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S O L I C I T O R S

Constitution

Central Australian Remote Health Development Services Limited

A Company Limited by Guarantee

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Constitution

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Constitution

1 Objects of the company

The objects of the Company are to provide regional support to providers of primary health care service to Aboriginal communities in central Australia and other remote areas as determined by the Directors from time to time, including:

- (a) providing in-service training to the primary health care workforce of central Australia, particularly to Aboriginal health workers, but also including administrators, nurses, doctors, health board members, and other staff and community members as required by those organisation providing health services;
- (b) improving access to, and equity in, the provision of such training, particularly for Aboriginal health workers;
- (c) encouraging participation by primary health care workers in primary health care training, with a particular focus on Aboriginal health care workers;
- (d) providing management and administrative support (including financial management support and human resource management support), information technology support, and recruitment and industrial relations support, to primary health care providers; and
- (e) providing support to primary health care service providers for health program development (including planning and design) and evaluation in a way that increases Aboriginal involvement in these development and evaluation processes.

2 Income

2.1 Application of income

The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.

2.2 No dividends, bonus or profit to be paid to members

No part of the profits or other income or the property of the Company may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members.

2.3 Payments in good faith

Nothing in this Constitution prevents the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner of:

- (a) remuneration for:
 - (i) services rendered to the Company; or
 - (ii) goods supplied in the ordinary course of business; or
- (b) interest at a rate not exceeding the rate for the time being fixed for the purposes of this article by the Board on money borrowed from an officer or Member; or
- (c) reasonable rent for premises demised or let by an officer or Member.

3 Membership

3.1 First members

The first Members are the subscribers to this Constitution. Where the execution page indicates that the Member is a nominee of an unincorporated body or association that person is a nominee member holding their membership on behalf of that unincorporated body or association and the provisions of article 3.3 apply.

3.2 Qualifications for admission as a member

Organisations which provide primary health care services to Aboriginal communities may be admitted as Members.

3.3 Nominee members

Where an applicant for membership is an unincorporated body or association, it must nominate a natural person as its nominee to hold membership on its behalf.

An unincorporated body or association whose nominee is a Member may, by notice in writing signed by its chairman (or equivalent officer) to the Secretary:

- (a) revoke its nominee's appointment; and
- (b) appoint a new nominee in the place of one who resigns, whose appointment is revoked, or whose membership otherwise ceases under this Constitution.

A new nominee becomes a Member when the notice of his appointment, accompanied by the signed consent of the new nominee to act in that capacity, is received by the Secretary. At that time, the membership of the former nominee ceases.

3.4 Application requirements

An application for membership must be:

- (a) in such form and supported by such documentation as the Board from time to time prescribes;
- (b) made in writing;
- (c) signed by the applicant;
- (d) in the case of an applicant which is an unincorporated body or association, accompanied by the signed consent of its nominee; and
- (e) lodged with the Secretary.

3.5 Consideration of application

At the earliest practicable meeting of the Board after the receipt of an application for membership, the Board must consider the application and determine whether to accept or reject it. The Board is not obliged to divulge to the applicant the reasons for its decision to accept or reject the application for membership.

3.6 Notification to applicant

The Secretary must promptly send the applicant written notice of the Board's acceptance or rejection of the application.

3.7 Ceasing to be a member

A Member ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the termination of the person's membership in accordance with this Constitution; or
- (f) if a corporation, being dissolved or otherwise ceasing to exist or having a liquidator or provisional liquidator appointed to it.

3.8 Resignation

A Member may by notice in writing to the Company resign their membership with effect from a specified date occurring not less than three months after the service of the notice.

3.9 Termination

The Board may by notice in writing to a Member terminate their membership with immediate effect or with effect from a specified date occurring not more than three months after service of the notice.

The membership of a Member appointed under article 3.2 may be terminated by notice in writing to the unincorporated body or association which nominated the Member.

3.10 Limited liability

The Members have no liability as members of the Company except as set out in article 19.2.

4 General meetings

4.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

4.2 Convening general meetings by the board

The Board may convene and arrange to hold a general meeting whenever it thinks fit and must do so if required to do so under the Corporations Act.

4.3 Convening general meetings by members

If at any time there are not sufficient Directors capable of forming a quorum, a Director or any two or more Members may convene and arrange to hold a general meeting of the Company at the cost of the Company.

4.4 Period of notice of general meeting

Subject to the provisions of the Corporations Act as to short notice, not less than 21 days' notice of a general meeting must be given in writing to:

- (a) each Member; and
- (b) each Director.

4.5 Auditor entitled to notice of meeting and other communication

The Company must give its auditor:

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communication relating to the general meeting that a Member is entitled to receive.

4.6 Calculation of period of notice

In computing the period of notice under article 4.4, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

4.7 Notice of general meeting

A notice convening a meeting of the Company must:

- (a) specify the place, day and hour of the meeting and state the general nature of the business to be dealt with at the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner; and
- (b) state that:
 - (i) a Member entitled to attend and vote is entitled to appoint a proxy; and
 - (ii) a proxy need not be a Member.

4.8 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Board, it may, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by it. This article does not apply to a meeting convened in accordance with the Corporations Act by Members or by the Board on the request of Members.

4.9 Notice of cancellation or postponement of general meeting

A notice of cancellation or postponement of a general meeting must state the reason for cancellation or postponement and be given to:

- (a) each Member individually; and
- (b) each other person entitled to be given notice of a general meeting under the Corporations Act or this Constitution.

4.10 Contents of notice postponing general meeting

A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

4.11 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting may not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

4.12 Business at postponed general meeting

The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.

4.13 Proxy, attorney or representative at postponed general meeting

Where:

- (a) by the terms of an instrument appointing a proxy, attorney or Representative, a proxy, attorney or Representative is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, attorney or Representative,

then, by force of this article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, attorney or Representative, unless the Member appointing the proxy, attorney or Representative gives to the Company at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

4.14 Non-receipt of notice

The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

5 Proceedings at general meetings

5.1 Business of annual general meeting

The business of an annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Board and the auditor and to elect Directors in the place of those retiring in accordance with this Constitution.

5.2 Quorum

Subject to article 5.5, at least 50% of Members present in person or by proxy, attorney or Representative is a quorum at a general meeting.

5.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairman of the meeting on the chairman's own motion or at the instance of a Member, proxy, attorney or Representative who is present declares otherwise.

5.4 Quorum and time

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or at the request of, Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoints by notice to Members and others entitled to notice of the meeting.

5.5 Adjourned general meeting

At a meeting adjourned under article 5.4(b) the persons present at the meeting (being not less than two), each being a Member, proxy, attorney or Representative, are a quorum.

5.6 Chairman to preside over general meetings

The Chairman is entitled to preside at general meetings. If a general meeting is held and the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

- (a) a Director chosen by a majority of the Directors present;
- (b) the only Director present; or
- (c) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

5.7 Conduct of general meetings

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or

discussion and the proper and orderly casting or recording of votes at the general meeting; and

- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairman under this article is final.

5.8 Adjournment

The chairman of a general meeting may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, time or place.

Only unfinished business is to be transacted at meeting resumed after an adjournment.

5.9 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

5.10 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

5.11 Equality of votes - casting vote for chairman

If there is an equality of votes, either on a show of hands or on a poll, the chairman of the meeting is entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy, attorney or Representative.

5.12 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the general meeting is conclusive evidence of that fact. Neither the chairman nor the minutes need state and it is not necessary to prove the number and proportion of votes cast in favour of or against the resolution.

5.13 How questions decided

Every question submitted to a general meeting is to be decided by a show of hands, unless a poll is demanded:

- (a) before the vote is taken;
- (b) before the voting results on the show of hands are declared; or
- (c) immediately after the voting results on the show of hands is declared,
by:
 - (d) the chairman of the general meeting;
 - (e) not less than two Members present in person or by proxy, attorney or Representative and having the right to vote at the general meeting; or
 - (f) a Member or Members so present representing not less than 5% of the total voting rights of all the Members having the right to vote at the meeting,

and the demand for the poll is not withdrawn.

5.14 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman of the meeting and the result of the poll is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chairman of the meeting or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

5.15 Objection to voting qualification

An objection to the right of a person to attend or vote at a meeting or adjourned meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chairman of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

5.16 Chairman to determine dispute

If there is a dispute as to the admission or rejection of a vote, the chairman of the meeting must decide it and the chairman's decision made in good faith is final and conclusive.

5.17 When resolution passed

A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

6 Votes of members

6.1 Voting rights

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution:

- (a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

6.2 Right to appoint proxy

A Member is entitled to appoint another person as proxy to attend in the Member's place at the meeting and a proxy has the same right as the Member to speak and vote at the meeting.

A proxy must be a member of:

- (a) the Member (if the Member is a body corporate); or
- (b) the nominating body (if the Member is a nominee under article 3.3).

6.3 Instrument of proxy

An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (a) the Member's name and address;
- (b) the Company's name;
- (c) the proxy's name; and
- (d) the meetings at which the appointment may be used.

An appointment may be a standing one.

6.4 Undated proxy

An undated appointment is to be taken to have been dated on the day it is given to the Company.

6.5 Voting if instrument specifies how proxy is to vote

An appointment may specify the way the proxy is to vote on a particular resolution. In that event:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as specified;
- (b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- (c) if the proxy is the chairman of the meeting, the proxy must vote on a poll, and must vote as specified; and
- (d) if the proxy is not the chairman of the meeting, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as specified.

This article does not affect the way that the proxy can cast any votes attached to that person's membership.

6.6 Appointment need not be witnessed

An appointment of a proxy does not need to be witnessed.

6.7 Revocation of earlier appointment

A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

6.8 Proxy may demand a poll

An instrument appointing a proxy is to be taken to confer authority to demand or join in demanding a poll.

6.9 Receipt of proxy and other instruments

An instrument appointing a proxy is not effective unless the instrument and the power of attorney under which the instrument is signed or, in the case of an unregistered power, a copy of that power certified as a true copy, is or are received by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Registered Office or at any other place specified for that purpose in the notice convening the meeting.

6.10 Receipt of proxy at facsimile number

If the notice convening a general meeting specifies a facsimile number to which a proxy and related materials may be sent then receipt by the facsimile machine on that number of a complete and legible facsimile of the document will be taken as a receipt by the Company at a specified place for the purposes of this article.

6.11 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the Member is mentally incapacitated;
- (c) the Member revokes the appointment or authority.

7 Board

7.1 Composition of the board

The Board consists of:

- (a) one Director nominated by each of:
 - (i) Central Australian Aboriginal Congress Incorporated; and
 - (ii) Anyinginyi Congress Aboriginal Corporation;
- (b) if it becomes a Member, one Director nominated by Territory Health Services; and
- (c) up to four Directors elected at each annual general meeting.

7.2 Appointment and designation of first Directors

The first Directors and their appointors are:

Name of Director	Appointor
Stephanie Bell	appointed by Central Australian Aboriginal Congress
Carol FitzSlade	appointed by Anyinginyi Congress Aboriginal Corporation
Ken Kunoth	taken to be elected under article 7.1(b)

7.3 Directors to retire

The Directors elected under article 7.1(c) must retire at each annual general meeting.

7.4 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

7.5 Casual vacancy

Subject to article 7.6, if there is a vacancy in the office of an elected Director the Board may appoint a person to fill the vacancy. The person so appointed holds office until the conclusion of the next annual general meeting.

7.6 Appointment and revocation

A Member entitled to appoint a Director under articles 7.1(a) or 7.1(b) may:

- (a) remove any Director it has appointed; and
- (b) appointed a person to be a Director in the place of a Director it has appointed who dies, resigns or is removed from or otherwise vacates office under this Constitution.

7.7 Appointment to be in writing

An appointment of a Director under article s7.1(a) or 7.1(b) must be:

- (a) in writing;
- (b) signed on behalf of the appointing Member;
- (c) consented to in writing by the nominee; and
- (d) delivered to the Secretary.

7.8 Nominations for election

A nomination for election must be in writing and signed by:

- (a) the proposer and seconder; and
- (b) the nominee.

8 Remuneration and expenses

8.1 Remuneration of directors

A Director may not be paid any remuneration for their services as a Director but may be reimbursed or paid remuneration for services rendered to the Company out of the funds of the Company in the following circumstances:

- (a) as reimbursement of reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Board or a Committee or general meeting of the Company or when otherwise engaged on the affairs of the Company;
- (b) as remuneration for any services rendered to the Company in a professional or technical capacity, other than in the capacity of Director, not more than an amount which commercially would be reasonable payment for the service; or

- (c) as salary or wages due to the Director as an employee of the Company.

8.2 Director's remuneration must be approved

Any payment made to a Director must be approved by the Board.

9 Vacation of office and conflict of interest

9.1 Vacation of office

The office of a Director is automatically vacated if:

- (a) the Director ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Act;
- (b) the Director becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
- (c) the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) the Director resigns office by notice in writing to the Company or refuses to act;
- (e) the Director is absent from the meetings of the Board for a continuous period of six months without leave of absence from the Board;
- (f) the Director is removed from office under this Constitution;
- (g) the Director's appointor ceases to be a Member;
- (h) in the opinion of the Board, the Director's appointor ceases to deliver primary health care services to Aboriginal communities;
- (i) the Director is removed from office by a resolution under section 203D of the Corporations Act; or
- (j) the Director is directly or indirectly interested in any contract or proposed contract with the Company and fails to disclose that interest as required by the Corporations Act.

9.2 Director's interests

Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the Company, except that of auditor;

- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into any contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Board and may be present at any meeting where any matter is being considered by the Board; and
- (g) sign or participate in the execution of a document by or on behalf of the Company.

A Director may do any of the above despite the fiduciary relationship of the Director's office:

- (a) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
- (b) without affecting the validity of any contract or arrangement.

10 Powers of the board

10.1 Management

The business of the Company is to be managed by the Board, which may exercise all such powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

10.2 Specific powers of the board

Without limiting the generality of article 10.1, the Board may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company or give any other security for a debt, liability or obligation of the Company or of any other person.

10.3 Minutes

The Board must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

10.4 Signing of cheques

The Board may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other

negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

11 Proceedings of the board

11.1 Meetings

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

11.2 Convening meetings

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Board.

11.3 Quorum

At a meeting of Board, at least 50% of the Directors present in person or by proxy constitute a quorum.

11.4 Questions decided by majority

Questions arising at a meeting of the Board are to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Board.

11.5 Chairman's casting vote

The chairman of the meeting has a casting vote.

11.6 Alternate director or proxy and voting

A person who is present at a meeting of Board as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy and, if that person is also a Director, has one vote as a Director in that capacity.

11.7 Appointment of alternate director

Subject to the Corporations Act, a Director may appoint a person, approved by a majority of the other Directors, to be an Alternate Director in the Director's place during such period as the Director thinks fit.

11.8 Alternate director and meetings

An Alternate Director is entitled to notice of all meetings of the Board and, if the appointor does not attend a meeting, is entitled to attend and vote in the appointor's place.

11.9 Alternate director's powers

An Alternate Director may exercise all the powers except the power to appoint an Alternate Director and, subject to the Corporations Act, may

perform all the duties of the appointor insofar as the appointor has not exercised or performed them.

11.10 Alternate director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director is responsible to the Company for the Alternate Director's own acts and defaults and the appointor is not responsible for them.

11.11 Termination of appointment of alternate director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

11.12 Appointment or termination in writing

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.

11.13 Alternate director and number of directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

11.14 Director attending and voting by proxy

A Director may attend and vote by proxy at a meeting of the Board if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment may be general or for one or more particular meeting.

11.15 Remaining directors may act

The continuing Directors may act notwithstanding a vacancy in their number.

11.16 Chairman

The Directors must elect one of their number as Chairman and may also determine the period for which the person elected as Chairman is to hold office.

11.17 Chairman to preside over board meetings

The Chairman is entitled to preside at meetings of the Board. If the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the Directors present must choose one of their number of preside at the meeting.

11.18 Board committees

The Board may delegate any of its powers, other than powers required by law to be dealt with by the Board, to a committee or committees consisting of at least one Director and such other persons as it thinks fit.

11.19 Powers delegated to board committees

A committee to which any powers have been delegated under article 11.18 must exercise those powers in accordance with any directions of the Board. A power so exercised is taken to have been exercised by the Board.

11.20 Board committee meetings

The meetings and proceedings of a committee are governed by the provisions of this Constitution as to the meetings and proceedings of the Board so far as they are applicable.

11.21 Circulating resolutions

The Board may pass a resolution without an Board meeting being held if all of the Directors who are then in Australia and entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

11.22 Meeting by use of technology

An Board meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent a reasonable time before the meeting.

11.23 Validity of acts of the board

All acts done at a meeting of the Board or of a Board committee, or by a person acting as a Director, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

are as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

12 Secretary

12.1 Appointment of secretary

The Board must appoint a Secretary.

12.2 Suspension and removal of secretary

The Board may suspend or remove a Secretary from that office.

12.3 Powers, duties and authorities of secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Board.

13 By-laws

The Board has power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal those By-laws from time to time.

The Company in general meeting may amend or repeal any By-law made by the Board.

A By-law:

- (a) must be subject to this Constitution;
- (b) must not be inconsistent with any provision contained in this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as this Constitution.

14 Seals

14.1 Safe custody of common seals

The Board must provide for the safe custody of any seal of the Company.

14.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Board, or of a committee of the Board authorised by the Board to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

15 Inspection of records

15.1 Inspection by members

Subject to the Corporations Act, the Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

15.2 Right of a member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.

16 Service of documents

16.1 Document includes notice

In this Part 16, a reference to a document includes a notice.

16.2 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

16.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post, and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

16.4 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is to be taken:

- (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
- (b) to have been delivered on the day following its despatch.

17 Audit and accounts

17.1 Company to keep accounts

The Board must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Act.

17.2 Company to audit accounts

The Board must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.

18 Winding up

18.1 Excess property on winding up

If on the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property must be given or transferred to another institution or institutions:

- (a) having objects similar to the objects of the Company; and
- (b) whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under this Constitution,

such institution or institutions to be determined by Members at or before the time of dissolution or, failing such a determination, by a judge who has or acquires jurisdiction in the matter.

18.2 Contribution of member on winding-up

Each Member undertakes to contribute to the Company's property if the Company is wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for payment of the Company's debts and liabilities contracted before he, she or it ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

19 Indemnity

19.1 Indemnity of directors and secretaries

Every person who is or has been:

- (a) a Director; or
- (b) a Secretary,

is entitled to be indemnified out of the property of the Company against:

- (c) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (e) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (f) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

19.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a director or secretary of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

20 Definitions and Interpretation

20.1 Definitions

In this Constitution unless the contrary intention appears:

Alternate Director means a person appointed as an alternate director under article 11.7.

Constitution means this Constitution as amended for time to time and a reference to a particular article is a reference to an article of this Constitution.

Board means the board of directors of the Company constituted under article 7.

By-law means a by-law made under article 13.

Chairman means the Chairman of the Board elected under article 11.16.

Company means Central Australian Remote Health Development Services Limited.

Corporations Act means the Corporations Act 2001 (Cwlth).

Director means a member of the Board and, where appropriate, includes an Alternate Director.

Member means a person admitted as a Member under this Constitution.

Registered Office means the registered office for the time being of the Company.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act. A Representative must be a member of the appointing Member.

Secretary means a person appointed under article 12.1 as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Board to perform all or any of the duties of a secretary of the Company.

20.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;
- (b) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) **(singular includes plural)** the singular includes the plural and vice versa;
- (d) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (e) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision; and
- (f) **(from time to time)** a power, an authority or a discretion reposed in a Director, the Board, the Company in general meeting or a Member may be exercised at any time and from time to time.

20.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

20.4 Headings and parts

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

This Constitution is divided into parts as indicated by its contents.

20.5 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

The undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the company, agrees to the terms of this Constitution.

Name and address of member

Signature

Central Australian Aboriginal Congress
Incorporated
PO Box 1604
Alice Springs NT 0871

The undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the company, agrees to the terms of this Constitution.

Name and address of member

Signature

Urapuntja Health Service Aboriginal Corporation
CMB 31 Utopia
Via Alice Springs, NT 0872

The undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the company, agrees to the terms of this Constitution.

Name and address of member

Signature

Anyinginyi Congress Aboriginal Corporation
PO Box 403
Tennant Creek, NT 0860

