

Constitution of Western Queensland Primary Care Collaborative Limited

Adopted by special resolution of the Members pursuant to section 136(1)(b) of the Corporations Act 2001 (Cth) (effective date: 13 January 2018)

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1. Name of Company

The name of the Company is **Western Queensland Primary Care Collaborative Limited**.

2. Status of the Constitution

This is the Constitution of the Company. This Constitution displaces the Replaceable Rules, accordingly, none of the Replaceable Rules apply.

3. Definitions

In this Constitution these terms have the following meanings:

ACNC	Australian Charities and Not-for-profits Commission.
Advisory Committees	The meaning given in clause 16.3 .
Appointed Director	The meaning given in clause 15.1(e)(ii) .
ASIC	Australian Securities and Investments Commission.
Auditor	The person appointed for the time being as the auditor of the Company (if any).
Board	The Directors of the Company present at a meeting, duly convened as a Board meeting, at which quorum is present.
Business Day	A day which is not a Saturday, Sunday or bank or public holiday in Queensland.
Bylaws	Rules of operation in respect of the Company, adopted under clause 16.7 .
Committee	A committee established under clause 16.3 for the purpose of assisting the Board fulfil its functions.
Company	Western Queensland Primary Care Collaborative Limited ABN 86 106 388 032.
Constitution	The constitution for the time being of the Company as constituted by this document and any resolutions of the Company modifying this document.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A person who is a director for the time being of the Company.
Elected Director	The meaning given in clause 15.1(e)(iii) .
Founding Members	The Members identified in clause 8.2(b) .
Founding Member Director	The meaning given in clause 15.2(a) .
Governmental Authority	Any governmental, semi-governmental, municipal or statutory authority, instrumentality, organisation, body or delegate (including any health or other body or authority).

Member	A person admitted as a Member of the Company under the applicable provisions of clause 8 .
Membership	Being a Member of the Company.
Nomination Committee	The meaning given in clause 16.4 .
Officer	The meaning given in clause 24.1 .
Public Sector Company	The meaning given in the <i>Auditor-General Act 2009</i> (Qld).
Register of Members	The register of Members maintained pursuant to the Corporations Act.
Replaceable Rules	The replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act.
Seal	The common seal for the time being of the Company.
Secretary	The person holding office, or performing the functions of, secretary of the Company.
Skills Matrix	Any matrix of competencies, skills and/or experience (or equivalent document) adopted by the Board or the Nominations Committee from time to time that specifies the desired range of competencies, skills and/or experience to be demonstrated by the Directors and the Board for the time being, taking into account the Company's needs and objectives and other relevant matters at the time.
Tax Act	<i>Income Tax Assessment Act 1997</i> (Cth).

4. Preamble

- (a) The Company was formed to build on the existing health care strengths of the Western Queensland region to reduce waste, eliminate service duplication and build a sustainable and integrated system that places the patient at the centre of care. The Company provides a governance structure built on genuine partnerships and real community engagement to drive collaboration towards a common goal and the joint ownership of improved health outcomes.
- (b) The Founding Members jointly designed the Company as a new organisation to maximise the reform strategy created by the Commonwealth Department of Health under the Primary Health Network initiative.

5. Purpose and objects

5.1 Purpose and objects

- (a) The Company's principal purposes as a not for profit organisation are:
 - (i) to increase the efficiency and effectiveness of primary health services for patients in West Queensland, particularly those at risk of poor health outcomes; and
 - (ii) improve co-ordination and facilitate improvement in the planning and allocation of resources enabling the providers to provide appropriate patient care in the right place at the right time.
- (b) The Company will pursue these purposes through the following objects:

- (i) improve the understanding of the health care needs of the West Queensland community through analysis and planning, including improved understanding of service gaps and availability;
- (ii) optimising effective integration of general practice and other primary health care with other elements of the health care system;
- (iii) implement systems to facilitate the flow of patient information between health care providers;
- (iv) supporting general practices to aspire to attaining the highest standards in safety and quality by disseminating research and evidence of best practice;
- (v) providing support services to general practices to promote innovation, continuous quality improvement and better customised care for patients;
- (vi) reducing service duplication across primary health care provider services;
- (vii) working with consumers and their communities in the planning and delivery of local health services;
- (viii) development of clinical and consumer leadership within primary health care systems and ensure good corporate governance and organisational excellence; and
- (ix) implementation of a quality commissioning and development framework to ensure greater health service sustainability, efficiency, cultural competency, patient centeredness and innovation.

5.2 Income and property to be applied for purpose and objects

- (a) The income and property of the Company, however derived, must be applied solely towards the promotion of the purposes and objects of the Company.
- (b) The Company must operate and pursue its purposes and objects and incur expenditure principally in Australia.
- (c) The Company may do other lawful things incidental or conducive to the attainment of the purpose and objects in clause 5.1.

5.3 No profit to Members

No part of the income or property of the Company will be transferred directly or indirectly by way of profit to or amongst the Members.

5.4 Remuneration and reimbursement

Nothing in this constitution prevents:

- (a) the repayment to any Member of money lent to the Company by that Member, or the payment in good faith of interest at reasonable rates on moneys lent to the Company by a Member;
- (b) the payment of remuneration to any officers, agents, employees or other servants of the Company, in return for services rendered to the Company by that person;
- (c) the payment of remuneration to any Member or to any person in return for services rendered to the Company by that Member or other person; or
- (d) the reimbursement or repayment to any Member of out-of-pocket expenses, reasonable and proper charges for plant, equipment or other goods hired by the Company from a Member, payment for goods supplied by a Member in the ordinary and usual course of business, or reasonable and proper rent for premises leased to the Company by a Member.

5.5 Powers of the Company

Under section 124 of the Corporations Act, a company has the legal capacity and powers of an individual.

5.6 Subsidiaries

The Company may establish a subsidiary with the prior approval of the Members by special resolution at a general meeting.

6. Modification or repeal of this Constitution

6.1 Amendment by special resolution

This Constitution may be modified or repealed only by a special resolution of the Company in a general meeting.

6.2 Date of effect of modification or repeal

Any modification or repeal of this Constitution takes effect on the date the special resolution is passed or any later date specified, or provided for, in the resolution.

6.3 Notification to the ACNC

The Company will provide any required notification to the ACNC of any modification or repeal of this Constitution within the required time period.

7. Member's liability

7.1 Liability to contribute

Subject to this Constitution, each person who is a Member, and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:

- (a) payment of debts and liabilities of the Company;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories among Members.

7.2 Limited liability

The amount that each Member or past Member is liable to contribute for the purpose of clause 7.1 is limited to \$10.

8. Members

8.1 Number of Members

The Company must have at least one Member.

8.2 Members

- (a) The Members of the Company are:
 - (i) the Founding Members; and
 - (ii) such other organisations as the Board admits to Membership from time to time in accordance with this Constitution.

- (b) The following organisations established under the *Hospital and Health Boards Act 2011* (Qld) are Founding Members of the Company:
 - (i) Central West Hospital and Health Service;
 - (ii) South West Hospital and Health Service; and
 - (iii) North West Hospital and Health Service.

8.3 Eligibility of Members

The Board must determine the eligibility criteria for the Membership of new Members and/or new categories of Members from time to time, subject to the approval of the Members.

8.4 Becoming a Member

- (a) To become a Member, an applicant for membership must:
 - (i) be a body corporate (as defined under the Corporations Act);
 - (ii) include in its constitutional documents an object of having a role relating to the improvement of primary health care in Australia; and
 - (iii) confirm to the Board whether it is, at the time of applying for membership, or has previously been designated as, a Public Sector Entity.
- (b) An organisation may be invited by the Board to apply for Membership.
- (c) An application for membership must be made in writing by the applicant to the Board, be signed by the applicant, and enclose any application fee and such documentation as the Board requires from time to time.
- (d) The Secretary must provide the application to the Board as soon as practicable after it is received.
- (e) At the first meeting of the Board after an application for Membership has been received, the Board must consider the application and either accept, accept subject to conditions, or reject the application.
- (f) Subject to the Corporations Act, a person becomes a Member on the registration of that person's name in the Register of Members.
- (g) The persons specified in the application for registration as the persons who consent to become Members are the first Members, and they become Members on the date of the Company's registration of the category specified in the Register of Members.

8.5 Membership fees

The Board may determine, from time to time, the annual Membership fee and entrance fee for each category of Membership. In determining the amount of annual Membership fees and entrance fees, the Board may differentiate:

- (a) if applicable, between categories of Membership; or
- (b) on such other basis as the Board determines.

8.6 Register of Members

The Secretary must maintain a Register of Members setting out:

- (a) the name, email address and address of each Member;
- (b) the date on which each organisation became a Member;
- (c) the category of Membership for each Member;
- (d) any conditions imposed on the Member's Membership; and

- (e) in respect of each organisation who has ceased to be a Member, the date on which that person ceased to be a Member.

8.7 Rights of Members are non-transferable

The rights and obligations of a Member are not transferable.

8.8 Cessation of Membership of a body corporate

A body corporate ceases to be a Member if the body corporate:

- (a) resigns as a Member in accordance with this Constitution;
- (b) ceases to satisfy the eligibility requirements for Membership;
- (c) is placed under external administration or makes any composition or arrangement with its creditors; or
- (d) is the subject of an order by a court of competent jurisdiction directing the body corporate to be wound up; or
- (e) is the subject of an order, decision, notice, or other action by a Governmental Authority pursuant to which, or as a consequence of which, the body corporate is disqualified from or directed to cease its Membership of the Company or becomes ineligible to be a Member in accordance with the eligibility criteria for Membership then in place (including, in the case of a body corporate that has confirmed to the Board, at the time of applying for membership, that it is not a Public Sector Entity, by becoming a Public Sector Entity).

8.9 Resignation of a Member

- (a) A Member may resign from the Company by giving the Board at least 30 days' notice.
- (b) In the event of a Member resignation, any unpaid membership fees outstanding and other money owing to the Company shall remain a debt due to the Company.

9. General meetings

9.1 Director convening a general meeting

A simple majority of Directors may convene a general meeting.

9.2 Meetings requested by Members

- (a) If the Board receives a request from a Member or Members with at least five percent of the votes that may be cast at any general meeting, the Board must convene a general meeting within 21 days after the date of receipt of that request.
- (b) The request must detail any proposed resolution, the names of the Members requesting the meeting and be signed by all of the Members making the request. For this purpose, signatures of the Members may be contained in more than one document.
- (c) A general meeting requested by the Members must be held no later than two calendar months after the request is received.

9.3 Notice of general meeting

At least 21 days' notice of a general meeting must be given to the Members entitled to receive notice, the Directors and the Auditor (if any). The notice must:

- (a) state the date, time and place (or places) 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);
- (b) state the general nature of the business to be conducted at the meeting;

- (c) state any proposed resolutions; and
- (d) contain a statement informing the Members of the right to appoint a proxy.

9.4 Notice of resumption of an adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 30 days' notice must be given to the eligible Members, Directors and Auditor of the day, time and place (or places) for the resumption of the adjourned general meeting.

9.5 General meetings at two or more places

A general meeting may be held in one place or two or more places. If a general meeting is held in two or more places, the Company must use technology that gives Members a reasonable opportunity to participate in that general meeting.

9.6 Postponement or cancellation of general meeting

- (a) Subject to this Constitution and the Corporations Act, the Board may change the place (or places) of, postpone or cancel a general meeting.
- (b) If a general meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the general meeting without the consent of the requesting Members.

9.7 Notice of change, postponement or cancellation of meeting

- (a) If the Board changes the place (or places) of a general meeting, notice must be given to each eligible Member entitled to receive notice of the general meeting of the new place (or places) of the meeting.
- (b) If the Board postpones a general meeting, notice must be given to each eligible Member and each other person entitled to receive notice of the new date, time and place (or places) of the general meeting.
- (c) If the Board cancels a general meeting, notice must be given to each person entitled to receive notice of general meetings.

9.8 Omission to give notice relating to general meeting

No resolution passed at or proceedings at any general meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that general meeting;
- (b) any change of place (or places) of that general meeting;
- (c) postponement of that general meeting, including the date, time and place (or places) for the resumption of the adjourned general meeting; or
- (d) resumption of that adjourned general meeting.

10. Proceedings at general meetings

10.1 Quorum

- (a) A quorum at a general meeting is the number of Members equal to at least 51% of the Members entitled to vote, present in person or by proxy. The quorum must be present at all times during the general meeting.
- (b) If a Member has appointed more than one proxy and two or more proxies attend a general meeting, only one proxy will be counted for the purposes of determining whether there is a quorum.

10.2 Lack of quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for a general meeting (or any longer period of time as the chair may allow) or ceases to be present at any time during the general meeting, the general meeting:
 - (i) if convened by a Director or on the request of Members, is dissolved; or
 - (ii) in any other case:
 - (A) is adjourned to be resumed on a day, time and place (or places) as the chair determines or if the chair is not present as the Directors or Director at the meeting may determine; or
 - (B) if the Directors do not so determine, no Director is present or no Director present so determines:
 - (1) the date for the resumption of the adjourned general meeting will be on the same day in the next week;
 - (2) the time for the resumption of the adjourned general meeting will be at the same time as the adjourned meeting; and
 - (3) the place (or places) for the resumption of the adjourned general meeting, will be at the same place (or places) as the adjourned meeting.
- (b) If a quorum is not present within 30 minutes after the time appointed for the resumption of the adjourned general meeting or ceases to be present during the meeting:
 - (i) for meeting was convened at the request of Members, the general meeting is dissolved;
 - (ii) for any other meeting, the Members present in person or by proxy constitute a quorum.

10.3 Chairing general meetings

- (a) If the Board has elected a Director as chair in accordance with clause 17.6, that person is entitled to chair every general meeting.
- (b) If there is no chair or if the chair is not present within 10 minutes after the time appointed for a general meeting, the Directors present may elect a Director present to chair that general meeting.
- (c) If no Director is elected or if all the Directors present decline to take the chair for the whole or any part of that general meeting, the Members present may elect a Member present to chair the whole or any part of that general meeting.
- (d) If the Members present do not so elect a chair, the meeting will be adjourned to be resumed on the same day, at the same time and at the same place (or places) in the following week.

10.4 Conduct of general meetings

The chair of each general meeting has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

10.5 Annual general meetings

- (a) The Company must hold its first annual general meeting within 18 months after its registration.
- (b) The Company must hold at least one general meeting every 12 months.

10.6 Business at annual general meetings

The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (a) the consideration of the annual financial report, directors' report and auditor's report;
- (b) the election of Directors;
- (c) the appointment of the auditor; and
- (d) determination of auditor's remuneration.

10.7 Adjournment

- (a) The chair of a general meeting at which a quorum is present may adjourn the general meeting.
- (b) If a majority of the Members present at a general meeting in person or by proxy determine that the meeting should be adjourned, the chair must adjourn the meeting to another date, time and place (or places) determined by the chair.
- (c) No business may be transacted on the resumption of the adjourned general meeting other than the business left unfinished at the adjourned general meeting.

10.8 Reporting at general meetings

- (a) The chair will present a report to Members at each general meeting of Members on the progress towards achievement of objectives considering factors of timeliness, risk, affordability, outcomes and any other objective performance measure as requested by the Members in the development of each meeting agenda
- (b) The chair will present the Company annual report at each Annual General meeting
- (c) The chair will present the Company's strategic plan at the first available general meeting of Members following its approval by the board.
- (d) reporting at general meetings will report to the Members on the progress towards achievement of objectives considering factors of timeliness, risk, affordability, outcomes and any other objective performance measure as requested by the Members in the development of each meeting agenda.

11. Proxies

11.1 Appointment of proxy

- (a) A Member who is entitled to attend and vote at a general meeting of the Company may appoint a person as proxy to attend, speak and vote for that Member.
- (b) An appointment of a proxy under **clause 11.1(a)**:
 - (i) must be in a form approved by the Board;
 - (ii) may be a standing appointment; and
 - (iii) must be received by the Company at least 24 hours before the general meeting or, as the case may be, the resumption of an adjourned general meeting.
- (c) A proxy has the same rights as the Member to speak and vote at the general meeting and to demand, or join in demanding, a poll.

11.2 Proxy instruments

- (a) An appointment of a proxy must be in writing and be signed by the Member appointing the proxy or by the duly authorised attorney of the Member and state:

- (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the general meeting at which the proxy may be used, or if the appointment is a standing one, a clear statement to that effect.
- (b) Where a proxy is signed pursuant to a power of attorney, a copy of the power of attorney (certified as a true copy of the original) must be attached to the proxy instrument sent to the Company.
- (c) An instrument appointing a proxy may direct the way in which a proxy is to vote on a particular resolution. If an instrument contains a direction, the proxy must vote as directed in the instrument, and is not entitled to vote on the proposed resolution except as directed in the instrument. If an instrument does not contain a direction, the proxy is entitled to vote on the proposed resolution as the proxy considers appropriate.
- (d) If a proxy is appointed to vote on a particular resolution by more than one Member, that proxy:
- (i) may vote on a show of hands in the same way if each instrument appointing the proxy directs the proxy to vote in the same way or does not direct the proxy how to vote;
 - (ii) may not vote on a show of hands unless each instrument appointing the proxy and directing the proxy to vote in a particular way directs the proxy to vote in the same way.

11.3 Proxy to be received by Company

The instrument appointing a proxy is not effective unless it is received, together with any additional documentation, by the Company at least 24 hours before the general meeting or, as the case may be, the resumption of an adjourned general meeting, at any of the following:

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

11.4 Power to demand poll

A proxy may demand, or join in demanding, a poll.

11.5 Revocation of proxy

The appointment of a proxy may be revoked by the Member who appointed the proxy by notice to the Company from the Member or, as the case may be, the duly authorised attorney of the Member, stating that the appointment of a proxy is revoked or by appointing a new proxy.

11.6 Validity of votes of proxy

A vote cast by a proxy will be valid unless before the start of a general meeting (or, in the case of an adjourned or postponed general meeting, not less than 24 hours before the resumption of the adjourned or postponed general meeting) at which a proxy votes:

- (a) the Member who appointed the proxy ceases to be a Member; or
- (b) the Company receives notice of:
 - (i) the revocation of the instrument appointing the proxy;

- (ii) the appointment of a new proxy; or
- (iii) the revocation of any power of attorney under which the proxy was appointed.

11.7 No liability

The Company is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly is not liable if those directions are not complied with.

12. Corporate representatives

12.1 Appointment

- (a) If a Member is a body corporate, it may appoint a natural person as its representative to exercise on its behalf any or all of the powers it may exercise:
 - (i) at meetings of the Members;
 - (ii) at meetings of creditors or debenture holders; or
 - (iii) relating to resolutions to be passed without meetings.
- (b) The appointment of a corporate representative may be a standing one.

12.2 Authority to act as corporate representative

- (a) An appointment of a corporate representative must be in writing and be signed by the body corporate appointing the representative and state:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the representative's name or the name of the office held by the representative; and
 - (iv) the general meeting at which the representative may act, or if the appointment is a standing one, a clear statement to that effect.
- (b) The instrument appointing the corporate representative may restrict the exercise of any power.

12.3 Instrument to be received by Company

- (a) An instrument purporting to appoint the corporate representative is not valid unless it is received by the Company at least 24 hours before the general meeting or, in the case of an adjourned meeting, at least 24 hours before the resumption of an adjourned general meeting.
- (b) An instrument appointing a corporate representative must be received by the Company at any of the following:
 - (i) the registered office;
 - (ii) a facsimile number at the registered office; or
 - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of the general meeting.

12.4 Revocation and appointment of corporate representative

The appointment of a corporate representative may be revoked by the Member who appointed the corporate representative by notice to the Company from the Member stating that the appointment of the corporate representative is revoked or by appointing a new corporate representative.

12.5 Validity of votes of corporate representative

A vote cast by a corporate representative will be valid unless before the start of the general meeting (or, in the case of an adjourned or postponed general meeting, not less than 24 hours before the resumption of the adjourned or postponed general meeting) at which a corporate representative votes:

- (a) the Member who appointed the corporate representative ceases to be a Member; or
- (b) the Company has received notice of:
 - (i) the revocation of the instrument appointing the corporate representative; or
 - (ii) the appointment of a new corporate representative.

12.6 No liability

The Company is not responsible for ensuring that the terms of appointment of a corporate representative are complied with, and accordingly is not liable if those terms are not complied with.

13. Voting

13.1 Entitlement to vote

- (a) Each Member entitled to vote at a general meeting may vote in person or by proxy.
- (b) Each Member has one vote, whether on a show of hands, or on a poll.
- (c) A vote may be given by a procedure for electronic voting or other technology mentioned in the notice of meeting.

13.2 Casting votes

If on any ordinary resolution an equal number of votes is cast for and against a resolution, the chair does not have a casting vote and the motion is not passed.

13.3 Voting on resolution

- (a) At any general meeting, a resolution put to a vote must be decided by a show of hands unless a poll is demanded in accordance with this Constitution.
- (b) All resolutions are ordinary resolutions except:
 - (i) matters that must be passed by special resolution under the Corporations Act; or
 - (ii) matters that require a special majority under this Constitution or Bylaws.

13.4 Objection to right to vote

- (a) A challenge to a right to vote at a general meeting:
 - (i) may only be made at that general meeting; and
 - (ii) must be determined by the chair.
- (b) A decision made by the chair in relation to a challenge to a right to vote is binding on all Members and is final.

13.5 Written resolutions

Members may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign (or an authorised officer of the Member signs) a document containing a statement that they are in favour of the resolution set out in the

document. For this purpose, signatures of the persons executing on behalf of the Members may be contained in more than one document.

13.6 Minutes

- (a) Unless a poll is demanded in accordance with this Constitution, a declaration by the chair that a resolution has, on a show of hands, been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost or not carried by a particular majority,is conclusive evidence of the fact declared. An entry to that effect made in the minutes book of the Company signed by the chair is evidence of that fact unless the contrary is proved.
- (b) Within one month after each general meeting, the Directors must record or cause to be recorded in the minutes book:
 - (i) the proceedings and resolutions of each general meeting;
 - (ii) any declarations at each general meeting ; and
 - (iii) all resolutions passed by Members without a general meeting.
- (c) The chair, or the chair of the next meeting, must sign the minutes within one month after the general meeting.
- (d) The minute books must be kept at the registered office.
- (e) Members may inspect the minute books between the hours of 9.00 am and 5.00 pm on any Business Day. No amount may be charged for inspection.

14. Poll

14.1 Chair may determine to take a poll

The chair of a general meeting may determine that a poll be taken on any resolution.

14.2 Right to demand poll

A poll may be demanded on any resolution at a general meeting other than the election of a chair or the question of an adjournment by:

- (a) at least five Members entitled to vote on the resolution; or
- (b) Members with at least five percent of the votes that may be cast on the resolution on a poll.

14.3 Procedure for demanding poll

- (a) A poll may be demanded:
 - (i) before a vote on a show of hands is taken;
 - (ii) before the result of a vote on a show of hands is declared; or
 - (iii) immediately after the result of a vote on a show of hands is declared.
- (b) If a poll is demanded, it may be taken in the manner and at the time and place (or places) as the chair directs.

- (c) A demand for a poll may be withdrawn at any time by the person or persons who demanded it. A demand for a poll which is withdrawn does not invalidate the result of a show of hands declared before the demand for the poll was made.
- (d) A demand for a poll does not prevent the general meeting continuing for the transaction of any business other than the question on which a poll has been duly demanded.

15. Appointment and removal of Directors

15.1 Directors

- (a) The Company must have at least three Directors but not more than nine (9) Directors.
- (b) A Director must ordinarily reside in Australia.
- (c) An appointment of a person as a Director is not effective unless a signed consent to the appointment is provided by that person to the Company. The appointment of a person as a Director will take effect on the later of the date of appointment and the date on which the Company receives the signed consent.
- (d) The Directors who were in office immediately prior to the adoption of this Constitution will continue in office as Directors after the adoption of this Constitution, subject to this Constitution, and:
 - (i) if originally appointed as a Director by a Founding Member, shall be designated as a Founding Member Director;
 - (ii) if originally appointed as a Director by the Board, shall be designated as an Appointed Director,

with effect from the date of adoption of this Constitution.

- (e) From the adoption of this Constitution, and without limiting the Members' rights under clause 15.6(a) or the Corporations Act, subject to clause 15.1(d), Directors will either be:
 - (i) appointed by a Founding Member as a Founding Member Director in accordance with clause 15.2;
 - (ii) appointed by the Board in accordance with clause 15.3 (**Appointed Director**); or
 - (iii) elected by Members by special resolution in general meeting in accordance with clause 15.4 (**Elected Director**),

with the maximum number of Appointed Directors and Elected Directors to be as follows:

Category of Director	Number of Directors
Appointed Directors	Up to three (3), subject to clauses 15.2(d) and 15.3(a)
Elected Directors	The total number of Directors specified in clause 15.1(a) less the number of Appointed Directors and Founding Member Directors then appointed

15.2 Appointment of Founding Member Directors

- (a) Each Founding Member is entitled to appoint one Director (**Founding Member Director**), and will ensure that at all times there is a Director appointed by it.

- (b) Subject to **clause 15.1(c)**, each Founding Member appoints its Founding Member Director by:
 - (i) giving to the Board and the Company notice in writing of the appointment; and
 - (ii) giving to the Company a signed consent to act as a Director from the person appointed as a Founding Member Director.
- (c) A Founding Member may remove its Founding Member Director, or appoint a replacement Founding Member Director for any Founding Member Director who is so removed or who ceases for any reason to be a Director, by giving at least two months' notice in writing to the Board and the Company. Subject to the relevant signed consent to act (in respect of the appointment of a replacement Founding Member Director) being received by the Board and the Company, the relevant removal and appointment will take effect upon the passing of two months following receipt of that notice, or at such later time and date as may be expressed in the notice.
- (d) If a Founding Member ceases to be a Member, or ceases to be entitled to appoint a Founding Member Director, any Founding Member Director appointed by it will automatically be deemed to have ceased to be a Founding Member Director and shall, from such time, be deemed to have been appointed as an additional Appointed Director by the Board in accordance with clause 15.3, but:
 - (i) shall hold office only until the annual general meeting held in the calendar year immediately following the calendar year in which he or she is appointed and will then be eligible for election as an additional Elected Director in accordance with clause 15.4 at that annual general meeting; and
 - (ii) must not be taken into account in determining the Directors that are to retire by rotation at that annual general meeting.
- (e) If a Founding Member Director is disqualified or prohibited from acting as a Director under this Constitution, the Corporations Act or any other law, the office of the Founding Member Director is vacated and the appointing Member may appoint a replacement in accordance with this clause.

15.3 Appointment of Appointed Directors and casual vacancies

- (a) The Board may at any time appoint a person recommended by the Nomination Committee to be a Director, either as an addition to the then-existing number of Appointed Directors or Elected Directors, or to fill a casual vacancy. The total number of Directors may not exceed the number fixed in accordance with this Constitution.
- (b) Where a Director appointed under clause 15.3(a) is appointed as an Appointed Director (even if that appointment is to fill a casual vacancy) that Director holds office until he or she is required to retire by rotation under clause 15.7(a).
- (c) Where a Director appointed under clause 15.3(a) is appointed to fill a casual vacancy in respect of an Elected Director position, that Director holds office only until the annual general meeting held in the calendar year immediately following the calendar year in which he or she is appointed, and is then eligible for election or re-appointment (subject to the other requirements of this clause 15). The Director appointed to fill the relevant casual vacancy must not be taken into account in determining the Directors that are to retire by rotation at that annual general meeting.

15.4 Election of Elected Directors

- (a) Nominations for election as an Elected Director must be submitted to the Nominations Committee by any Member (other than a Founding Member) by no later than 30 Business Days before a relevant general meeting for consideration with regard to the Skills Matrix and the requirements of the Board at that time.

- (b) The Board must ensure that approved candidates for election as an Elected Director are set out in the notice of the relevant general meeting and/or related explanatory material for the relevant general meeting.
- (c) A person elected as an Elected Director by the Members will commence in office from the close of the relevant general meeting of the Company at which they are elected as an Elected Director, other than where that person was an Elected Director immediately prior to that general meeting.

15.5 Term of Directors

- (a) Subject to clause 15.7, a Director is not permitted to serve as a Director for more than six consecutive years and must retire from office on the date that is the sixth anniversary of the date that his or her term of office commenced.
- (b) Clause 15.5(a) does not prevent a former Director from subsequently being elected or appointed as a Director in accordance with this Constitution, provided that a period of at least 12 consecutive calendar months (or such lesser period as the Board may by resolution approve) has passed since the person last held the office of Director.

15.6 Removal of Director

- (a) The Company may remove a Director by resolution at a general meeting.
- (b) At least two months' notice must be given to the Company of the intention to move a resolution to remove a Director at a general meeting.
- (c) If notice of intention to move a resolution to remove a Director at a general meeting is received by the Company, the Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director may:
 - (i) submit a written statement to the Company for circulation to the Members before the meeting at which the resolution is put to a vote; and
 - (ii) speak to the motion to remove the Director at the general meeting at which the resolution is to be put to a vote.
- (e) At least 21 days' notice must be given of a general meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.

15.7 Retirement by rotation of Directors

- (a) At each annual general meeting of the Company following the annual general meeting held in October 2017 (**2017 AGM**), the following Directors must retire from office:
 - (i) one-third of the Directors for the time being office or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors; and
 - (ii) any other Director who has been in office for three consecutive years or more since that Director's election or appointment or last re-election or re-appointment (as applicable) as a director.
- (b) The Directors required to retire at an annual general meeting in accordance with clause 15.7(a)(i) are those who have been longest in office since their election or appointment or last re-election or re-appointment (as applicable) as a Director, except that Directors who were elected or appointed on the same day may agree among themselves or determine by lot which of them must retire.
- (c) A Director retiring at an annual general meeting remains in office until the conclusion of that meeting and will be eligible for re-election or re-appointment (as applicable) to the extent permitted by law and this Constitution.

- (d) Vacancies arising by operation of clause 15.7(a) are to be filled as follows:
 - (i) if the retiring director is a Founding Member Director, the vacancy is to be filled by an appointment by the relevant Founding Member in accordance with clause 15.2(b);
 - (ii) if the retiring director is an Appointed Director, the vacancy is to be filled by an appointment by the Board in accordance with clause 15.3(a); and
 - (iii) if the retiring Director is an Elected Director, the vacancy is to be filled by election at a general meeting in accordance with clause 15.4.

15.8 Cessation of Directorship

A person ceases to be a Director and the office of Director is vacated, if the person:

- (a) is removed from office as a Director by a resolution of the Company at a general meeting;
- (b) is a Founding Member Director and is removed by their appointing Member under **clause 15.2(c)**;
- (c) resigns as a Director by giving notice of resignation to the Company at its registered office;
- (d) is unable to continue their function on the Board due to medical reasons including mental incapacity, or is a person whose estate is liable to have a person appointed, under the law relating to the administration of estates of persons who through mental or physical infirmity are incapable of managing their affairs, to administer it;
- (e) dies;
- (f) is disqualified from acting as a Director under the Corporations Act; or
- (g) is absent from Board meetings for three (3) consecutive Board meetings without leave of absence from the Board and the Board, in its discretion, does not resolve that the person should remain as a Director despite their absence from such Board meetings.

15.9 Remuneration and reimbursement for expenses

- (a) An Appointed Director or Elected Director is entitled to be paid fees (or other remuneration) for services performed as a Director as determined by the Company in general meeting from time to time.
- (b) A Director, who is in the employment of a Member, is not entitled to be paid any fees (or other remuneration) for services performed as a Director.
- (c) A Director, who is not in the employment of a Member, is entitled to be paid any fees for services performed as a Director.
- (d) A Director is entitled (with the approval of the Board) to be reimbursed by the Company for reasonable costs and expenses incurred or to be incurred in connection with attendance at Board meetings or otherwise in the execution of their duties as Directors.

16. Powers and duties of Board

16.1 Management of the Company

- (a) Subject to this Constitution and the Corporations Act, the activities of the Company are to be managed by, or under the direction of, the Board.
- (b) Subject to this Constitution and the Corporations Act, the Board may exercise all powers of the Company that are not required to be exercised by the Company in a general meeting.

- (c) The powers of the Board include the power to:
 - (i) borrow or otherwise raise money;
 - (ii) mortgage, charge (including in the form of a floating charge) any of the Company's assets (both present and future); and
 - (iii) issue debentures and other securities, and any instrument (including any bond).

16.2 Delegation of powers and duties of Board

- (a) The Board may delegate any of the functions and powers of the Board to:
 - (i) a Director;
 - (ii) an employee of the Company; or
 - (iii) any other person.
- (b) Any person or persons to whom the Board delegates functions and powers must, in the exercise of those functions and powers, comply with any restrictions that may be imposed by the Board.

16.3 Advisory Committees

- (a) The Board must establish one or more advisory committees consisting of such Members or Directors or other interested persons as the Board thinks fit (**Advisory Committees**). Such Advisory Committees must act in an advisory capacity only and must conform to any regulations that may be imposed by the Board.
- (b) The Board must not delegate any of its powers to an Advisory Committee and an Advisory Committee must not exercise any powers of a Director or the Board. The Board may specify in writing from time to time the terms of reference and functions of the Advisory Committees.
- (c) Except as provided in a direction of the Board, the meetings and proceedings of an Advisory Committee must be governed by the provisions of this Constitution, in so far as they are applicable, as if the meetings of the Advisory Committee are meetings and proceedings of the Board.
- (d) The Board may establish a clinical council consisting of such Members or Directors or other interested persons as the Board thinks fit (**Clinical Council**), and will do so if required in order to comply with the terms of an agreement with another party. The Board may specify in writing from time to time the terms of reference and functions of the Clinical Council.
- (e) The Board may establish a consumer council consisting of such Members or Directors or other interested persons as the Board thinks fit (**Consumer Council**) and will do so if required in order to comply with the terms of an agreement with another party. The Board may specify in writing from time to time the terms of reference and functions of the Consumer Council.

16.4 Nomination committee

- (a) The Board must establish a nomination committee for the purpose of reviewing and assessing the eligibility of persons being considered for election to the Board (**Nomination Committee**).
- (b) The chair of the Nominations Committee shall be an Appointed Director and the Nominations Committee shall include at least one Founding Member Director and (following their election) one Elected Director.
- (c) The Board may specify in writing from time to time the terms of reference and functions of the Nomination Committee.

- (d) The Nomination Committee must develop, and apply to its selection and recommendation process, a board Skills Matrix that outlines the mix of skills and diversity that the Board currently has or is looking to achieve in its directorship.

16.5 Board Committees

- (a) The Board must establish one or more Committees consisting of such Members or Directors or other interested persons as the Board thinks fit. Such Committees must ensure that regulatory obligations of the Board are met and must include a Committee established to advise in relation to Finance, Audit and Risk Management, which includes a Certified Public Accountant (or persons with equivalent skills and expertise) among its membership.
- (b) The Board must not delegate any of its powers to a Committee and a Committee must not exercise any powers of a Director or the Board. The Board may specify in writing from time to time the terms of reference and functions of any Committee established by it.
- (c) Except as provided in a direction of the Board, the meetings and proceedings of a Committee must be governed by the provisions of this Constitution, in so far as they are applicable, as if the meetings of the Committee are meetings and proceedings of the Board.

16.6 Chief executive officer

- (a) The Board may from time to time appoint a chief executive officer of the Company and may enter into contracts for the provision of the services of the chief executive officer to the Company.
- (b) The appointment of the chief executive officer will be at such remuneration and with such responsibilities and powers as is determined by the Board.
- (c) The chief executive officer will report to and be responsible to the Board.

16.7 Bylaws

The Board may adopt Bylaws in relation to any matters relating to the operation of the Company and the Membership to the extent such Bylaws are consistent with the terms of this Constitution and the Corporations Act, and may modify, repeal or replace Bylaws from time to time. Bylaws are binding on the Board and all Members.

16.8 Negotiable instruments

All negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board may determine.

17. Board meetings

17.1 Convening meetings

- (a) In the ordinary course, the Secretary will convene Board meetings in accordance with the determinations of the Board.
- (b) A Director may at any time convene a Board meeting by notice to the other Directors.
- (c) Subject to clauses 17.1(a) and 17.1(b) above, the Board will hold a Board meeting at least once per quarter in each calendar year.

17.2 Notice of meetings

- (a) Reasonable notice of each Board meeting must be given to the Directors.

- (b) Each notice must state:
 - (i) the date, time and place (or places) of the Board meeting; and
 - (ii) the general nature of the business to be conducted at the Board meeting.

17.3 Omission to give notice

No resolution passed at or proceedings at any Board meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board meeting;
- (b) any change of place (or places) of that Board meeting;
- (c) postponement of that Board meeting; or
- (d) resumption of that adjourned Board meeting.

17.4 Use of technology

A Board meeting may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.

17.5 Quorum at meetings

A quorum at a Board meeting is two thirds of the total number of Directors in office. The quorum must be present at all times during the Board meeting.

17.6 Chair of meetings

- (a) At the first Board meeting following the adoption of this Constitution, a chair will be elected from Directors present in person, subject to clause 17.6(b).
- (b) A Founding Member Director shall not be eligible for election as the chair.
- (c) The chair must preside as chair at every meeting of the Board, or if there is no chair, or if the chair is not present within 10 minutes after the time appointed for a Board meeting, the Directors present may elect a Director (other than a Founding Member Director) present to chair the Board meeting.

17.7 Passing resolutions at meetings

- (a) A resolution of the Board must be passed by a majority of the votes cast by the Directors present and entitled to vote on the resolution.
- (b) Each Director present and entitled to vote on a resolution has one vote.

17.8 Casting vote

If on any resolution an equal number of votes is cast for and against a resolution, the chair has a casting vote in addition to his or her deliberative vote.

17.9 Conduct of meetings

The chair of each Board meeting has charge of conduct of that meeting, of the procedures to be adopted and the application of those procedures at that meeting.

17.10 Written resolutions

- (a) The Board may pass a resolution without a Board meeting being held if:
 - (i) all the Directors entitled to vote on the resolution are sent a document containing the resolution; and

- (ii) the resolution is approved by a majority of the Directors entitled to vote on the resolution (or by such other proportion of the Directors as is required under this Constitution or the Bylaws for that resolution).
- (b) For this purpose, a resolution is approved by a Director if:
 - (i) the document containing the terms of the resolution has been signed by the Director either physically or by affixing a signature by electronic means, and the document has been given to the Company; or
 - (ii) where the Board has resolved to accept a procedure for Directors to indicate their approval for a resolution by electronic means, the Director has indicated the Director's approval in accordance with that procedure.

17.11 Minutes of meetings

- (a) Within one month after each Board meeting, the Directors must record or cause to be recorded in the minute books:
 - (i) the proceedings and resolutions of each Board meeting; and
 - (ii) all resolutions passed without a Board meeting.
- (b) The chair, or the chair of the next Board meeting, must sign the minutes within one month after the meeting.
- (c) The minute books must be kept at the registered office.
- (d) The Directors may inspect the minute books between the hours of 9.00 am and 5.00 pm on any business day. No amount may be charged for inspection.

17.12 Committee meetings

The Board will determine how meetings of any committee of the Board are to be conducted, including the procedures to be adopted and the application of those procedures.

18. Director's interests

18.1 Declaration of interest

- (a) Any Director who has a material personal interest in a contract or proposed contract of the Company, holds any office or owns any property such that the Director might have duties or interests which conflict or may conflict either directly or indirectly with the Director's duties or interests as a Director, must give the Board notice of the interest at a Board meeting.
- (b) A notice of a material personal interest must set out:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Company.
- (c) The notice must be provided to the Board at a Board meeting as soon as practicable.

18.2 Voting by interested Directors

A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:

- (a) vote on the matter at a meeting; and
 - (b) be present while the matter is being considered at the meeting,
- unless permitted to do so by the Corporations Act, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or a proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or a proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

18.3 Conflicts of interest

Directors may only be engaged to provide goods or services to or on behalf of the Company if:

- (a) that Director is for bona fide reasons considered by the Board to be a suitable person to provide such goods or services;
- (b) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the relevant Director's rates and service levels;
- (c) the goods or services are provided on arms-length terms;
- (d) the provision of the goods or services are disclosed clearly and expressly to the Members; and
- (e) the Board agrees, by ordinary resolution excluding the interested Director, to the provision of the goods or services by the relevant Director.

19. Appointment of Secretary

- (a) The Company must have at least one Secretary.
- (b) The Board has the power to appoint a natural person to act as secretary on the terms and for such period as the Board may determine.
- (c) Any Secretary appointed may be removed at any time by the Board.

20. Auditor's attendance at general meetings

The Auditor (if any) must be notified of, and may attend, any general meeting. The Auditor (if any) is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the Auditor.

21. Seal

- (a) If the Company has a Seal the Directors must provide for the safe custody of the Seal (and any duplicate of it).
- (b) The Seal (and any duplicate of it) must not be used without the prior authority of the Board, and when used, the Seal must be used in accordance with any direction of the Board.
- (c) If a document is to be executed by the use of the Seal, the fixing of the Seal must be witnessed by two Directors or a Director and Secretary.

22. Financial records

22.1 Directors' access to financial records

Any Director may at any time access and inspect any financial and any other record of the Company.

22.2 Access to financial records after ceasing to be a Director

The Board may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record and any other record of the Company relating to the time during which the person was a Director.

23. Notices

23.1 General

A notice, demand, certification, process or other communication under this Constitution must be in writing, except any notice convening a Board meeting.

23.2 How to give a communication

In addition to any way allowed under the Corporations Act, a notice or other communication may be given by being:

- (a) personally delivered;
- (b) left at the person's current address as recorded in the Register of Members;
- (c) sent to the person's address as recorded in the Register of Members by pre-paid ordinary mail or, if the address is outside Australia, by pre-paid airmail;
- (d) sent by fax to the party's current fax number for notices; or
- (e) sent by email to the person's current email address for notices.

23.3 Communications by post

Subject to clause 23.5, a communication is given if posted:

- (a) within Australia to an Australian postal address, three Business Days after posting; or
- (b) outside of Australia to an Australian postal address or within Australia to an address outside of Australia, ten Business Days after posting.

23.4 Communications by fax

Subject to clause 23.5, a communication is given if sent by fax, when the sender's fax machine produces a report that the fax was sent in full to the addressee. That report is conclusive evidence that the addressee received the fax in full at the time indicated on that report.

23.5 Communications by email

A communication is given if sent by email, when the information system from which the email was sent produces a confirmation of delivery report which indicates that the email has entered the information system of the recipient, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient.

23.6 After hours communications

If a communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt, it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

24. Indemnity and insurance

24.1 Indemnity

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company must indemnify each officer, Director and Secretary of the Company (**Officer**) in respect of any liability, loss, damage, cost or expense incurred or suffered or to be incurred or suffered by the Officer in or arising out of the conduct of any activity of the Company or the proper performance of any duty of that Officer.
- (b) The indemnity in **clause 24.1(a)**;
 - (i) is enforceable without the Officer first having to make a payment or incur an expense;
 - (ii) is enforceable by the Officer notwithstanding that the Officer has ceased to be an officer of the Company; and
 - (iii) applies to any liability, loss, damage, cost or expense incurred or suffered or to be incurred or suffered by the Officer, whether incurred before or after the date of this Constitution.

24.2 Documenting indemnity

The Company may enter into an agreement containing an indemnity in favour of any Officer. The Company will determine the terms of the indemnity contained in the agreement.

24.3 Insurance

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company may pay any premium in respect of a contract of insurance between an insurer and an Officer or any person who has been an Officer in respect of the liability suffered or incurred in or arising out of conduct of any activity of the Company and the proper performance by the Officer of any duty.
- (b) If the Company determines, the Company may execute a document containing rules under which the Company agrees to pay any premium in relation to such a contract of insurance.

25. Winding up

- (a) If the Company is wound up, any surplus assets must not be distributed to a Member or former Member of the Company, unless that Member or former Member is a charity described in clause 25(b).
- (b) Subject to the Corporations Act and any other applicable act and any court order, any surplus assets (including 'gift funds' defined in clause 25(e)) that remain after the Company is wound up must be distributed to one or more charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, purposes consistent with the objects of the Company;
 - (ii) which also prohibit the distributions of any surplus assets to its members to at least the same extent as the Company; and
 - (iii) that is or are deductible gift recipients under the Tax Act.
- (c) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.
- (d) If the Company's deductible gift recipient endorsement is revoked (whether or not the Company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of clause 25(b), as decided by the Board.

- (e) For the purpose of this clause:
 - (i) 'gift funds' means:
 - (A) gifts of money or property for the principal purpose of the Company;
 - (B) contributions made in relation to a fund-raising event held for the principal purpose of the Company; and
 - (C) money received by the Company because of such gifts and contributions.
 - (ii) 'contributions' and 'fund-raising event' have the meanings given in the Tax Act.

26. Interpretation

Unless expressed to the contrary, in this Constitution:

- (a) words in the singular include the plural and vice versa;
- (b) any gender includes the other genders;
- (c) 'includes' means includes without limitation;
- (d) a reference to:
 - (i) any legislation includes subordinate legislation under it and includes that legislation and subordinate legislation as modified or replaced;
 - (ii) writing (including a reference to a document or a form) includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax and email transmissions;
- (e) if the date on or by which any act must be done under this Constitution is not a Business Day, the act must be done on or by the next Business Day;
- (f) a reference to \$ is to Australian dollars;
- (g) where time is to be calculated by reference to a day or event, that day or the day of that event is excluded; and
- (h) headings do not affect the interpretation of this document.