

Constitution

**Australian Self-Care Alliance
Ltd**

A Company Limited by Guarantee

Adopted: 24 September 2021

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1. NAME OF COMPANY

1.1 The name of the Company is Australian Self-Care Alliance Limited.

2. REPLACEABLE RULES

2.1 This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution unless the contrary intention appears:

Advisory Committee means a committee established by the Board pursuant to Rule 20;

Auditor means the auditor for the time being of the Company;

Board means the Directors assembled as a board;

Board Committee means a committee consisting of Directors established pursuant to Rule 19;

Chairperson means the individual entitled or appointed to act as chairperson of a meeting of the Company or the Directors

Committee means a committee established pursuant to this Constitution including a Board Committee, Advisory Committee, the Nominations Committee and the Policy and Advocacy Committee;

Company means Australian Self-care Alliance Ltd;

Constitution means this constitution as it is amended from time to time and in accordance with the terms and conditions contained herein;

Contributing Member means a body corporate that meets the requirements of Rule 7.1 and is admitted to membership by the Board as a Contributing Member pursuant to Rule 6.3(c);

Corporations Act means the Corporations Act 2001 (Cth);

Deductible Gift Recipient means a fund, authority or institution which can receive deductible gifts under item 1 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth).

Delegate means a person appointed under Rule 7.4 to exercise the membership rights of a Member that is a body corporate;

Director means a director for the time being of the Company elected or appointed in accordance with this Constitution;

General Meeting means a meeting of Members of the Company including an annual general meeting;

General Member means an individual or body corporate that meets the requirements of Rule 7.2 and is admitted to membership by the Board as a General Member pursuant to Rule 6.3(c);

Indemnified Officer means:

- (a) Each individual who is or has been a director, member of a Committee or officer of the Company; and
- (b) Any other officers or former officers of the Company as the Board in each case decide;

Independent Chair means the individual nominated by the Nominations Committee and elected to that position pursuant to Rule 16.4;

Individual Member means a natural individual admitted to membership by the Board as an Individual Member pursuant to Rule 6.3(c);

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

Liability for the purpose of Rule 28 includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.

Member means an individual or body corporate entered on the register of members of the Company;

Nominations Committee means the committee established pursuant to Rule 21;

Objects means the objects of the Company as set out in Rule 4.1;

Policy and Advocacy Committee means the individuals appointed by the Board pursuant to Rule 22;

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act;

Rule means a Rule of this Constitution;

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

3.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) the term body corporate includes a company, incorporated association, partnership, unincorporated association and society;
- (b) the singular includes the plural and vice versa;
- (c) where the context requires a person includes a body corporate;
- (d) where a word or phrase is given a particular meaning, the other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (e) an expression used in a Rule that deals with a matter dealt with by a provision of the Corporations Act, has the same meaning as in that provision; and
- (f) subject to Rule 3.2.(e), an expression in a Rule that has a defined meaning for the purposes of the Corporations Act has the same meaning as in the Corporations Act.
- (g) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised from time to time and at any time; and
- (i) headings are inserted for convenience and do not affect the interpretation of this Constitution

4. OBJECTS OF COMPANY

4.1 Charitable Purposes

The Company is a charitable institution whose purpose is to promote the prevention and control of diseases in human beings through self-care for health. The Company will pursue its purpose by:

- (a) Promoting evidence-based self-care for health capability and activities among the Australian population
- (b) Encouraging the adoption and development of policies throughout the healthcare system that enable self-care for health capability and promote activities which are influential in the development of self-care at the population level
- (c) Promoting self-care support through health services and within socioeconomically disadvantaged communities through preventative health strategies and enhanced primary care capabilities
- (d) Developing, disseminating, and promoting sustained information and education about self-care for better health among the healthcare workforce in Australia
- (e) Facilitating collaboration among healthcare consumers, healthcare professionals, allied health practitioners, health system administrators, health promotion charities and healthcare insurance and industry groups involved in the provision of self-care services
- (f) Investing and promoting research and development to support the provision of evidence-based self-care education, consumer support and service provision
- (g) Undertaking other activities consistent with its charitable purpose.

4.2 Furtherance of Objects

- (a) Subject to Rule 4.2(b), the Company has the legal capacity and powers of an individual and all the powers of a corporate body.
- (b) The Company does not have the power to issue shares.

5. USE OF FUNDS

5.1 Application of funds for purpose only

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.

5.2 No Distribution to Members

No part of those profits or that income or property shall be distributed directly or indirectly to any Members or Directors of the Company, except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

5.3 Remuneration, fees and expenses

- (a) Rule 5.2 does not prohibit payment in good faith to a Director, Officer or Member or to a firm of which a Director, Officer or Member is a partner:
- (i) of remuneration for services as a Director; or
 - (ii) for out of pocket expenses incurred by a Director in performing a duty as a Director of the Company; or
 - (iii) for payment for a service rendered to the Company by a Director in a professional or technical capacity, where:
 - (A) the provision of the service has the prior approval of the Directors; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.
 - (iv) for goods supplied in the ordinary course of business; or
 - (v) interest at a rate not exceeding the rate fixed for the purposes of this Rule 5.3 by the Company in general meeting on money borrowed from a Director, Officer or Member or a firm of which a Director, Officer or Member is a partner; or
 - (vi) reasonable rent for premises let by a Member or an officer of the Company or a firm of which the officer or Member is a partner.

6. MEMBERSHIP

6.1 Members of the Company

Subject to Rule 9, the Members are:

- (a) The initial Members named in the application for the Company's registration; and
- (b) Any other individual or body corporate the Board admits to Membership in accordance with this Constitution.

6.2 Membership Classes

The Company's Membership shall be divided into the following classes of Membership:

- (a) Contributing Members;
- (b) General Members; and
- (c) Individual Members.

6.3 Application for Membership

- (a) Subject to Rule 7 every applicant for Membership of the Company must apply in the form and manner decided by the Board.
- (b) The Board must, subject to Rule 6.3(c), consider an application for Membership and decide whether to admit or reject the application no later than three (3) months after the date of receipt of the application.
- (c) A Director who is the Delegate of a Contributing Member must abstain from voting on any application for membership as a Contributing Member.
- (d) If the Board decides to accept an application, it must also decide the class of Membership into which the applicant will be admitted.
- (e) Applicants must be given written notice of the Board's decision but the Board need not give any reason for accepting or rejecting an application.
- (f) The Board's decision to accept or reject an application for Membership shall be final and an applicant has no right of appeal against the Board's decision.
- (g) In addition to the notice of the Board's decision, successful applicants must be given a request for payment of the first annual membership fee or a pro rata portion of the annual membership fee as determined by the Board. On payment

of the membership fee, the applicant's name shall be entered into the register of members and the applicant shall become a Member.

6.4 Membership Fee

- (a) The membership fee payable by Members shall be as determined by the Directors from time to time.
- (b) If the membership fee of a Member remains unpaid after sixty (60) business days of it falling due the Member's rights and privileges will cease but may be re-instated on payment of all arrears under terms determined by the Board.
- (c) If the membership fee remains unpaid after ninety (90) business days of it falling due, the person's Membership is terminated. A person whose Membership has been terminated under this clause may re-apply for Membership in accordance with this Constitution.

7. MEMBERSHIP ELIGIBILITY

7.1 Contributing Members

Application for Membership of the Company as a Contributing Member is open to bodies corporate that:

- (a) exist primarily to generate a profit;
- (b) are professional or industrial associations representing individuals who gain profit from their professional work; or
- (c) satisfy the requirements of Rule 7.2(b) and elect to apply to be a Contributing Member and not a General Member.

7.2 General Members

Application for Membership of the Company as a General Member is open to:

- (a) individuals who, in the opinion of the Board, have the necessary knowledge, expertise or experience to contribute to the pursuit of the Objects and activities of the Company; and
- (b) not for profit organisations with purposes that are, in the opinion of the Board, consistent with or aligned to, the Objects and activities of the Company.

7.3 Individual Members

Any natural person who has an interest in the Objects and activities of the Company may apply for Membership of the Company as an Individual Member.

7.4 Member Delegates

- (a) Every Member that is a body corporate must appoint a natural person, or a natural person occupying a particular office from time to time, to act as its Delegate.
- (b) A Member that is a body corporate shall exercise its rights and powers and otherwise act as a Member solely by its Delegate as agent.
- (c) Subject to Rule 7.5, a Member that is a body corporate may by written notice to the Secretary remove its Delegate and appoint another natural person in his or her place. A notice given under this clause will be valid if it is received by the Secretary at any time other than during the 48 hours immediately prior to a General Meeting. Any appointment or removal takes effect on the date specified in such notice (or if no date is specified, on the date of receipt of such notice by the Company).

7.5 Registration of a Delegate:

- (a) Rule 7.4 is subject to this Rule 7.5.
- (b) The Board may from time to time determine:
 - (i) that the appointment of a Delegate under Rule 7.4 must be registered; and
 - (ii) a date (**Cut Off Date**) by which that appointment must be registered.
- (c) Registration under this Rule 7.5 takes place by a Member that is a body corporate delivering the original signed instrument appointing the Delegate to the Company's registered office before 5.00pm on the Cut Off Date.
- (d) If the Board makes a determination under this Rule 7.5, the appointment of a Delegate is not effective unless it is registered in accordance with this Rule 7.5.

8. RIGHTS OF MEMBER

8.1 Contributing Members

Contributing Members shall have the right to:

- (a) Receive notices of General Meetings;

- (b) Attend General Meetings; and
- (c) Vote at General Meetings.

8.2 **General Members**

General Members shall have the right to:

- (a) Receive notices of General Meetings;
- (b) Attend General Meetings; and
- (c) Vote at General Meetings.

8.3 **Individual Members**

Individual Members shall have the right to receive notices of General Meetings and attend General Meetings but will not have the right to vote at General Meetings.

9. **CESSATION OF MEMBERSHIP**

9.1 **Ceasing to be a Member**

A Member ceases to be a Member:

- (a) On resignation by the Member; or
- (b) On the date of death of the Member; or
- (c) If the Member who is an Individual Member and suffers, in the opinion of the Board, from a mental illness as defined in the Mental Health Act 2007 (NSW), or is a mentally disordered person as defined in the Mental Health Act 2007 (NSW) such that in the further opinion of the Board, the Member is no longer able to be a Member;
- (d) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the person's joint or separate estate generally;
- (e) In the case of a Member that is a body corporate, if the Member is wound up or is otherwise dissolved or deregistered;
- (f) On termination of the Member's membership by the Board pursuant to Clause 9.2; or
- (g) On termination of the Member's membership pursuant Clause 6.4 (c).

9.2 Termination by the Board

- (a) The Directors may by resolution terminate the membership of a Member if, in the Directors' absolute discretion, the Directors decide the Member has:
 - (i) refused or neglected to comply with the provisions of this Constitution;
or
 - (ii) done any act or thing that is prejudicial to the interests of the Company or which may bring the Company or any other Member into disrepute.
- (b) If the Directors intend to consider a resolution under Rule 9.2(a), at least two weeks before the meeting at which the resolution is to be considered, the Directors must give the Member written notice:
 - (i) stating the date, place and time of the meeting;
 - (ii) setting out the intended resolution and the grounds on which it is based;
and
 - (iii) informing the Member that he may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) A decision by the Directors to terminate the membership of a Member made under this Rule 9.2 will be final.

10. LIMITED LIABILITY

- 10.1 The liability of each Member for the debts and liabilities of the Company is limited to the amount of the guarantee given under Rule 11.

11. GUARANTEE BY MEMBER

Each Member must contribute an amount not exceeding \$10.00 to the Company's property if the Company is wound up while they are a Member or within one year after they cease to be a Member. This contribution is for:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member; and
- (b) the costs, charges and expenses of the winding up.

12. REGISTER OF MEMBERS

12.1 Maintaining registers

Notwithstanding section 111L of the Corporations Act, the Company shall keep the registers required under the Corporations Act, including specifically a register of Members. The registers can be kept on a computer with a backup in hard copy or in some other form approved by the Board.

12.2 Contents of Register of Members

The register of Members must include separately the name and address of each Member and the date on which the entry was made. The register must also show the names and addresses of each person who ceased to be a Member in the preceding seven (7) years and the date on which he or she ceased to be a Member.

13. GENERAL MEETINGS

13.1 Annual General Meetings

Notwithstanding section 111L of the Corporations Act:

- (a) the Board shall convene an annual general meeting:
 - (i) Within eighteen (18) months of the date of registration of the Company;
and
 - (ii) At least once in each calendar year and within five (5) months after the end of the Company's financial year; and
- (b) Any annual general meeting which is convened must be done so in accordance with the requirements of the Corporations Act.

13.2 Board convening General Meetings

A General Meeting may be convened by the Board or by a minimum of three (3) Directors whenever they think fit.

13.3 Member convening General Meetings

Notwithstanding section 111L of the Corporations Act:

- (a) Members may call a General Meeting; and
- (b) The Company will do so,

in accordance with the provisions of Part 2G.2 of the Corporations Act pertaining to the rights of members to call a General Meeting.

13.4 Period of notice of General Meeting

Notwithstanding section 111L of the Corporations Act, unless short notice is given under the Corporations Act, at least twenty one (21) days' written notice of a General Meeting must be given to Members.

13.5 Notice of General Meeting

Notwithstanding section 111L of the Corporations Act, notice of a General Meeting must be given in accordance with Rule 27 and must:

- (a) set out the place, date and time for the meeting;
- (b) state the general nature of the business to be conducted at the meeting;
- (c) set out the conditions and requirements to be satisfied for appointing a proxy; and
- (d) contain any other information required by the Corporations Act.

13.6 Notice of a special resolution

If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the resolution as a special resolution and state the resolution.

13.7 Non-receipt of notice of General Meeting

The non-receipt of notice of a General Meeting, or the accidental omission to give notice of a General Meeting to a person entitled to receive notice does not invalidate any resolution passed at the General Meeting.

13.8 Cancellation or postponement of General Meeting

Where a General Meeting is convened by the Board, the Board may, when it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This Rule does not apply to a meeting convened by:

- (a) the Board or Directors under Rule 13.2,
- (b) the Members; or
- (c) the Directors on the request of Members.

13.9 Written notice of cancellation or postponement of General Meeting

Written notice of cancellation or postponement of a General Meeting must be given to all persons entitled to receive notices of General Meetings from the Company. The notice must be given at least three (3) days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.

13.10 Contents of notice postponing General Meeting

A notice postponing the holding of a General Meeting must specify:

- (a) a date and time for the holding of the postponed meeting; and
- (b) a place for the holding of the meeting, which may be either the same as, or different to the place specified in the notice convening the meeting.

13.11 Notice period for postponed general meeting

A notice postponing the holding of a General Meeting must be given to Members at least twenty one (21) days prior to the date on which the postponed meeting will be held.

13.12 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business which was specified in the notice convening the meeting.

13.13 Non-receipt of notice of cancellation or postponement of a General Meeting

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

13.14 Auditor's rights to attend General Meetings

If the Company has appointed an auditor, the auditor:

- (a) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor; and
- (b) must be given any communications relating to a General Meeting that a Member of the company is entitled to receive.

13.15 Directors entitled to attend General Meetings

A Director is entitled to:

- (a) attend any General Meeting;
- (b) receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive; and

- (c) be heard at any General Meeting on any part of the business of the meeting.

13.16 Proxy at postponed General Meeting

The date of the postponed General Meeting is substituted for and applies to the exclusion of the date specified in an instrument of proxy if:

- (a) by the terms of the instrument appointing them, a proxy, 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 unless the Member gives to the Company, at its registered office, written notice to the contrary at least forty-eight (48) hours before the time to which the holding of the meeting has been postponed.

14. PROCEEDINGS AT GENERAL MEETINGS

14.1 Business of Annual General Meeting

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to elect the Directors and to receive and consider the financial report and the reports of the Directors and the auditor (if any).

14.2 Special Business

All business transacted at a General Meeting or annual general meeting shall be special business with the exception of the consideration of the accounts, balance sheets, the report of the Directors and the auditors (if any), the election of Directors in place of those retiring and the appointment of the auditors (if any).

14.3 Representation of Member

A Member may be present and vote:

- (a) in person or in the case of a Member that is a body corporate by the Member's duly appointed Delegate; or
- (b) may be represented at any General Meeting by a proxy.

14.4 Proxy Instrument

The instrument appointing a proxy shall be in writing in the form approved by the Board and signed by the Member.

14.5 Proxy must be a Member

A proxy must be the Chairperson of the meeting, a General Member or the Delegate of a Member that is a body corporate.

14.6 Deposit of Proxy

- (a) The instrument appointing a proxy shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (b) In the case of a poll, the proxy referred to in Rule 14.6(a) must be deposited not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- (c) If the requirements of Rule 14.6(a) or (b) as the case may be are not satisfied then the instrument of proxy shall not be treated as valid unless the Chairperson of such meeting, with the consent of a majority of the Members present in person or by proxy at such meeting, shall otherwise direct.

14.7 General meetings by technology

- (a) The contemporaneous linking together by such technology as the Board determines is necessary and appropriate of a sufficient number of the Members in person, to constitute a quorum constitutes a meeting of the Members, provided each Member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the Members apply, so far as they can and with any necessary changes, to meetings of the Members by telephone or other electronic means.
- (c) A Member, Delegate or proxy who takes part in a meeting held using technology under Rule 14.7(a) is taken to be present in person at the meeting.
- (d) A meeting held using technology under Rule 14.7(a) is taken as held at the place decided by the Chairperson of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.

14.8 Reference to a Member

Unless the contrary intention appears, a reference in this Rule to a Member means a person who is a Member, or is a proxy or Delegate of that Member.

14.9 Number for a quorum

Subject to Rule 14.12, the number of Members required to constitute a quorum at a General Meeting shall be one the number that is the greater of:

- (a) one quarter of the total number of Members (rounded to the next whole number)
; and
- (b) ten (10).

present in person or by proxy or Delegate.

14.10 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 Chairperson of the meeting on their own motion or at the request of a Member, proxy who is present otherwise declares.

14.11 Quorum and time

If within thirty (30) minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by the Directors by, or on requisition 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 Directors appoint by notice to the Members and others entitled to notice of the meeting.

14.12 Adjourned meeting

At a meeting adjourned under Rule 14.11(b), the number of Members required to constitute a quorum shall be as determined by Rule 14.9. If a quorum is not present within thirty (30) minutes after the time appointed for the adjourned meeting, the number of Members present in person or by proxy or by Delegate shall be a quorum.

14.13 Chairperson of General Meeting

The Independent Chair is entitled to preside as Chairperson at a General Meeting.

14.14 Absence of Independent Chair at General Meeting

If a General Meeting is held and the Independent Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act the following may preside as Chairperson of the meeting (in order of precedence):

- (a) the Deputy Chair (if any);
- (b) the Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Member or Delegate chosen by a majority of the Members present in person or by proxy or Delegate.

14.15 Conduct of General Meetings

- (a) The Chairperson of a General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (ii) may require the adoption of any procedure which is in the Chairperson'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
 - (iii) may, terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chairperson under this Rule is final.

14.16 Resolutions carried

- (a) A special resolution is taken to be carried if seventy-five percent (75%) of the votes cast on the resolution are in favour of it; and
- (b) Any other resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

14.17 Casting vote for Chairperson

Where the votes on a proposed resolution are equal the Chairperson of the General Meeting has a second or casting vote in addition to any vote to which the Chairperson is entitled as a Member or proxy or Delegate of a Member.

14.18 Declaration of results

- (a) 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.
- (b) A declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact.
- (c) Neither the Chairperson nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

14.19 Poll

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) 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.

14.20 Objection to voting qualification

Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken. Every vote that is not disallowed at that meeting or adjourned meeting or when the poll is taken is valid.

14.21 Chairperson to determine any poll dispute

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

14.22 Adjournment of General Meeting

- (a) The Chairperson of a General Meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting. The adjournment may be either to a later time at the same meeting, or to an adjourned meeting at any time and any place.
- (b) In exercising this discretion, the Chairperson may, but need not, seek the approval of the Members present. Unless required by the Chairperson, a vote may not be taken or demanded by the Members present in respect of any adjournment.

14.23 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.

15. VOTES OF MEMBERS

Subject to any restrictions in this Constitution:

- (a) on a show of hands, each Member entitled to vote who is present in person or by proxy or Delegate has one vote; and
- (b) on a poll, each Member entitled to vote who is present in person has one vote, and each person present as proxy or Delegate of a Member has one vote for each Member that the person represents.

16. DIRECTORS

16.1 Composition of the Board

- (a) The Board shall consist of not less than five (5) nor more than nine (9) Directors one of whom shall be the Independent Chair.

- (b) Notwithstanding any other provision of this Constitution, two (2) Directors must be Delegates of bodies corporate that are Contributing Members.
- (c) Subject to Rule 16.1(a) and Rule 16.1(b), the Company may set, increase or reduce the number of Directors from time to time provided that, except as is provided elsewhere in this Constitution, when reducing the number of Directors the Company does not have any power to remove any then current Directors.

16.2 Tenure of Directors

Directors shall hold office for a term of three (3) years but shall be eligible for re-election for further terms of three (3) years.

16.3 Eligibility of Directors

Notwithstanding any other provision of this Constitution a Director, including the Independent Chair, must be nominated for election by the Nominations Committee in accordance with Rule 21.5(g).

16.4 Election of Directors

- (a) The election of the Directors shall be under the control of the Board and shall take place in the manner and adopting the procedures directed by the Board from time to time provided that, in each case, the election shall include the following procedures:
 - (i) All nominations for election as a Director must be in writing and signed by two (2) members of the Nominations Committee and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary not less than twenty-one (21) days prior to the date fixed for the holding of the annual general meeting at which the election of the Directors is to occur;
 - (ii) The Board must ensure that the results of the election of the Directors are announced at the relevant annual general meeting.
- (b) For the purposes of Rule 16.4(a)(i) a nomination may be delivered to and lodged with the Secretary in accordance with Rule 27.

16.5 **Casual Vacancy**

- (a) The Directors may at any time appoint an individual nominated by the Nominations Committee in accordance with Rule 21.5(g) to be a Director to fill a casual vacancy.
- (b) An individual appointed as a Director under Rule 16.5(a) shall hold office until the next annual general meeting but shall be eligible for election under Rule 16.4.

16.6 **Remuneration for Directors**

A Director may be paid remuneration for services as a Director and is to be reimbursed out of the funds of the Company for all reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a committee or when otherwise engaged on the affairs of the Company.

16.7 **Payments to Directors must be approved**

Any payment to a Director by way of reimbursement must be approved by the Board.

16.8 **Removal and appointment by Company**

The Company may by ordinary resolution remove any Director before the expiration of the Director's term of office and may by ordinary resolution appoint another individual nominated by the Nominations Committee in accordance with Rule 21.5(g) in that Director's place and the person so appointed will hold office until the next annual general meeting.

16.9 **Appointment where no Directors**

In the event of there being no Directors at any time for any reason, the Company may by resolution appoint the minimum number of persons as Directors.

16.10 **Vacation of office**

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) in the case of a Director who is the Delegate of a Member, ceases to be the Delegate of that Member;
- (b) suffers, in the opinion of the Board, from impaired capacity as defined in the *Mental Health Act 2007*(NSW), or a mental illness as defined in *Mental Health*

Act 2007 (NSW) such that, in the further opinion of the Board, the Director is no longer able to perform the role of a Director competently;

- (c) resigns office by notice in writing to the Company;
- (d) becomes bankrupt or makes an arrangement or composition with creditors; or
- (e) for more than six (6) months is absent, without permission of the other Directors, from meetings of the Directors held during that period.

17. POWERS AND DUTIES OF DIRECTORS

17.1 Directors to manage Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Members in a General Meeting.

17.2 Specific powers of Directors

Without limiting the generality of Rule 17.1 the Board may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or any other person.

17.3 Delegation of powers and duties

The Board may:

- (a) appoint or employ an officer, agent or attorney of the Company with the power, discretions and duties vested in or exercisable by the Directors, on the terms the Board decides;
- (b) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
- (c) subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.

17.4 Provisions in power of attorney

A power of attorney granted under Rule 17.3(a) may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit.

18. PROCEEDINGS OF DIRECTORS

18.1 Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

18.2 Minutes

Notwithstanding section 111L of the Corporations Act, the Directors must direct minutes of meetings to be made and kept in accordance with the Corporations Act.

18.3 Director may convene a meeting

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

18.4 Questions decided by majority

Unless otherwise required by this Constitution, a question arising at a meeting of the Board is 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 Directors.

18.5 Casting vote

Each Director present at a meeting of the Board is entitled to one vote. Where the votes on a proposed resolution are equal the Independent Chair shall have an additional or casting vote in addition to a deliberative vote.

18.6 Quorum

Unless otherwise determined by the Directors, the number of Directors required for a quorum shall be fifty per cent (50%) of the number of Directors elected or appointed to the Board (rounded to the next whole number).

18.7 Director's interests

- (a) Notwithstanding section 111L of the Corporations Act, unless the Corporations Act permits, a Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter.
- (b) A Director is not disqualified from contracting or entering into an arrangement with the Company as vendor, purchaser or in another capacity, merely because

the Director holds office as a Director or because of the fiduciary obligations arising from that office.

18.8 Effect of vacancy

- (a) In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of the remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Company.
- (b) If the number of Directors is reduced below the minimum fixed by the Corporations Act, the continuing Directors may, except in an emergency, act only for the purpose of calling a General Meeting.

18.9 Circulating resolutions

- (a) The Board may pass a resolution without a Board meeting being held if:
 - (i) all of the Directors who are entitled to vote on the resolution sign or consent to a written resolution; and
 - (ii) the Directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution.
- (b) A Director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document); or
 - (ii) giving to the Secretary a written notice (including by fax or other electronic means) signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.
- (c) The resolution is passed when the last Director signs.

18.10 Meeting by use of technology

A Board meeting may be called or held by 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 a meeting.

18.11 **Validity of acts of Board**

All acts done at a meeting of the Board or of a committee of the Board, or by a person acting as a Director, are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

19. **BOARD COMMITTEES**

19.1 **Board may establish committees**

The Board may delegate any of its powers to a committee consisting of the Directors that the Board thinks fit and may revoke that delegation.

19.2 **Powers delegated to Directors' committees**

A committee to which any powers have been delegated under Rule 19.1 must exercise those powers in accordance with any directions of the Board. Those powers are then taken to have been exercised by the Board.

19.3 **Board committee meetings**

Subject to Rule 19.2, 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.

20. **ADVISORY COMMITTEES**

20.1 **Board may appoint Advisory Committees**

The Board may from time to time resolve to appoint one or more groups of persons (**Advisory Committees**) on an ad hoc or standing basis to assist the Board in any area or in relation to any issues determined by the Board.

20.2 **Board powers**

The Board may:

- (a) establish guidelines for the meetings and processes of the Advisory Committees;
- (b) appoint persons to the Advisory Committees;
- (c) terminate the appointment of persons to the Advisory Committees;
- (d) resolve to disestablish any Advisory Committee.

20.3 Advisory Committee may make recommendations

An Advisory Committee may make recommendations to the Board, but no recommendation or decision of an Advisory Committee is binding on the Board.

21. NOMINATIONS COMMITTEE

21.1 Nominations Committee to be established.

The Nominations Advisory Committee shall comprise:

- (a) the Independent Chair; and
- (b) two (2) Directors appointed by the Board.

21.3 Nominations Committee to comply with Board policies

The Nominations Committee shall comply with any policies and procedures established by the Board and notified to the Nominations Committee from time to time.

21.4 Casual Vacancies

The Board may fill any casual vacancy on the Nominations Committee but must do so from the relevant Members' category.

21.5 Nominations Committee functions and powers

The Nominations Committee shall:

- (c) establish criteria for the identification of potential candidates to be nominated for election as Independent Chair or to the Board;
- (d) identify potential candidates for election or appointment to the Board and admission to membership of the company;
- (e) consult with the Board about the skills of the potential candidates;
- (f) report to the Board about the suitability of the potential candidates but the Board shall not have the power to overturn any decision by the Nominations Committee about the individuals that it will nominate for election to the Board under Rule 21.5(g);
- (g) Nominate individuals for election or appointment to the Board;
- (h) establish policies, criteria and guidelines in relation to the selection of potential candidates for appointment to the Board and admission to membership of the company; and

- (i) propose any amendment to the Constitution required to give effect to policies, criteria and guidelines established under Rule 21.5(h).

22. POLICY AND ADVOCACY COMMITTEE

22.1 Purpose of the committee

The purpose of the Policy and Advocacy Committee is to ensure a high level of integrity in the strategies and policies adopted by the Company in determining the nature of the activities undertaken in the pursuit of the Company's objects.

22.2 Role of the committee

The Policy and Advocacy Committee's role is to provide objective, evidence based advice, insights and recommendations to the Board in relation to the matters set out in the Policy and Advocacy Committee's terms of reference.

22.3 Functions of the committee

The Policy and Advocacy Committee's functions include advising the Board, on request, in relation to Australian and international research and development undertaken in relation to the implementation and effectiveness of self-care strategies and conduct periodic reviews of the Company's strategies and public policy positions.

22.4 Appointment of committee members

The Board shall appoint at least three (3) individuals to serve on the Policy and Advocacy Committee, one of which shall be appointed as chair of the Policy and Advocacy Committee.

22.5 Eligibility for appointment

The members of the Policy and Advocacy Committee shall be appointed on the basis of their:

- (a) experience and/or knowledge; and
- (b) standing in a field of expertise that is relevant to the functions of the Policy and Advocacy Committee, and the Objects of the Company, more broadly.

22.6 Tenure of committee members

The Board shall in its absolute discretion determine the tenure of each member of the Policy and Advocacy Committee.

22.7 Terms of reference

The Policy and Advocacy Committee will operate according to the procedures set out in its terms of reference which will be reviewed annually or as determined by the Board.

22.8 Committee chair may attend Directors' meetings

The Policy and Advocacy Committee chair may from time to time, at the request of the Independent Chair attend Directors' meetings to report on matters relevant to the work of the Policy and Advocacy Committee.

23. SECRETARY

23.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

23.2 Suspension and removal of Secretary

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

23.3 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.

24. SEALS

24.1 Safe custody of common seals

The Company shall not have a seal.

25. FINANCIAL YEAR

25.1 Financial Year

The Company's financial year shall close on the 30th of June in each year.

26. COMPANY RECORDS

26.1 Financial Records

The Company must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

26.2 **Operation Records**

The Company must also keep written records that correctly record its operations.

26.3 **Retention Period**

The Company must retain its records for at least 7 years.

26.4 **Records to be kept safe**

The directors must take reasonable steps to ensure that the Company's records are kept safe.

26.5 **Inspection**

The Board shall from time to time determine at what times and places and under what conditions or regulations the financial and other records of the Company shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board.

27. **SERVICE OF DOCUMENTS**

27.1 **Document includes notice**

In this Rule 27, a reference to a document includes a notice.

27.2 **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 fax number or electronic address nominated by the Member.

27.3 **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,
- (c) and in either case is taken to have been received on the third day after the date of its posting.

27.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission (email), delivery of the document is taken:

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

28. INDEMNITY AND INSURANCE

28.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this Rule 28 apply to Indemnified Officers.

28.2 Indemnity

- (a) The Company must indemnify each Indemnified Officer to the maximum extent permitted by law against any Liability incurred by them because of their holding office as an officer of the Company and acting in the capacity of an officer of the Company, other than:
 - (i) a Liability owed to the Company; or
 - (ii) a Liability owed to a person or legal entity other than the Company that did not arise out of conduct in good faith.
- (b) The Company must indemnify each Indemnified Officer to the maximum extent permitted by law against any liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, an officer of the Company other than for legal costs incurred:
 - (i) in defending or resisting Proceedings, in which the officer is found to have a Liability for which they could not be indemnified under Rule 28.2(a); or
 - (ii) in defending or resisting criminal Proceedings in which the officer is found guilty.

28.3 Insurance

The company may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against

any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

28.4 Savings

Nothing in this Rule 28:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this Rule 28 does not apply.

29. AMENDING THIS CONSTITUTION

29.1 Amendment by Special Resolution

This Constitution may be amended by a special resolution carried at any General Meeting.

30. WINDING UP

30.1 No distribution to Members

If on the winding up or dissolution of the Company any property remains after satisfaction of all its debts and liabilities, that property may not be paid to, or distributed among the Members but must be given or transferred to an institution:

- (a) that has a purpose and objects similar to those set out in Rule 4.1 and is charitable at law;
- (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in Rule 5; or
- (c) If the Company is endorsed as a Deductible Gift Recipient, then:
 - (i) upon the revocation of its endorsement as a Deductible Gift Recipient; or
 - (ii) upon its winding up,

any surplus assets must be transferred to another charitable fund, authority or institution:
 - (iii) that has a purpose and objects similar to those set out in Rule 4.1 and is charitable at law;

- (iv) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in Rule 5; and
- (v) to which income tax deductible gifts can be made.

30.2 The identity of the institution referred to in Rule 30.1 must be decided by the Members by ordinary resolution at or before the time of winding up or dissolution of the Company and, if the Members do not decide, by the Supreme Court of the state or territory in which the Company is registered.