

WUCHOPPEREN HEALTH SERVICE

LIMITED

(ACN 010 112 580)

CONSTITUTION

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ACKNOWLEDGEMENT

Wuchopperen Health Service Limited wishes to acknowledge the efforts and vision of the first Directors, who were instrumental in establishing the Company. These Directors being:

Peter Fredrick Noble, Sandra Ruth Levers, Michael John Miller, Clarence Ernest Grogan and Leslie Charles Collins.

1. NAME OF THE COMPANY

The name of the Company is WUCHOPPEREN HEALTH SERVICE LIMITED (ACN 010 112 580).

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution, unless there is something in the subject or context inconsistent therewith, the following definitions apply:-

- a. **“Aboriginal Person”** means a person of Australian Aboriginal descent who identifies as an Aboriginal person and who is accepted as such by community protocols.
- b. **“Australia”** means Australia and its Territories.
- c. **“Blue Card”** means a Suitability for Working with Children and Young People Card, following a criminal history check, for purposes of a licensed care service.

- d. **“Board”** means the board of directors of the Company for the time being or such of them as have authority to act for the Board (including any alternative member of the Board duly acting as such).
 - e. **“Company”** and **“Corporation”** include Wuchopperan Health Service Limited (ACN 010 112 580) and any related body corporate as defined by the Corporations Law
 - f. **“Constitution”** means this Constitution and any amendment or modification of this Constitution
 - g. **“Corporations Law”** means the Commonwealth Corporations Act 2001, its Regulations as amended from time to time.
 - h. **“Financial Year”** means the period starting from 1 July each year and ending on 30 June of the following year.
 - i. **“Member”** means a financial member of the Company in accordance with this Constitution.
 - j. **“Office”** means the registered office from time to time of the Company.
 - k. **“Seal”** means the common seal of the Company.
 - l. **“Secretary”** means the person who from time to time is appointed as the Company's chief executive officer and includes any other person appointed as a secretary of the Company by the Board.
 - m. **“Torres Strait Islander Person”** means a person who is a descendant of the original inhabitants of the Eastern, Western and Central Torres Strait Islands and who is accepted as such by community protocols.
- 2.2 The following rules of interpretation apply unless the context requires otherwise:-
- a. A gender includes all genders.
 - b. The singular includes the plural and conversely.

- c. Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- d. A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the Article or paragraph, respectively, in which the reference appears.
- e. A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- f. Except insofar as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act
- g. A mention of anything after include, includes or including, does not limit what else might be included.
- h. Headings are for convenience only and do not affect interpretation.
- i. A reference to writing includes all modes of representing or reproducing words in visible form.

3. REGISTERED OFFICE

The registered office of the Company will be situated at such place in the State of Queensland as the Board may from time to time decide.

4. REPLACEABLE RULES

The replaceable rules contained in the Corporations Law do not apply to the Company.

5. OBJECTIVES

The Company has been established as a non-profit company for the following objectives:

- a. To provide essential quality health services to improve the health outcomes of Aboriginal and Torres Strait Islander Peoples;
- b. To collaborate with other health and related organisations including non-government and public sector agencies to improve the health outcomes of Aboriginal and Torres Strait Islander Peoples;
- c. To collect data and conduct research in order to inform planning and program development in matters relating to the health and welfare of Aboriginal and Torres Strait Islander Peoples;
- d. To promote knowledge and understanding of issues relating to Aboriginal and Torres Strait Islander Peoples to enhance holistic well-being;
- e. To formulate and implement community development principles of empowerment to assist Aboriginal and Torres Strait Islander Peoples to address their health needs;
- f. To promote the health services provided by the Company to Aboriginal and Torres Strait Islander Peoples;
- g. To undertake activities that address the socio-economic disadvantage that impacts on the health status of Aboriginal and Torres Strait Islander Peoples;
- h. To carry out such other activities as the Company decides from time to time are necessary to further the objectives set out in this provision.
- i. To relieve poverty, sickness, suffering, distress, misfortune, disability and helplessness within Aboriginal and Torres Strait Islander peoples.
- j. To ensure all services provided by the Company promote the safety, wellbeing and quality care of Aboriginal and Torres Strait Islander children and young people

6. POWERS OF THE COMPANY

- 6.1 Where the Corporations Law authorises or permits a company to do any matter or thing, if so authorised by its constitution, the Company is and shall be taken by this provision to be authorised to do that matter or thing.
- 6.2 Without limiting the affect of paragraph 6.1, the Company shall have the following powers for the purpose of achieving its objectives:-
- a. To establish trust funds for the carrying out of all or any of its objectives;
 - b. To raise monies;
 - c. To borrow monies;
 - d. To invest monies;
 - e. To donate monies;
 - f. To expend and lend monies;
 - g. To acquire and dispose of any form of property or asset;
 - h. To appoint, engage, employ, remove or suspend servants, agents, consultants and advisers as may be necessary or desirable for the purposes of the Company
 - i. To enter into contracts and establish entities which enable the Company to effect its objectives;
 - j. To lease buildings;
 - k. To lease, license or exchange property;
 - l. To hire or otherwise acquire any real or personal property or any rights and privileges which may be deemed necessary to effect its objectives;
 - m. To construct, maintain or alter any building, or premises which are necessary for the Company to effect its objectives;
 - n. To dispose of, improve, manage, develop, exchange, lease, mortgage, place under option or otherwise deal with, absolutely, partially or conditionally, all or part of its property and assets as the Company may think fit with

power on a sale to allow for the payment of the whole or part of the purchase money arising from such sale either with or without interest and, if with interest, then at such rate or rates as the Company may think fit and either with or without a security as the Company may think fit;

- o. To grant, create, transfer or reserve such easements of way, drainage, light, air or such or any other easement of any kind whatever over, upon or affecting the property of the Company or any parts or part thereof as to the Company may appear necessary or expedient and to surrender or accept the surrender of any easement;
- p. To invest any monies, that the Company does not immediately require, in such manner as the Company may from time to time determine;
- q. So far as it may be necessary so to do for or incidental to the purposes of the Company, to make, draw, accept, endorse or negotiate cheques, promissory notes, bills of exchange or other negotiable or transferable instruments;
- r. To borrow or raise monies in such manner as the Company may think fit for its objects and in particular by mortgage or other securities of the Company and where determined to charge such mortgages or other securities upon all or any of the present property of the Company;
- s. To enter into a partnership, amalgamation, affiliation, alliance or arrangement with any other Company or association;
- t. To collect debts owing or that become owing to the Company from any person indebted to the Company.
- u. To insure against loss, damages, risks, accidents and liabilities of all kinds which may affect the Company in any way or in respect of the servants or employees of the Company or in respect of the property belonging to or leased by Company and to pay premiums on all such insurances;
- v. To procure the Company to be registered or recognised in any country or place outside the State of Queensland; and

- w. To do all such other things as may appear to be incidental or conducive to the attainment of the objectives of the Company.

7. LIABILITIES OF THE COMPANY

- 7.1 The Company is a company limited by guarantee.
- 7.2 Each Member undertakes to contribute to the property of the Company if the Company is wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for payment of the Company's debts and liabilities contracted before he, she or it ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.

8. MEMBERSHIP

- 8.1 The number of Members is declared to be unlimited.
- 8.2 Any person is able to apply for membership of the Company if that person is an individual and:-
 - a. is an Aboriginal or Torres Strait Islander Person; and/ or
 - b. satisfies the Board that they subscribe to the objectives of the Company; and
 - c. declares in writing that the applicant agrees to be bound by the Constitution; and
 - d. tenders to the Company an application fee of \$1.00.
- 8.3 a. Application for membership shall be made in writing to the Board and all applications shall be considered by the Board at its next meeting after receipt of the application together with such information as the Board considers necessary to satisfy itself that the applicant has met the eligibility criteria.

- b. All applicants shall be advised as soon as possible in writing by the Secretary as to whether their application has been accepted or rejected by the Board.
- 8.4
- a. Any person denied membership by the Board shall have a right to appeal to the general meeting of the Company held next after the meeting of the Board at which the application for membership was denied.
 - b. The Members at that general meeting may vote to confirm or reject the decision of the Board on the application for membership and the decision of the Members at that general meeting shall be final;
 - c. The person denied membership shall be given the opportunity at that general meeting to present the person's case fully, either in person or through a Member nominated for the purpose and a representative of the Board shall present the Board's case in response;
 - d. Notice of intention to appeal the Board's original decision shall be given in writing to the Secretary or the Secretary's delegate within fourteen (14) days of the issue of the Secretary's notice that the Board has rejected the application; and
 - e. Where a person has been denied membership, the person shall be refunded all funds paid (if any) in accordance with paragraph 8.6.
- 8.5
- a. Upon admission of a person as a Member, the person's name and address shall be recorded in the register of members, which is to be kept in the custody of the Secretary or the Secretary's delegate.
 - b. The register of members is to be made available to any Member for perusal at a time convenient both to the Secretary or the Secretary's delegate and to the Member concerned.
 - c. The register of members shall contain the following information:-
 - i. The date on which each Member was admitted as a member of the Company;
 - ii. The date (where applicable) when each Member resigns or ceases to be a Member; and

- iii. Where a Member is readmitted after previously resigning or having their membership terminated, this will be recorded in conjunction with the dates of their other original admission, termination or resignation and readmission.
- 8.6 a. If a person becomes a Member, the person shall pay to the Secretary or the Secretary's delegate a membership fee of such amount as is set by the Board from time to time.

9. RIGHTS OF MEMBERS

- 9.1 Members shall be entitled to speak and vote at general meetings of the Company.
- 9.2 No Member may use the name of the Company in support of any political campaign, or in support of any candidate for public service, other than with the written consent of the Board.

10. CESSATION OF MEMBERSHIP

- 10.1 a. A Member may resign their membership by notice in writing to the Secretary.

The resignation shall be effective from the date of receipt by the Secretary of the notice of resignation.

- c. If a Member resigns or dies, the Member shall cease to be a Member and the Member's name shall be removed from the register of members.
- 10.2 The Board may resolve to expel a Member from the Company and remove that Member's name from the register of members where that person: -
- a. Appears to have ceased to take part in the activities of the Company and does not, within three (3) months after written notice is sent by the Secretary or the Secretary's delegate enquiring if that person intends to remain a Member, to the last address as notified to the Company, inform the Company in writing that they desire to remain a Member;

- b. Does not comply with the provisions of this Constitution;
 - c. Has committed any act or omission which shall, in the opinion of the Board, be injurious to the character or interests or activities of the Company; and/ or
 - d. Is convicted of an indictable offence.
- 10.3 The Board shall consider the case and, after the Member shall have had a full and fair opportunity of presenting such evidence as the Member wishes in defence of the proposed expulsion of the Member, the Board may resolve to expel the Member and cancel the Member's membership.
- 10.4 If the Board resolves to expel a Member, the Secretary shall promptly give written notice of this to the Member.
- 10.5
- a. Any Member, who is the subject of a Board resolution under the preceding paragraphs of this Article, shall have the right of appeal from the decision of the Board to the next general meeting of the Company held after the Secretary gives the Member notice of the Board's resolution under paragraph 10.4.
 - b. If the Member fails to give the Secretary written notice, at least 2 business days before the date for the holding of the next general meeting of the Company, that the Member intends to appeal the Board's resolution at the general meeting then the Member shall lose that right of appeal and from the date of the general meeting:-
 - i. the Member shall cease to be a member of the Company; and
 - ii. the Member's name shall be removed from the register of members.
 - c. Where sub-paragraph b. does not apply, the issue of the Member's proposed expulsion shall be put to a vote at the general meeting, which may confirm or reject the Board's resolution.
 - d. If the Board's resolution is confirmed, then from the date of the general meeting:-
 - i. the Member shall cease to be a member of the Company; and
 - ii. the Member's name shall be removed from the register of members.

10.6 From the date that a Member ceases to be a member of the Company, the person shall not be allowed to use:-

- a. the premises of the Company;
- b. any of the property of the Company,

and shall not be permitted to participate in any of the activities of the Company other than as a legitimate patient.

10.7 The Board shall have the power at any time to require a Member to furnish it with a statement setting forth such information as the Board reasonably requires to enable it to decide whether or not the person has ceased to be a Member or is liable to be expelled from membership of the Company.

11. GENERAL MEETINGS

11.1 a. Subject to the provisions of the Corporations Law, the Company shall in each year hold its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, such notices being sent to every Member.

- b. The annual general meeting shall be held at such time and place as the Board shall appoint, but it must be held by no later than 30 November each year.

11.2 The business to be dealt with at an annual general meeting shall be:-

- a. the approval of the audited financial statements of the Company;
- b. appointment of directors of the Company to replace any director whose appointment is due to expire; and
- c. to attend to any other business that the meeting decides is appropriate for it to deal with.

11.3 Any general meeting of the Company, including an annual general meeting and a special general meeting, must be called in accordance with the Corporations Law.

11.4 a. A notice of a general meeting shall:-

- i. specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting; and
 - ii. the information required by the Corporations Law.
 - b. The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at that meeting.
- 11.5
 - a. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
 - b. Twenty (20) members must be present to constitute a quorum.
 - c. For the purpose of determining whether a quorum is present, a person attending as a proxy or as attorney for a Member, shall be taken to be a Member present in person.
- 11.6
 - a. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved.
 - b. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Board shall appoint, and of which every Member shall receive due notice by publication in a daily newspaper published in Cairns no later than 2 days before the scheduled meeting time.
 - c. If a quorum is not present within half an hour from the time appointed for the holding of an adjourned meeting, but there are at least 2 members present then the members present shall constitute a quorum. If there are fewer than two members, the meeting is dissolved.
- 11.7
 - a. The Chairperson of the Board or, in the absence of the Chairperson, the Deputy Chairperson shall preside as chair at every general meeting and shall be responsible for maintaining order and conducting the meeting in a proper and orderly manner.

- b. Where there is no Chairperson or Deputy Chairperson, or if at any meeting none of those persons shall be present within fifteen (15) minutes after the time appointed for the meeting or, if they are present but unwilling to preside, the Members present shall choose some member of the Board or if no such member is present, or if all the members of the Board present shall decline to take the chair, they shall choose some person present at the meeting entitled to vote thereat to preside.
- 11.8
- a. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
 - b. Whenever a meeting is adjourned in such circumstances it shall not (except as set out in sub-paragraph c. below) be necessary to give notice of such adjourned meeting or notice of the business to be transacted at such adjourned meeting to all Members.
 - c. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting and the business to be transacted at that meeting shall be given as in the case of an original meeting.
- 11.9
- a. A Secretary who is not a Member shall be entitled to be present and, at the request of the chair, to speak at any general meeting.
 - b. Any other person (whether a Member or not) requested by the Board to attend any general meeting shall be entitled to be present and, at the request of the chair, to speak at that general meeting.

12. REPRESENTATION AND VOTING OF MEMBERS

12.1 Subject to this Constitution:-

- a. at meetings of Members each Member entitled to attend and vote may attend and vote in person or by proxy or attorney;
- b. on a show of hands, every Member present having the right to vote at the meeting has one vote; and

- c. on a poll, every Member present having the right to vote at the meeting has one vote.
- 12.2
- a. At any general meeting, unless a poll is taken, a resolution put to the vote of a meeting shall be decided on a show of hands and a declaration by the chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - b. A poll may be directed by the chair or demanded by any Member present at the meeting and entitled to vote, except in relation to the election of the chair of the meeting.
- 12.3
- a. A poll when demanded shall be taken in the manner and at the time the chair directs.
 - b. The result of the poll shall be a resolution of the meeting at which the poll was demanded.
 - c. The demand for a poll shall not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded.
- 12.4
- a. An objection to the qualification of a person to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
 - b. Where an objection is made the chair of the meeting may adjourn the meeting for an appropriate period to allow the Company to obtain legal advice on the merits of the objection and the qualifications of the person seeking to vote.
 - c. A vote allowed (at the adjourned meeting) after an objection has been made shall be valid for all purposes.
- 12.5
- a. A Member of the Company who is entitled to attend and cast a vote at a meeting of the Company's Members may appoint a person who is a financial member of Wuchopperen as the Member's proxy to attend and vote for the Member at the meeting.

- b. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.
 - c. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
 - d. An instrument appointing a proxy shall be in any form and contain information that the Board may accept or stipulate.
 - e. Each Member who is entitled to attend and cast a vote shall be entitled to hold a proxy for only one other Member.
- 12.6
- a. The documents to be received under the Corporations Law for an appointment of a proxy to be effective must be received by the Company at any time before close of business on the last business day before the meeting commences or resumes (as the case may be).
 - b. For an instrument appointing an attorney to act on behalf of a Member at all meetings of the Company or at all meetings for a specified period to be effective the following documents must be received by the Company at any time before close of business on the last business day before commencement of the meeting or adjourned meeting at which the attorney proposes to vote:-
 - i. the power of attorney or a certified copy of that power of attorney; and
 - ii. any evidence that the Board may require of the validity and non-revocation of that power of attorney.
- For the purposes of this paragraph, the Company receives these documents when they are received at any of the following:-
- iii. the Company's Office;
 - iv. a fax number at the Company's Office; or
 - v. a place, fax number or electronic address specified for the purpose in the notice of meeting.
- 12.7 A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:-

- a. the previous death or unsoundness of mind of the principal; or
- b. the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation has been received by the Company at its Office at least 24 hours (or any shorter period as the Board may permit) before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

- 12.8 a. No instrument appointing a proxy shall be treated as invalid merely because it does not contain:-
- i. the address of the appointor or of a proxy;
 - ii. the proxy's name or the name of the office held by the proxy;
or
 - iii. in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- b. Where the instrument does not specify the name of a proxy, the instrument shall be taken to be given in favour of the chair of the meeting.

12.9 In the case of an equality of votes, the chair of a General meeting shall be entitled to a second or casting vote.

12.10 If any votes shall be counted which ought not to have been counted, or might have been rejected, the errors shall not vitiate the resolution unless the error or errors are pointed out at the same meeting or an adjournment thereof, and not in that case, unless it shall be in the opinion of the Chairperson of the meeting of sufficient magnitude to vitiate the resolution.

12.11 Nothing in this Constitution limits the Company's power under the Corporations Law to pass a resolution as a circulating resolution.

13. THE BOARD OF DIRECTORS

13.1 The management of the Company shall be undertaken by the Board which shall consist of not more than ten (10) Members.

- 13.2 Only Aboriginal and Torres Strait Islander Persons are eligible to become members of the Board.
- 13.3 Each member who is on the Board:-
- a. Has a duty to act in that position in an honest manner;
 - b. Shall not make improper use of information or opportunity received through that position;
 - c. Shall declare any conflict of interest;
 - d. Shall be required to sign a confidentiality agreement; and
 - e. Shall observe all other requirements and duties imposed on them by the Corporations Law; and
 - f. Shall be required to hold a current and valid Blue Card
- 13.4 The Board shall have power to:-
- a. Determine the policies of the Company and carry on the business of the Company;
 - b. Give directions binding on any persons acting on behalf of the Company;
 - c. Pass any resolution it deems expedient to the carrying out of the objects of the Company;
 - d. Appoint any person who is a Member to be a member of the Board either to fill casual vacancies or as an additional director but any person who is appointed by the Board shall hold office only until the next following annual general meeting of the Company where they shall be eligible for election to the Board; and
 - e. may appoint, remunerate and dismiss such officers, employees and representatives as it shall from time to time deem necessary and may delegate to any one or more of the directors such powers as it shall think fit.
- 13.5 All questions which arise as to the interpretation of or the implementation of this Constitution or as to any matter relating to the operation of the

- Company shall be determined by the Board and shall be subject to ratification at the next general meeting of the Company.
- 13.6 An annual general meeting of the Company may from time to time increase or reduce the number of members of the Board and may make appointments or accept resignations necessary for effecting any such increase or decrease (as the case may be).
- 13.7 No public statement may be made by any member of the Board regarding any of the activities of the Company, except when a statement has been first approved by the Board or by a person or persons appointed by the Board.
- 13.8 Subject to the Corporations Law, no resolution made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been made or passed.

14. ELECTION OF BOARD MEMBERS

- 14.1 Directors of the Company shall only be elected to the Board at an annual general meeting of the Company unless this Constitution permits directors to be elected in another way.
- 14.2 A director shall, when elected to the Board at an annual general meeting of the Company, hold office until the annual general meeting which is held two (2) years later (at which he or she must resign) but he or she shall be eligible for re-election at that meeting. Directors serve for a 2 year term.
- 14.3 Despite the preceding paragraph of this Article, the directors who are, when this Constitution is adopted by the Company, members of the Board shall, unless this Constitution is adopted at an annual general meeting of the Company, continue as members of the Board until the next annual general meeting when:-
- a. all current Board members shall resign (with effect from the end of that meeting);
 - b. the current Chairperson of the Board shall be the chair of the meeting and conduct the necessary business to be transacted;
 - c. a new Board shall be elected by the Members present at the meeting; and

- d. at the first meeting of the new Board after that annual general meeting, the members of the Board shall vote to decide amongst themselves which five (5) of their number (excluding the executive committee of the Board) shall, despite paragraph 14.2 of this Article, resign at the next annual general meeting of the Company, and failing agreement, the Chairperson or, if a Chairperson has not then been elected, the Secretary shall call a special general meeting of the Company to vote on that matter.
- 14.4 a. A retiring member of the Board shall retain office until the dissolution or adjournment of the annual general meeting at which they retire.
- b. Despite the preceding sub-paragraph, a director may resign from the Board at any time.
- 14.5 In order to be eligible for election to the Board, the form of nomination of a Member for election to the Board shall be left at the Office at least five (5) clear days before the relevant annual general meeting duly signed by the nominee, giving their consent to the nomination unless the Board has recommended their election. There will be no exceptions to this unless after all due process a vacancy still exists. In this case, the members will accept verbal nominations from the floor. The members who followed the process and provided written nominations shall be declared elected, and the meeting will accept verbal nominations from the floor for the remaining vacant board positions. All nominees will be expected to do a brief verbal presentation outlining their skills and abilities for Directorship.
- 14.6 No person shall be nominated to be a director of the Company if they are an employee of the Company or within 2 years after their employment with the Company ceases for any reason.
- 14.7 If at any meeting at which an election of members of the Board ought to take place, the places of the retiring members, or some of them, are not filled up, and any of the retiring members or, such of them as have not had their places filled up, are willing to continue to act, they shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Board.
- 14.8 a. The Company may, in a general meeting, remove any member of the Board before the expiration of their period of office and may appoint another qualified person in their place.

- b. Any person so appointed shall retain their office only as long as the member in whose place they were appointed would have held the same if they had not been removed.
- 14.9
- a. Where the Company proposes to remove a member of the Board, the Company shall comply with the Corporations Law.
 - b. In such cases, without limiting the affect of sub-paragraph a., the Board member proposed to be removed shall be furnished with the reasons for their removal and prior to the proposed removal being put to the vote at the relevant general meeting, the Board member shall be given an opportunity to present their case fully to the meeting, either in person or through a Member nominated for the purpose by the Board.
- 14.10 There shall be an executive committee of directors comprising the following persons:-
- a. the Chairperson;
 - b. the Deputy Chairperson;
 - c. a Secretary; and
 - d. a Treasurer.
- 14.11 The members of the executive committee shall, at each Annual General Meeting, retire as members of the executive committee. Members of the Board who have just retired as members of the executive committee shall be eligible for re-election to the executive committee in accordance with Clause 14.12, except where that Member of the Board has completed his or her two year term (when he or she must resign from the Board) but he or she shall be eligible for re-election to the Board at that AGM.
- 14.12 Members of the executive committee shall be elected by the members of the Board at the Board meeting that next follows that annual general meeting where new directors of the Company have been elected. If, after a vote has been taken, the Members of the Board are unable to decide amongst themselves on the positions of the executive committee

then the matter shall be put to a vote of Members at a general meeting called by any Member of the Board.

15. REMUNERATION

- 15.1 a. Subject to sub-paragraphs b. and c. below, no director is entitled to be paid a fee for his or her service as a director, nor shall any director be engaged as an employee of the Company.
- b. The directors shall be entitled to be paid or reimbursed for all travelling and other expenses properly incurred by them in attending and returning from any meeting of the Board, committee of the directors, general meeting of the Company or otherwise in connection with the business or affairs of the Company.
- c. Although members of the Board are not entitled to any fee for attending scheduled Board meetings, the Board may resolve to reimburse members for any loss of income or other expenditure they incur in attending extra-ordinary meetings.
- d. Subject to sub-paragraphs a. above and e. below, a director may be engaged by the Company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration and otherwise as may be agreed by the Board.
- e. Any amount paid to directors under this paragraph 15.1 must be approved by the directors.

16. VACATION OF OFFICE

- 16.1 In addition to the circumstances in which the office of a director becomes vacant:-
- a. under the Corporations Law; or
- b. because of a resolution of the Company under paragraph 16.4,
the office of the director becomes vacant if the director:-
- c. 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;

- d. resigns by notice in writing to the Company;
 - e. is convicted of an indictable offence;
 - f. is convicted of a disqualifying offence which may result in a negative notice for a Blue Card.
 - g. dies
- 16.2 The Board may resolve to remove a director from office if that director is absent from 2 consecutive meetings of the Board or is absent from a total of 3 meetings in any one year, without a reasonable excuse being given to the Board as to the director's absence.
- 16.3 Where any resolution is passed by the Board under paragraph 16.2, the Secretary shall promptly give written notice of the Board's resolution to the director who the Board removed from office.
- 16.4 The director concerned shall be given the opportunity to present his or her case fully, either in person or through a Member nominated for the purpose and the meeting shall also call on a representative of the Board to present the Board's case, within 14 days of a written notice to appeal the decision
- 16.5 The decision of the Members in general meeting shall be conclusive.
- 16.6 A director may also be removed from office if the Members pass a resolution, at a general meeting of the Company or otherwise as permitted by the Corporations Law, to remove that person on the ground that the person has been convicted of an offence concerning the property or affairs of the Company.

17. PROCEEDINGS OF THE BOARD

- 17.1 a. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- b. Reasonable notice must be given to every director of the place, date and time of every Board meeting.

- c. It shall not be necessary to give notice of a meeting of the Board to a member thereof if the Secretary or the Secretary's delegate, when giving notice to the other members, reasonably believes that person to be outside of Australia.
- 17.2 Despite paragraph 17.1a., the Board shall meet not less than once every three months.
- 17.3 A Board Meeting may be called by a director giving reasonable notice to every other director.
- 17.4 The Chairperson may call a special meeting of the Board at any time clearly stating the purpose for which the meeting is desired and shall do so if requested by 50% of the members of the Board.
- 17.5 a. At a Board meeting a quorum shall consist of 50% of the members of the Board.
- b. The fact that a director is in any way, directly or indirectly, interested in any matter arising for a decision at a meeting of directors does not prevent the director being counted in a quorum.
- 17.6 a. For the purposes of the Corporations Law, each director, on becoming a director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a directors meeting:-
- i. video;
 - ii. telephone;
 - iii. electronic mail;
 - iv. any other technology which permits each director to communicate with every other director; or
 - v. any combination of the technologies described in the above provisions.

A director may withdraw the consent given under this paragraph in accordance with the Corporations Law.

- b. Where the directors are not all in attendance at one place and are holding a meeting using technology and each director can communicate with the other directors:-
 - i. the participating directors shall, for the purpose of every provision of this Constitution concerning meetings of the directors, be taken to be assembled together at a meeting and to be present at that meeting; and
 - ii. all proceedings of those directors conducted in that manner shall be valid and effective as if conducted at a meeting at which all of them were present.
- 17.7 a. Where a meeting of the Board is held and:-
- (i) the chair is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,
 - (ii) the deputy chair shall chair the meeting but if i. above applies also in relation to the deputy chair, the directors present shall elect one of their number to be chair of the meeting
- 17.8 a. Subject to this Constitution, questions arising at a meeting of directors shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be taken to be a decision of the directors.
- b. In the case of an equality of votes, unlike for a General meeting, the chair of the meeting does not have a casting vote in addition to the chair's deliberative vote and the motion or the subject of the vote shall not be carried.
- 17.9 a. A director is not disqualified by the director's office from contracting with the Company in any capacity.
- b. A contract or arrangement made by the Company with a director or in which a director is in any way directly or indirectly interested shall not be avoided merely because the director is a party to or interested in it.
- c. A director is not liable to account to the Company for any profit derived in respect of a matter in which the director has a material

interest, merely because of the director's office or the fiduciary relationship it entails, if the director has:-

- i. declared the director's interest in the matter as soon as practicable after the relevant facts have come to the director's knowledge; and
 - ii. not contravened this Constitution or the Corporations Law in relation to the matter.
- d. A general notice that the director is an officer or member of a specified body corporate or firm stating the nature and extent of the director's interest in the body corporate or firm shall, in relation to a matter involving the Company and that body corporate or firm, be a sufficient declaration of the director's interest, provided the extent of that interest is no greater at the time of first consideration of the relevant matter by the directors than was stated in the notice.
- e. If the provisions of this paragraph and the Corporations Law have been observed by any director with regard to any contract or arrangement in which the director is in any way interested, the fact that the director signed the document evidencing the contract or arrangement shall not in any way affect its validity.

17.10 a. A director may:-

- i. with the approval of a majority of the other directors (if any), appoint a person who is a Member; or
- ii. without the need for the approval of the other directors, appoint another director,

to be an alternate director in that director's place during any period that the director thinks fit.

- b. An alternate director is entitled to notice of meetings of the Board and, if the appointor is not present at such a meeting, is entitled to attend and vote in the director's place.
- c. An alternate director may exercise any powers that the appointor may exercise. The exercise of any power by the alternate director (including signing a document) shall be taken to be the exercise of the power by the appointor. The exercise of any power by the alternate director shall be as agent of the Company and not as

agent of the appointor. Where the alternate is another director, that director shall be entitled to cast a deliberative vote on the director's own account and on account of each person by whom the director has been appointed as an alternate director.

- d. The appointment of an alternate director:-
 - i. may be terminated at any time by the appointor even if the period of the appointment of the alternate director has not expired; and
 - ii. terminates automatically if the appointor vacates office as a director.
 - e. An appointment or the termination of an appointment of an alternate director shall be effected by service on the Company of a notice in writing signed by the director making the appointment.
 - f. The Company shall not be responsible for remunerating the alternate director.
 - g. An alternate director shall be entitled to be reimbursed under Article 15 as if the alternate director was a director.
- 17.11
- a. The directors may delegate any of their powers to a committee or committees consisting of such number of them and/or other persons as they think fit. A committee may consist of one or more persons.
 - b. A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the directors. A power so exercised shall be taken to have been exercised by the directors.
 - c. Paragraphs 17.1, 17.6, 17.7 and 17.8 shall apply to any committee as if each reference in those Articles to the directors was a reference to the members of the committee and each reference to a meeting of directors was to a meeting of the committee.
 - d. Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Corporations Law to be made, entered and signed.

- 17.12 a. If a document:-
- i. is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
 - ii. contains a statement that the signatories to it are in favour of that resolution;
 - iii. the terms of the resolution are set out or identified in the document; and
 - iv. the document has been signed by a majority of the directors entitled to vote on that resolution, a resolution in those terms is passed on the day on which and at the time at which the document was signed by a majority of directors and the document has effect as a minute of the resolution.
- b. For the purposes of sub-paragraph a. above:-
- i. two or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be taken to constitute one document containing a statement in those terms signed by those directors at the time at which the last of those documents to be signed was signed by a director;
 - ii. a reference to a majority of the directors does not include a reference to an alternate director whose appointor has signed the document, but an alternate director may sign the document in the place of the alternate director's appointor; and
 - iii. a fax which is received by the Company or an agent of the Company and which is sent for or on behalf of a director or alternate director shall be taken to be signed by that director or alternate director not later than the time of receipt of the fax by the Company or its agent in legible form.
- 17.13 a. Subject to the Corporations Law, all acts done by any meeting of the Board, committee of directors, or person acting as a director are as valid as if each person was duly appointed and qualified to be a director or a member of the committee.

- b. The provisions of sub-paragraph a. above apply even if it is afterwards discovered that there was some defect in the appointment of a person to be a director or a member of a committee or to act as a director or that a person so appointed was disqualified.
- 17.14 The members of the Board may act despite any vacancies in their number but if and so long as their number is reduced below the minimum number necessary to form a quorum at a meeting of the Board the members being present may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 17.15 The acts of the general meetings of the Company and of meetings of the Board and all committees generally and all business transacted at such meetings shall be recorded in minutes and any such minutes of such meetings signed by the chair thereof or by the chair of the next succeeding meeting shall be prima facie evidence of the facts therein stated.

18. SECRETARIES AND OTHER OFFICERS

- 18.1 a. The members of the Board shall, in addition to the person who is appointed from time to time as the chief executive officer of the Company, select one of their number to act as a Secretary of the Company. (refer to 14.10, 14.11 and 14.12)
- b. A Secretary holds office on the terms and conditions, as to remuneration and otherwise, as the Board decides.
- c. The Board may at any time terminate the appointment of a Secretary.
- d. The members of the Board shall select one of their number to act as a treasurer of the Company.
- e. The provisions of sub-paragraphs b. and c. above apply with like effect to the office of the treasurer.

19. ACCOUNTS AND AUDITS

- 19.1 The Board shall cause proper books of account to be kept with respect to:-

- a. All sums of moneys received and expended by the Company and the matters in respect of which the receipts and expenditure take place.
 - b. All sales and purchases of goods by the Company; and
 - c. The assets and liabilities of the Company.
- 19.2 The books of account shall be kept at the Office or subject to the Corporations Law at such other place or places as the Board shall think fit.
- 19.3 a. The Board or, the Company by a resolution passed at a general meeting, may authorise a Member to inspect the books of the Company.
- b. A Member (other than a director) does not have the right to inspect any document of the Company, except as provided by the Corporations Law or this Constitution.
- 19.4 a. Where the Company has received or is to be the recipient of a grant of financial assistance from a government department or authority or any other entity, to facilitate the carrying out of the Company's objectives, the Board may permit a duly authorised representative of that department, authority or entity to inspect the books and records of the Company which are directly relevant to the administration and expenditure of the grant.
- b. The authorised representative referred to in sub-paragraph a. above shall not be permitted to examine any other books and records of the Company.
- 19.5 At the end of each Financial Year, the accounts of the Company shall be audited by a properly qualified auditor as appointed by the Board and the results of the audit shall form part of the report made to the Members at the next annual general meeting of the Company.
- 19.6 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Board and the annual general meeting of the Company and a copy of the auditor's report shall be made available to any Member of the Company to inspect at the Office not less than seven (7) days before the date scheduled for that meeting.

20. APPLICATION OF INCOME AND PROPERTY

- 20.1 Subject to paragraph 20.2, the profits (if any) or other income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in Article 5 and no portion of it shall be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- 20.2 Nothing in paragraph 20.1 shall prevent any payment in good faith by the Company of:-
- a. reasonable and proper remuneration to any Member, officer or employee of the Company for any services actually rendered to the Company, other than fees to a director for his or her service as a director;
 - b. reasonable and proper rent for premises let or demised by any Member to the Company;
 - c. moneys to any director for out-of-pocket expenses paid or incurred under paragraph 15.1b.; or
 - d. moneys to any director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer in connection with the promotion of the Company's objects.

21. WINDING UP

- 21.1 If, on the winding up or dissolution of the Company by any means and for any reason, there remains any property after the satisfaction of all the Company's debts and liabilities, the property shall not be paid to or distributed among the Members, but shall be given or transferred to one or more institutions selected by the Members at or before the dissolution of the Company, having objects similar to the Company and whose rules prohibit the distribution of its or their income and property among its or their members and which is eligible for tax deductibility of donations under Division 50 of the Income Tax Assessment Act 1997 (Cth).

22. NOTICES

- 22.1 Any Member who has not left at or sent to the Office a place of address or an electronic mail address (for registration in the register of members) at or to which all notices and documents of the Company may be served or sent shall not be entitled to receive any notice.
- 22.2 A notice may be given by the Company to any Member by:-
- a. serving it on the Member personally;
 - b. sending it by post to the Member or leaving it at the Member's address as shown in the register of members or the address supplied by the Member to the Company for the giving of notices;
 - c. serving it in any manner contemplated in this paragraph 22.2 on a Member's attorney as specified by the Member in a notice given under paragraph 22.3;
 - d. fax to the fax number supplied by the Member to the Company for the giving of notices; or
 - e. transmitting it electronically to the electronic mail address given by the Member to the Company for giving notices
- 22.3 A Member may by written notice to the Secretary left at or sent to the Office require that all notices to be given by the Company or the directors be served on the Member's attorney at an address specified in the notice.
- 22.4 Notice to a Member whose address for notices is outside Australia shall be sent by airmail, fax or electronic mail.
- 22.5 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:-
- a. in the case of a notice of a meeting, on the day after the date of its posting; and
 - b. in any other case, at the time at which the letter would be delivered in the ordinary course of post.

- 22.6 Where a notice is sent by fax or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.
- 22.7 a. Notice of every general meeting shall be given in the manner authorised by this Article:-
- i. to every Member and to each director; and
 - ii. to the auditor to the Company (if any).
- b. No other person is entitled to receive notice of general meetings.

23. INDEMNITY AND INSURANCE

- 23.1 To the extent permitted by law and without limiting the powers of the Company, the Company must indemnify each person who is, or has been, a director, Treasurer or Secretary of the Company against any liability which results directly or indirectly from acts or omissions, facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:-
- a. incurred at any time whether before or after the time this Article comes into effect to any person (other than the Company or a related body corporate), which arises out of conduct other than involving a lack of good faith or conduct known to the person to be wrongful;
 - b. for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Corporations Law.
- 23.2 The Company need not indemnify a person as provided for in paragraph 23.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 23.3 To the extent permitted by law and without limiting the powers of the Company, the Board may authorise the Company to, and the Company may enter into any:-

- a. documentary indemnity in favour of; or
- b. insurance policy for the benefit of,

a person who is, or has been, a director, Secretary, auditor, employee or other officer of the Company which indemnity or insurance policy may be on such terms as the Board approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

- 23.4 The benefit of each indemnity given in paragraph 23.1 continues, even after its terms or the terms of the paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

24. COMMON SEAL

- 24.1 a. The Board shall obtain a common seal for the use of the Company and shall provide for the safe custody thereof.
- b. The Seal shall never be used except by the authority of a resolution of the Board or of a committee thereof and every instrument to which the Seal is affixed shall be signed by one member of the Board at least and countersigned by the Secretary or some other person appointed by the Board.

25. CHEQUES, BILLS, ETC.

- 25.1 a. All cheques, bills of exchange and promissory notes, electronic funds payments/ transfers shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Company by two (2) members of the Board's Executive Committee or 3 officers authorised by the Board or in such other manner as the Board may from time to time determine.
- b. The funds of the Company shall be banked in the name of Wuchopperen Health Service Limited in such bank as the Board may from time to time direct.
- c. All moneys shall be banked as soon as practicable after they are received.

- d. Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupment which may be open.
- e. The Board may delegate authority to relevant officers to determine the amount of petty cash which shall be kept, on the imprest system.
- f. Accounts for payment shall be presented and endorsed at a Board meeting.