

CONSTITUTION – SUMMARY OF KEY CHANGES

Clause Ref	Clause Title	Proposed Clause Ref	Proposed Clause Title	Proposed clause content – Key Changes only	Resolution
RESOLUTION 1 – ACKNOWLEDGEMENT					
	ACKNOWLEDGEMENT		ACKNOWLEDGMENT	<p>Wuchopperen Health Service Limited extends heartfelt appreciation and sincere gratitude to the trailblazers who set the course for our journey.</p> <p>Our deepest recognition goes to the original Directors - Peter Frederick Noble, Sandra Ruth Levers, Michael John Miller, Clarence Ernest Grogan, and Timothy Seamus O'Shane - along with our inaugural CEO, Leslie Charles Collins. These remarkable individuals played a pivotal role in shaping the very essence of Wuchopperen.</p> <p>Equally, we hold in high esteem all those who have walked this path before us and stand with us today, each contributing to the unique tapestry of our identity. Your collective efforts have sculpted Wuchopperen into the organisation we are proud to be today. Your legacy and ongoing contributions are the cornerstone of our success, and we express our wholehearted gratitude for your unwavering commitment.</p>	Resolution 1
RESOLUTION 2 – MEMBERSHIP					
8	MEMBERSHIP	4	Membership	<p>4.4 Eligibility for Membership</p> <p>To be eligible to become a Member of the Company following the date of adoption of this Constitution, an applicant must:</p> <ul style="list-style-type: none"> i. be an individual ii. provide evidence, satisfactory to the Board that they are an Aboriginal Person or Torres Strait Islander Person, and that they both identify, and are accepted as, an Aboriginal Person or Torres Strait Islander Person; 	Resolution 2

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				<ul style="list-style-type: none"> iii. be an Aboriginal Person or Torres Strait Islander Person; iv. be a resident in the Cairns Region footprint for a minimum of 2 years prior to the person’s application to become a Member; v. declare in writing that the applicant agrees to be bound by this Constitution; and vi. tender to the Company an application fee of \$1.00. <p>(b) For the avoidance of doubt, article 4.4(a) has no application to those Members:</p> <ul style="list-style-type: none"> i. <i>noted as such on the application for the incorporation of the Company; or</i> ii. <i>noted as such in the Register as at the date of this Constitution.</i> 	
10	CESSATION OF MEMBERSHIP	4.11	Ceasing to be a member	<p>4.11 Ceasing to be a Member</p> <p>A person ceases to be a Member of the Company on:</p> <ul style="list-style-type: none"> (a) resignation; (b) the termination of the person’s membership by the Directors or by the Company in general meeting in accordance with this Constitution; (c) death; (d) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person’s joint or separate estate generally; 	Resolution 2

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				<p>(e) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or</p> <p>(f) the Secretary issuing a written request to the Member to confirm that they wish to retain their membership in the Company and the Member:</p> <p>i. <i>failing to respond within [3] months of the issue of the written request; or</i></p> <p>ii. <i>notifying the Secretary in writing that they no longer wish to be a Member.</i></p>	
	DISCIPLINING AND EXPELLING MEMBERS	4.13		<p>4.13 Disciplining and expelling Members In accordance with this article 4.13, the Directors may resolve to warn, suspend, or expel a Member from the Company if the Directors consider that:</p> <p>(a) the Member has breached this Constitution, or any by-laws, policies or other standards prescribed by the Directors;</p> <p>(b) the Member’s behaviour is causing, has caused, or is likely to cause harm to the Company; or</p> <p>(c) the Member applied for membership under article 4.3 and no longer meets the criteria for admission to membership under article 4.4, provided that the following procedure is observed:</p> <p>(d) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity (and a reasonable period of time, not to exceed 30 days from the issue of the written notice) to rectify the matter the subject of the allegation;</p> <p>(e) at least 1 week before the Directors’ meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:</p> <p>(i) <i>what is alleged against the Member; and</i></p> <p>(ii) <i>the intended resolution;</i></p> <p>(f) at the Directors’ meeting, and before voting on the resolution, the Member must be given an opportunity to</p>	Resolution 2



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				<p>give such written or verbal explanation of the matter the subject of the allegation as the Member thinks fit; after considering any explanation under article 4.13(f), the Directors may:</p> <p>(g) <i>take no further action;</i> (ii) <i>warn the Member;</i> (iii) <i>suspend the Member's rights as a Member for a period of no more than 12 months;</i> (iv) <i>expel the Member;</i> (v) <i>refer the decision to an unbiased, independent person determined by the Directors on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this article), or</i> (vi) <i>require the matter to be determined at a general meeting;</i> (h) the Directors cannot fine a Member; (i) the Secretary must give written notice to the Member of the decision under article 4.13(g) as soon as possible; (j) subject to article 4.14, disciplinary procedures must be completed as soon as reasonably practical; and (k) subject to article 4.14, if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member with effect from the date of the relevant resolution.</p>	
	RIGHT OF APPEAL	4.14		<p>4.14 Right to appeal</p> <p>a) A person who is subject to a suspension or expulsion under either article 4.13(g)(iii) or 4.13(g)(iv) respectively, may appeal the suspension or expulsion by written notice given to the Secretary within 7 days of receiving the relevant notice from the Secretary under article 4.13(i).</p> <p>b) On receipt of notice from a person under article 4.14(a), the Secretary must notify the Directors who must convene a general meeting of the Company to be held within 28 days after the date on which the secretary has received the notice.</p> <p>c) At the general meeting of the Company convened in accordance with article 4.14(b):</p> <p>i. <i>no business other than the question of the appeal is to be transacted;</i></p>	Resolution 2

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				<p>ii. <i>the Directors and the person must be given the opportunity to make representations in relation to the appeal orally and in writing, or both;</i></p> <p>iii. <i>the Members present are to vote by secret ballot on the question of whether the decision made under article 4.13(g)(iii) or 4.13(g)(iv) (as applicable) is confirmed or revoked (Appeal Vote); and</i></p> <p>the Appeal Vote is to be determined by a simple majority of votes cast by the Members.</p>	
RESOLUTION 3 – OBJECTIVES					
5	OBJECTIVES	2	Purpose, objects, and powers of the company	<p>Remove object i.:</p> <p>To relieve poverty, sickness, suffering, distress, misfortune, disability and helplessness within Aboriginal and Torres Strait Islander peoples.</p>	Resolution 3
RESOLUTION 4 – BOARD SIZE, COMPOSITION, TERM					
2	DEFINITIONS & INTERPRETATIONS	1.1 1.2	Definitions Interpretation	<p>Added definitions:</p> <p>Specialist Non-Member Director means a person who: satisfies each of the criteria specified in article 8.4; and provides evidence reasonably satisfactory to the Board that they possess a particular expertise and/or level of expertise in respect of a specific skill set that the Board determines from time to time, by way of a Board Determination, is required in furtherance of the Objects.</p> <p>Community Director means a person who:</p> <p>(a) satisfies each of the criteria specified in article 8.4; and</p> <p>(b) provides evidence reasonably satisfactory to the Board that they represent a community group to which the Company provides health services in furtherance of its Principal Object as detailed in article 2.2</p> <p>Cairns Region means the region comprising Palm Cove in the north to Gordonvale in the south and the</p>	Resolution 4

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				<p>Trinity Inlet in the east to the foothills of the Great Dividing Range in the west.</p> <p><i>Membership Application Form means the Membership Application Form substantially in the form set out in Annexure A as the same may be revised from time to time with the approval of the Board.</i></p> <p>Youth Director means a person who:</p> <p>(a) (a)satisfies each of the criteria specified in article 8.4; and</p> <p>will be, as at the date of his or her appointment as a Director of an age greater than 18 years and one day and less than 29 years and one day.</p>	
13	THE BOARD OF DIRECTORS	8 9 10	<p>The Directors</p> <p>Powers and duties of Directors</p> <p>Proceedings of Directors</p>	<p>8.1 Number of Directors</p> <p>Unless otherwise determined by the Company in general meeting, the number of Directors is to be not more than 7 comprising at all times</p> <p>a) no less than 2 Specialist Non-Member Directors; and b) at least 1 Youth Director with all of the remaining Directors from time to time being Community Directors</p> <p>8.3 Term of office of Directors</p> <p>a) A Director shall hold office for a term of 3 years but shall be eligible for re-election as a Director for 1 further term of 3 years (comprising a maximum consecutive term of 6 years). b) Other than a Director appointed under article 8.8, a Director's term of office starts at the end of the annual general meeting at which they are elected.</p> <p>8.4 Eligibility to become a Director</p>	Resolution 4

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				<p>Without limitation to article 8.1, to be eligible for election as a Director (other than a Specialist Non-Member Director), a person must:</p> <ul style="list-style-type: none"> a) be a Member; b) be an Aboriginal Person and/or be a Torres Strait Islander Person; c) be 18 years of age or older; d) demonstrate that they hold a current and valid Blue Card; e) undertake a criminal history check and any other background check as deemed necessary by the Board from time to time (and the results of those checks must be satisfactory to the Board); f) not be ineligible to be a director under the Corporations Act or the ACNC Act; g) provide a written confirmation to the Board committing to the Objects of the Company; h) not be a current employee of the Company, or have been an employee of the Company in the previous 3 years from the date on which the person is nominated to be a Director; i) provide written evidence to the Board that that they have been a resident in the Cairns Region for the 12 month period immediately preceding the date of the person's appointment to the Board; and j) meet any other eligibility criteria relating to the composition of the Board and the skills and qualifications of Directors as may be determined by the Directors from time-to-time pursuant to a Board Determination. 	
RESOLUTION 5 – DIRECTOR REMUNERATION					
2	DEFINITIONS & INTERPRETATIONS	1.1 1.2	Definitions Interpretation	<p>Added definitions:</p> <p>Board Determination (also known as a policy decision) means an unanimous resolution of the Directors in respect of a matter that this Constitution contemplates will be the subject of a board determination and the communication of that resolution to the Members of the Company in such manner as the Directors shall determine in respect of the relevant board determination.</p>	Resolution 5
15	REMUNERATION	8.9	Remuneration	8.9 Payments to a Director	Resolution 5

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				<p>a) The Company may pay fees to a Director for acting as a Director in amounts to be determined by the Board from time to time by way of Board Determination provided that:</p> <p>i. <i>the maximum aggregate amount that a Director is entitled to receive pursuant to this article 8.9 in respect of any 1 meeting must not exceed the sum of \$600 (or such greater amount as the Members may, in general meeting, determine); and</i></p> <p>ii. <i>the maximum annual aggregate amount a Director is entitled to receive pursuant to this article 8.9 in any 1 calendar year must not exceed the sum of [\$7,200] for all Directors other than the chair and [\$10,800] for any Director serving as chair during that calendar year (or such greater amount as the Members may, in general meeting, determine).</i></p>	
RESOLUTION 6 – ADMINISTRATIVE CHANGES					
11	GENERAL MEETINGS	5 7	General Meetings Proceedings at general meetings	<p>7.1 Number for a quorum</p> <p>a) Subject to article 7.3, the quorum for a general meeting is twenty (20) Members.</p> <p>b) In determining whether a quorum is present, each individual attending as a proxy or attorney is to be counted, except that:</p> <p>i. <i>where a Member has appointed more than 1 proxy or attorney, only 1 is to be counted; and</i></p> <p>ii. <i>where an individual is attending both as a Member and as a proxy or attorney, that individual is to be counted only once.</i></p> <p>7.4 Adjourned meeting At a meeting adjourned under article 7.3(b), the same quorum requirements apply as set out in article 7.1. If a quorum is not present within 60 minutes after the time appointed for the adjourned meeting, then those Members attending will be deemed to be a quorum, provided the number of such Members is no less than [5].</p> <p>7.7 Chair may vacate</p> <p>a) At any time during a general meeting and in respect of any specific item or items of business (including, but</p>	Resolution 6

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				<p>not limited to, items of business where the chair has an actual or perceived conflict of interest), the chair may elect to vacate the role of chair in favour of another person nominated by the chair which person must be (in order of precedence):</p> <ul style="list-style-type: none"> i. the auditor of the Company; or ii. a Director. <p>b) A person nominated by the chair is accordance with article 7.7(a) is to be taken to be the chair and will have all the powers of the chair (other than the power to adjourn the meeting), during the consideration of that item of business or those items of business.</p>	
17	PROCEEDINGS OF THE BOARD	9 10 11	<p>Powers and duties of Directors</p> <p>Proceedings of Directors</p> <p>Chief Executive Officer</p>	<p>10.15 Circulating resolutions</p> <p>(a) The Directors may pass a resolution without a Directors' meeting being held if a majority of the Directors entitled to vote on the resolution have consented to the resolution in accordance with this article 10.15. The resolution is passed when the last participating Director consents to the resolution in accordance with this article 10.15.</p> <p>(b) Any proposed resolution or other document referred to in this article 10.15 must be sent to every Director who is entitled to vote on the resolution.</p> <p>(c) Notwithstanding article 10.15(b), the resolution is not invalidated if it is consented to by a Director who is not entitled to vote.</p> <p>(d) A Director may consent to a resolution by signing a document that sets out the terms of the resolution and contains a statement to the effect that the Director is in favour of the resolution.</p> <p>(e) Alternatively, a Director may consent to a resolution by giving the Company a written notice (including by fax or other electronic means) addressed to and received by the Secretary or the chair:</p> <ul style="list-style-type: none"> i. that signifies the Director's assent to the resolution; ii. that sets out the terms of the resolution or identifies those terms; and iii. if the Director has notified the Company in writing of a specified means by which his or her consent must be authenticated (including by providing particular personal information or an allocated code), that authenticates the Director's consent by those specified means. 	Resolution 6

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				<p>(f) Any document referred to in this article 10.15 may be in the form of a fax or electronic notification. Separate copies of a document (including in electronic form) may be signed by the Directors if the wording of the resolution and statement is identical in each copy.</p> <p>(g) This article 10.15 applies to resolutions of Committees as if the references to Directors were references to Committee members.</p> <p>11 Chief Executive Officer</p> <p>(a) The Directors must:</p> <p><i>appoint a Chief Executive Officer; delegate to the Chief Executive Officer any of the powers conferred on the Directors; and withdraw or vary any of those powers, on any terms and conditions and with any restrictions as they think fit. The Directors may fix the remuneration of the Chief Executive Officer which may be by way of salary drawn from the Company.</i></p> <p>(b) Subject to the terms of any employment contract between the Company and the Chief Executive Officer, the Directors may at any time remove or dismiss the Chief Executive Officer from employment with the Company.</p>	
21	WINDING UP	17	Winding up	<p>17.2 Surplus assets not to be distributed to Members If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member</p> <p>17.3 Distribution of surplus assets Subject to the Corporations Act and any other applicable law, and any court order, any surplus assets that remain after the Company is wound up must be distributed to 1 or more charities:</p> <p>(a) with charitable purpose(s) and objects similar to, or inclusive of, the purpose(s) and objects in article 2;</p> <p>(b) which also prohibit the distribution of any surplus assets to its Members to at least the same extent as the Company; and</p>	Resolution 6

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				(c) which is an Approved Institution.	
19	ACCOUNTS AND AUDITS	18	Accounts	Accounts The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act.	Resolution 6
25	CHEQUES, BILLS ETC.	18	Accounts	Accounts The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act.	Resolution 6
	MEMBERSHIP APPLICATION FORM	ANNEXURE A			Resolution 6
RESOLUTION 7 – ADMINISTRATIVE AMENDMENTS (NO CONTENT CHANGES, GENERALLY RELOCATION AND/OR RENUMBER OF CLAUSE)					
1	NAME	N/A	N/A	Company Name and ACN will appear on title page of Constitution	Resolution 7
		1.3	Corporations Act	1.3 Corporations Act (a) In this Constitution unless the contrary intention appears: <i>a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and</i> (b) “section” means a section of the Corporations Act. While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any provisions in this Constitution which are inconsistent with those Acts.	Resolution 7
3	REGISTERED OFFICE	N/A	N/A	Moved into Definitions at proposed clause 1.1 and no change to wording: Registered Office means the registered office of the Company, which will be situated at such place in the State of Queensland as the Board may from time to time decide.	Resolution 7
6	POWERS OF THE COMPANY	2	Purpose, objects, and powers of the company		Resolution 7

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7	LIABILITIES OF THE COMPANY	Title Page 4.6 4.15 17	A public company limited by guarantee Application fee and guarantee Limited Liability Winding Up		Resolution 7
9	RIGHTS OF MEMBERS	7.5 14	Proceedings at General Meetings - Entitlement to vote Inspection of Records		Resolution 7
12	REPRESENTATION AND VOTING OF MEMBERS	6	Appointment of proxies and attorneys		Resolution 7
14	ELECTION OF BOARD MEMBERS	8.6	Director elected at general meeting		Resolution 7
16	VACATION OF OFFICE	8.12	Vacation of Office of Director		Resolution 7
18	SECRETARIES AND OTHER OFFICERS	12	Secretary and other officers		Resolution 7
20	APPLICATIONS OF INCOME AND PROPERTY	3	Income and property of the Company		Resolution 7
22	NOTICES	15	Communications and service of documents		Resolution 7
23	INDEMNITY	16	Indemnity Insurance		Resolution 7
24	COMMON SEAL	13	Seals		Resolution 7

Resolution 1: Acknowledgement

Resolution 2: Membership (multiple)

Resolution 3: Objectives

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Resolution 4: Board size, composition, term

Resolution 5: Board remuneration and determination

Resolution 6: Bulk resolution of administration changes (including Corporations Act and other legislative compliance requirements) and

Resolution 7: Bulk administrative only amendments (no change to content/wording just renumbering and/or relocation)