



Sunraysia Community Health Services

CONSTITUTION

Sunraysia Community Health Services Limited

ACN 137 172 019

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Corporations Act 2001

Public company limited by guarantee

Sunraysia Community Health Services

ACN 137 172 019

1 Nature of Company and liability

Nature of Company

1.1 The Company is a 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, Guiding Principles and Performance Standards of the Company

Objects within and outside the Catchment Area

2.1 The principal objects of the Company are to establish, promote and operate a Community Health Service on a not for profit basis:

2.1.1 for the direct relief of poverty, sickness, destitution and helplessness of members of the community located within its Local Community Area;

2.1.2 for the delivery of specific health programs to the sick, destitute and helpless outside its Local Community Area where it has been funded to do so; and

2.1.3 to promote the prevention or control of diseases in human beings.

2.2 Subject always to its principal objects, the Company has the following additional objects:

2.2.1 to directly provide primary and community health care services which may include medical, dental, nursing care, alcohol and drug programs, disability services, aged care, allied health and counselling;

2.2.2 to implement allied health, social welfare and preventive health care services of all descriptions;

2.2.3 to raise money to further the aims of the Company and to secure sufficient funds for the purposes of the Company;

2.2.4 to receive any funds and to distribute these funds in a manner that best attains the objects of the Company;

- 2.2.5 to do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company; and
- 2.2.6 to operate consistently with its Guiding Principles.

Guiding principles

- 2.3 The Company must strive to achieve the following in everything it does:
 - 2.3.1 give priority to the socially and economically disadvantaged;
 - 2.3.2 evidence a social model of health which particularly recognizes the needs of those who cannot readily access the health and welfare system;
 - 2.3.3 to deliver high quality services which enhance health and social wellbeing;
 - 2.3.4 deliver services in a culturally appropriate, effective and empowering manner;
 - 2.3.5 strive for a seamless system of care which ensures maximum accessibility for clients; and
 - 2.3.6 within the scope of its principal objects, work in partnership with members of the community and other agencies to improve the health and well-being of the community.

Performance Standards

- 2.4 Subject always to clause 2.5, while the Company is registered as a community health centre under Division 6 of Part 3 of the Health Services Act 1988 (Victoria):
 - 2.4.1 the Performance Standards will be deemed to be incorporated into this Constitution; and
 - 2.4.2 the Performance Standards will prevail over any provision in this Constitution to the extent of an inconsistency.
- 2.5 A Performance Standard will not be deemed to be incorporated into this Constitution if
 - 2.5.1 it would have the effect of denying the Company the taxation benefits of a public benevolent institution or health promotion charity; or
 - 2.5.2 that Performance Standard would be inconsistent with an obligation to which the company is committed in relation to funding from the Commonwealth of Australia or its agencies.

3 Fees policy

- 3.1 The Company may charge fees for services delivered.
- 3.2 The Company may waive or reduce payment of those fees where it believes it appropriate to do so.

4 Membership

Who are members?

4.1 The Members of the Company are the initial Members (see clause 4.2) and such other persons as the Company admits to membership in accordance with this document.

Initial members of the Company

4.2 The initial Members of the Company are those persons who have consented to become Voting Members and who are named in the application for incorporation of the Company to the Australian Securities and Investment Commission.

Subsequent members of the Company

4.3 After incorporation, persons are eligible to be become a Member of the Company if they have attained the age of 18 years and:

4.3.1 are a client, or carer for a client,

4.3.2 live, work or are enrolled as a student at an educational service in the Local Community Area;

4.3.3 are a volunteer doing unpaid work for the Company; or

4.3.4 have a connection with the Company which the Board considers sufficient for its purpose.

Classes of membership

4.4 The Members of the Company will be divided into two classes:

4.4.1 Voting Members; and

4.4.2 Life Members.

Rights of classes

4.5 Both a Voting Member and a Life Member of the Company:

4.5.1 are natural persons who have applied and been admitted (as either a Voting Member or a Life Member of the Company), and who have undertaken in their applications to contribute the amount specified in clause 1.2; and

4.5.2 have the right to receive notices of, to attend, be heard and vote at any general meeting.

4.6 A natural person may only apply to become a Life Member of the Company following an offer from the Board to become a Life Member.

No limit

4.7 Unless otherwise determined by the Members in a General Meeting, the number of Members is not limited.

Application and admission to membership

4.8 An application for membership of the Company must:

- 4.8.1 be in the form required by the Company from time to time, signed by the applicant;
 - 4.8.2 contain such particulars as the Directors determine; and
 - 4.8.3 be lodged with the Chief Executive Officer of the Company.
- 4.9 There is no application or subscription fee for Life Members.
- 4.10 The Board may levy an application or subscription fee for Voting Members.
- 4.11 The Board must consider each application for membership as soon as practicable after its receipt; the Board has no discretion to reject an application for Voting Membership from a natural person who was a member of the Predecessor. Subject to that exception, the Board has discretion to admit or reject an application for membership and the Board need not give reasons for its decision.
- 4.12 If the Board accepts an application,, the Chief Executive Officer must enter the applicant's name in the Register with as little delay as possible. The applicant becomes a Member of the Company when their name is entered in the Register.
- 4.13 A right, privilege or obligation of a person by reason of their membership of the Company:
- 4.13.1 is not capable of being transferred or transmitted to another person; and
 - 4.13.2 terminates upon the cessation of his or her membership, except for any accrued obligation pursuant to clause 1.2.

Renewal of membership and closure of Register

- 4.14 Unless a person's name is removed from the Register in accordance with this document, a person is a Member of the Company from the first entry of their name in the Register until 30 June next, and then from 1 July in any year until 30 June in the following year.
- 4.15 A Member is not required to renew his/her membership. However, if mail properly addressed to the Member is returned to the Company because that Member no longer resides at that address or the Member has had no contact with the Company or its services for 2 years, then in either case the Board may remove that Member's name from the Register.
- 4.16 No person may be admitted as a Member in the period 1 July in any year until the day after the next Annual General Meeting.

Register of members

- 4.17 The Chief Executive Officer must keep the Register of Members in accordance with the Act.
- 4.18 The Register of Members must contain the full name, address and date of entry for each Member. It must identify the class of each Member. It may also contain such other information as the Directors may require within the law. The Register shall be available for inspection at the registered address of the Company.

- 4.19 The name of a Member who has died or resigned must be removed from the Register as well as the name of a Member to whom clause 4.15 applies

Resignation

- 4.20 A Member may resign from membership of the Company by giving written notice to the Chief Executive Officer.
- 4.21 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.

No assets or income to be distributed to members

- 4.22 The assets and income of the Company may only be applied to further its objects and no portion may be distributed directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

Exception for grants

- 4.23 Nothing in this clause prevents a Member from receiving government funded benefits where that funding is expressly on the basis that it be used for the benefit of persons including Members.

5 Directors

Board of Directors

- 5.1 Unless otherwise determined by the Members in General Meeting:
- 5.1.1 the Board consists of not less than 7 nor more than 9 Directors; and
 - 5.1.2 the Members may elect no more than 6 Directors in accordance with this Constitution.
- 5.2 An employee of the Company cannot be a Director .
- 5.3 A Director must be a member of the Company.

Initial Directors

- 5.4 The Initial Directors of the Company are those persons who have consented to being a Director and are named as Directors in the application to register the Company.

Transitional Board

- 5.5 From the Initial Directors, only 3 may continue in office as Directors after the date of the first Annual General Meeting. The 3 Initial Directors to continue in office under this clause 5.5 will be determined by lot from amongst all of the Initial Directors with their terms of office determined in accordance with clause 5.6.
- 5.6 The term of office of the 3 Initial Directors continuing in office under clause 5.5 shall be either 1, 2, or 3 years and determined by lot.
- 5.7 At the first Annual General Meeting of the Company the Members must elect not less than 4 to not more than 6 Directors in accordance with Clause 12.6 and 12.7 from amongst its Members.

Subsequent Boards

- 5.8 At the second and subsequent Annual General Meetings, elections shall be held for the vacancies created by those Directors whose terms have expired or where there is a vacancy. The term for those elected shall be for 3 years or for the unexpired portion of the term if filling a casual vacancy.
- 5.9 A Director retiring at an annual general meeting because their term has expired and who is not disqualified by law from being reappointed is eligible for re-election and may act as a director throughout the meeting at which that Director retires.
- 5.10 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

Directors may also appoint Directors

- 5.11 The Directors 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. However, the total number of Directors may not exceed the number fixed in accordance with this constitution.
- 5.12 A Director appointed under clause 5.11 holds office only until the next annual general meeting after the appointment and is then eligible for re-election.
- 5.13 A Director appointed under clause 5.11 must not be taken into account in determining the Directors who are to retire by rotation at that general meeting.
- 5.14 In appointing additional Directors, the Directors must have regard to the principles in clause 5.15.

Principles regarding Directors

- 5.15 The Board should try to obtain Directors with expertise in the areas of law, finance, health, governance and other areas that it thinks is appropriate.
- 5.16 The Board must create its own rules for the election of the Directors it appoints. In the absence of any rules to the contrary, the voting system will be preferential and the process will be given over to an independent party.

Removal from office

- 5.17 The Company may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.
- 5.18 A person appointed to replace a Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director removed from office was elected or last re-elected a Director.

Vacation of office of Director

- 5.19 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:

- 5.19.1 Becomes insolvent under administration or makes any arrangement or composition with creditors generally
- 5.19.2 Becomes incapable by reason of mental incapacity to perform their duties as a director
- 5.19.3 If the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.
- 5.19.4 Resigns his/her office by notice in writing to the Chief Executive Officer;
- 5.19.5 For more than 3 months in any 6 month period is absent without permission of the Board from meetings of the Board held during that period; or
- 5.19.6 If the Director dies.

6 Election of Office Bearers

6.1 The Board must, each year, at its first meeting after the Annual General Meeting elect from amongst its Directors, the following Office Bearers:

- 6.1.1 Chairperson;
- 6.1.2 Deputy Chairperson; and
- 6.1.3 Treasurer

Each Office Bearer holds office for one year but is eligible, while a Director, to be re-elected.

6.2 If a vacancy occurs amongst the Office Bearers, the Board must elect a person to fill that vacancy from its numbers. That person will hold office for the remainder of the term of the person he/she replaces, provided that he/she remains a Director.

6.3 The Board may revoke the appointment of an Office Bearer at any time and elect another person to that office.

7 Board Role and Proceedings

The role of the Board

7.1 Subject to the exercise by the Board of the powers contained in this Constitution, the Board manages the governance of the Company and directs the affairs of the Company. The Board may exercise all such powers and do all such acts as are not, by this Constitution or the Act, directed or required to be done by the Members in a General Meeting or otherwise.

7.2 The Board has power, subject to the Act and this Constitution, to perform all such acts and things including the determination of policies and procedures as appear to the Board to be necessary for the proper management of the Company.

- 7.3 Subject to the provisions of the Act and this Constitution the Board may, by resolution, authorize any person as the Board thinks fit to exercise any powers of the Board which are delegable at law.

Proceedings of the Board

- 7.4 The Board must meet at least 9 times in each year at such place and time as the Board may determine.
- 7.5 The Chief Executive Officer must convene a special meeting of the Board if requested to do so by the Chairperson or any 2 Directors.
- 7.6 Unless the Directors unanimously waive this requirement, the Chief Executive Officer must give at least three days notice to all Directors of any special meeting. The notice must specify the general nature of the business to be transacted at that meeting. No other business can be transacted at such a meeting.
- 7.7 The Chief Executive Officer must ensure that notice of every meeting of the Board (other than a special meeting) is served on each Director by delivering it to or sending it by prepaid post addressed or by email to the Director at his or her usual or last known place of residence at least 4 days before the date of the meeting.
- 7.8 At all Board meetings other than as provided by clause 7.13
- 7.8.1 All questions are to be decided by a show of hands, unless the person chairing that meeting determines that a secret ballot be held. The decision of the majority of Directors is the decision of the meeting.
- 7.9 Each Director has one vote and, in the event of an equality of votes on any resolution, the person chairing the meeting has a second or casting vote.
- 7.10 The quorum for a meeting of the Board is one half (rounded up) of the currently appointed number of Directors.
- 7.11 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned and the person chairing the meeting must set a further date for the adjourned meeting, which must be within ten days.
- 7.12 At meetings of the Board the Chairperson shall preside but if the Chairperson is absent or unwilling to chair the meeting, then the Deputy Chairperson shall do so. If both the Chairperson and the Deputy Chairperson are absent or unwilling to preside, then the Directors must choose one of their number to preside at the Board meeting.

Meetings other than in person

- 7.13 Without limiting the discretion of the Board to regulate its meetings, a meeting of the Board may be conducted by:
- 7.13.1 Directors conferring by telephone, close circuit television, or audio or audio visual communication at the same time (“the conference”); or
- 7.13.2 Directors assenting in writing (by hand or by electronic encryption) to a resolution circulated to all Directors, whether electronically or in hard copy (the “circulating resolution”).

- 7.14 Notwithstanding that, the Directors are not present together in one place at the time of the conference, a resolution passed at such a conference shall be deemed to have been passed at a meeting of Directors on the day and time at which the conference was held. In the case of a circulating resolution, a resolution shall be deemed to have been passed at a meeting of the Board on the day and at the time when it is last signed by a Director thereby constituting a majority of the Board.
- 7.14.1 A Director present at the commencement of a conference will be conclusively presumed to have been present and to have formed part of the quorum throughout the conference.
- 7.14.2 Any minutes of a conference purporting to be signed by the person who presided at the conference will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the conference. A circulating resolution confirmed by a majority of Directors will be conclusive evidence that the resolution was passed.
- 7.14.3 When under the Constitution a resolution is deemed to be passed at a conference of the Board, that meeting will be deemed to have been held at such place as is determined by the person who presided at the conference provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

Validity of Acts of the Board

- 7.15 An act or decision of the Board will not be invalid by reason only of a defect or irregularity in connection with the appointment or election of a Director or a vacancy in the membership of the Board.

Pecuniary interests of Directors

- 7.16 A Director who has a material personal interest that relates to the affairs of the Company must give other Directors notice of that interest unless the Act otherwise provides.
- 7.17 This notice must give details of the nature and extent of the interest, the relation of the interest to the affairs of the Company, and must be given at a meeting of the Board as soon as practicable after becoming aware of their interest in the matter. The details must be recorded in the minutes of the meeting.
- 7.18 Other than as permitted by the Act, a Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present and must not vote on the matter except in accordance with the Act.

No fees to Directors

- 7.19 Subject to clauses 7.20 and 7.21 the Directors are not entitled to any fees for their service as Directors.

Payment for services

- 7.20 A Director who is called upon to perform other work for the Company beyond or outside the Director's ordinary duties or is engaged to provide any other service, may be paid a commercial fee for those services, exertions or work.

Payment to Directors for expenses

- 7.21 The Directors may, subject to Board approval, be paid for traveling, accommodation and any other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings or otherwise in the execution of their duties as Directors.

8 Indemnity and insurance

Indemnity

- 8.1 Every Director and past Director of the Company may be indemnified by the Company, to the fullest extent permitted by the Act, against a liability incurred by that person as a Director of the Company or a subsidiary of the Company, including without limitation, legal costs and expenses incurred in defending an action.

Insurance premiums

- 8.2 The Company will pay the premium on a contract insuring a person who is or has been a Director of the Company to the fullest extent permitted by law.

9 Committees

- 9.1 The Board must establish a Finance and Audit Committee and set out its terms of reference. There must be 3 Board Directors on the Finance and Audit Committee.
- 9.2 The Board may establish any other committee and set out its terms of reference.
- 9.3 The Board may delegate any powers to a committee which are delegable at law.

10 Chief Executive Officer is company secretary

Appointment

- 10.1 The Board must appoint a Chief Executive Officer of the Company who, unless otherwise determined by the Board, shall also be the Company Secretary for the purpose of the Act.

General duties

- 10.2 The Chief Executive Officer shall have such roles, powers, duties and responsibilities as the Board may grant and require. The Board must ensure that those roles, powers, duties and responsibilities are recorded in a contract with the Chief Executive Officer.

Delegations

- 10.3 Without limiting clause 10.2, the Board must ensure that there is a clear statement of delegation, and the limits of that delegation, to the Chief Executive Officer at all times.

11 Execution of documents

- 11.1 The Company may execute a document where required with or without the use of a seal and in either case the document is to be signed by two Directors, or one Director and the Company Secretary.

12 Annual General Meeting and General Meetings

- 12.1 The Company shall once in each calendar year convene an Annual General Meeting of its Members on a date determined by the Board but not later than the last day in November.
- 12.2 The ordinary business of the Annual General Meeting is to:
- 12.2.1 Confirm the minutes of the previous Annual General Meeting and any General Meetings held during the previous financial year;
 - 12.2.2 Consider the annual financial report of the Company, the report of the Directors and the report of the auditor in relation to the last financial year ended before the Annual General Meeting in accordance with section 250R of the Act;
 - 12.2.3 Consider any resolution of which at least 21 days written notice has been given;
 - 12.2.4 Appointment of Directors;
 - 12.2.5 Appointment of Auditor; and
 - 12.2.6 Consider any matter which it is required to consider as a condition of the funding of the Company or by law.
- 12.3 The Chief Executive Officer must give notice of the meeting in accordance with this clause 12.

Elections

- 12.4 Not later than 42 days prior to the Annual general Meeting the Chief Executive Officer must send a nomination form for election as Director to each member
- 12.5 That notice must specify the positions to be filled and include details of the date on which nominations (including details of the nominee) must be returned.
- 12.6 Where the number of nominations received for vacant positions for election as Directors is equal to or less than the number of vacancies, then at the Annual General Meeting the members must vote by secret ballot to approve those persons nominated to be elected as Directors. If a vacancy still remains it will be treated as a casual vacancy.
- 12.7 Where the number of nominations for vacant positions for election as Directors exceeds the number of vacancies, an election shall be conducted at the Annual General Meeting by way of a secret ballot by the Chief Executive Officer who shall act as returning officer. Each Member present at the meeting shall have one vote for each vacant position. In

the event of an equality of votes for a position, the election shall be determined by lot. If in the event that a vacancy still remains it will be treated as a casual vacancy.

Convening of General Meetings by Directors

12.8 A Majority of Directors may convene a general meeting.

Convening of meetings by Members

12.9 The Directors must call and arrange to hold a general meeting if required to do so under the Corporations Act.

Notice of general meeting

12.10 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.

12.11 A notice of a general meeting may be given by any form of communication permitted by the Corporations Act.

12.12 No business other than that specified in the notice of meeting is to be transacted at a General Meeting.

12.13 The notice must be given to ensure that each Member receives at least 21 days notice of the meeting.

12.14 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

12.15 The Directors may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act.

12.16 A meeting may only be cancelled in accordance with clause 12.15 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

Quorum at general meetings

12.17 The quorum for a General Meeting is 10 percent of the total number of Members or 20 Members, present in person, whichever is the lesser.

12.18 No business shall be transacted at a General Meeting unless a quorum is present. If within half an hour of the time fixed for the meeting no quorum is present then:

12.18.1 In relation to an Annual General Meeting, the meeting stands adjourned to the same time on the same day in the following week, or to another day and at another time and place to be determined by the Directors; or

12.18.2 In relation to a General Meeting, the meeting lapses and does not need to be reconvened.

Adjournment of meetings

- 12.19 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.
- 12.20 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.
- 12.21 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.
- 12.22 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.

Quorum at adjourned general meetings

- 12.23 At the adjourned meeting 10 percent of the total number of Members or 20 Members 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.
- 12.24 Where a meeting is dissolved under clause 12.23 the meeting lapses and does not need to be reconvened.

Mode of meeting for Members

- 12.25 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

- 12.26 A resolution in writing signed by all Members, 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

- 12.27 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.
- 12.28 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.

Appointment of Chairperson

- 12.29 The Chairperson, or in his or her absence, the Deputy Chairperson shall preside as chairperson at each General Meeting of the Company.
- 12.30 If the Chairperson or Deputy Chairpersons are absent from a General Meeting, the Members present shall elect one of the Directors to preside as chairperson at the meeting.

Chairperson's powers

- 12.31 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.
- 12.32 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.

Voting at a general meetings other than elections

- 12.33 Other than for the election of Directors which is governed by clause 5, a question arising at a general meeting of the Company shall be determined on show of hands or a Poll (if demanded as provided for in clause 12.34 or 12.35 before the person chairing the meeting has declared the result). If a declaration is made by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority, or lost and an entry to that effect is made in the minute book of the Company, it is evidence of how the resolution was determined
- 12.34 Each Member has one vote only. If a Poll is demanded at any general meeting on any question by no fewer than three Members, the Poll shall be taken in such manner as the chairperson may direct and the resolution of the Poll shall be deemed to be the resolution of the meeting on that question.
- 12.35 A poll that is determined on the election of the chairperson or the question of an adjournment must be taken forthwith but a poll that is demanded on any other question may be taken at such time before the close of the meeting as the chairperson may direct.

Voting rights of Members

- 12.36 On a show of hands every person present who is a Member has one vote.
- 12.37 On a poll every Member present in person has one vote.

13 Alteration of Constitution

How performed

- 13.1 The name or Constitution of the Company shall not be altered, amended or added to except by Special Resolution in accordance with the Act.

14 Auditor

- 14.1 An auditor who is a registered company auditor must be appointed by the members at the Annual General Meeting.
- 14.2 The auditor shall hold office until the next Annual General Meeting but may be removed by resolution of the Board which may determine a replacement.
- 14.3 Any auditor so appointed must not be

- 14.3.1 A Director;
 - 14.3.2 An employee or employer of a Director; or
 - 14.3.3 A member of the same partnership as a Director; or
 - 14.3.4 An employee of the Company.
- 14.4 The auditor must carry out such audit as is required by the Board and the Act.

15 Dissolution

- 15.1 The Company may only be wound up and its assets disposed of by the Special Resolution of its Members in accordance with the Act.
- 15.2 Any asset or part of any asset of the Company that consists of property supplied by a government department or public authority without payment, including the unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by that department or authority.
- 15.3 Subject to clause 15.2, if on the winding up and dissolution of the Company there remains after satisfaction of all debts and liabilities, any assets or property whatsoever, the same will not be paid to or distributed to any Member of the Company but will be given or transferred to an organization which:
- 15.3.1 Has objectives or purposes similar to those of the Company;
 - 15.3.2 Is a fund, authority or institution approved by the Commissioner of Taxation as a public benevolent institution or health promotion charity under the *Income Tax Assessment Act 1997*; and
 - 15.3.3 Prohibits the distribution of its income and property amongst its Members to an extent at least as great as the Company,
- but in no circumstances will any assets or property whatsoever be paid or distributed to any Member or Director of the Company.

16 Gift fund

Establishment

- 16.1 The Company must maintain a Gift Fund called the Sunraysia Community Health Services Gift Fund for the principal purpose of the Company:
- 16.1.1 To which gifts of money or property for that purpose are to be made, and
 - 16.1.2 To which any money received by the Company because of such gifts is to be credited, and
 - 16.1.3 That does not receive any other money or property; and
- the Company must maintain sufficient documents to provide evidence of the Gift Fund's purpose and operations.

Application

16.2 The Company must use the following only for the principal objects and purpose of the Company:

16.2.1 Gifts made to the Gift Fund, and

16.2.2 Any money received because of such gifts.

16.3 In the event of:

16.3.1 The winding up of the Gift Fund.

16.3.2 The revocation of the Company's endorsement as a deductible gift recipient under the *Income Tax Assessment Act 1997*.

the Company must transfer any surplus assets of the Gift Fund to a fund, authority or institution endorsed by the Commissioner of Taxation as a deductible gift recipient under the *Income Tax Assessment Act 1997*.

16.4 The Company must keep a separate bank account for the Gift Fund.

17 Compliance with standards

17.1 The Company must operate in accordance with relevant standards.

17.2 The Company must seek to maintain accreditation with a suitable and recognised accreditation body.

18 Definitions and Interpretation

Definitions

18.1 In this document the following definitions apply:

18.1.1 **Act** means the *Corporations Act 2001* and regulations.

18.1.2 **Annual General Meeting** means the annual general meeting of the Company convened pursuant to clause 12.1.

18.1.3 **Board** means the Board of Directors of the Company.

18.1.4 **Casual Vacancy** means a vacancy in the office of a Director or an Officer.

18.1.5 **Chairperson** means the person elected to that office.

18.1.6 **Chief Executive Officer (CEO)** means the person appointed to that position.

18.1.7 **Commissioner of Taxation** means the Commissioner of Taxation or a second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the *Income Tax Assessment Act 1997*.

- 18.1.8 **Community Health Service** means an institution which delivers holistic and integrated health services based on a social model of health, and on a not for profit basis.
- 18.1.9 **Company** means Sunraysia Community Health Services Limited.
- 18.1.10 **Company Secretary** means the person appointed to that position from time to time.
- 18.1.11 **Constitution** has the meaning given in 18.3.
- 18.1.12 **Deputy Chairperson** means the person elected to that office.
- 18.1.13 **Director** means a person elected or appointed to the initial, transitional or subsequent Board and includes a person who is chosen to fill a casual vacancy.
- 18.1.14 **General Meeting** means the annual general meeting or a general meeting.
- 18.1.15 **Gift Fund** means the fund established pursuant to this document.
- 18.1.16 **Guiding Principles** has the meaning given in clause 2.3.
- 18.1.17 **Initial Directors** means those initial directors of the Company under clause 5.4
- 18.1.18 **Life Member** has the meaning given in clause 4.5
- 18.1.19 **Local Community Area** means the area which is defined as the municipality of Mildura Rural City Council and its contiguous municipalities.
- 18.1.20 **Member** means a Voting Member or Life Member of the Company.
- 18.1.21 **Office Bearer** means the Chairperson, the Deputy Chairperson and Treasurer of the Board elected to office.
- 18.1.22 **Predecessor** means the body registered under the Associations Incorporation Act 1981 which became the Company.
- 18.1.23 **Poll** means a method of determining whether a resolution is carried or lost and may be conducted by way of show of hands or secret ballot or by division.
- 18.1.24 **Register** means the register of Members.
- 18.1.25 **Special Resolution** means a resolution in respect of which the Act imposes special requirements for notice and voting.
- 18.1.26 **Treasurer** means the person elected to that office.
- 18.1.27 **Voting Member** has the meaning given in clause 4.5

Interpretation

18.2 In this document, unless the context otherwise requires:

- 18.2.1 A 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.
- 18.2.2 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.
- 18.2.3 A 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.
- 18.2.4 An expression importing a natural person includes any Company, trust, partnership, joint venture, association, body corporate or public authority.
- 18.2.5 A reference to dollars or \$ means Australian dollars.
- 18.2.6 References to the word 'include' or 'including' are to be construed without limitation.
- 18.2.7 A reference to a time of day means that time of day in the place where the Office is located.
- 18.2.8 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Company's office is located.
- 18.2.9 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.
- 18.2.10 A term of this Constitution 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 Constitution

- 18.3 A reference to the Constitution, where amended, means this document as so amended.

Replaceable rules

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

Application of Corporations Act

- 18.5 The Act applies in relation to this document as if it was an instrument made under the Act as in force on the day when this document became the constitution of the Company.

Exercise of powers

- 18.6 Except as specifically contemplated to the contrary in this Constitution, the Company may, in any manner permitted by the Act exercise any power, take any action or

engage in any conduct or procedure which under the Act a Company limited by guarantee may exercise, take or engage in if authorised by this document.