

Wuchopperen Health Service Limited – Proposed changes to the Company’s Constitution

| Item | Page | 2021 Section Heading | Wording in 2021 Constitution | Recommended new wording and changes | Summary of proposed changes |
|------|------|----------------------|--|--|---|
| 1 | 3 | Acknowledgement | <p>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:</p> <p>Peter Frederick Noble, Sandra Ruth Levers, Michael John Miller, Clarence Ernest Grogan and Leslie Charles Collins.</p> | <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 Coordinator Elect, 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> | |
| 2 | 8 | Article 8 Membership | Article 8.2 - Any person is able to apply for membership of the Company if that person is an individual and:- | Input new numbering on top of current 'a to d' numbering – Article 8.2.a - Any person who is 18 years of age or older is able to apply for membership of the Company if that person is an individual and:- | Included the wording 'who is 18 years of age or older'. |
| 3 | 8 | Article 8 Membership | Article 7.3.c – declares in writing that the applicant agrees to be bound by the Constitution; and | Article 8.2.c - provides the information required in the form or similar in content to Schedule 1 or the Membership Application form as prescribed by the | Correct numbering and refer to new membership application form (Schedule 1). |

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| | | | | board at the time, and declares in writing that the applicant will be bound by the Constitution. | |
| 4 | 10 | Article 8 Membership | | Article 8.7 - At all times not less than 96% of the members who are eligible to vote at a general meeting of the company shall be Aboriginal or Torres Strait Islander people | Insert a requirement for not less than 96% of the membership to comprise Aboriginal or Torres Strait Islander people. |
| 5 | 12 | Article 11 General Meetings | <p>Article 11.1</p> <p>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.</p> <p>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.</p> | <p>Insert additional articles c, d, e, and f in Article 11.1.</p> <p>Article 11.1</p> <p>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.</p> <p>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.</p> <p>c. The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to under the Corporations Act or any other applicable law.</p> <p>d. If 2025 or more members who are entitled to vote at a general meeting,</p> | Additional articles in relation to convening a general meeting, including the ability of members to require a general meeting. |

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| | | | | <p>make a request to the Company for a general meeting to be held, the Directors must:</p> <ul style="list-style-type: none"> I. within 21 days of the Members’ request, give all Members notice of a general meeting; and II. hold the general meeting within 2 months of the Members’ request. <p>e. The request made by the Members for a general meeting must:</p> <ul style="list-style-type: none"> I. be in writing; II. state any resolution to be proposed at the meeting; III. be signed by the Members making the request, and IV. be given to the Company. <p>f. Separate copies of a document setting out the request may be signed by members if the wording of the request is identical in each copy.</p> | |
| 6 | 13 | Article 11 General Meetings | Article 11.6.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 | Article 11.6.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 either by email, or by other relevant media or digital platforms no later than 2 days before the scheduled meeting time | Replace requirement to advertise in daily newspaper with notification by email or by social media. |
| 7 | 13 | Article 11 General Meetings | Article 11.6.c - If a quorum is not present within half an hour from the time appointed for the holding of an | Article 11.6.c - If a quorum is not present within half an hour from the time appointed for the holding of an adjourned meeting, | Increase size for a quorum at an adjourned general meeting. |

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| | | | 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 | but there are at least 10 members present then the members present shall constitute a quorum. If there are fewer than 10 members, the meeting is dissolved | |
| 8 | 14 | Article 11 General Meetings | | Insert a new Article 11.10 to read - The Company may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate. | Use of technology at general meetings. |
| 9 | 14 | Article 12 Representation and Voting Members | Article 12.2.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. | Article 12.2.b – A poll may be directed by the chair or demanded by any 5 members present at the meeting and entitled to vote, except in relation to the election of the chair of the meeting. | Increase number of members who can demand a poll from one to five. |
| 10 | 15 | Article 12 Representation and Voting Members | Article 12.5.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. | Article 12.5.b - An instrument appointing a proxy must be in writing in the form set out in Schedule 2 under the hand of the appointor or of the appointor's attorney duly authorised in writing. | Refers to new proxy form (Schedule 2). |
| 11 | 16-17 | Article 12 Representation and Voting Members | Article 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 | Delete article 12.8.a. entirely and remove letter b from the second paragraph. Article 12.8 to read- Where the instrument does not specify the name of a proxy, the instrument shall be taken to be given in favor of the chair of the meeting. | Remove words, considered unnecessary |

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| 12 | 17 | Article 13 The Board of Directors | Article 13.1 - The management of the Company shall be undertaken by the Board which shall consist of not more than nine (9) Members. | Article 13.1 - The management of the Company shall be undertaken by the Board which shall consist of not less than seven (7) and not more than nine (9) Members | Insert words to set a minimum size for the Board. |
| 13 | 17 | Article 13 The Board of Directors | Article 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 | Article 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; g) Shall have a current and valid child safety and personal history screening check clearance; h) Shall not be ineligible to be a Director under the Corporations Act or the ACNC Act; and i) Shall have a current Director Identification Number. j) Must comply with the provisions of the company’s Constitution, Policies and Procedures and the Board Governance Manual. | Additional requirements to be a Director inserted to match the new Director nomination form (Schedule 3). |
| 14 | 18 | Article 13 The Board of Directors | Article 13.6 – An annual general meeting of the Company may from time to time increase or reduce the number of | Article 13.6- Subject to the provisions of article 13.1 an annual general meeting of the Company may from time to time increase or reduce | Ability of AGM to vary the size of the board to be subject to the maximum size of 9 board members, as already set out on article 13.1 |

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| | | | members of the Board and may make appointments or accept resignations necessary for effecting any such increase or decrease (as the case may be). | 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). | |
| 15- | 19 | Article 14 Election of Board Members | Article 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. | Article 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 three (3) 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 3 year term. | Increase the term of Director from 2 to 3 years.— - - |
| 16 | 19-20 | Article 14 Election of Board Members | Article 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 | Article 14.5.a - In order to be eligible for election to the Board, a nomination form for directorship as set out in the form or similar in content to Schedule 3 or the Nomination for Directorship form as prescribed by the board at the time shall be sent to the Company at least five (5) clear days before the relevant annual general meeting, duly completed and signed by the nominee and by two financial members of the Company who support the nomination. The nominee shall also provide their written consent to the nomination. unless the Board has recommended their election. 14.5.b - There will be no exceptions to the requirements of article 14.5.a unless, after following the process, a vacancy still exists. The members who followed the process set out in article 14.5.a shall be declared elected. | Requirements for members to nominate for a directorship changed slightly, paragraph reformatted; and a revised director nomination form to become part of the Constitution (Schedule 3). |

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| | | | presentation outlining their skills and abilities for Directorship. | 14.5.c – All nominees will be expected to do a brief verbal presentation outlining their skills and abilities for Directorship. | |
| 17 | 21 | Article 14 Election of Board Members | | <p>Article 14.13– The Directors may at any time fill a casual vacancy on the Board, provided that:</p> <p>a.– the total number of Directors does not exceed the maximum number of Directors specified in article 13.1; and</p> <p>b.– the Board shall seek expressions of interest from Members who are interested in becoming a director to fill the casual vacancy;</p> <p>c.– the requirements for a person to be a Director, as set out in article 13.3 are met; and</p> <p>d.– any person that the Board intend to a appoint to fill a casual vacancy must complete a nomination for Directorship form as set out in the form or similar in content to Schedule 3 or the Nomination for Directorship form as prescribed by the Board at the time; and</p> <p>a person who is appointed to fill a casual vacancy as a Director will remain in that position until the next Annual General Meeting when they</p> | Insert a new article that gives the Board power to fill casual vacancies: |

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| | | | | shall retire, but they will be eligible to nominate for re-election. | |
| 18 | 21 | Article 15 Remuneration | Article 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. | Article 15.1.a - The Company may pay fees to a member who acts a director. All amounts to be paid as directors fees must be approved by the members at a General Meeting. No director shall be engaged as an employee or contractor of the Company. | Directors to be entitled to be paid fees for their service to the Company as a Director. |
| 19 | 22 | Article 16 Vacation of Office - Directors | Article 16.1 - In addition to the circumstances in which the office of a director becomes vacant:- <ul style="list-style-type: none"> 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; | Article 16.1 – In addition to the circumstances in which the office of a director becomes vacant under the Corporations Law; or because of a resolution of the Company under paragraph 16.4, if the director <ul style="list-style-type: none"> a. 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; or b. resigns by notice in writing to the Company; or c. is convicted of an indictable offence; or d. is convicted of a disqualifying offence which may result in a negative notice for a Blue Card; or e. passes away | Reformatting this article, no change to the wording. |

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| | | | <p>f. is convicted of a disqualifying offence which may result in a negative notice for a Blue Card.</p> <p>g. dies</p> | | |
| 20 | 22 | Article 16 Vacation of Office - Directors | Article 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. | Article 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. | Reference to an offence concerning the property or affairs of the Company is unnecessary due to existing article 16.1.e (new article 16.1.c) |
| 21 | 23 | Article 17 Proceedings of the Board | Article 17.5.a – At a Board meeting a quorum shall consist of 50% of the members of the Board. | <p>Article 17.5. a - At a Board meeting a quorum shall be 3 members of the board. The quorum must be present at all times during the meeting.</p> <p>Or</p> <p>The quorum for a meeting of directors is a majority of directors. The quorum must be present at all times during the meeting.</p> | Change quorum from 50% to 3 members of the Board or a majority of the Directors in place at the time of the meeting. |
| 22 | 28-29 | Article 19 Accounts and Audits | <p>Article 19.1 - The Board shall cause proper books of account to be kept with respect to:-</p> <p>a. All sums of moneys received and expended by the Company and the matters in respect of which the receipts and expenditure take place.</p> <p>b. All sales and purchases of goods by the Company; and</p> | <p>Article 19.1 - The Board shall cause proper books of account to be kept which record:</p> <p>a. All sums of moneys received and expended by the Company and the matters in respect of which the receipts and expenditure take place;</p> | Reword first sentence and insert extra article 19.1.d to meet the requirements of the Corporations Act. |

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| | | | c. The assets and liabilities of the Company. | b. All sales and purchases of goods by the Company; c. The assets and liabilities of the Company; and d. Which meet the requirements of the Corporations Act and contain adequate financial controls. | |
| 23 | 30 | Article 21 Winding Up | Article 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). | Article 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 owned and controlled by Aboriginal and Torres Strait Islander people selected by the Members at or before the dissolution of the Company, which: a. have charitable purpose(s) and objects similar to the Company; b. have a Constitution or Rules which prohibit the distribution of any surplus to members; and c. is an institution, fund or authority which falls within the description of an item in any of the tables in Subdivision 30-B of the <u>current</u> Tax Act, which has been established for charitable purposes, and which is endorsed as a | Improve the wording for the winding up process to more clearly allow the assets of the company to be transferred to another suitable institution which has the same profit distribution restrictions, and the same tax concessions. Also inserting an article to provide for the Court to make a decision to distribute surplus assets if members fail to do so. |

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| | | | | <p style="color: red;">deductible gift recipient under or for the purposes of the Tax Act.</p> <p style="color: red;">21.2 – The decision as to the institution or institutions to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Court to make this decision.</p> | |
| 24 | 33 | Article 25 Cheques, Bills , Etc | <p>Article 25.1 -</p> <p style="padding-left: 20px;">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.</p> <p style="padding-left: 20px;">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.</p> | <p style="color: red;">Remove article 25 entirely.</p> | <p style="color: red;">Not required. Article 19.1.d covers these requirements.</p> |

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| | | | <ul style="list-style-type: none"> 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. | | |
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Item 25 - Correction of minor typographical, layout, numbering and grammatical errors:

| Item | Page number | 2021 Section Heading | Original Wording | Recommended Wording |
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| 1 | 2 | Table of Contents - Article 1. | Name of the Company | Name of Company |
| 2 | 2 | Table of Contents - Article 23.... p32 | Indemnity | Indemnity and Insurances |
| 3 | 3 | Definitions and Interpretation | 2.1.e.... Wuchopperan | Wuchopperen (correct spelling) |
| 4 | 4 | Definitions and Interpretation | 2.1.g.... its_regulations... | ...its Regulations (removal of underscore) |
| 5 | 6 | Powers of the Company | 6.2.l.... effect <u>its</u> objectives | ..effect its objectives (removal of underline on its) |
| 6 | 7 | Powers of the Company | 6.2.m.... or <u>premises</u> which | ..or premises which (removal of underline on s in premises) |
| 7 | 8 | Membership | Item 7.3 (typo) | Change to Article 8.2 |
| 8 | 9 | Membership | 8.3.b | Correct indentation on article. 8.3.b. |
| 9 | 10 | Membership | 8.6... | Remove letter (a) indentation – not required. |
| 10 | 10 | Cessation of Membership | 10.1.a (second paragraph) | Include indentation and the letter (b) |