31.
- 18.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 20.2(c).
- 18.6 The company must, within 28 days after the annual general meeting, send to the relevant authorities copies of:
- (a) the reports referred to in clause 18.3; and
 - (b) the names and addresses of the office-bearers to the relevant authorities.

19. Special General Meetings

- 19.1 The Board may convene a special general meeting.
- 19.2 The Board must convene a special general meeting if requested by members in accordance with section 249D of the *Corporations Act*.
- 19.3 Members may themselves convene a special general meeting in accordance with section 249F of the *Corporations Act*.
- 19.4 Special general meetings may only consider business of which notice has been given in accordance with clause 20.2(c).



20. Notice

- 20.1 At least 21 days' notice in writing of general meetings must be given to:
- (a) each member (including each director), and
 - (b) the company's auditor.
- 20.2 The notice must state:
- (a) the date, time and place (or places) of the meeting,
 - (b) if the meeting is to be held at more than 1 place – the technology that will be used,
 - (c) the general nature of each item of business to be considered, and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution,
- as required by section 249L of the *Corporations Act*.
- 20.3 The notice must include under clause 20.2(c) any business that any member has requested in writing be considered.
- 20.4 If a general meeting is adjourned for one (1) month or more, new notice of the resumed meeting must be given.
- 20.5 Despite clause 20.1, the:
- (a) accidental omission to give notice of the meeting to a person entitled to notice;
 - (b) the non-receipt of notice of the meeting by a person entitled to notice; or
 - (c) the inability of a person to access the notice of a meeting,
- does not invalidate the meeting, except as provided by sections 1322(3) and 1322(3AA) of the *Corporations Act*.

21. Proxies

- 21.1 A member entitled to vote at a general meeting may only appoint another member as proxy.
- 21.2 Appointments of proxies must be:
- (a) in writing, naming the member (or members, in order) appointed;
 - (b) signed by the member making the appointment; and
 - (c) given to the company at least 24 hours before the commencement of the meeting.
- 21.3 Appointments of proxies are valid if they contain the information required by clause 21.2, despite section 250A(1) of the *Corporations Act*.
- 21.4 An appointment may specify the way the proxy must vote on a particular special resolution. If it does:
- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
 - (c) if the proxy is the chair of the meeting – the proxy must vote on a poll, and must vote that way;



- (d) if the proxy is not the chair of the meeting – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way;

21.5 An appointment as proxy does not affect the way that the proxy can cast his or her vote as a member.

22. Use of Technology

General meetings may be held at more than one (1) place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

23. Quorum

23.1 The quorum for a general meeting is the presence of a number of members entitled to vote which is the lesser of 10% of the membership of the company and 30.

23.2 If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

24. Chairing

24.1 The President is entitled to chair general meetings.

24.2 If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.

24.3 If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

24.4 The chair of the meeting has a deliberative vote and a casting vote.

24.5 The chair of a general meeting must adjourn that meeting if a majority of members present agree or direct that the chair must do so.

25. Attendance

25.1 All members may attend general meetings.

26. Voting

26.1 Members are entitled to vote at general meetings unless their membership rights have been suspended under clause 9 or 13.

26.2 Each member has one (1) vote.

26.3 A member may vote:

- (a) on a special resolution, in person or by proxy; and
- (b) otherwise, in person only.

26.4 Unless a poll is demanded, voting is by show of hands.

26.5 A challenge to a right to vote:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair of the meeting, whose decision is final.

27. Poll

27.1 Any member present and entitled to vote may demand a poll on any resolution, other than a resolution concerning:

- (a) the election of the chair of the meeting, or
- (b) the adjournment of the meeting.



- 27.2 The poll may be demanded:
- (a) before a vote is taken, or
 - (b) before the voting results on a show of hands are declared;
 - (c) immediately after the voting results on a show of hands are declared.
- 27.3 The poll must be taken when and in the manner the chair of the meeting directs.
- 27.4 A demand for a poll may be withdrawn.

28. Adjourned meeting

- 28.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

PART 4 – DIRECTORS

29. Number and Type

- 29.1 The company has a minimum of seven (7) and a maximum of 11 directors. Nine (9) directors are elected and a maximum of two (2) directors may be appointed by the Board.
- 29.2 The number of directors when the company is registered is nine (9).
- 29.3 The number of directors may only be altered within the range permitted by clause 29.1.
- 29.4 The company does not have:
- (a) alternate directors, or
 - (b) a managing director.

30. Eligibility

- 30.1 A person who is employed by the company is not eligible to be elected to be a director.

31. Election

- 31.1 The number of directors that must be elected at an annual general meeting is the number of directors whose terms expire at the end of that annual general meeting.
- 31.2 Only members are eligible to be elected as directors.
- 31.3 Only those members who have been members for more than one (1) year on the day of the annual general meeting are eligible to vote for directors.[‡]
- 31.4 The returning officer for the election is the Victorian Electoral Commission, unless the Board otherwise decides to engage a different electoral service provider as the returning officer.
- 31.5 The returning officer:
- (a) is responsible for the conduct of the election; and
 - (b) may decide all matters in relation to the conduct of the election, subject to the constitution and regulations.
- 31.6 The returning officer must call for nominations by notice to each member at least six (6) weeks before the annual general meeting.
- 31.7 The call for nominations may include a nomination form, but failure to use that nomination form does not invalidate a nomination if it complies with clause 31.8.

[‡] A person who was a member of the ISCHS Inc. and has transferred membership prior to the first AGM is deemed to have been a member of the company.



- 31.8 Nominations must be:
- (a) signed by:
 - (i) the candidate; and
 - (ii) the nominator and seconder, both of whom must be members entitled to vote at the annual general meeting; and
 - (b) received by the returning officer no later than 12 midday on the day 4 weeks before the annual general meeting.
- 31.9 For the purpose of clause 31.8(b) the original nomination must be received, not a faxed copy.
- 31.10 Nominations may be accompanied by a statement of up to 300 words describing the qualifications of the candidate for election as a director.
- 31.11 If the number of nominations received is equal to or less than the number of directors to be elected, the returning officer must declare those candidates elected.
- 31.12 If the number of nominations received is greater than the number of directors to be elected, an election must be held:
- (a) The returning officer must at least three (3) weeks before the annual general meeting send each member:
 - (i) instructions to voters in accordance with clause 31.12(c),
 - (ii) a statement of the number of directors to be elected,
 - (iii) a ballot paper,
 - (iv) a smaller envelope marked "Ballot Paper",
 - (v) a larger envelope addressed to the returning officer, with spaces marked on the back of the envelope flap for the name and signature of the voter to be inserted, and
 - (vi) a copy of the candidates' statements.
 - (b) The returning officer must decide the order of the names of candidates on the ballot paper by lot.
 - (c) The instructions to voters must be to the following effect:

For your vote to be valid, you must:

 1. cross off the names of the candidates you do not wish to vote for, leaving the names of the candidates you do wish to vote for, the number of which must be equal to or less than the number of directors to be elected;
 2. ensure that you cross off sufficient names so that the number of names remaining is equal to or less than the number of directors to be elected;
 3. place the ballot paper inside the smaller envelope and seal it;
 4. place the smaller envelope inside the larger envelope and seal it;
 5. print and sign your name on the back of the flap of the larger envelope where indicated; and
 6. post or deliver the double enveloped ballot paper so that is received by the returning officer no later than 12 midday on the day one (1) week before the annual general meeting.



- (d) A vote is only valid if:
 - (i) the member voting is eligible to vote for at general meetings and for directors;
 - (ii) it complies with paragraphs 1 and 2 of the instructions to voters;
 - (iii) it is received by the returning officer in accordance with paragraph 6 of the instructions to voters; and
 - (iv) the signature on the envelope flap corresponds with that member's signature on their application for admission as a member, except that where the application is not available or there is otherwise doubt the returning officer may make any necessary enquiries of the member concerned in order to be satisfied that the signature on the envelope is that of the member.
- (e) Each valid ballot paper where the name of a candidate has not been crossed off counts as 1 vote for that candidate.
- (f) The returning officer must declare elected the number candidates who receive the most votes, up to and including the number of directors to be elected, subject to clause 31.12(g).
- (g) If two (2) or more candidates receive the same number of votes, and one (1) or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.

31.13 The names of the directors who have been declared elected must be announced at the annual general meeting by the returning officer (or, in the absence of the returning officer, by the chair of the meeting.)

31.14 Despite clauses 31.6 and 31.12(a), the accidental omission to give notice of the call for nominations or to send a ballot paper and accompanying material to any member, or the non-receipt of notice of the call for nominations or a ballot paper and accompanying material by any member does not invalidate the election.

31.15 In this clause "member" means a member whose membership rights have not been suspended under clause 9 or 13.

32. Term of Office

32.1 Each elected director holds office:

- (a) from the end of the annual general meeting at which he or she is elected,
- (b) until the end of the third annual general meeting after he or she was elected, subject to clauses 32.2 – 32.4.

32.2 Directors may resign by writing to the Secretary.

32.3 Directors cease to hold office if they:

- (a) fail to attend three (3) consecutive meetings of the Board without leave of absence from the Board;
- (b) receive any payment from the company otherwise than in accordance with this constitution; or
- (c) become disqualified under Part 2D.6 of the *Corporations Act*, unless granted leave to manage the company or corporations including the company:
 - (i) by ASIC under section 206F(5) of the *Corporations Act*; or
 - (ii) by the Court under section 206G of the *Corporations Act*.



- 32.4 Directors may be removed by general meeting in accordance with section 203D of the *Corporations Act*. The resulting vacancy may be filled for the remainder of the term of office at the general meeting.
- 32.5 The Board may at any time appoint a person to be a director either to fill a casual vacancy or as an addition to the existing number of directors. The total number of directors may not exceed the maximum number fixed in accordance with this Constitution.
- 32.6 A director appointed under clause 32.5 to replace a director removed under clause 32.4 or a director who has otherwise ceased to hold office will serve the remaining term of the original director and must retire from office as if the Replacement director became a director on the day on which the original director was elected or re-elected.
- 32.7 A director appointed under clause 32.5 who is appointed in addition to the existing number of directors will hold office for a Term determined by the directors. In the absence of such a specified term that director will hold office until the next general meeting after appointment. The Board may continue to act despite any vacancy in directors.
- 32.8 Even if it is later found that a person who has acted as a director was not properly elected, the validity of:
- (a) the acts of that person as a director, and
 - (b) decisions of meetings of the Board in which that person has participated,
- is not affected.

33. Notification to ASIC

The company must notify ASIC within 28 days of any change in its directors or Secretary, or their personal details as required by section 205B of the *Corporations Act*.

34. Duties

Each director has the duties prescribed by the *Corporations Act*, including under Part 2D.1 those of:

- (a) reasonable care and diligence;
- (b) good faith and proper purpose;
- (c) proper use of position; and
- (d) proper use of information.

35. Reimbursement

No fees to Directors

- 35.1 Subject to clause 35.2, the directors are not entitled to any fees for their services as directors.

Payment to Directors for expenses

- 35.2 The directors may be paid or reimbursed, subject to Board approval, reasonable expenses incurred in performing their duties as a director.

36. Indemnity

The company indemnifies its directors and Secretary against any liability incurred in that capacity (other than to the company or a related body corporate) to the full extent permitted by law, unless the liability arises out of conduct involving a lack of good faith.



PART 5 – OFFICE-BEARERS

37. Positions

37.1 The office-bearers of the Board of directors are:

- (a) President,
- (b) Vice President; and
- (c) Treasurer.

37.2 The Board may establish other office-bearer positions by regulation.

38. Election

38.1 The Board must at its first meeting after the annual general meeting each year elect office bearers.

38.2 Office-bearers may be re-elected in the same position.

39. Term of Office

39.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 39.2–39.4.

39.2 Office-bearers may resign by writing to the Secretary.

39.3 Office-bearers, who cease to be directors, cease to be office-bearers.

39.4 Office-bearers may be removed by resolution passed by an absolute majority of the Board.

39.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

40. Secretary

40.1 The Board must appoint a Secretary of the company in accordance with Part 2D.4 of the *Corporations Act*.

40.2 Unless the Board otherwise resolves, the Chief Executive Officer of the company is to be appointed Secretary.

40.3 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 act as Secretary.

40.4 A Secretary holds office on the terms and conditions (including as to remuneration) that the Board determines.

PART 6 – THE BOARD

41. Membership

The members of the Board are the directors of the company.

42. Responsibility and Powers

42.1 The Board is responsible for the management of the company, subject to clause 42.4.

42.2 The Board may exercise all powers of the company on its behalf.

42.3 In addition to Clause 55 in relation to a Finance and Audit committee, the Board may:

- (a) establish committees with such membership and terms of reference as it thinks appropriate; and



(b) delegate its powers as it thinks appropriate.

42.4 A general meeting may by resolution direct the Board on any matter within its powers.

42.5 Only the Chief Executive Officer of the company reports directly to the Board.

43. Regulations

43.1 The Board may by resolution passed by an absolute majority make regulations to give effect to this constitution.

43.2 Members must at all times comply with the regulations as if they formed part of this constitution.

PART 7 – MEETINGS OF THE BOARD

44. Convening

44.1 The Secretary, President or any three (3) directors may convene a meeting of the Board.

44.2 Ordinary meetings of the Board must be held at least 10 times each year.

44.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary meetings of the Board until the next annual general meeting.

44.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

45. Notice

45.1 Each director must be given at least seven (7) days' notice in writing of meetings of the Board, subject to clause 45.4.

45.2 Notice may be given of more than one (1) meeting of the Board at the same time.

45.3 The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.

45.4 In cases of urgency a meeting may be held without the notice required by clause 45.1, provided that:

(a) as much notice as practicable is given to each director by the quickest practicable means;

(b) the meeting must resolve to accept holding the meeting without the required notice; and

(c) no resolution is passed except by an absolute majority.

46. Use of Technology

46.1 Meetings of the Board may be held at more than one (1) place, provided that the technology used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.

46.2 Without limiting clauses 45.4(a) and 46.1, meetings of the Board may be convened and held by telephone.

46.3 By becoming and remaining a director, all directors are taken to consent to clause 46.2.



47. Quorum

47.1 The quorum for meetings of the Board is:

- (a) if the number of directors on the Board is even, half that number plus one (1);
- (b) if the number of directors on the Board is odd, half that number rounded-up to the next integer.

48. Chairing

48.1 The President is entitled to chair meetings of the Board.

48.2 If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.

48.3 If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.

49. Voting

49.1 Each director present at a meeting of the Board has one (1) vote.

49.2 There is no voting by proxy.

49.3 A resolution of the Board must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

50. Disclosure of Interest

50.1 Each director who has a material personal interest in a matter that relates to the affairs of the company must as soon as practicable after becoming aware of the interest give the other directors notice of the interest at a meeting of the Board, unless otherwise provided by section 191(2) of the *Corporations Act*.

50.2 The notice required by clause 50.1 must include details of:

- (a) the nature and extent of the interest; and
 - (b) the relation of the interest to the affairs of the company; and
- and these details must be recorded in the minutes of the meeting.

50.3 Each director who has a material personal interest in a matter that is being considered at a meeting of the Board:

- (a) must not be present while the matter is being considered; and
- (b) must not vote on the matter;

except as provided by section 195 of the *Corporations Act*.

51. Resolutions without Meeting

51.1 A resolution set out in a document (or documents) signed by all directors entitled to vote stating that they are in favour has the same effect as a resolution passed at a meeting of the Board.

51.2 For the purpose of clause 51.1, the ways in which a document may be “signed” include being sent by email.

PART 8 – FINANCIAL AND LEGAL

52. Sources of Funds

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



53. Financial Year

The financial year of the company is from 1 July to 30 June, unless the Board otherwise determines under section 323D of the *Corporations Act*.

54. Accounts

The company must keep written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited;
- as required by section 286 of the *Corporations Act*.

55. Committee

The Board must establish a Finance and Audit committee.

56. Auditor

The Board or a general meeting must fill any vacancy in auditor within 1 month as required by section 327 of the *Corporations Act*.

57. Payments

57.1 All payments by the company must be:

- (a) specifically authorised by the signatures of; and
- (b) in the case of cheques – signed by at least two (2) persons who are:
- (c) either directors or employees of the company; and
- (d) nominated by the Board by regulation or resolution.

57.2 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 57.1.

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

58. Common Seal

58.1 The company may have a common seal.

58.2 A document may only be sealed with the common seal if authorised by resolution of the Board.

58.3 The sealing must be witnessed by the signatures of at least two (2) signatories nominated by the Board by regulation or resolution.

58.4 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 58.3.

58.5 If the company has a common seal, the Board must provide for its safe keeping.

59. Minutes

The Board must ensure that:

- (a) minutes are taken and kept of all general meetings, meetings of the Board and resolutions without a meeting; and
- (b) in the case of minutes of meetings – the minutes are signed subject to their acceptance by the relevant next meeting by the chair of that meeting or the chair of the next meeting; or



- (c) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed;

as required by section 251A of the *Corporations Act*.

60. Records

- 60.1 The Board must provide for the safe keeping of the records of the company.
- 60.2 Directors and members may inspect the records of the company at any reasonable time, subject to clause 60.3.
- 60.3 Directors and members may not inspect the records of the company that relate to personal, employment, contractual and legal matters that are confidential in nature, except by resolution of the Board.
- 60.4 Copies of the constitution and regulations must be freely available to members and applicants for membership.

61. Amendment

- 61.1 This constitution may only be amended by special resolution as provided by section 136(2) of the *Corporations Act*.
- 61.2 Within 14 days after passing a special resolution to amend this constitution, the company must lodge with ASIC copies of:
- (a) the special resolution, and
 - (b) the amendment,
- as required by section 136(5) of the *Corporations Act*.
- 61.3 A resolution to:
- (a) change the objects of the company; or
 - (b) otherwise amend or replace this constitution,
- does not take effect until the relevant authorities give consent in writing to the resolution.

62. Winding Up

- 62.1 If the company is wound up, its remaining assets must not be distributed to any member.
- 62.2 Instead, the remaining assets must be given to an entity that:
- (a) has objects similar to those of the company; and
 - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution;
- subject to clauses 63.1, 63.2(c) and 63.2(d).

63. Tax Exemption and Deductibility

- 63.1 If the company has been notified by the Australian Taxation Office that its income is exempt from income tax (whether as an income tax exempt charity or otherwise), on winding up its remaining assets must be given to an entity that is also exempt from income tax.
- 63.2 If the company has been endorsed by the Australian Taxation Office as a deductible gift recipient:
- (a) the company must use:
 - (i) gifts of money and property;
 - (ii) deductible contributions; and



- (iii) money received because of such gifts or contributions, only for the principal purpose of the company;
- (b) the company must:
 - (i) keep records that record and explain all transactions and other acts the company engages in that are relevant to the company's status as a deductible gift recipient;
 - (ii) keep records that show that the company uses the gifts, contributions and money referred to in clause (a) only for the principal purpose of the company; and
 - (iii) retain those records for at least 5 years after the completion of the transactions or acts to which they relate;
- (c) on winding up of the company or revocation of its endorsement (whichever occurs earlier), the company must transfer any surplus gifts, contributions or money referred to in clause (a) to another deductible gift recipient;
- (d) on winding up of the company, the company must transfer any surplus assets (other than the assets referred to in paragraph (c)) to another deductible gift recipient.

64. Notices

- 64.1 Members and directors must give the company their address for notices, and any change in that address.
- 64.2 The address for notices may include a fax number and an email address.
- 64.3 The company must enter any change in the address of a member in the register of members.
- 64.4 Notice may be given to a member or director by sending it to the address last given by that person.
- 64.5 In this constitution a period of notice of a meeting expressed in days:
 - (a) does not include the day on which notice is given; but
 - (b) includes the day on which the meeting is held.
- 64.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.
- 64.7 Notices sent by fax or email are taken to have been given on the business day after sending.

65. Replaceable Rules

The replaceable rules in the *Corporations Act* do not apply to the company.

66. Interpretation

- 66.1 Where this constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.
- 66.2 The headings form part of this constitution.
- 66.3 This constitution is to be interpreted in accordance with the *Corporations Act*, except as otherwise provided in this clause.
- 66.4 The Board is responsible for the interpretation of the constitution and regulations.



67. Transitional

- 67.1 The restriction on re-election of directors in clause 30.2 applies only to terms held under this constitution and does not apply in relation to any term held under the rules of the association.
- 67.2 Clause 32.1 applies to the first directors as if they were elected, except:
- (a) the terms of one-third of the first directors end at the first annual general meeting after the registration of the company;
 - (b) the terms of one-third of the first directors end at the second annual general meeting after the registration of the company; and
 - (c) the terms of one-third of the first directors end at the third annual general meeting after the registration of the company.
- 67.3 The first directors whose terms end at the first, second and third annual general meetings in accordance with clause 67.2 are determined by lot at the first meeting of the Board.