



CHILDREN'S
HEALTHCARE

AUSTRALASIA

CORPORATIONS ACT
COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

CHILDREN'S HEALTHCARE AUSTRALASIA
ACN 006 996 345

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1 PRELIMINARY

1.1 In this Constitution unless the contrary intention appears:

'**Auditor**' means the Company's auditor;

'**Chief Executive Officer**' means the Chief Executive Officer of the Company;

'**Company**' means Children's Healthcare Australasia ACN 006 996 345;

'**Constitution**' means the constitution of the Company as amended from time to time;

'**Corporations Act**' means the *Corporations Act 2001* (Cth);

'**Director**' includes any person occupying the position of director of the Company;

'**Directors**' means all or some of the Directors acting as a board;

'**Member**' means a member under **clause 5**;

'**Hospital Network**' means a National District Health Board or otherwise named formal network of hospitals and/or organisations providing health care facilities and services in a particular region;

'**Office**' means the Company's registered office;

'**President**' means any person appointed President and Chair of the Board under this Constitution;

'**Register**' means the register of Members of the Company;

'**Registered Address**' means the last known address of a Member as noted in the Register;

'**Representative**' means a person appointed as such under **clause 10**;

'**Seal**' means the Company's common seal (if any);

'**Secretary**' means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries; and

'**Special Purpose Director**' means a Director appointed by the Directors, according to the rules of the Board, who is not elected by the members, but who brings identified expertise to the effective governance of the Company.

'**Vice President**' means any person appointed Vice President under this Constitution.

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (b) words importing natural persons include corporations;
 - (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution;
 - (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
 - (e) a reference to the Corporations Act is a reference to the Corporations Act as modified or amended from time to time.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the clause.
- 1.4 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

2 OBJECTS

- 2.1 The objects for which the Company is established are:
- (a) to promote, represent and publicise the interests of children's hospitals and health services providing health care to children and young people;
 - (b) to support best practice, innovations and improvements in member organisations through the sharing of knowledge and innovative ideas, and through benchmarking of relevant indicators;
 - (c) to provide networking and professional development opportunities among those professionally engaged in the delivery of health care to children and young people in member organisations;
 - (d) to advocate for and provide a national voice for the common interests and concerns of member organisations;
 - (e) to liaise and work with other bodies or persons interested in the health and health care of children and young people; and
 - (f) to promote such legislative, social and administrative reforms as may be relevant to the objectives of Children's Healthcare Australasia.
- 2.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the objects in this **clause 2**; and
 - (b) do all things incidental or convenient in relation to the exercise of power under **clause 2.2(a)**.

3 INCOME AND PROPERTY OF COMPANY

- 3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 2**.

- 3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

4 PAYMENTS TO DIRECTORS

- 4.1 No payment will be made to any Director of the Company other than the payment of:
- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
 - (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
 - (c) any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
 - (d) an insurance premium in respect of a contract insuring a director to which subsection 243K(7B) of the Corporations Act refers or the provision of a financial benefit to a director to which subsection 243K(7A) of the Corporations Act refers.

5 MEMBERSHIP - Admission

- 5.1 The number of Members of the Company is unlimited.
- 5.2 The Members of the Company will be:
- (a) the persons who are Members at the time of adoption of this Constitution; and
 - (b) any other persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution.
- 5.3 Applications from Members for a change in membership category will be in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion.
- 5.4 At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:
- (a) determine the admission or rejection of the applicant to be a Member; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 5.5 If the Directors require further evidence under **clause 5.4**, determination of the application will be deferred until the evidence has been supplied;

- 5.6 If the Directors reject an application for membership, they will not be required to give reasons for the rejection.
- 5.7 As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription;
- 5.8 Subject to clause 5.9, an applicant will become a Member of the Company on payment of the amount due under clause 5.7.
- 5.9 If the amount due under **clause 5.7** is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the applicant for membership of the Company.
- 5.10 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.

6 MEMBERSHIP - Categories of Membership

- 6.1 The Company will have the following categories of membership:
- (a) Ordinary; and
 - (b) Associate.
- 6.2 Ordinary membership is available to hospitals, health care facilities and hospital networks that provide children's healthcare services.
- 6.3 Ordinary members are further categorised into the following sub categories:
- (a) Large Member
 - (b) Medium Member
 - (c) Small Member.
- 6.4 The Directors may, by ordinary resolution, change the Company's sub categories of membership and/or the criteria for membership in those sub categories (including increasing or decreasing the number of sub categories of memberships
- 6.5 Associate membership is available to those persons or organisation who do not qualify as Ordinary members, and who have an interest in the objects of the Company.
- 6.6 Associate members must not be part of a hospital, health care facility or hospital network who is otherwise eligible for Ordinary membership.
- 6.7 Members may apply to the Company for a change in their sub category of membership by applying in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion.
- 6.8 At the next meeting of directors after the receipt of an application for a change of membership sub category, the application will be considered by the Directors. The Directors will:
- (a) determine whether to accept or reject the application; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 6.9 If the Directors require further evidence under **clause 6.8(b)**, determination of the application will be deferred until the evidence has been supplied.

- 6.10 If the Directors reject an application for a change in membership sub category they are not required to give reasons for the rejection.
- 6.11 As soon as practicable following acceptance of an application for change of membership, the Secretary will send the applicant written notice of the new membership sub category and request payment of any additional annual subscription fees.
- 6.12 An applicant will become a Member in the new sub category on payment of the amount due under **clause 6.11**.
- 6.13 If the Directors consider that a Member no longer satisfies the criteria for that Member's sub category of membership, the Directors may (after giving the member an opportunity to put submissions and evidence before them) send the Member written notice that the Member's category of sub membership has been changed.

7 MEMBERSHIP - Subscriptions

- 7.1 The Directors may from time to time determine the entrance fee and annual subscription payable by each Member or each category of Member.
- 7.2
- (a) The annual subscription period will commence on 1 July of each year, and the annual subscription will be due within 30 days of the date subscription notices are issued.
 - (b) The first subscription payable by persons who consented to become Members in the application for the Company's registration will be payable within 30 days of the date from which subscriptions are determined by the Directors.
- 7.3 The Directors may determine that any Member admitted to membership between 1 January and 30 June will pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- 7.4 If a Member does not pay a subscription within 30 days after it becomes due, the Directors:
- (a) will give the Member notice of that fact; and
 - (b) if the subscription remains unpaid at the following AGM, that Member's membership is forfeited.

8 MEMBERSHIP - Ceasing to be a Member

- 8.1 A Member's membership of the Company will cease:
- (a) In accordance with the provisions of the Corporations Act; or
 - (b) if membership is forfeited under **clause 7.4(b)**.
- 8.2 Any Member ceasing to be a Member:
- (a) will not be entitled to any refund (or part refund) of a subscription; and

- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

9 MEMBERSHIP - Powers of attorney

- 9.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- 9.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 9.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

10 MEMBERSHIP - Representatives

- 10.1 Any Member who is a corporation or organisation may by written notice to the Secretary:
 - (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 10.2 Where the Member is a hospital network, each entity within the hospital network which provides childrens' health services may by written notice to the Secretary:
 - (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 10.3 The Directors may set any criteria a Representative must meet prior to his or her appointment.
- 10.4 A Representative is entitled to:
 - (a) exercise at a general meeting all the powers which it's appointer could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 10.5 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 10.6 The chairperson of the general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 10.7 The appointment of a Representative may set out restrictions on the Representative's powers.

11 GENERAL MEETINGS - Convening general meeting

11.1 Any Director may, at any time, convene a general meeting.

11.2 A Member may:

- (a) only request the Directors to convene a general meeting in accordance with section 249D of the Corporations Act; and
- (b) not convene or join in convening a general meeting except under section 249E or 249F of the Corporations Act.

12 GENERAL MEETINGS - Notice of general meeting

12.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

12.2 A notice convening a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

12.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of directors; or
- (c) the appointment and fixing of the remuneration of the Auditor.

12.4

- (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under **clause 11.2**).
- (b) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

12.5 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

13 PROCEEDINGS AT GENERAL MEETINGS - Member

13.1 In clauses 14, 15, 17 and 21, 'Member' includes a Member present in person or by proxy, attorney or Representative.

14 PROCEEDINGS AT GENERAL MEETINGS - Quorum

- 14.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 14.2 A quorum of Members is ten Members who are entitled to vote at that meeting subject to **clause 21**.
- 14.3 If a quorum is not present within 30 minutes after the time appointed for a meeting:
- (a) if the meeting was convened on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

15 PROCEEDINGS AT GENERAL MEETINGS - President

- 15.1 The President, or in the President's absence the Vice President, will be the chairperson at every meeting of Members.
- 15.2 If:
- (a) there is no President or Vice President; or
 - (b) neither the President nor Vice President is present within 15 minutes after the time appointed for holding the meeting; or
 - (c) the President and Vice President are unwilling to act as chairperson of the meeting,
- the Chief Executive Officer of the Company will Chair the meeting.
- 15.3 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

16 PROCEEDINGS AT GENERAL MEETINGS - Adjournment

- 16.1 The chairperson of a meeting at which a quorum is present:
- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
 - (b) must adjourn a meeting if the meeting directs him or her to do so.
- 16.2 An adjourned meeting may take place at a different venue to the initial meeting.
- 16.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- 16.4 Notice of an adjourned meeting must only be given in accordance with **clause 12.1** if a general meeting has been adjourned for more than 21 days.

17 PROCEEDINGS AT GENERAL MEETINGS - Decision of questions

- 17.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

- 17.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 17.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 17.4 The demand for a poll may be withdrawn.
- 17.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

18 PROCEEDINGS AT GENERAL MEETINGS - Taking a poll

- 18.1 A poll will be taken when and in the manner that the chairperson directs.
- 18.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 18.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 18.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 18.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.
- 18.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

19 PROCEEDINGS AT GENERAL MEETINGS - Casting vote of chairperson

- 19.1 The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

20 PROCEEDINGS AT GENERAL MEETINGS - Offensive material

- 20.1 A person may be refused admission to, or required to leave and not return to, a meeting if the person:
- (a) refuses to permit examination of any article in the person's possession; or
 - (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,which the chairperson considers to be dangerous, offensive or liable to cause disruption.

21 VOTES OF MEMBERS - Entitlement to vote

- 21.1 Ordinary members have one vote each, unless the Ordinary member is a hospital network, whereupon, the Ordinary member has one vote for each entity within the

hospital network who provides children's healthcare services and who has appointed a Representative.

- 21.2 Associate members do not have the right to vote. .
- 21.3 Subject to clause 21.1, where a resolution is put to a general meeting on a show of hands or on a poll, each Ordinary Member who is entitled to vote has one vote.

22 VOTES OF MEMBERS - Objections

- 22.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.
- 22.2 An objection must be referred to the chairperson of the meeting, whose decision is final.
- 22.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

23 VOTES OF MEMBERS - Votes by proxy

- 23.1 Where a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may vote on a show of hands.
- 23.2 A proxy may demand or join in demanding a poll.
- 23.3 A proxy or attorney may vote on a poll.

24 VOTES OF MEMBERS - Instrument appointing proxy

- 24.1 A Member who is a natural person may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney.
- 24.2 A Member which is a corporation may appoint a proxy by a written appointment executed in accordance with section 127 of the Corporations Act or the appointor's attorney duly authorised in writing.
- 24.3 A proxy need not be a Member.
- 24.4 No one Member/person must hold more than three proxy appointments.
- 24.5 An appointment of a proxy must be in accordance with any rules for the appointment of proxies determined by the Directors from time to time.
- 24.6 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.
- 24.7 A proxy's appointment is valid at an adjourned meeting.

25 VOTES OF MEMBERS - Lodgement of proxy

- 25.1 The written appointment of a proxy or attorney must be received by the Company before the time for holding the meeting or adjourned meeting at which the appointee proposes to vote.
- 25.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;

- (b) a facsimile number at the Office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

26 VOTES OF MEMBERS - Validity

26.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became of unsound mind; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

27 APPOINTMENT AND REMOVAL OF DIRECTORS - Number of Directors

27.1 Number of Board Members

Unless the Company resolves otherwise, there will be a minimum of eight Directors and a maximum of twelve Directors on the Company's Board.

27.2 Qualifications

A Director (other than a Special Purpose Director) must be associated with an Ordinary Member who provides children's healthcare services.

27.3 Subject to clauses 27.1 and 27.2, the Directors will be:

- (a) Up to four persons nominated by Large Members; plus
- (b) Up to four persons nominated by Small and Medium Members; plus
- (c) Up to four Special Purpose Directors appointed by the Directors having regard to the skill set of Directors required to effectively manage the Company.

28 APPOINTMENT AND REMOVAL OF DIRECTORS - Nomination of Director

28.1 An Ordinary Member may nominate a person or persons to be elected as a Director (other than a Special Purpose Director) at the AGM.

28.2 The Board may make rules relating to the nominations and elections or appointment of Directors.

29 APPOINTMENT AND REMOVAL OF DIRECTORS - Appointment and removal of Directors

29.1 Members may, by resolution passed at the Annual General Meeting:

- (a) appoint new Directors;
- (b) remove any **Director before the end of the Director's period of office**; and
- (c) appoint another person in the Director's place.

29.2 A person appointed under **clause 29.1(c)** will hold office for the period for which the Director replaced would have held office if the Director had not been removed.

30 APPOINTMENT AND REMOVAL OF DIRECTORS - Additional and casual Directors

30.1 Subject to **clause 27**, the Directors may appoint any person as a Director to fill a casual vacancy.

30.2 A Director appointed under **clause 30.1** will hold office until the next Annual General Meeting of the Company when the Director may be re-elected, or in the case of Special Purpose Directors, re-appointed.

31 APPOINTMENT AND REMOVAL OF DIRECTORS - Retirement

31.1 At each Annual General Meeting, one-third of the Directors (or, if their number is not a multiple of three, then the number nearest to one-third) must retire from office.

31.2 The Directors who must retire at an Annual General Meeting are those who have been the longest in office since their last election, but, as between persons who became Directors on the same day, those to retire will (unless otherwise agreed amongst themselves) be determined by lot.

31.3 Each Director must retire at the third Annual General Meeting after their last election, or in the case of Special Purpose Directors, at the third Annual General Meeting after their appointment.

31.4 A retiring Director will be eligible for re-election, or in the case of a Special Purpose Director, reappointment, for up to a maximum of two further terms.

32 POWERS AND DUTIES OF DIRECTORS

32.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.

32.2 Without limiting the generality of **clause 32.1**, the Directors may exercise all the powers of the Company to:

- (a) borrow money;
- (b) charge any property or business of the Company;
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person; and

32.3 A majority of the Directors may invite any person to attend a Directors' meeting as an observer. The observer:

- (a) must not participate in a vote of the Directors; and
- (b) may only participate in discussions and decisions on questions at the meeting if they are requested to do so by a majority of Directors at the meeting.

'Participate' includes making a comment, giving an opinion or contributing any material.

33 PROCEEDINGS OF DIRECTORS – Appointment of President and Vice President

- 33.1 At the first meeting of the Directors after an AGM, the Directors will from amongst themselves:
- (a) Appoint or confirm the appointment of the President (and Chair of the Board),
 - (b) Appoint or confirm the appointment of one or two Vice Presidents.
- 33.2 The President and Vice President(s) will have a term of two years.
- 33.3 The Directors may make rules relating to the appointment of the President and the Vice President(s) not otherwise provided for in this Constitution

34 PROCEEDINGS OF DIRECTORS – Conduct of Directors

- 34.1 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically convened for that purpose may suspend that Director.
- 34.2 Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 29.1(b) or annul the suspension and reinstate the Director.

35 PROCEEDINGS OF DIRECTORS - Directors' meetings

- 35.1 A Director may at any time, and the Secretary must on the request of a Director, convene a Directors' meeting.
- 35.2 A Directors' meeting must be convened on at least 48 hours written notice of a meeting to each Director.
- 35.3 It is not necessary to give notice of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia or New Zealand.
- 35.4
- (a) Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
 - (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
 - (c) Subject to **clause 37**, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 35.5 **Clause 35.4** applies to meetings of Directors' committees as if all committee members were Directors.
- 35.6 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 35.7 A quorum is five Directors.

35.8 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may convene a general meeting of Members to deal with the matter.

35.9 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

36 PROCEEDINGS OF DIRECTORS - Decision of questions

36.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to **clause 37**, each Director has one vote.

36.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

37 PROCEEDINGS OF DIRECTORS - Directors' interests

37.1 Each Director who has a direct or indirect material interest in a matter that is to be considered at a Directors' meeting (the Matter) must immediately after the relevant facts have come to the Director's knowledge, disclose the nature of the interest to the Directors in sufficient detail for the whole Board to be able to understand the potential benefit to the Director.

37.2 The disclosure must be recorded in the minutes of the meeting.

37.3 The disclosing Director must not, unless the Directors decide otherwise:

- (a) Be present during any deliberation of the Directors with respect to the Matter
- (b) Take part in any decision of the Directors with respect to the Matter, or
- (c) Receive any papers in relation to the Matter after the Director has disclosed his/her interest

37.4 In the case of a contract before the Directors, the disclosing Director must provide the Company with the names of the parties to the contract, particulars of the contract and the Director's interest in the contract. Failure by a Director to disclose under this clause will not render void or voidable a contract in which the Director has an interest.

37.5 A Director may not join in affixing the Seal to, or executing in accordance with section 127 of the Corporations Act, any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

37.6 If a Director has a direct or indirect interest in any contract or arrangement of the Company:

- (a) the Director is not disqualified from office or from remaining a director of any other company; and
- (b) the contract or arrangement is not void or voidable.

38 PROCEEDINGS OF DIRECTORS - Alternate Directors

38.1 A Director may not appoint any person as his or her alternate.

39 PROCEEDINGS OF DIRECTORS - Remaining Directors

39.1 The Directors may act even if there are vacancies on the board.

39.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) Determine a new date and time for the meeting, or
- (b) Convene a general meeting.

40 PROCEEDINGS OF DIRECTORS - President and Vice President

40.1 The President must preside at all meetings of Directors at which the President is present.

40.2 A Vice President must preside at all meetings of Directors at which the President is not present.

40.3 If no President or Vice President has been elected or if the President or Vice President is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors will agree amongst themselves on a Director to preside at the meeting.

41 PROCEEDINGS OF DIRECTORS - Directors' committees

41.1

- (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
- (b) The Directors may at any time revoke any delegation of power to a committee.

41.2 At least one member of each committee must be a Director.

41.3 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

41.4 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it.

41.5 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

42 PROCEEDINGS OF DIRECTORS – Executive Committee

42.1 Notwithstanding the provisions in clause 41, the Directors may delegate any powers they deem appropriate to the Executive Committee.

42.2 The Executive Committee will consist of:

- (a) The Chief Executive Office;
- (b) The President;
- (c) The Vice President(s); and
- (d) The immediate former President.

43 PROCEEDINGS OF DIRECTORS - Written resolutions

43.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement

that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

- 43.2 For the purposes of **clause 43.1**, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 43.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 43.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this **clause 43**.
- 43.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

44 PROCEEDINGS OF DIRECTORS - VALIDITY OF ACTS OF DIRECTORS

- 44.1 If it is discovered that:
- (a) there was a defect in the appointment of a person as a Director, or member of a Directors' committee; or
 - (b) a person appointed to one of those positions was disqualified,
- all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

45 PROCEEDINGS OF DIRECTORS - MINUTES AND REGISTERS

- 45.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with **clause 43**;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made pursuant to **clause 37**.
- 45.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 45.3 The Company must keep all registers required by this Constitution and the Corporations Act.

46 LOCAL MANAGEMENT - LOCAL MANAGEMENT

- 46.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 46.2 Without limiting clause 46.1 the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under **clause 46.2(a)** any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

46.3 The Directors may at any time revoke or vary any delegation under this **clause 46**.

47 LOCAL MANAGEMENT - APPOINTMENT OF ATTORNEYS AND AGENTS

47.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

47.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

47.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

47.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

47.5 An attorney or agent appointed under this **clause 47** may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

48 SECRETARY

48.1 The Chief Executive Office shall perform the functions of a Secretary.

48.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.

48.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

49 SEALS - COMMON SEAL

49.1 If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

50 SEALS - DUPLICATE SEAL

50.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- (b) must not be used except with the authority of the Directors.

51 INSPECTION OF RECORDS

51.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

51.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

52 NOTICES - SERVICE OF NOTICES

52.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

52.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

52.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- (b) on the day after its despatch.

- 52.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 52.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 52.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 52.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.
- 52.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

53 NOTICES - PERSONS ENTITLED TO NOTICE

- 53.1 Notice of every general meeting must be given to:
- (a) every Member and its Representative;
 - (b) every Director; and
 - (c) any Auditor.
- 53.2 No other person is entitled to receive notice of a general meeting.

54 AUDIT AND ACCOUNTS

- 54.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.
- 54.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

55 WINDING UP

- 55.1 If the Company is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
 - (c) payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$200.
- 55.2 Where the Company has endorsement by the Australian Tax Office as a deductible gift recipient, and the Company is wound up or if the endorsement is revoked, the following assets remaining after the payment of the Company's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made, being
- (a) Gifts of money or property for the principal purpose of the organisation;

- (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation and
 - (c) Money received by the organisation because of such gifts and contributions.
- 55.3 Subject to clause 55.2, if any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:
- (a) required to pursue charitable purposes only;
 - (b) required to apply its profits (if any) or other income in promoting its objects; and
 - (c) prohibited from making any distribution to its members or paying fees to its directors,
- such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination

56 INDEMNITY AND INSURANCE

- 56.1 To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:
- (a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and
 - (b) for costs and expenses incurred by the person as such an officer:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Law.
- 56.2 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against a liability:
- (a) incurred by the person as such an officer unless the liability arises out of conduct involving:
 - (i) a wilful breach of duty in relation to the Company; or
 - (ii) without limiting subparagraph (i), a contravention of subsection 232(5) or (6) of the Corporations Act; or
 - (b) for costs and expenses incurred by the person as such an officer in defending proceedings, whether civil or criminal and whatever their outcome.
- 56.3 In this clause 56:
- 'indemnify' has the same meaning as in section 241 of the Corporations Act;
- 'officer' means a Director, secretary or executive officer of the Company; and
- 'pay' has the same meaning as in section 241A of the Corporations Act.