



Constitution

Banyule Community Health

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Corporations Act 2001

Public company limited by guarantee

Banyule Community Health Services

1. Nature of company and liability

Nature of Company

1.1 The Company is a public company limited by guarantee.

Liability of Members and guarantee on winding up

1.2 The liability of the Members is limited. Every Member undertakes to contribute \$1:00 to the assets of the Company if it is wound up while he or she is a Member, or within one year afterwards.

2. Objects

2.1 The objects of the Company are to pursue charitable purposes only, these being to:

- 2.1.1 Be a successor in law to the Banyule Community Health Service Inc.
- 2.1.2 Provide appropriate primary health and welfare resources and service mix to meet the community needs aimed at the prevention and control of illness, injury and disease and relief of poverty and sickness.
- 2.1.3 Promote a multidisciplinary approach to community health through teamwork and co-operation with other health and welfare providers.
- 2.1.4 Ensure those in need have access to the range of health and welfare services provided, without cost or impediment.
- 2.1.5 Respond to identified health issues using health promotion strategies to develop the capacity for individuals, families and communities, to promote, improve and protect health and well being.
- 2.1.6 Encourage and empower members of the local community to participate in the planning, management and delivery of health and welfare services.
- 2.1.7 Be responsive to individual and community needs through continuing research, planning and evaluation.
- 2.1.8 Be accountable to the community and funding bodies.

- 2.1.9 Do all such things as are incidental or conducive to the attainment of the foregoing objects.

Powers of the Company

- 2.2 The Company may only:
 - 2.2.1 exercise its powers; and
 - 2.2.2 use its income, assets and profit;for its objects as specified in clause 2.1.

3. Membership

Classes of Membership

- 3.1 There will be two classes of membership with equal voting rights:
 - 3.1.1 Voting Members; and
 - 3.1.2 Life Members.

Voting Members and Life Members

- 3.2 The following persons are eligible to be a Voting Member of the Company:
 - 3.2.1 Anyone who supports the objects of the Company and lives, works or studies in the City of Banyule .
- 3.3 The following persons are eligible to be a Life Member of the Company:
 - 3.3.1 Those members who have been bestowed life members by the Board of Directors or those who have previously been designated life members by the previous Board of Management of the Banyule Community Health Service Inc.

Membership

- 3.4 The Members of the Company are the initial Members as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission and such other persons as the Company admits to membership in accordance with this document.

Application for membership

- 3.5 Subject to clause 3.2, any individual who is at least 18 years old at the date of application may apply to be a Voting Member of the Company.

Members

- 3.6 All Members must comply with this Constitution and the regulations of the Company.

3.7 A Voting Member and a Life Member have the right to receive notices of and to attend and be heard at any general meeting and have the right to vote at any general meeting.

Form of application

3.8 An application for Membership must comply with the following requirements:

3.8.1 It must be in the form prescribed by the Board and signed by the applicant.

3.8.2 It must be accompanied by such documents or evidence as to qualification for the category of membership applied for as the Directors determine.

3.8.3 It must state that the applicant:

(a) wishes to become a member of the Company;

(b) supports the objects of the Company;

(c) agrees to comply with the Constitution and regulations of the Company; and

(d) agrees to contribute up to \$1 to the Company's property, if the Company is wound up.

3.9 No application fee is payable by an applicant for Membership to the Company.

Admission to Membership

The Directors must consider an application for Membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant by absolute majority.

3.10 The Directors may at their discretion determine the category of Membership suitable for an applicant.

3.11 The Directors do not have to give reasons for rejecting an application or granting a particular category of Membership.

3.12 If an applicant is accepted for Membership the Secretary must notify the applicant of admission and the name and details of the applicant must be entered in the Register.

Register of Members

3.13 A register of the Members of the Company must be kept in accordance with the Corporations Act.

3.14 The following details must be entered in the Register in respect of each Member:

3.14.1 The full name of the Member.

3.14.2 The address, telephone and facsimile number, if any, of the Member.

3.14.3 The category of Membership.

3.14.4 The date of admission to Membership.

- 3.14.5 In the case of former Members – the date of ceasing to be a Member.
- 3.14.6 Such other information as the Directors require.
- 3.14.7 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within one month after the change.

Discipline of Members

3.15 The Board may by resolution passed by an absolute majority discipline a Member for:

- 3.15.1 failing to comply with the constitution or regulations; or
- 3.15.2 conduct prejudicial to the Company.

3.16 The Board must not pass a resolution under clause 3.15 unless the Member has been:

- 3.16.1 informed of what it is alleged the Member has done; and
- 3.16.2 given a reasonable opportunity to be heard.

3.17 The penalties that may be imposed by the Board are:

- 3.17.1 admonishment,
- 3.17.2 reprimand,
- 3.17.3 fine,
- 3.17.4 suspension,
- 3.17.5 expulsion, and
- 3.17.6 any other penalty that the Board thinks appropriate.

3.18 A Member who:

- 3.18.1 is suspended under this clause; and
- 3.18.2 is a Director;

is also suspended as a Director.

Grievance Procedure

3.19 The grievance procedure in this clause applies to disputes under this constitution between:

- 3.19.1 a Member and another Member, and
- 3.19.2 a Member and the Board or the Company.

3.20 The parties must first attempt to resolve the dispute themselves.

- 3.21 If the parties are unable to resolve the dispute, the Board must appoint a mediator.
- 3.22 The mediator:
- 3.22.1 must not have a personal interest in the dispute;
 - 3.22.2 must not be biased in favour of or against any party;
 - 3.22.3 may be a Member or former Member; and
 - 3.22.4 if possible, must be appointed with the agreement of all parties.
- 3.23 The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.
- 3.24 The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.
- 3.25 If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members.
- 3.26 A determination of a mediator under clause 3.25 is binding on the parties and all members.
- 3.27 A party may appoint another person to act on its behalf in the grievance procedure.

4. Removal and cessation of membership

Resignation

- 4.1 A Member may resign from membership of the Company by giving written notice to the Secretary.
- 4.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Other cessation of membership

- 4.3 A Member ceases to be a Member on any Termination Event occurring in respect of the Member.
- 4.4 A Member also ceases to be a Member if:
- 4.4.1 They cease to be eligible to be a member of the Company.
 - 4.4.2 They have not had contact with the Company for more than 2 years.

Removal from Membership

- 4.5 The Directors may at their discretion convene a meeting of Members to consider the removal of a Member from the Register if the person is no longer considered suitable for Membership of the Company by an absolute majority of the Directors.

- 4.6 The Directors will be required to provide at least two month's written notice to any Member of any intention to remove the person from the Register so as to enable the Member to provide any written representations to the Company.
- 4.7 Where any written representations are made by the Member and the Member requests that the representations be notified to Members of the Company, the Company must do both of the following:
- 4.7.1 State, in any notice of the resolution given to Members of the Company, that the representations have been made.
- 4.7.2 Send a copy of the representations to every Member of the Company to whom the notice of the meeting has been or is sent.
- 4.8 The requirements in clause 4.7 do not apply to the Company if the representations are received by it too late for it to satisfy those requirements.
- 4.9 If a copy of the representations is not so sent because they were received too late or because of the Company's default, the Member may, without affecting any right to be heard orally, require the representations be read out at the meeting.
- 4.10 Copies of the representations need not be sent out and the representations need not be read out at the meeting if the Directors are satisfied on reasonable grounds that the rights conferred by clause 4.7 are being abused to secure needless publicity for defamatory matter.
- 4.11 The Directors do not have to give reasons for recommending the removal of any Member from the Register.
- 4.12 An ordinary resolution of Members is required to pass the necessary resolution to remove a Member under clause 4.5.

5. No profits for Members or Directors

Transfer of income or property

- 5.1 No income or property of the Company may be paid or transferred, directly or indirectly to any Member or Director.

Payments, services and information

- 5.2 Nothing in this clause 5 prevents the payment in good faith of any of the following:
- 5.2.1 Remuneration to any officers or employees of the Company for services actually rendered to the Company (including payment of Directors' fees in accordance with clause 9.1).
- 5.2.2 An amount to any Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business.
- 5.2.3 Reasonable and proper interest on money borrowed from any Member.
- 5.2.4 Reasonable and proper rent for premises let by any Member to the Company.
- 5.3 Any payment made in accordance with clause 5.2 must be approved by the Board.

- 5.4 Nothing in this clause 5 prevents the distribution of government grant monies to Members where the grant is expressly on the basis that the monies be used for the benefit of persons including Members.
- 5.5 Nothing in this clause 5 prevents the Company from providing services or information to the Members on terms which are different from the terms on which services or information are provided to persons who are not Members.

6. General meetings

Convening of meetings of Members

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

Notice of general meeting

- 6.2 Written notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 6.3 A notice of a general meeting may be given by any form of communication permitted by the Corporations Act.
- 6.4 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Cancellation of general meetings

- 6.5 The Directors may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act.
- 6.6 A meeting may only be cancelled in accordance with clause 6.5 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

Quorum at general meetings

- 6.7 Business may not be transacted at a general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
- 6.8 Except as otherwise set out in this document, 20 Voting Members present in person or by representative is a quorum.
- 6.9 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
- 6.9.1 If the meeting was convened by or on the requisition of Members, it must be dissolved.

6.9.2 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.

6.10 If a meeting has been adjourned to another time and place determined by the Directors, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned general meetings

6.11 At the adjourned meeting 20 Voting Members present is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chairperson

6.12 If the Directors have elected one of their number as chairperson of their meetings, that person is entitled to preside as chairperson at every general meeting.

6.13 The Directors present at a general meeting must elect one of their number to chair the meeting if either of the following applies:

6.13.1 A Director has not been elected as the chairperson of Directors meetings.

6.13.2 The chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or he is unwilling to act.

6.14 The Voting Members present at a general meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present decline to take the chair.

Chairperson's powers

6.15 Subject to the terms of this document dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.

6.16 The chairperson, in their discretion may expel any Member or Director from a general meeting if the chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour. Any of the following conduct may be considered inappropriate in a general meeting:

6.16.1 The use of offensive or abusive language which is directed to any person, object or thing.

6.16.2 Attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance.

6.16.3 The use or consumption of any drug by a person at the meeting.

Adjournment of meetings

6.17 The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.

- 6.18 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 6.19 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 6.20 Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting on show of hands

- 6.21 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.
- 6.22 If a poll is not duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Demand for a poll

- 6.23 A poll may be demanded by either:
- 6.23.1 The chairperson.
 - 6.23.2 At least five Voting Members entitled to vote on the resolution.
- 6.24 The demand for a poll may be withdrawn.
- 6.25 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
- 6.26 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 6.27 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately

Voting rights of Voting Members

- 6.28 On a show of hands every person present who is a Voting Member has one vote.
- 6.29 On a poll every Voting Member present in person or by proxy, attorney or representative has one vote.

Vote of the Chairperson at general meetings

- 6.30 The chairperson of a general meeting is entitled to a second or casting vote.

Objections to voter qualification

- 6.31 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 6.32 An objection to the qualification of a voter must be referred to the chairperson, whose decision is final.
- 6.33 A vote not disallowed according to an objection as provided in this document is valid for all purposes.

Mode of meeting for Members

- 6.34 A general meeting may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting. The Members may otherwise regulate their meetings as they think fit.

Resolution in writing

- 6.35 A resolution in writing signed by all Members, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

Form of resolution in writing

- 6.36 A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
- 6.37 If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.
- 6.38 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

7. Proxies and representatives

Proxies and representatives of Members

- 7.1 At meetings of Members each Voting Member entitled to vote may vote in person or by proxy or by attorney.
- 7.2 Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Voting Member, has all the powers of a Voting Member, except where expressly stated to the contrary.

Appointment of proxies

- 7.3 A Voting Member may appoint another person as their proxy to attend and vote instead of the Voting Member. A proxy need not be a Voting Member.
- 7.4 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act and signed by the Voting Member making the appointment.

Authority of proxies

- 7.5 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 7.6 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Voting Member can do in respect of a general meeting, except that the proxy is not entitled to vote on a show of hands.

Verification of proxies

- 7.7 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Company:
 - 7.7.1 The document appointing the proxy.
 - 7.7.2 If the appointment is signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 7.8 Those documents must be either:
 - 7.8.1 Received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting.
 - 7.8.2 Produced to the chairperson of the meeting before the proxy votes.
- 7.9 If a general meeting has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Validity of proxies

- 7.10 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this document.

Revocation of appointment of proxy

- 7.11 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
 - 7.11.1 The previous death or unsoundness of mind of the principal.
 - 7.11.2 The revocation of the instrument or of the authority under which the instrument was executed.

8. Appointment and retirement of Directors

Initial Directors

- 8.1 The initial Directors of the Company to be appointed on the day the Company is registered will be the individuals named in the application to register the Company (**Initial Directors**).
- 8.2 The provisions of this Constitution relating to Directors apply to the Initial Directors as if they were elected or appointed (as the case may be), except that the terms of the Initial Directors will end at the end of the first annual general meeting after the registration of the Company.

Number of Directors

- 8.3 The Company has up to 9 Directors, up to 3 elected by the Members of the Company (**Elected Directors**) and up to 6 to be appointed by the Board of Management (**Appointed Directors**).
- 8.4 The Company may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
- 8.5 The Company does not have alternate directors or a managing director.

Qualifications of Directors

- 8.6 An Elected Director must be a Member of the Company to be eligible for a directorship.
- 8.7 An Appointed Director must hold such qualifications (if any) as determined by the Board.
- 8.8 At least 5 Directors must be members of the local community of the City of Banyule.
- 8.9 At least 2 Directors (in addition to those specified in clause 8.8) must live in the City of Banyule.

Election and appointment of Directors at first annual general meeting

- 8.10 At the first annual general meeting after the registration of the Company, up to 3 Members will be elected as Elected Directors in accordance with the provisions of clauses 8.13 to 8.24 below (inclusive).
- 8.11 The Initial Directors must appoint up to 6 Members as Appointed Directors at or prior to the first annual general meeting after the registration of the Company. Such appointments are to take effect from the end of that annual general meeting. The Initial Directors must also ensure that this first annual general meeting is also a meeting of the Directors (in compliance with the provisions of this Constitution).

Election of Elected Directors

- 8.12 At each annual general meeting following the first annual general meeting, the number of Elected Directors that must be elected at an annual general meeting is the number of Elected Directors whose terms expire at the end of that annual general meeting.
- 8.13 Only Members are eligible to be elected as, and vote for, Elected Directors.
- 8.14 The Secretary is the returning officer for the election, unless the Board resolves otherwise.
- 8.15 The returning officer:
- 8.15.1 is responsible for the conduct of the election; and

- 8.15.2 may decide all matters in relation to the conduct of the election, subject to the constitution and regulations.
- 8.16 The returning officer must call for nominations by notice to each Member at least 6 weeks before the annual general meeting.
- 8.17 The call for nominations may include a nomination form, but failure to use that nomination form does not invalidate a nomination if it complies with clause 8.18.
- 8.18 Nominations must be:
- 8.18.1 signed by:
- (a) the candidate, and
 - (b) the nominator and seconder, both of whom must be Members entitled to vote at the annual general meeting; and
- 8.18.2 received by the returning officer no later than 12 midday on the day 4 weeks before the annual general meeting.
- 8.19 For the purpose of clause 8.18.2 the original nomination must be received, not a faxed copy.
- 8.20 Nominations may be accompanied by a statement of up to 300 words describing the qualifications of the candidate for election as an Elected Director.
- 8.21 If the number of nominations received is equal to or less than the number of Elected Directors to be elected, the returning officer must declare those candidates elected.
- 8.22 If the number of nominations received is greater than the number of Elected Directors to be elected, an election must be held. In which case:
- 8.22.1 The returning officer must at least 3 weeks before the annual general meeting send each Member:
- (a) instructions to voters in accordance with clause 8.22.3,
 - (b) a statement of the number of Elected Directors to be elected,
 - (c) a ballot paper,
 - (d) a smaller envelope marked "Ballot Paper",
 - (e) a larger envelope addressed to the returning officer, with spaces marked on the back of the envelope flap for the name and signature of the voter to be inserted, and
 - (f) a copy of the candidates' statements.
- 8.22.2 The returning officer must decide the order of the names of candidates on the ballot paper by lot.
- 8.22.3 The instructions to voters must be to the following effect:
For your vote to be valid, you must:

1. cross off the names of the candidates you do not wish to vote for, leaving the names of the candidates you do wish to vote for, the number of which must be equal to or less than the number of Elected Directors to be elected;
2. ensure that you cross off sufficient names so that the number of names remaining is equal to or less than the number of Elected Directors to be elected;
3. place the ballot paper inside the smaller envelope and seal it;
4. place the smaller envelope inside the larger envelope and seal it;
5. print and sign your name on the back of the flap of the larger envelope where indicated; and
6. post or deliver the double enveloped ballot paper so that it is received by the returning officer no later than 12 midday on the day 1 week before the annual general meeting.

8.22.4 A vote is only valid if:

- (a) it complies with paragraphs 1 and 2 of the instructions to voters;
- (b) it is received by the returning officer in accordance with paragraph 6 of the instructions to voters; and
- (c) the signature on the envelope flap corresponds with that Member's signature on their application for admission as a Member, except that where the application is not available or there is otherwise doubt the returning officer may make any necessary enquiries of the Member concerned in order to be satisfied that the signature on the envelope is that of the Member.

8.22.5 Each valid ballot paper where the name of a candidate has not been crossed off counts as 1 vote for that candidate.

8.22.6 The returning officer must declare elected the number of candidates who receive the most votes, up to and including the number of Elected Directors to be elected, subject to clause 8.22.7.

8.22.7 If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.

8.23 The names of the Elected Directors who have been declared elected must be announced at the annual general meeting by the returning officer (or, in the absence of the returning officer, by the chair of the meeting).

8.24 Despite clauses 8.16 and 8.22.1, the accidental omission to give notice of the call for nominations or to send a ballot paper and accompanying material to any Member, or the non-receipt of notice of the call for nominations or a ballot paper and accompanying material by any Member does not invalidate the election.

Term of office of Elected Directors

- 8.25 Elected Directors hold office for a term of three years from the end of the annual general meeting at which they are elected.
- 8.26 The first Elected Directors whose terms end at the second, third and fourth annual general meetings of the Company in accordance with clause 8.25 will be determined by lot at the first meeting of the Board after the first annual general meeting of the Company.
- 8.27 An Elected Director retiring at an annual general meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as an Elected Director throughout the meeting at which that Elected Director retires.
- 8.28 An Elected Director may retire from office by giving notice in writing to the Company of that Elected Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

Term of office of Appointed Directors

- 8.29 Appointed Directors hold office for a term of up to three years (as determined by the Board) from the end of the annual general meeting at which their appointment commenced.
- 8.30 All Appointed Directors are eligible for any number of further appointments upon such terms as determined by the Board.
- 8.31 An Appointed Director may retire from office by giving notice in writing to the Company of that Appointed Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

Casual vacancies

- 8.32 The Directors or the surviving Director may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number fixed in accordance with this document.
- 8.33 A Director appointed under clause 8.32 holds office only until the next general meeting after the appointment and is then eligible for re-election or re-appointment.
- 8.34 A Director appointed under clause 8.32 must not be taken into account in determining the Directors who are to retire by rotation at that general meeting.

Removal from office

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

Vacation of office

8.37 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:

8.37.1 If the Director becomes an insolvent under administration.

8.37.2 If the Director 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.

8.37.3 If the Director is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of six months and the Board resolves that the office of that Director be vacated.

8.37.4 If the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.

8.38 The Board may continue to act despite any vacancy in Directors.

9. Directors' remuneration

Determination of fees

9.1 There will be no remuneration for Directors other than reimbursement for out of pocket expenses as approved by the Board.

10. Powers of Directors

10.1 The Directors may exercise all those powers of the Company as are not, by the Corporations Act or by this document, required to be exercised by the Members in general meeting or otherwise.

11. Proceedings of Directors

Convening of Directors' meetings

11.1 A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors.

Notice of Directors' meetings

11.2 Notice of each meeting of the Directors must be given to each Director at least 24 hours before the meeting or at another time determined by resolution of the Directors.

11.3 Despite that requirement all Directors may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of Directors to a Director who is out of Australia or who has been given leave of absence.

Mode of meeting for Directors

11.4 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum at Directors' meetings

- 11.5 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is five.
- 11.6 If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a general meeting of the Company.

Voting at Directors' meetings

- 11.7 Questions arising at a meeting of Directors must be decided by a majority of votes of Directors entitled to vote. A decision of the majority of Directors entitled to vote is for all purposes a decision of the Directors.

Appointment of chairperson of Directors

- 11.8 The Directors may elect a Director to chair their meetings and determine the period for which the person elected is to hold office.
- 11.9 If a chairperson has not been elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one of their number to chair the meeting.

Chairperson's vote at Directors meetings

- 11.10 The chairperson has a second or casting vote at meetings of Directors.

Participation where Directors interested

- 11.11 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.
- 11.12 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

Delegation of powers to committee

- 11.13 The Directors may delegate any of their powers to committees consisting of Directors or other persons as they think fit to act in Australia or elsewhere.
- 11.14 The exercise of a power by a committee in accordance with this document is to be treated as the exercise of that power by the Directors.
- 11.15 In the exercise of any powers delegated to it, a committee formed by the Directors must conform to the directions of the Directors.

Proceedings of committees

- 11.16 Except as provided in a direction of the Directors, the meetings and proceedings of a committee formed by the Directors must be governed by the provisions of this document, in so

far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Directors.

Validity of acts of Directors

11.17 All acts done by a meeting of the Directors or of a committee of Directors or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

11.18 The Directors must cause minutes of all proceedings of general meetings, of meetings of the Directors and of committees formed by the Directors to be entered, within one month after the relevant meeting is held, in books kept for the purpose.

11.19 The Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

Resolution in writing

11.20 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.

Form of resolution in writing

11.21 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

11.22 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

12. Secretary

12.1 The Directors may appoint one or more Secretaries and may at any time terminate the appointment or appointments. The Directors may determine the terms and conditions of appointment of a Secretary. Any one of the Secretaries may carry out any act or deed required by this document, the Corporations Act or by any other statute to be carried out by the secretary of the Company.

13. Indemnity and insurance

Indemnity

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

Insurance premiums

13.2 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

14. Seals and execution of documents

Custody of Seal

14.1 If the Company has one, the Directors must provide for the safe custody of the Seal.

Execution of documents

14.2 Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:

14.2.1 By two Directors.

14.2.2 By a Director and the Secretary.

14.2.3 By a Director and some other person appointed by the Directors for the purpose

14.3 The Company may execute a document without the use of a seal if the document is signed by either of the following:

14.3.1 By two Directors

14.3.2 By a Director and a Secretary.

Official seals

14.4 The Company may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Directors.

15. Tax exemption and deductibility

15.1 If the Company has been notified by the Australian Taxation Office that its income is exempt from income tax (whether as an income tax exempt charity or otherwise), on winding up its remaining assets must be given to an entity that is also exempt from income tax.

15.2 If the Company has been endorsed by the Australian Taxation Office as a deductible gift recipient:

15.2.1 the Company must use:

(a) gifts of money and property;

(b) deductible contributions; and

(c) money received because of such gifts or contributions, only for the principal purpose of the Company;

15.2.2 the Company must:

- (a) keep records that record and explain all transactions and other acts the Company engages in that are relevant to the Company's status as a deductible gift recipient;
 - (b) keep records that show that the Company uses the gifts, contributions and money referred to in clause 15.2.1 only for the principal purpose of the Company; and
 - (c) retain those records for at least 5 years after the completion of the transactions or acts to which they relate;
- 15.2.3 on winding up of the Company or revocation of its endorsement (whichever occurs earlier), the Company must transfer any surplus gifts, contributions or money referred to in clause 15.2.1 to another deductible gift recipient;
- 15.2.4 on winding up of the Company, the company must transfer any surplus assets (other than the assets referred to in clause 15.2.3) to another deductible gift recipient.

16. Surplus assets on winding up or dissolution

16.1 Upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or company which satisfies both of the following requirements:

16.1.1 it has objects similar to the objects of the Company; and

16.1.2 its constituent documents prohibit the distribution of its profit income, assets and property among its members on terms substantially to the effect of this Constitution

subject to clauses 15.1, 15.2.3 and 15.2.4.

17. Accounts, audit and records

Accounts

17.1 The Directors must cause proper accounting and other records to be kept in accordance with the Corporations Act. The Directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Corporations Act.

Audit

17.2 A registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act.

Rights of Inspection

17.3 All members have the right to inspect financial records.

18. Notices

Persons authorised to give notices

- 18.1 A notice by either the Company or a Member in connection with this document may be given on behalf of the Company or Member by a solicitor, director or company secretary of the Company or Member.
- 18.2 The signature of a person on a notice given by the Company may be written, printed or stamped.

Method of giving notices

- 18.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this document may be given to the addressee by any of the following means:
- 18.3.1 By delivering it to a street address of the addressee.
 - 18.3.2 By sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee.
 - 18.3.3 By sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

Addresses for giving notices to Members

- 18.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 18.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or email address to which notices may be sent to the Member.
- 18.6 If a person is entitled to membership in consequence of the death or bankruptcy of a Member, until that person gives notice to the Company of an address for the giving of notices, the address of that person is the address of the deceased or bankrupt Member.

Address for giving notices to the Company

- 18.7 The street and postal address of the Company is the Office
- 18.8 The facsimile number or e-mail address of the Company is the number which the Company may specify by written notice to the Members as the facsimile number or email address to which notices may be sent to the Company.

Time notice of meeting is given

- 18.9 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times:
- 18.9.1 If delivered in writing to the street address of the addressee, at the time of delivery.

18.9.2 If it is sent by post to the street or postal address of the addressee, on the business day after posting.

18.9.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Time other notices are given

18.10 A notice given in accordance with this document is to be taken as given, served and received at the following times:

18.10.1 If delivered in writing to the street address of the addressee, at the time of delivery.

18.10.2 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting.

18.10.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

18.11 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:

18.11.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.

18.11.2 A print out of an acknowledgment of receipt of the e-mail.

Persons entitled to notice of meeting

18.12 Notice of every general meeting must be given by a method authorised by this document to all of the following persons:

18.12.1 Every Member.

18.12.2 Every Director.

18.12.3 Every person (if any) entitled to a membership in consequence of the death or bankruptcy of a Member who, but for the Member's death or bankruptcy, would be entitled to receive notice of the meeting.

18.12.4 The auditor for the time being of the Company, if any.

18.12.5 No other person is entitled to receive notices of general meetings.

19. Definitions and Interpretation

Definitions

19.1 In this document the following definitions apply:

Absolute Majority means a majority or the votes of all Directors entitled to vote at the time, whether or not those Directors are present, and whether or not they vote.

Board means the board of Directors of the Company.

Company means Banyule Community Health ACN [xxxx].

Corporations Act means the Corporations Act 2001 (Cth).

Director means a person appointed to perform the duties of a director of the Company.

Directors mean the board of Directors of the Company and includes both Elected Directors and Appointed Directors.

Member means a person whose name is entered in the Register as a member of the Company and includes a Voting Member and a Life Member.

Office means the registered office of the Company.

Register means the register of Members kept by the Company under the Corporations Act 2001.

Seal means, if the Company has one, the common seal of the Company.

Secretary means a person appointed to perform the duties of a secretary of the Company.

Termination Event means:

- (a) If a Member is an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.
- (b) If a Member is a body corporate, the deregistration or other dissolution of that Member.

Interpretation

19.2 In this document, unless the context otherwise requires:

19.3 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.

19.3.1 A reference to any agreement or document is to that agreement or document as amended, notated, supplemented or replaced from time to time.

19.3.2 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.

19.3.3 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

19.3.4 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.

19.3.5 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.

19.3.6 A reference to dollars or \$ means Australian dollars.

19.3.7 References to the word 'include' or 'including' are to be construed without limitation.

- 19.3.8 A reference to a time of day means that time of day in the place where the Office is located.
- 19.3.9 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
- 19.3.10 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 19.3.11 A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the document

- 19.4 A reference to this document, where amended, means this document as so amended.

Replaceable rules

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

Application of Corporations Act

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

Exercise of powers

- 19.7 Except as specifically contemplated to the contrary in this document, the Company may, in any manner permitted by the Corporations Act exercise any power take any action or engage in any conduct or procedure which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its document.