

An aerial photograph of a vast, golden desert dune. In the center, three cars are parked on a sandy ridge. From left to right: a white SUV, a dark-colored car with a blue roof rack, and a white SUV with a yellow roof rack. A group of about ten people is gathered on the sand in front of the cars. Long, dark shadows are cast across the dune, indicating the sun is low in the sky. The sand shows tracks from the vehicles and footprints from the group.

**RURAL
HEALTH
WEST**

CONSTITUTION

A Company Limited by Guarantee

October 2019

COVER PHOTO

Photo courtesy Mr Mathias Sehnke (rural health professional family member). Mr Sehnke's photo appeared in the 2019 Rural Health West calendar.

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1 Name

1.1 The name of the Company is Rural Health West Limited.

2 Definitions

2.1 In this Constitution, the following definitions apply:

2019 Annual General Meeting means the Annual General Meeting of the Company for the 2019 calendar year, proposed to be held on or about October 2019.

Aboriginal means Aboriginal or Torres Strait Islander peoples.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Act means the *Corporations Act 2001* (Cth).

Alternate Director means a person authorised in accordance with Rule 19.5 to attend Board meetings and vote on behalf of a Director where that Director is unable to attend.

Annual General Meeting means a meeting of Members, which must be held in each calendar year pursuant to Rule 17.1.

Appointed Director means an Independent Director.

ASIC means the Australian Securities and Investments Commission.

Auditor means the auditor of the Company appointed by the Board from time to time under Rule 25.1.

Board means the Board of Directors of the Company.

Chair means the person appointed as the Chair of the Company pursuant to Rule 19.4.1.

Commissioner of Taxation means the Commissioner of Taxation, Second Commissioner of Taxation and Deputy Commissioner of Taxation (as applicable) and as provided for in the *Taxation Administration Act 1953* (Cth).

Company means Rural Health West Limited ACN 123 188 367.

Company Secretary means an Appointed Independent Director who satisfies the criteria in Rule 19.2.3.

Country Local Government Director means a Director who satisfies the criteria in Rule 19.2.2 and who is elected to the Board as a Country Local Government Director.

Deductible Gift Recipient means a fund, authority or institution that is endorsed as a deductible gift recipient by the Commissioner of Taxation, or is a specific listed deductible gift recipient under Division 30 of the ITAA 97.

Deputy Chair means the person appointed as the Deputy Chair of the Company pursuant to Rule 19.4.2.

Director means a person who is elected or appointed as a Director of the Company pursuant to this Constitution.

Disease means a morbid condition of the body, or some organ or part, an illness, sickness or ailment, includes any mental or physical ailment, disorder, defect or morbid condition, whether of sudden onset or gradual development and whether of genetic or other origin, and includes the contraction, aggravation, acceleration or recurrence of a disease.

Elected Director means a Health Professional Member or Country Local Government Member who have been elected as a Director.

Friends of the Company means persons who support the Objects, regardless of where they reside and whether or not they are a Health Professional or a Health Professional Member of the Company (as determined by the Board under Rule 10.1).

General Meeting means a meeting of Members convened in accordance with this Constitution and includes an Annual General Meeting.

Gift Fund has the meaning provided in Rule 8.1.

Health Professional means a health professional who is registered with a health practitioner board under the *Health Practitioner Regulation National Law (WA) Act 2010*.

Health Professional Director means a Director who satisfies the criteria in Rule 19.2.1 and who is elected to the Board as a Health Professional Director.

Health Professional Member means a natural person who is a health professional who satisfies the criteria in Rule 15.3.1 and is recorded in the Register of Members as a Health Professional Member.

Health Promotion Charity means a charitable institution whose principal activity is to promote the prevention of or the control of Disease in human beings as required by sections 25.5(1)(b) and 25.5(5), Item 13 of the ACNC Act.

Independent Director means a Director who satisfies the criteria in Rule 19.2.3 and is appointed to the Board as an Independent Director.

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth).

Life Member means a natural person who is awarded life membership pursuant to Rule 15.3.3 and who is registered in the Register of Members as a Life Member.

Member means a Member of the Company as set out in Rule 15.1.

Objects means the Objects of the Company as set out in Rule 5.2.

Organisational Member means an entity which satisfies the criteria in Rule 15.3.2 and who is registered in the Register of Members as an Organisational Member.

Previous Members means the Members of the Company prior to the adoption of this Constitution as at the date of the 2019 Annual General Meeting.

Proxy means either, as the context permits or requires:

- (a) the document authorising a person to vote in a certain manner on behalf of a Member; or

(b) the person authorised by a Member to vote in a certain manner on behalf of that Member.

Public Fund means, for the purposes of the ITAA 97, a fund established under a will or instrument of trust solely for the purpose of providing money, property or benefits:

- (a) to a fund, authority or institution covered by an item in any of the tables in subdivision 30-B of the ITAA 97; or
- (b) for any purpose set out in an item of the table in subdivision 30-B of the ITAA 97 that covers the fund, authority or institution.

Register of Members means the Register of Members kept pursuant to Rule 15.15 to Rule 15.19 (inclusive).

Responsible Person means a person who:

- (a) has a degree of responsibility to the community as a whole, or otherwise performs a public function and includes school principals, judges, clergymen, solicitors, doctors, accountants and other professional persons such as mayors, councillors, town clerks and members of parliament; or
- (b) belong to a professional body (such as the Institute of Chartered Accountants, state law societies and health registration boards) which have a professional code of ethics and rules of conduct; and
- (c) is not ineligible to be a Director under the Act or the ACNC Act.

Returning Officer is the person serving as the Returning Officer of the Company as described in Rule 19.12.

Rural and Remote Areas means all areas in the State outside of the Perth Metropolitan Area.

Special Resolution has the meaning provided in section 9 of the Act.

State means the State of Western Australia.

Year means the time period from the Annual General Meeting in one calendar year to the Annual General Meeting in the next calendar year.

3 Interpretations

3.1 In this Constitution, unless the context otherwise requires:

- 3.1.1 the singular includes the plural and vice versa;
- 3.1.2 words importing any gender include all other genders;
- 3.1.3 a reference to a document includes any variation or replacement of it;
- 3.1.4 a reference to a Rule or Sub-rule means a Rule or Sub-rule of this Constitution;
- 3.1.5 the meaning of general words is not limited by specific examples introduced by “including”, “for example” or “such as” or similar expressions;

- 3.1.6 a reference to “person” includes an individual, a body corporate, a partnership, a joint venture, an unincorporated association and an authority or any other entity or organisation;
 - 3.1.7 a reference to dollars, \$ or A\$ is a reference to the currency of Australia;
 - 3.1.8 a reference to “law” includes common law, principles or equity and legislation (including regulations);
 - 3.1.9 a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacements of any of them;
 - 3.1.10 a reference to “regulations” includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
 - 3.1.11 a reference to a group of persons is a reference to any two (2) or more of them jointly and to each of them individually;
 - 3.1.12 a power, an authority or a discretion given to a Director, the Directors, the Company in General Meeting or a Member may be exercised at any time and from time to time;
 - 3.1.13 a reference to “writing” or “written” includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise; and
 - 3.1.14 a reference to a person being “present” at a meeting includes participating using technology approved by the Directors in accordance with this Constitution.
- 3.2 Unless specifically expressed otherwise, words or expressions contained in this Constitution shall be interpreted in accordance with the Act or the ACNC Act (as applicable).

4 Application of the Act and the ACNC Act

- 4.1 The replaceable rules contained in the Act do not apply to the Company and, while the Company is a registered charity under the ACNC Act, the ACNC Act and the Act override any clauses in this Constitution, which are inconsistent with provisions in the ACNC Act and Act.

5 Objects

- 5.1 The Company is established for the purposes set out in this Constitution.
- 5.2 The Objects of the Company are:
- 5.2.1 to promote the prevention and control of Disease in human beings in Rural and Remote Areas, being the primary purpose of the Company;
 - 5.2.2 to improve the viability, sustainability, community access to and equitable distribution of health services in communities in Rural and Remote Areas, leading to improved health outcomes for Western Australians living in Rural and Remote Areas;

- 5.2.3 to actively seek, in partnership with other health providers, to improve health outcomes for Aboriginal people and communities and other disadvantaged people living in Rural and Remote Areas;
- 5.2.4 to contribute to policy development and planning related to health initiatives for Rural and Remote Areas, and to maintain links with relevant stakeholders;
- 5.2.5 to provide education, training and relevant research where there are identified gaps relating to health provision or in meeting the needs of Health Professionals in Rural and Remote Areas;
- 5.2.6 to promote the Objects and activities of the Company directed to the community, governments and other influential bodies; and
- 5.2.7 to do all such other things as may be incidental to the attainment of these Objects.

6 Powers

- 6.1 For the sole purpose of carrying out the Objects, the Company has the power and capacity to do all such acts, deeds and things as a Company has capacity and power to do pursuant to the Act and the ACNC Act including without limitation:
 - 6.1.1 to accept or refuse any gift, endowment or bequest made to or acquired by the Company generally for the Objects or for the purpose of any specified Object and to undertake, execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the Company;
 - 6.1.2 to provide funds or other material benefits by way of grant or otherwise;
 - 6.1.3 to accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Directors from a class of trusts, objects or purposes specified by any person;
 - 6.1.4 to accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
 - 6.1.5 to take such lawful steps by personal or written appeal, public meeting or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company in the form of donations, membership fees or otherwise;
 - 6.1.6 to publish or to contribute to the publication of any periodical, journal or magazine and to print and circulate books, papers, pamphlets and information to provide and circulate any annual or other report of the Company and its proceedings and work;
 - 6.1.7 to subscribe to, become a member of, and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to the Objects, provided that such association or organisation prohibits the distribution of its income and property among its

members to an extent at least as great as that imposed on the Company under or by virtue of Rule 7.1;

- 6.1.8 to buy, sell and deal in all kinds of apparatus, literature and other items required by the Members of the Company or persons frequenting the Company's premises;
- 6.1.9 to purchase, take on, lease, exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the Objects provided that in case the Company takes or holds any property which may be subject to any trusts, the Company only deals with the same in such manner as is allowed by law having regard to such trusts;
- 6.1.10 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 6.1.11 to appoint, employ, remove or suspend such managers, clerks, secretaries, workers and other persons as may be necessary or convenient for the Objects;
- 6.1.12 to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 6.1.13 to invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds and any other investments as might be made by a prudent investor;
- 6.1.14 to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issues of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off any such securities;
- 6.1.15 to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 6.1.16 to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- 6.1.17 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the

Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;

- 6.1.18 to take any gift of property whether subject to any special trust or not, for any one or more of the Objects but subject always to the proviso in Rule 6.1.9;
 - 6.1.19 to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, membership fees, sponsorships or otherwise;
 - 6.1.20 to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of the Objects;
 - 6.1.21 to co-ordinate and arrange conferences, events, meetings, standing committees and commissions and other forums;
 - 6.1.22 subject to Rule 13.1, to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Rule 7.1 of this Constitution;
 - 6.1.23 to establish any fund, authority, institution, company, society, association or trust;
 - 6.1.24 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate; and
 - 6.1.25 to do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Company.
- 6.2 Without limiting the generality of the powers of the Company in Rule 6.1 above, the Company has the powers set out in the Act, including without limitation, section 124 of the Act (as applicable).

7 Income and property

- 7.1 The income and property of the Company shall be applied solely towards the promotion of the Objects as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any person who is a Director of the Company provided that nothing prevents:
- 7.1.1 the payment of out of pocket expenses incurred by the Directors and any honorary patrons in connection with their duties to the Company;
 - 7.1.2 the payment of interest at a rate not exceeding interest at a rate which does not exceed two per cent (2%) of the rate being charged by the Commonwealth Bank of Australia on ordinary overdraft accounts for sums exceeding \$100,000,

- for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or lent by any Member or Director to the Company;
- 7.1.3 the indemnification of or payment of premiums on contracts of insurance for any Director to the extent permitted by law and this Constitution;
- 7.1.4 the payment in good faith of remuneration to any Member or Director in return for any services rendered or goods supplied to the Company, including but not limited to the performance of their duties as a Director; or
- 7.1.5 the payment for reasonable and commercial rent for premises leased by any Member or Director or employee of the Company in connection with the affairs of the Company.
- 7.2 Any allocation of income, donations or property to other persons or organisations will be made in accordance with the established purposes of the Company and not be influenced by the preference of the donor.

8 Establishment and operation of a Gift Fund

- 8.1 While the Company is endorsed as a Deductible Gift Recipient by the Commissioner of Taxation, the Company must maintain a Public Fund to be called the Rural Health West Gift Fund (**Gift Fund**) for the specific purpose of supporting and furthering the Objects.
- 8.2 The Company must maintain the Gift Fund:
- 8.2.1 to which gifts of money or property for that purpose are to be made;
- 8.2.2 to which any money received by the Company because of those gifts is to be credited; and
- 8.2.3 does not receive any other money or property other than as provided in Rules 8.2.1 and 8.2.2 above.
- 8.3 The Company may invite members of the public to make gifts of money or property to the Gift Fund for the Objects of the Company.
- 8.4 The Company may only use the Gift Fund, including any:
- 8.4.1 gifts made to the Gift Fund; and
- 8.4.2 money received because of those gifts,
- for supporting or furthering the Objects.
- 8.5 The property and income of the Gift Fund shall be applied solely towards the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly to Members, except in good faith in the promotion of the Objects.
- 8.6 The Company must maintain a separate bank account for the Gift Fund.
- 8.7 Any money received by the Company because of gifts of money or property referred to in Rule 8.1 (including but not limited to money from any interest accrued or received on gifts, income derived from gifts, and money from the realisation of gifts) must be credited to the Gift Fund's bank account referred to in Rule 8.6.

- 8.8 The Gift Fund's management committee shall be the Board, or such other sub-committee as determined by the Board from time to time.
- 8.9 The release of monies from the Gift Fund and the management of, and sale of, the Gift Fund assets must be authorised by the Board.
- 8.10 At the first occurrence of:
- 8.10.1 the winding up of the Gift Fund; and
 - 8.10.2 the Company ceasing to be endorsed as a Deductible Gift Recipient,
- any surplus income or assets of the Gift Fund must be transferred to another fund with similar objectives and that is a Deductible Gift Recipient, as the Board decides.

9 Patrons of the Company

- 9.1 Without limiting the generality of the powers set out under Rule 6.1, the Company has the capacity and power to appoint honorary patrons to the Company, who shall not be Directors nor have any executive powers nor be entitled to any remuneration except for reasonable out-of-pocket expenses in relation to services rendered in promoting the Company.

10 Friends of the Company

- 10.1 Without limiting the generality of the powers set out under Rule 6.1, the Company may appoint persons as Friends of the Company. Friends of the Company are not Members and therefore, do not have voting rights.
- 10.2 The rights of Friends of the Company are determined by the Board from time to time.

11 Member contribution

- 11.1 Every Member undertakes to contribute to the property of the Company in the event of it being wound up or dissolved while the Member is a Member, or within one (1) year after the Member ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member, and of the costs, charges, and expenses of the winding up or dissolution of the Company and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

12 Winding up

- 12.1 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members but must be given or transferred to some other institution which:
- 12.1.1 has objects similar to the Objects;

- 12.1.2 is registered under the ACNC Act as a Health Promotion Charity and endorsed by the Australian Taxation Office as a Deductible Gift Recipient; and
- 12.1.3 is an institution whose objects prohibit the distribution of its income and property among its members to at least the same extent as the Company under Rule 7.1.

13 Amalgamation

- 13.1 Where it furthers the Objects to amalgamate with any one or more other organisations having similar objects, the other organisation or organisations must:
 - 13.1.1 have objects similar to the Objects;
 - 13.1.2 be approved by the Commissioner of Taxation as a Deductible Gift Recipient; and
 - 13.1.3 be an institution whose objects prohibit the distribution of its income and property among its members to an extent at least as great as imposed on the Company under Rule 7.1.

14 Contributions

- 14.1 Upon receipt by the Company of a contribution of money or property, the Board must determine, within a reasonable time, whether the contribution is a:
 - 14.1.1 payment of a membership fee;
 - 14.1.2 gift;
 - 14.1.3 grant; or
 - 14.1.4 sponsorship contribution.
- 14.2 If the Board determines that the contribution is a gift, then it must form part of the Gift Fund and must be dealt with in accordance with Rules 8.1 to 8.10 (inclusive).
- 14.3 If the Board determines that the contribution is a membership fee, a grant or sponsorship, then the money or property must be deposited in a general account and may be used by the Company in pursuit of the Objects.

15 Membership

Members and membership categories

- 15.1 The Members of the Company comprise the following:
 - 15.1.1 Health Professional Members;
 - 15.1.2 Organisational Members;
 - 15.1.3 Life Members; and

- 15.1.4 any other person that is admitted to membership of the Company by the Board in accordance with this Constitution.
- 15.2 There is no limit on the number of persons who may be Members.
- 15.3 The membership criteria in respect of each of the Member categories specified in Rules 15.1.1 to 15.1.3 (inclusive) are:
- 15.3.1 **Health Professional Member:** A Health Professional Member is a Member that meets each of the following criteria:
- (a) Is a natural person.
 - (b) Is a Health Professional who satisfies the following:
 - (i) Resides in a Rural and Remote Area; and/or
 - (ii) Currently practises in a Rural and Remote Area; and/or
 - (iii) Shows a demonstrable interest in rural health in a Rural and Remote Area (as determined by the Board from time to time);
 - (iv) Is registered with a health practitioner board under the *Health Practitioner Regulation National Law (WA) 2010* (special dispensation for health professionals or other occupational groups who are not eligible to be registered with a health practitioner board as determined by the Board from time to time); and
 - (v) Is able to demonstrate significant experience and achievement in their respective field (as determined by the Board from time to time);
 - (c) Applies to the Board for acceptance as a Health Professional Member under Rule 15.8;
 - (d) Is of good standing as determined by the Board;
 - (e) Is 18 years of age or older;
 - (f) Is approved by the Board to be a Member under Rule 15.10; and
 - (g) Has paid the membership fee as determined by the Board from time to time.
- 15.3.2 **Organisational Member:** An Organisational Member is an entity (other than a natural person) which meets each of the following criteria:
- (a) Operates or resides in a Rural and Remote Area, the Perth Metropolitan Area or other States and Territories (as determined by the Board from time to time);
 - (b) Is committed to bettering the health and wellbeing of communities in Rural and Remote Areas;
 - (c) Applies to the Board for acceptance as an Organisational Member under Rule 15.8;
 - (d) Is of good standing as determined by the Board;
 - (e) Is approved by the Board to be a Member under Rule 15.10;

- (f) Has paid the membership fee as determined by the Board from time to time;
- (g) Has appointed a representative who will exercise the power to vote on behalf of the entity; and
- (h) Has advised the Board of the person appointed as the representative of the entity (or, if replaced from time to time by a new representative, promptly advise the Board of the replacement representative).

15.3.3 **Life Member:** A Life Member is a Member who satisfies each of the following criteria:

- (a) Is a natural person;
- (b) Has demonstrated outstanding service to the Company as determined by the Board; and
- (c) Is approved by the Board to be a Life Member.

15.4 The Board may from time to time determine such other categories of membership and the eligibility, rights and obligations applicable to those other categories of membership, subject to ratification by the Members at a General Meeting following the Board's determination.

Previous Members

15.5 Each Previous Member who as at the date of the 2019 Annual General Meeting:

15.5.1 is an Individual Member, is classified as a Health Professional Member (as defined in this Constitution);

15.5.2 is an Organisational Member, is classified as an Organisational Member (as defined in this Constitution);

15.5.3 is an Associate Member, is classified as a Health Professional Member (as defined in this Constitution); and

15.5.4 is a Life Member, is classified as a Life Member (as defined in this Constitution, on and from the day which is one day from the date of the 2019 Annual General Meeting.

Voting rights and other rights

15.6 Each Health Professional Member, Organisational Member and Life Member has all rights conferred on that type of Member by this Constitution, the ACNC Act and the Act including the right to receive notice of, attend and to vote at General Meetings.

15.7 A Life Member has the rights of a Health Professional Member but without the requirement to pay a membership fee.

How to apply to become a Member

- 15.8 A person who wishes to become a Member must apply for membership to the Board in such form as the Board (or such sub-committee(s) established by the Board for this purpose) directs.
- 15.9 The Board, at its discretion, may waive any of the membership criteria specified in Rules 15.3.1 to 15.3.3 (inclusive).
- 15.10 The Board must consider each application made under Rule 15.8 at a Board meeting and accept or reject that application.
- 15.11 The Board, at its discretion, may provide reasons for the rejection of a membership application and may, as part of its decision, consult with or take advice from, such sub-committee(s) as may be established by the Board, as considered necessary or desirable by the Board.
- 15.12 When an applicant has been accepted or rejected for membership, the Company Secretary must send to the applicant written notice of whether their application was accepted or rejected.
- 15.13 An applicant whose application for membership of the Company is rejected under Rule 15.10 must, if they wish to seek review of that decision, give notice to the Company Secretary of their intention to do so within a period of fourteen (14) days from the date they are advised of the rejection.
- 15.14 When notice is given under Rule 15.13, the Board must either by ordinary resolution of the Directors, confirm or set aside their decision to reject the application after having afforded the applicant who gave that notice an opportunity to be heard, or to make representations in writing to the Board in accordance with Rule 15.13.

Register of Members

- 15.15 The Register of Members must be:
 - 15.15.1 subject to Rule 15.17, be kept at the Company's office; and
 - 15.15.2 kept up-to-date by the Company Secretary.
- 15.16 The Register of Members must contain the full names and addresses of all Members, together with:
 - 15.16.1 the date of admission to and cessation of membership of each Member;
 - 15.16.2 the name of the representative of each Organisational Member; and
 - 15.16.3 such other information as the Board may from time to time determine.
- 15.17 The Register of Members may be kept using such technological means as the Board may determine from time to time.
- 15.18 Each Member must notify the Company Secretary in writing of any change to that Member's name or address within a period of one (1) month following such change.

- 15.19 All notices given in accordance with Rule 26.1 and addressed to the name and address last notified is deemed to be properly received by that Member.

Membership Fees

- 15.20 Subject to Rule 15.7, a Member must pay such membership fees as the Board may determine from time to time. The Board may set the amount of membership fees and the manner of payment by Members in such a manner as it considers fit.

16 Cessation of membership

- 16.1 A Member ceases to be a Member if they:
- 16.1.1 are a natural person and, die;
 - 16.1.2 are an Organisational Member, are wound up, dissolved, deregistered or placed in liquidation, except for the purposes of reconstruction or amalgamation;
 - 16.1.3 resign in accordance with Rule 16.2;
 - 16.1.4 fail to pay the membership fee as prescribed by the Board for a period of nine (9) months from the date on which it was due;
 - 16.1.5 are expelled by the Board under Rule 16.3.
- 16.2 A Member may at any time, by giving notice in writing to the Company Secretary, resign from their membership of the Company.
- 16.3 If any Member:
- 16.3.1 wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - 16.3.2 is guilty of any conduct, which in the opinion of the Board is:
 - (a) unbecoming of a Member; or
 - (b) prejudicial to the interests of the Company,
- then the Board has the power to pass a Special Resolution, being seventy-five per cent (75%) of the Directors entitled to vote at a meeting of the Board, to expel the Member from the Company and to erase the Member's name from the Register of Members provided that:
- 16.3.3 at least one (1) month before the meeting of the Board at which such a Special Resolution is proposed, the Member is provided with written notice of:
 - (a) such meeting; and
 - (b) what is alleged against that Member, and
 - (c) the proposed Special Resolution to be voted on at that meeting; and
 - (d) the Member is provided with an opportunity of giving an explanation or defence the Member may think fit, before the passing of such Special Resolution, either:

- (i) orally, at a reasonable time and place as determined by the Board before the Board meeting; or
- (ii) in writing, within a period specified by the Board before the Board meeting.

17 General Meetings

Annual General Meetings

17.1 The Board must call and arrange an Annual General Meeting in each calendar Year.

General Meetings called by Directors

17.2 Any Director may, whenever they think fit, request that the Board call a General Meeting in accordance with this Constitution. Upon receiving such request, the Board must give notice of the General Meeting to all Members within twenty-one (21) days (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) after it receives the request in accordance with this Constitution.

Members may request a General Meeting

17.3 The Board must call and arrange to hold a General Meeting on the request of Members with at least five per cent (5%) of the votes that may be cast at a General Meeting. The Board must give notice of the General Meeting to all Members within twenty-one (21) days (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) after it receives the request. The meeting must be held no later than two (2) months after the request is given to the Board.

17.4 The request from Members under Rule 17.3 must:

17.4.1 be in writing;

17.4.2 state any resolution to be proposed at the General Meeting;

17.4.3 present any resolution in a form that is able to be voted upon by Members;

17.4.4 be signed by the Members making the request; and

17.4.5 be given to the Board.

17.5 Separate copies of a document setting out the request from Members under Rule 17.3 may be used for signing by Members if the wording of the request is identical in each copy. The percentage of votes that Members have is to be worked out as at the midnight before the request is given to the Board.

Members may call a General Meeting

- 17.6 The Members who make a request under Rule 17.3 may call and arrange to hold a General Meeting if the Board does not do so within two (2) months after the request is given to the Board.
- 17.7 The General Meeting called under Rule 17.6 must be called in the same way, so far as is possible, in which a General Meeting would otherwise be called under this Constitution, including in relation to the service and form of the notice which must be provided to Members.
- 17.8 The General Meeting must be held no later than three (3) months after the request is given to the Board. The Company must pay the reasonable expenses the Members incur if the Board failed to call and arrange the meeting within the three (3) month period.

Notice of General Meetings

- 17.9 At least twenty-one (21) days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) of General Meetings must be provided to Members.
- 17.10 The notice of a General Meeting must specify:
- 17.10.1 the place, the day and the hour of the General Meeting;
 - 17.10.2 in the case of special business, the general nature of that business; and
 - 17.10.3 if a Special Resolution is to be proposed at the General Meeting, the intention to propose the Special Resolution and the wording of the proposed Special Resolution.
- 17.11 All business transacted at a General Meeting must be deemed to be general business unless, by law or by this Constitution, it is deemed to be special business which requires the passing of a Special Resolution.

18 Proceedings at General Meetings

Quorum at General Meetings

- 18.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 18.2 Unless otherwise provided in this Constitution, a quorum is constituted by the lesser of:
- 18.2.1 such number of Members which is equal to fifteen per cent (15%) of the total number of Members entitled to vote at that meeting; or
 - 18.2.2 twenty (20) Members entitled to vote at that meeting.
- 18.3 For the purpose of Rule 18.2, Member includes a person attending as a Proxy or a representative of an Organisational Member.

- 18.4 If within half an hour from the time appointed for the General Meeting a quorum is not present, then the General Meeting:
- 18.4.1 if convened by Members under Rule 17.6, must be dissolved; and
 - 18.4.2 if convened by the Board, must stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present, being not less than two (2), shall constitute a quorum.

Chairperson of General Meetings

- 18.5 The Chair shall preside as the chairperson at every General Meeting or if there is no Chair, or if the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the General Meeting or is unwilling to act, the Deputy Chair shall act as chairperson of the General Meeting or if there is no Deputy Chair or the Deputy Chair is not present or is unwilling to act then the Members present and entitled to vote at that General Meeting must elect someone who is present to be the chairperson of the General Meeting.
- 18.6 The chairperson of the General Meeting may, with the consent of Members of any General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting. However, it is not necessary to give any notice of an adjournment for the business to be transacted at an adjourned General Meeting.

Voting at a General Meeting

- 18.7 No Member may vote at any General Meeting if that Member's membership fee is more than two (2) months in arrears at the date of the General Meeting.
- 18.8 At any General Meeting, a resolution put to the vote of the General Meeting must be decided on a show of hands unless a poll is demanded by:
- 18.8.1 the chairperson of the General Meeting; or
 - 18.8.2 at least three (3) Members entitled to vote who are present in person or by Proxy.
- 18.9 A poll may only be demanded:
- 18.9.1 before a vote is taken;
 - 18.9.2 before the voting results on a show of hands is declared; or
 - 18.9.3 immediately after the voting results on a show of hands are declared.

- 18.10 Unless a poll is so demanded, an entry in the Company records containing the minutes of the proceedings of the Company stating that the chairperson of the General Meeting declared that a resolution on a show of hands has been carried or carried unanimously, or by a particular majority, or lost, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 18.11 Before a vote is taken, the chairperson of the General Meeting must inform the General Meeting whether any Proxy votes have been received and how the Proxy votes are cast.
- 18.12 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the General Meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on a question of adjournment shall be taken without delay.
- 18.13 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to their deliberate vote.
- 18.14 A Member may vote:
- 18.14.1 if the Member is a natural person, in person;
 - 18.14.2 if the Member is an Organisational Member, by its duly appointed representative;
 - 18.14.3 by Proxy; or
 - 18.14.4 by attorney.
- 18.15 If a person attends a General Meeting as a Proxy, attorney or representative, in the case of an Organisational Member for one or more Member/s, that person has a vote for each Member for which they are a Proxy, attorney or representative, as well as any vote they have by virtue of being a Member in their own right, and that person's votes are counted separately for each capacity in which they vote.

Appointing a Proxy

- 18.16 The instrument appointing a Proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, then executed in the manner authorised by the Act or attorney duly authorised. The signature of the appointer or their attorney must be witnessed by a person other than the Proxy. The instrument appointing a Proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct their Proxy to vote in favour of, against, or abstain from voting on any proposed resolutions. Unless otherwise instructed, the Proxy may vote as they think fit.
- 18.17 The instrument appointing a Proxy may be in the following form or in a common or usual form (as determined by the Board from time to time):

Appointment of Proxy

I (full name) _____ being a Health Professional Member, duly appointed representative of an Organisational Member or a Life Member of Rural Health West appoint:

(Full name) _____ or in the event that the name is left blank, appoint the chairperson of the meeting as my Proxy, to vote at the Annual General Meeting or General Meeting as the case may be, of Rural Health West Limited to be held on the _____ day of _____ 20 ____ and at any adjournment thereof.

My Proxy is hereby authorised to vote in *favour of/*against/*abstain from the following resolutions:

[insert resolutions]

**Signature of Health Professional Member,
Organisational Member or Life Member**

Date

Signature of Witness

Date

Full Name of Witness

(Note: In the event of the Member desiring to vote for or against or abstain from voting on any resolution, they shall instruct their Proxy accordingly, unless otherwise instructed, the Proxy may vote as they think fit).

- 18.18 The instrument appointing a Proxy, and the original or certified copy of the power of attorney (if any), under which it is signed shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the General Meeting, not less than forty-eight (48) hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote.

- 18.19 A vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, provided that no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used.
- 18.20 A resolution in writing signed by all the Members entitled to vote on the resolution and containing a statement that they are in favour of the resolution shall be valid as if it had been passed at a duly convened meeting of Members. Such resolution may consist of several documents in identical form each signed by one or more Members.
- 18.21 If the Company has only one Member and the Member records in writing his or her decision to have a particular effect, the recording of the decision and signing of the record counts as the passing by the Member of a resolution to that effect.

19 Board and Directors

Constitution of the Board

- 19.1 Following the 2019 Annual General Meeting, the Board must have at least seven (7) and no more than nine (9) Directors with:
- 19.1.1 a majority of Directors who are Responsible Persons; and
 - 19.1.2 in circumstances where the Board has nine (9) Directors, at least one (1) Director must be of Aboriginal descent.
- 19.2 Subject to Rule 19.1, the Board may comprise:
- 19.2.1 **Health Professional Directors:** up to four (4) Directors who are Health Professional Members and are:
- (a) nominated by at least two (2) Members;
 - (b) subject to Rule 19.10, elected by Members; and
 - (c) be Health Professional Members, of which:
 - (i) up to two (2) will be medical practitioners;
 - (ii) up to one (1) will be a nursing and/or midwifery health professional; and
 - (iii) up to one (1) will be a dental or allied health professional;
- and in each case must:
- (iv) reside in a Rural and Remote Area; and/or
 - (v) currently practise in a Rural and Remote Area; and/or
 - (vi) show a demonstrable interest in rural health in a Rural and Remote Area (as determined by the Board); and

- (vii) be registered with a health practitioner board under the *Health Practitioner Regulation National Law (WA) Act 2010* (special dispensation for health professionals or other occupational groups who are not eligible to be registered with a health practitioner board as determined by the Board from time to time); and
- (viii) be able to demonstrate significant experience and achievement in their respective field (as determined by the Board).

19.2.2 **Country Local Government Director:** up to one (1) Director who is an appointed representative of an Organisational Member and who:

- (a) is a member of a local government authority which is located in a Rural and Remote Area;
- (b) has been nominated by at least one (1) Organisational Member and endorsed by another Organisational Member;
- (c) subject to Rule 19.10, is elected by Members;
- (d) is currently residing in a Rural and Remote Area; and
- (e) is able to demonstrate significant experience and achievement in their respective field (as determined by the Board).

19.2.3 **Independent Directors:** up to four (4) Independent Directors (who may or may not be Members) and who:

- (a) are appointed by the Board;
- (b) are able to demonstrate significant experience and achievement in their respective field (as determined by the Board);
- (c) have experience or have recognised qualifications in any one or more of the following areas:
 - (i) business;
 - (ii) financial management;
 - (iii) law;
 - (iv) human resources and recruitment;
 - (v) marketing; and
 - (vi) any other relevant skills or areas of expertise, which would complement the composition of the Board.

19.3 Subject to Rule 19.1, the Board may also comprise such other persons who may be appointed by the Board from time to time.

19.4 The Board must appoint:

19.4.1 the Chair and Company Secretary from the Independent Directors; and

19.4.2 the Deputy Chair from any of the Director categories,

for such period as the Board determines from time to time subject to Rule 19.27 and Rule 19.28.

- 19.5 The Board may appoint an Alternate Director who, in the Board's view, meets the criteria applicable to that particular Board position.

Election of Directors at General Meetings

- 19.6 The Board must give a minimum of twenty-eight (28) days notice to all Members calling for nominations for Director positions which are up for election or re-election at the next Annual General Meeting.

- 19.7 All nominations for positions must be:

19.7.1 in such form as the Company may from time to time prescribe;

19.7.2 in writing and signed by the nominee, the proposer and the seconder; and

19.7.3 lodged with the Company Secretary at least twenty-eight (28) days before the Annual General Meeting at which the election or re-election is to take place.

- 19.8 The Board may declare a nomination invalid and/or the candidate ineligible for election or re-election if:

19.8.1 the Board considers that the candidate does not meet the eligibility criteria for the Director category for which they are nominated;

19.8.2 the candidate's nomination form is deemed invalid; or

19.8.3 the information provided on the nomination form is false or misleading.

- 19.9 In respect of each Director category for which there is more than one (1) nomination, a list of the names of the candidates in alphabetical order for the category, with the proposer's and seconder's names, shall be posted in a conspicuous place in the registered office of the Company for at least fourteen (14) days immediately preceding the Annual General Meeting or other General Meeting at which the election is to take place.

- 19.10 Subject to Rule 19.8, if the number of candidates nominated for a particular Director category does not exceed the number of vacancies in that category, then those persons nominated will be deemed to have been duly elected and will be declared duly elected.

- 19.11 Subject to Rule 19.8 and Rule 19.10, the nominees who fill the Director positions shall be determined by ballot, in which case the procedure as set out in Rules 19.12 to 19.25 (inclusive) below will apply.

Ballot procedure

- 19.12 If an election by ballot is conducted, the Board shall appoint a Returning Officer who may be an employee of the Company, an external party or the Western Australian Electoral Commission.

- 19.13 The ballot shall be under the control of the Returning Officer who shall determine the method of counting votes, whether or not ballot papers are informal and any other

- matters arising in connection with the ballot and the Returning Officer's decision shall prevail.
- 19.14 The Returning Officer will include with the notice of the Annual General Meeting, a notice setting out that the candidates for election exceed the number of vacancies and that a ballot is to be held, together with any necessary ballot paper and if a determination has been made by the Board to allow electronic voting for that election, instructions to facilitate electronic voting in accordance with such rules and instructions for electronic lodgement as determined by the Board from time to time and notified to the Returning Officer.
- 19.15 Ballot papers will show the full names of all candidates in alphabetic order.
- 19.16 Voting upon the ballot will be open to Members who are entitled to vote. Voting shall take place during normal business hours commencing on the day when the Company Secretary (or other authorised person) gives notice of the ballot, and concluding at 6.00pm on the day fixed for the closing of the ballot, and at such other times as may be prescribed by the Returning Officer from time to time.
- 19.17 Members entitled to vote may vote in person, by post, electronically (if such a determination has been made by the Board), or such other means as may be prescribed by the Board from time to time.
- 19.18 Each Member entitled to vote shall not be required to vote for more than one candidate.
- 19.19 The retiring Director/s will continue in office until the new Director/s determined pursuant to the ballot are declared to be elected. Such declaration will be made by the chairperson of the Annual General Meeting, and the Annual General Meeting will not be declared ended until the final result of the ballot has been announced, and the new Director/s declared to be duly elected.
- 19.20 The "First Past the Post" voting system shall be used to count the votes.
- 19.21 Other than a ballot conducted at an Annual General Meeting, the Returning Officer shall report the result of the election to the Board prior to the Annual General Meeting and the Directors elected by ballot shall commence office on a date determined by the Board which may be prior to the next Annual General Meeting.
- 19.22 If at any ballot the number of votes cast for two or more candidates is equal, the Returning Officer will request those candidates to draw lots and if any or all decline the Returning Officer shall draw lots for them and shall in accordance with the result thereof declare which of such candidates is successful in the ballot.
- 19.23 The Board will determine such other rules and procedures in relation to the conduct of the ballot, as the Board considers desirable to ensure the integrity of the ballot.
- 19.24 No Member shall be entitled to nominate for any office or vote unless that Member has paid in full all subscriptions due to the Company.
- 19.25 The Returning Officer shall report to the Board, the result of the election.

Transitional Rule

- 19.26 A Director elected or appointed prior to the 2019 Annual General Meeting shall hold office until they would be required to retire or be considered for re-election or re-appointment in accordance with the terms and conditions of the Constitution as at the date immediately prior to the 2019 Annual General Meeting.

Term of office

- 19.27 Subject to Rule 19.28, Directors shall hold office for the period described below:
- 19.27.1 In the case of Elected Directors:
- (a) elected (or re-elected) at an Annual General Meeting, a period of two (2) Years from the date on which they are elected (or re-elected) at the Annual General Meeting; or
 - (b) elected (or re-elected) by way of the ballot procedure in Rules 19.12 to 19.25 (inclusive), a period of two (2) Years from the date of the Annual General Meeting immediately following their election;
- 19.27.2 In the case of Appointed Directors, a period of two (2) Years from the date of the Annual General Meeting immediately following their appointment; and
- 19.27.3 In the case of Elected Directors, elected by Members at a General Meeting, other than an Annual General Meeting, a period of two (2) Years from the date of the Annual General Meeting immediately following their election.
- 19.27.4 A person may serve as a Director of the Company for a maximum period of six (6) consecutive Years, after which time that person is not eligible for re-election or re-appointment until at least one (1) Year has elapsed from the date upon which that person ceased to be a Director.
- 19.28 The Director who is appointed to act as Chair:
- 19.28.1 shall hold that office from the date on which they were appointed as the Chair for a period of three (3) Years from the date of appointment; and
- 19.28.2 may serve in that position for a maximum period of six (6) consecutive Years from the date of appointment,
- after which time:
- 19.28.3 that person shall not be eligible for election or re-appointment as a Director until at least one (1) Year has elapsed from the date upon which that person ceased to be a Director; and
- 19.28.4 that person shall not be eligible for re-appointment as the Chair until at least three (3) Years have elapsed from the date upon which that person ceased to be the Chair.

How a casual vacancy may arise

- 19.29 A casual vacancy arises on the Board if a Director:
- 19.29.1 ceases to be a Director on the Board by virtue of the Act or the ACNC Act;
 - 19.29.2 ceases to meet any of the qualification criteria to which they are required to meet in Rule 19.2;
 - 19.29.3 becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 19.29.4 becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - 19.29.5 resigns from office by giving notice in writing to the Board;
 - 19.29.6 is absent for more than six (6) months from Board meetings held during that period without permission from the Board; or
 - 19.29.7 is directly or indirectly interested in any contract or proposed contract with the Company provided however that a Director shall not vacate their office by reason of being a member of any corporation, society or association which has entered into or proposes to enter into a contract with the Company if such corporation, society or association is among the class of entities referred to in the proviso of Rule 7.1 and if they shall have declared that the nature of their interest in the manner required by the Act provided always that nothing in this Rule shall affect the operation of Rule 7.1.

Too few Directors

- 19.30 If the number of Directors is reduced to less than seven (7), and/or is less than the number required for a quorum, and/or the Board fails to satisfy the criteria in Rule 19.1, the continuing Directors may act for the purpose of:
- 19.30.1 appointing Directors to increase the number of Directors to seven (7), or the number required for a quorum, or to satisfy the criteria in Rule 19.1;
 - 19.30.2 calling a General Meeting at which additional Directors can be elected; or
 - 19.30.3 acting in an emergency.

Filling casual vacancies of Elected Directors

- 19.31 If there is a casual vacancy on the Board for an Elected Director, the Board may exercise its discretion to:
- 19.31.1 appoint a person to fill the position, provided that the person is eligible to fill that position in accordance with Rule 19.1 and Rule 19.2 (if required) notwithstanding that person has neither been nominated, nor elected by Members, and that person shall hold office until the next Annual General Meeting, at which time they will be up for election by Members (or such shorter period as determined by the Board); or

19.31.2 call and arrange a General Meeting for the purpose of providing Members with the opportunity to elect a Director to fill the vacant position (in which case, the Rules relating to General Meetings and the nomination and election of Directors will apply).

Filling casual vacancies of Appointed Directors

19.32 If there is a casual vacancy on the Board for an Appointed Director, the Board may exercise its discretion to appoint a person to fill the position, provided that person is eligible to fill that position in accordance with Rule 19.1 and Rule 19.2 (if required).

Advisers

19.33 The Board may from time to time invite an adviser or advisers to advise the Board on any matter relating to the Objects, the management or governance of the Company, or any other matter concerning the Company. Such advisers will not be entitled to vote and shall be appointed at the absolute discretion of the Board for whatever period and under whatever conditions the Board sees fit.

Directors remuneration

19.34 The Directors shall be:

19.34.1 paid such remuneration as is from time to time determined by the Company in General Meeting; and

19.34.2 reimbursed for all reasonable travelling and other expenses (as determined by the Board from time to time) properly incurred by them in carrying out the business of the Company.

20 Powers and duties of the Board

20.1 The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by the provisions of this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless, to the provisions of this Constitution and of the Act, and to such regulations, being not inconsistent with the provisions of this Constitution as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

20.2 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability, or obligation of the Company.

- 20.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors on the Board or in such other manner as the Board from time to time determines.
- 20.4 Consistent with the Act and the ACNC Act, the Board may delegate any of their respective duties (including, without limitation, delegate any of the duties of the Company Secretary) except the power to delegate.
- 20.5 The Board may exercise all powers relating to the appointment and/or dismissal of staff.
- 20.6 The Board must cause minutes to be made of:
- 20.6.1 all appointments of Directors;
 - 20.6.2 the names of Directors on the Board present at all meetings of the Company and of the Board; and
 - 20.6.3 all proceedings at all meetings of the Board, sub-committees and General Meetings.
- 20.7 All Board minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting, or if the minutes are unavailable at the next meeting then at the earliest opportunity afforded by a subsequent meeting.

21 Proceedings of the Board

Board meetings

- 21.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but not less than four (4) times in each calendar year. A Director on the Board may at any time and the Company Secretary must on the requisition of a Director on the Board, call and arrange a meeting of the Board.
- 21.2 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors on the Board is for all purposes deemed a determination of the Board. In case of an equality of votes, the chairperson of the meeting of the Board has a second or casting vote.
- 21.3 A Director on the Board must not vote in respect of any contract or proposed contract with the Company in which they have an interest, or any matter arising thereof, and if they do so vote their vote must not be counted.
- 21.4 The quorum necessary for the transaction of the business of the Board shall be five (5) Directors or such greater number as may be fixed by the Board.
- 21.5 The Chair shall preside as the chairperson at every meeting of the Board, or if there is no Chair or if at any meeting of the Board the Chair is not present within ten (10) minutes after the time appointed for holding the meeting of the Board, the Deputy Chair shall be the chairperson of the meeting. If the Deputy Chair is not present at the meeting then the Directors may choose one of their number to be the chairperson of the meeting.

- 21.6 All acts done by any meeting of the Board or by any person acting as a Director on the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director on the Board, or person acting as aforesaid, or that the Directors on the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director on the Board.

Passing resolutions of Directors without meetings

- 21.7 The Directors may pass a resolution without a meeting of the Board being held if a majority of the Directors entitled to vote on the resolution respond to a notice (sent electronically or otherwise) containing a statement of the resolution in favour of the resolution within seven (7) days of the day on which the notice was sent.
- 21.8 The resolution is passed when a majority of the Directors entitled to vote on the resolution have responded to the notice in favour of the resolution within seven (7) days of the day on which the notice was sent.
- 21.9 A resolution passed pursuant to Rule 21.7 must be recorded in the Company's minute book.

22 Advisory committees

- 22.1 Separate to the establishment of sub-committees the Board may:
- 22.1.1 establish one or more advisory committees; and
 - 22.1.2 appoint or remove, or make provision for the appointment and removal of, members of the advisory committees.
- 22.2 Each advisory committee will consist of a single individual or the number of individuals that the Board decides.
- 22.3 The Board may terminate an advisory committee at any time.
- 22.4 The functions of each advisory committee will be decided by the Board and, subject to any such decision, will be to recommend to the Board how decisions should be made in furtherance of the Objects.
- 22.5 The Board may specify:
- 22.5.1 the manner in which proceedings of each advisory committee are to be conducted;
 - 22.5.2 the matters which the advisory committee must consider in carrying out its functions; and
 - 22.5.3 any other matters concerning the advisory committee or its functions that the Board decides.

23 Accounts

- 23.1 True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution shall be open to the inspection of the Members pursuant to the rights of Members under the Act and the ACNC Act. Once at least in every financial year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Act and the ACNC Act.
- 23.2 The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act and the ACNC Act and the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and income and expenditure statement made up-to-date as required under the Act.
- 23.3 To ensure that the Gift Fund's accounting records comply with Rules 7.1 and 8.1, the Company must keep the accounting records for all receipts and payments on account of the Gift Fund separate from the general accounting records of the Company and as otherwise required under the ACNC Act.
- 23.4 The Company must issue receipts for all amounts and property received and those receipts must:
- 23.4.1 state the name of the Company; and
 - 23.4.2 state the Australian Business Number applicable to the Company.
- 23.5 If a receipt issued by the Company relates to a gift to the Gift Fund then the receipt must state:
- 23.5.1 the name of the Gift Fund; and
 - 23.5.2 the fact that the receipt is for a gift.
- 23.6 The Board shall from time to time determine in accordance with Rule 23.1 at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of Members not being Directors on the Board, and no Member (not being a Director on the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by the Act or the ACNC Act or by Rule 23.1 or authorised by the Board or by the Company in General Meeting.

24 Amendments to Constitution

- 24.1 Subject to Rule 24.2, this Constitution may only be amended by a Special Resolution of Members.

- 24.2 No alteration or addition to this Constitution shall be made which is inconsistent with the Objects or would cause the Company to no longer be a registered charity under the ACNC Act or a Deductible Gift Recipient.

25 Auditor

- 25.1 The Board may appoint a properly qualified Auditor. The Auditor's remuneration must be fixed and its duties regulated in accordance with the Act and Rule 23.1.

26 Notices

- 26.1 A notice may be given by the Company to any Member entitled to receive notice:
- 26.1.1 personally;
 - 26.1.2 by sending it by post to him/her at his/her registered address, or (if he/she has no registered address within Australia) to the address, if any, within Australia supplied by him/her to the Company for the giving of notices to him/her. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting three (3) days after it is posted, and in any other case at the time at which the notice would be delivered in the ordinary course of post; or
 - 26.1.3 by sending it to the facsimile number or electronic address (if any) nominated by the Member. A notice sent by facsimile or other electronic means is deemed to be given on the business day after it is sent.
- 26.2 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- 26.2.1 every Member except those Members who (having no registered address within Australia) have not supplied to the Company an address within Australia for the giving of notices to them; and
 - 26.2.2 the Auditor or Auditors for the time being of the Company; and
 - 26.2.3 each Director on the Board.

27 Common seal

- 27.1 If the Company has a seal at any time, the Board may provide for the safe custody of the seal. The seal shall only be used by the authority of the Board, or of a sub-committee of the Board authorised by the Directors to authorise the use of the seal. Every document to which the seal is affixed shall be signed by a Director and countersigned by another Director, a Company Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.
- 27.2 The Company may execute a document without using the seal if the document is signed by:
- 27.2.1 two Directors; or

27.2.2 a Director and the Company Secretary; or

27.2.3 an approved authorised signatory or signatories of the Company as delegated by the Board.

28 Indemnity

28.1 Except to the extent that it is prohibited from doing so by the Act, the Company indemnifies every person who is or has been a Director or Company Secretary of the Company or of any related body corporate of the Company against:

28.1.1 any liability (other than a liability for legal costs) incurred in that capacity; and

28.1.2 any liability for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in that capacity; and

28.1.3 will pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

28.2 Notwithstanding anything contained in these Rules the Company may adopt any by-laws, standing orders or constitutional rules as may be passed from time to time at any General Meeting.