



Constitution

December 2023

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Corporations Act 2001

Public company limited by guarantee

Gippsland Lakes Complete Health Limited

ACN 136 364 773

1. Nature of Company and liability

Nature of Company

- 1.1 The Company is a company limited by guarantee.

Liability of Members and guarantee on winding up

- 1.2 The liability of the Members is limited. Every Member undertakes to contribute \$1.00 to the assets of the Company if it is wound up while he or she is a Member, or within one year afterwards.

2 Objects, Guiding Principles and Performance Standards of the Company

Objects

- 2.1 The principal objects of the Company are to establish, promote and operate a Community Health Service:
- 2.1.1 for the direct relief of poverty, sickness, destitution and helplessness of members of the community located within its Local Community;
 - 2.1.2 for the delivery of specific health programs to the sick, destitute and helpless outside its Local Community where it has been funded to do so; and
 - 2.1.3 to promote the prevention or control of diseases in human beings.
- 2.2 Subject always to its principal objects, the Company has the following additional objects:
- 2.2.1 to directly provide medical, dental, nursing care, disability services, aged care, allied health, counselling, family, youth and child support services;
 - 2.2.2 to implement allied health, social welfare and preventive health care services of all descriptions;
 - 2.2.3 to actively encourage healthy lifestyle practices within the community;
 - 2.2.4 to raise money to further the aims of the Company and to secure sufficient funds for the purposes of the Company;
 - 2.2.5 to receive any funds and to expend these funds in a manner that best attains the objects of the Company;

- 2.2.6 to do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company; and
- 2.2.7 to operate consistently with its Guiding Principles.

Guiding principles

- 2.3 The Company must strive to achieve the following in everything it does:
 - 2.3.1 target services and resources to meet the needs of those most at risk and those with limited resources or complex health care and welfare needs;
 - 2.3.2 deliver quality services in a culturally appropriate, effective and empowering manner;
 - 2.3.3 strive for an integrated seamless system of care which ensures maximum accessibility for clients;
 - 2.3.4 within the scope of its principal objects, work in partnership with members of the community and other agencies located within its Local Community to improve their health and well-being;
 - 2.3.5 use a social model of health which recognises the needs of individuals who cannot readily access the health and welfare system; and
 - 2.3.6 comply with the Governance Standards published by the ACNC.

Performance Standards and Governance Standards

- 2.4 While the Company is registered as a community health centre under Division 6 of Part 3 of the *Health Services Act 1988* (Vic), it shall comply with the Performance Standards and any applicable conditions on registration applicable under the *Health Services Act 1988*.
- 2.5 While the Company is registered as a charity with the ACNC, it shall comply with the Governance Standards.

Not for profit

- 2.6 The assets and income of the Company shall be applied solely in furtherance of the above-mentioned Objects and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Company and, in those circumstances, always subject to any requirements of this Constitution.

Payments in good faith

- 2.7 Subject to any requirements of the Act, the ACNC Act or the law relating to Deductible Gift Recipients, clause 2.6 does not prevent payment in good faith:
 - 2.7.1 to a Member, of government grant monies where:
 - (a) the grant is made to the Company;
 - (b) the payment is made in accordance with the terms of the grant; and
 - (c) the member to whom the payment is made is obliged to comply with any conditions attached to the grant funding;

- 2.7.2 to an officer or Member or to a firm of which an officer or Member is a partner:
- (a) of remuneration for services to the Company, including services as a Director or services on a Board committee;
 - (b) of reimbursement for expenses properly incurred on behalf of or for the purposes of the Company;
 - (c) for goods supplied to the Company in the ordinary course of business;
 - (d) of interest on money borrowed by the Company or rent for premises let to the Company, where:
 - (i) the interest or rent has the prior approval of the Board; and
 - (ii) the amount payable is not more than an amount which commercially would be reasonably paid, provided that any such payment to a Director must comply with clause 2.8.
- 2.8 Other than where provided for elsewhere in this Constitution, the Company must not make any payment to a Director for services rendered by that Director to the Company unless:
- 2.8.1 the amount, if any, of payment for services as a Director has been approved by the Members in general meeting;
 - 2.8.2 the provision of those services has the prior consent of the Board;
 - 2.8.3 the amount payable is on reasonable commercial terms; and
 - 2.8.4 the payment has the prior approval of the Board.

3 Membership

Classes of Members

- 3.1 The Members of the Company will be divided into four classes:
- 3.1.1 Voting Members;
 - 3.1.2 Associate Members;
 - 3.1.3 Corporate Members; and
 - 3.1.4 Life Members.
- 3.2 Employees of the Company can only be Associate Members.

Members

- 3.3 The Members of the Company are the initial Members (see clause 3.9) and such other persons as the Company admits to membership in accordance with this Constitution.

Rights of Members

- 3.4 A Voting Member has the right to receive notices of and to attend and be heard at any General Meeting and has the right to vote at any General Meeting.

- 3.5 An Associate Member has the right to receive notices of and to attend and be heard at any General Meeting but does not have the right to vote at any General Meeting.
- 3.6 A Corporate Member has the right to receive notices of and to have a single representative attend and be heard at any General Meeting and has the right to vote at any General Meeting.
- 3.7 A Life Member has the right to receive notices of and to attend and be heard at any General Meeting and has the right to vote at any General Meeting.
- 3.8 Members with voting rights who are accepted for membership after 1 July in a given year may not vote at that year's Annual General Meeting.

Initial Members of the Company

- 3.9 The initial Members of the Company are those people who have consented to become Members and who are named in the application for incorporation of the Company to the Australian Securities and Investment Commission.

Persons subsequently admitted to membership

- 3.10 The Directors may admit as a Member any corporate entity or any natural person who is over the age of 18 provided that the applicant for Membership agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

No limit

- 3.11 Unless otherwise determined by the Members in General Meeting, the number of Members (of all types) is not limited.

Application and admission to membership

- 3.12 An application for membership of the Company (for all classes of Membership) must:
 - 3.12.1 be in the form required by the Board from time to time, signed by the applicant;
 - 3.12.2 contain such particulars as the Directors determine; and
 - 3.12.3 be lodged with the Company Secretary.
- 3.13 The Board may determine whether there will be an application fee from time to time.
- 3.14 On receipt of an application, the Company Secretary must forward the application to the Board.
- 3.15 The Board must consider each application for Membership as soon as practicable after its receipt. The Board has discretion to admit or reject the application. The Board need not give reasons for its decision. Where the Board rejects an application to become a Voting Member, the Board may invite that applicant to become an Associate Member.
- 3.16 If the Board accepts an application, the Company Secretary must enter the applicant's name in the Register with as little delay as possible. The applicant becomes a Member of the Company when their name is entered in the Register.

- 3.17 A right, privilege or obligation of a person by reason of his or her membership of the Company:
- 3.17.1 is not capable of being transferred or transmitted to another person; and
 - 3.17.2 terminates upon the cessation of his or her membership, except for any accrued obligation pursuant to clause 1.2.

Renewal of membership and closure of Register

- 3.18 A person is a Member of the Company from first entry of their name until they cease to be a member in accordance with this Constitution or as required by law.
- 3.19 A person may be admitted as a Member at any time, but only those admitted prior to 1st July may vote at that year's Annual General Meeting.

Register of Members

- 3.20 The Company Secretary must keep the Register of Members in accordance with the Act.
- 3.21 The Register of Members must contain the full name, address, type of membership and date of entry of each Member. It may also contain such other information as the Directors may require within the law. The Register shall be available for inspection at the registered address of the Company.
- 3.22 The details of a person who ceases to be a Member in accordance with this Constitution will be removed from the Register. However, in accordance with the Act, the Company shall maintain a record of the name and details of each person who stopped being a Member of the Company within the last 7 years and the date on which such persons ceased to be a Member.

End of Membership

- 3.23 A Member ceases to be a Member if:
- 3.23.1 the Member resigns their membership by written notice given to the Company Secretary;
 - 3.23.2 in the case of a Member who is a natural person, the Member dies;
 - 3.23.3 in the case of a Corporate Member, the Member is wound up, dissolved, deregistered or otherwise brought to an end;
 - 3.23.4 the Member has failed to respond within 3 months to a written request from the Company Secretary to confirm whether the Member wishes to remain a Member;
 - 3.23.5 the Member has failed to pay any annual subscription fee provided for under this Constitution for a period of 3 months after it falls due;
 - 3.23.6 the Member has had no contact with the Company (as a Member) for a period of 1 year and the Board determines to remove that Member;
 - 3.23.7 the Member is removed from the Register under clause 3.29; or
 - 3.23.8 this Constitution otherwise provides that the Member ceases to be a Member.

- 3.24 Prior to the removal of the Member pursuant to clauses 3.23.4, 3.23.5 or 3.23.6, the Company must write to the Member to advise the Member of their proposed removal and the relevant ground for their removal.
- 3.25 For the purposes of clause 3.23.1, the resignation of a Member takes effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

No dividends to be distributed to Members

- 3.26 The Company must not pay any dividends to Members.

Members may receive benefits and services

- 3.27 Without limiting the generality of clause 2.6, nothing in this Constitution prevents a Member from receiving benefits or services provided by the Company where the provision of such benefits or services is done in good faith and on terms no more favourable than if the Member were not a Member.

Annual subscription

- 3.28 The Board may determine whether there will be an annual subscription fee, and if so, the amount of it and when it will be paid by each class of Members. A Member ceases to be entitled to any of the rights or privileges of membership if the annual subscription of a Member remains unpaid for three months after it becomes payable and a notice of default is given to the Member pursuant to a resolution of the Directors.

Removal from membership

- 3.29 The Directors may at their discretion remove a Member from the Register if a majority of them consider that the Member evidences behaviour which is inconsistent with the Objects or Guiding Principles of the Company. In addition, the Directors may remove a Corporate Member from the Register for any reason. The Directors are not required to give notice of their intention to consider the removal of a Member from the Register, they are not required to disclose their proceedings in relation to the removal of a Member and they are not required to give the Member a hearing before reaching a decision.
- 3.30 The principles of natural justice do not apply to a decision to remove a Member from the Register.

4 Directors

Board of Directors

- 4.1 Subject to clause 4.2, the Board shall consist of not more than 9 Directors, and to apply for a Director position a person's principal place of residence must be within the East Gippsland Local Government Area and:
- 4.1.1 the Members may elect 6 Directors in accordance with this Constitution ("**Member Positions**"); and
- 4.1.2 the Board may appoint 3 Directors in accordance with this Constitution ("**Board Positions**").

- 4.2 The Members in General Meeting may by special resolution decide to increase or decrease the number of Directors on the Board, provided that:
- 4.2.1 the number of Directors must be no less than 5 and no more than 9; and
 - 4.2.2 the Board shall be entitled to appoint one-third of the number of Directors fixed by the Members, rounded up to the nearest whole number, to Board Positions; and
 - 4.2.3 the Members shall be entitled to elect Directors to the remaining Member Positions.
- 4.3 Every Director must be or become a Member. If necessary, a Director appointed to a Board Position becomes a Member upon appointment. An individual nominated for a Member Position must be a Member prior to 1st July to be eligible for election in that year.
- 4.4 An employee of the Company cannot be a Director.
- 4.5 Subject to this Constitution, the Company may, by special resolution determine in what rotation the increased or reduced number is to go out of office.

Directors may appoint Directors

- 4.6 The Directors may at any time, by a vote of a majority of Directors, appoint a person to be a Director, either to fill a casual vacancy on the Board or to fill a vacant Board Position. However:
- 4.6.1 the total number of Directors may not exceed the number fixed in accordance with this Constitution; and
 - 4.6.2 the Directors may not appoint more than:
 - (a) 3 Directors; or
 - (b) if the Company has resolved to vary the number of Directors under clause 4.2, one-third the number of Directors fixed by the Members, rounded up to the nearest whole number.
- 4.7 A Director appointed under clause 4.6 holds office for the period specified at the time of their appointment, but only to a maximum of three years; and is then eligible for election or further appointment in accordance with this Constitution.
- 4.8 In appointing Directors to Board Positions or to fill casual vacancies on the Board, the Directors must have regard to the principles in clause 4.14.

Retirement of Directors

- 4.9 At each Annual General Meeting of the Company after the first Annual General Meeting one third of the Directors in Member Positions for the time being, or the number nearest one third rounded up to the nearest whole number, must retire from office. A Director filling a Board Position is not required to retire at an Annual General Meeting.
- 4.10 The Directors in Member Positions who are to retire at an Annual General Meeting are those who have been longest in office since their last election. If two or more persons

became Directors on the same day, those to retire must be determined by lot unless they otherwise agree amongst themselves.

- 4.11 A Director retiring at an Annual General Meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as a Director throughout the meeting at which that Director retires.
- 4.12 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.
- 4.13 Time spent as a member of the Board of the Predecessor (immediately before the registration of this Company) will be treated as time spent as a Director of this Company for the purpose of clauses 4.9 and 4.10.

Principles regarding Directors

- 4.14 The Board should try and obtain the following from and amongst its members:
 - 4.14.1 expertise in the areas of law, finance, health and governance; and
 - 4.14.2 indigenous representation, geographic spread and gender balance.
- 4.15 The Board may create rules for the nomination and election of Directors; in the absence of any rules to the contrary, the voting system will be by majority.
- 4.16 Only Members eligible to vote are eligible to nominate an individual for a Member Position on the Board.

Removal from office

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

Vacation of office

- 4.19 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
 - 4.19.1 if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 4.19.2 if the Director becomes prohibited from being a Director by reason of an order made under the Act;
 - 4.19.3 resigns his/her office by notice in writing to the Chief Executive Officer;
 - 4.19.4 for more than 3 months in any 6 month period is absent without permission of the Board from meetings of the Board held during that period;

- 4.19.5 if a Director dies;
- 4.19.6 a Director receives any payment from the Company otherwise than in accordance with this Constitution;
- 4.19.7 a Director breaches the Company's code of ethics;
- 4.19.8 a Director becomes disqualified:
 - (a) from managing a corporation under the Act; or
 - (b) from being 'responsible entity' under the ACNC Act.

Duties

- 4.20 Each Director has the duties prescribed by the Governance Standards or, if applicable, the Act.
- 4.21 Each Director must notify the Company immediately if they become disqualified, or become aware that action is being taken to disqualify them, from:
 - 4.21.1 managing a corporation within the meaning of the Act;
 - 4.21.2 being a 'responsible entity' of a registered charity under the ACNC Act.

5 Election of Office Bearers

- 5.1 The Board must elect from amongst its number, the following Office Bearers:
 - 5.1.1 Chairperson;
 - 5.1.2 Vice Chairperson; and
 - 5.1.3 A Chairperson for each standing committee.
- 5.2 Each Office Bearer holds office for one year but is eligible, while a Director, to be re-elected. The Board may elect additional Office Bearers.
- 5.3 If a vacancy occurs amongst the Office Bearers, the Board must elect a person to fill that vacancy from its number. That person will hold office for the remainder of the term of the person he/she replaces, provided that he/she remains a Director.
- 5.4 The Board may revoke the appointment of an Office Bearer at any time and elect another person to that office.

6 The Board

The role of the Board

- 6.1 Subject to this Constitution and the Relevant Law, the Board manages the Company and directs the affairs of the Company. The Board may exercise all such powers and do all such acts as are not by this Constitution or the Act directed or required to be done by the Members in General Meeting or otherwise.
- 6.2 The Board has power, subject to the Act and this Constitution, to perform all such acts and things including the determination of policies and procedures as appear to the Board to be necessary for the proper management of the Company.

- 6.3 Subject to the provisions of the Act and this Constitution the Board may, by resolution, authorize any person as the Board thinks fit to exercise any powers of the Board which are delegable at law including the execution of a document (whether as a deed or agreement).

Proceedings of the Board

- 6.4 The Board must meet as and when necessary but at least 6 times in each year at such place and time as the Board may determine.
- 6.5 The Chief Executive Officer may convene a special meeting of the Board at any time, and must convene a special meeting of the Board if requested to do so by the Chairperson or any 3 Directors.
- 6.6 Unless the Directors unanimously waive this requirement, the Company Secretary must give adequate and reasonable notice to all Directors of any special meeting. The notice must specify the general nature of the business to be transacted at that meeting. No other business can be transacted at such a meeting.
- 6.7 The Company Secretary must ensure that notice of every meeting of the Board (other than a special meeting) is served on each Director by delivering it to or sending it by prepaid post addressed to the Director at his or her usual or last known place of residence or by electronic means to the Director at least 7 days before the date of the meeting.
- 6.8 At all Board meetings other than as provided by clause 6.12:
- 6.8.1 all questions are to be decided by a show of hands. The decision of the majority of Directors is the decision of the meeting;
 - 6.8.2 each Director has one vote and, in the event of an equality of votes on any question, the person chairing the meeting has a casting vote; and
 - 6.8.3 voting by proxy is not permitted.
- 6.9 The quorum for a meeting of the Board is a majority of the current Directors.
- 6.10 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned and the person chairing the meeting must set a further date for the adjourned meeting, which must be within ten days.
- 6.11 At meetings of the Board the Chairperson shall preside but if the Chairperson is absent then the Vice Chairperson shall do so. If both the Chairperson and the Vice Chairperson are absent, then the Directors must choose one of their number to preside at the Board meeting.

Meetings other than in person

- 6.12 Without limiting the discretion of the Board to regulate its meetings, a meeting of the Board may be conducted by:
- 6.12.1 Directors conferring by telephone, closed circuit television, or audio or audio visual communication at the same time (“the conference”); or

- 6.12.2 Directors assenting in writing (by hand or by electronic encryption) to a resolution circulated to all Directors, whether electronically or in hard copy (the “circulating resolution”).
- 6.13 Notwithstanding that the Directors are not present together in one place at the time of the conference, a resolution passed at such a conference shall be deemed to have been passed at a meeting of Directors on the day and time at which the conference was held. In the case of a circulating resolution, a resolution shall be deemed to have been passed at a meeting of the Board on the day and at the time when it is last signed by a Director thereby constituting a majority of the Board.
- 6.13.1 A Director present at the commencement of a conference will be conclusively presumed to have been present and to have formed part of the quorum throughout the conference.
- 6.13.2 Any minutes of a conference purporting to be signed by the person who presided at the conference will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference. Such minutes must be signed by that person before or at the next conference or by the person who is presiding at that next conference or meeting. A circulating resolution confirmed by a majority of Directors will be conclusive evidence that the resolution was passed.
- 6.13.3 When under the Constitution a resolution is deemed to be passed at a conference of the Board, that meeting will be deemed to have been held at such place as is determined by the person who presided at the conference provided that at least one of the Directors who took part in the conference was at such place at the commencement of the conference.

Minutes of meetings

- 6.14 The Board must ensure that minutes are taken and kept of all General Meetings, meetings of the Board, meetings of Committees of the Board and resolutions of the Board passed without a meeting.

Validity of acts of the Board

- 6.15 An act or decision of the Board will not be invalid by reason only of a defect or irregularity in connection with the appointment or election of a Director or a vacancy in the membership of the Board.

Pecuniary interests of Directors

- 6.16 A Director who has a material personal interest that relates to the affairs of the Company must give other Directors notice of that interest.
- 6.17 This notice must give details of the nature and extent of the interest, the relation of the interest to the affairs of the Company, and must be given at a meeting of the Board as soon as practicable after becoming aware of their interest in the matter. The details must be recorded in the minutes of the meeting.

- 6.18 Other than as permitted by the Act, a Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present and must not vote on the matter except in accordance with the Act and Governance Standards.

Fees to Directors

- 6.19 The Board may decide that Directors may be paid for services as a Director provided the following conditions are satisfied:
- 6.19.1 the decision to pay Directors assists the organisation to achieve its purpose by ensuring the recruitment of Directors with sufficient knowledge and expertise to do so;
 - 6.19.2 the decision to pay Directors is supported by a resolution approved by the Members in General Meeting; and
 - 6.19.3 such payment complies with the Act and the ACNC Act;
 - 6.19.4 the fees payable to Directors are within an amount which the Board has made provision for in its budget and this amount is not exceeded.

Payment for services

- 6.20 Subject to clauses 2.6 and 3.27, a Director who is called upon to perform other work for the Company beyond or outside the Director's ordinary duties or is engaged to provide any other service, may be paid a commercial fee for those services, exertions or work.

Payment to Directors for expenses

- 6.21 The Directors may be paid, subject to Board approval, reasonable travelling, accommodation and any other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings or otherwise in the execution of their duties as Directors.

Payments must be in good faith

- 6.22 Any claims for payment by a Director under this clause 6 must be bone fide and made in good faith.

7 Indemnity and insurance

Indemnity

- 7.1 The Company must indemnify every Officer and past Officer of the Company, to the fullest extent permitted by the Act, against a liability incurred by that person as an Officer of the Company or a subsidiary of the Company, including without limitation, legal costs and expenses incurred in defending an action.

Insurance premiums

- 7.2 The Company must pay the premium on a contract insuring a person who is or has been an Officer of the Company to the fullest extent permitted by law.

8 Committees

Board may create committees

- 8.1 The Board must establish a finance and audit committee and set out its terms of reference.
- 8.2 The Board may establish any other committee and set out its terms of reference.
- 8.3 The Board may delegate any powers to a committee which are delegable at law.

9 Company Secretary

Appointment

- 9.1 The Board must appoint a Company Secretary for the purposes of the Act and this Constitution.

10 Chief Executive Officer

Appointment

- 10.1 The Board must appoint a Chief Executive Officer; and must ensure that the role is filled at all times. The appointment may be on an interim or acting basis.

General duties

- 10.2 The Chief Executive Officer shall have such roles, powers, duties and responsibilities as the Board may grant and require. The Board must ensure that those roles, powers, duties and responsibilities are recorded in a contract with the Chief Executive Officer.

Chief Executive Officer reports to the Board

- 10.3 The Chief Executive Officer is accountable to and must report to the Board or such committees of the Board as the Board directs.

Delegations

- 10.4 Without limiting clause 10.2, the Board must ensure that there is a clear statement of delegations, and the limits of these delegations, to the Chief Executive Officer at all times.

11 Execution of documents

- 11.1 The Company may execute a document without the use of a seal if the document is signed by:
 - 11.1.1 two Directors;
 - 11.1.2 one Director and the Company Secretary; or
 - 11.1.3 one Director and the Chief Executive Officer.
- 11.2 The Company may also execute a document in accordance with a written delegation from the Board as referred to in this Constitution.

12 General Meetings

Convening of meetings by Directors

- 12.1 The Chairperson or Vice Chairperson and any three Directors may convene a General Meeting.
- 12.2 An Annual General Meeting must be held at least once a year in accordance with the Act.

Convening of meetings by Members

- 12.3 If members with at least 25% of the votes that may be cast at a general meeting make a written request to the Company for a General Meeting to be held, the Directors must:
- 12.3.1 within 21 days of the members' request, give all members notice of a general meeting, and
 - 12.3.2 hold the general meeting within 2 months of the members' request.
- 12.4 The percentage of votes that members have (in clause 12.3) is to be worked out as at midnight before the members request the meeting.
- 12.5 The members who make the request for a general meeting must:
- 12.5.1 state in the request any resolution to be proposed at the meeting;
 - 12.5.2 sign the request; and
 - 12.5.3 give the request to the Company.
- 12.6 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

General meetings called by members

- 12.7 If the Directors do not call the meeting within 21 days of being requested under clause 12.3, the members who made the request may call and arrange to hold a general meeting.
- 12.8 To call and hold a meeting under clause 12.7 the members must:
- 12.8.1 as far as possible, follow the procedures for general meetings set out in this Constitution;
 - 12.8.2 call the meeting using the list of members on the Register, which the Company must provide to the members making the request at no cost; and
 - 12.8.3 hold the General Meeting within three months after the request was given to the Company.
- 12.9 The Company must pay the members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

Notice of General Meeting

- 12.10 At least 21 days' notice in writing of General Meetings must be given to:
- 12.10.1 each Member (including each Director); and

- 12.10.2 the Company's auditor.
- 12.11 Written notice of a General Meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Act. If a Special Resolution is to be proposed the written notice of the applicable General Meeting must state:
- 12.11.1 the proposed resolution; and
- 12.11.2 that it is intended that the resolution be proposed as a Special Resolution.
- 12.12 A notice of a General Meeting may be given by any form of communication permitted by the Act including electronic communication.
- 12.13 The accidental omission to give notice of any General Meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the General Meeting.

Cancellation of General Meetings

- 12.14 The Directors may cancel a General Meeting, other than a General Meeting which they are required to convene and hold under this Constitution.
- 12.15 A meeting may only be cancelled in accordance with clause 12.14 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

Quorum at General Meetings

- 12.16 Business may not be transacted at a General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business.
- 12.17 Except as otherwise set out in this Constitution, a quorum is the lesser of:
- 12.17.1 10% of Members entitled to vote; or
- 12.17.2 20 Members entitled to vote;
- in attendance in person, by a representative or by proxy.
- 12.18 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chairperson:
- 12.18.1 if the meeting was convened by or on the requisition of Members entitled to vote, it must be dissolved; and
- 12.18.2 otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.
- 12.19 If a meeting has been adjourned to another time and place determined by the Directors, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned General Meetings

- 12.20 At an adjourned meeting under clause 12.18, if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of Chairperson

- 12.21 If the Directors have elected one of their number as Chairperson of their meetings, that person is entitled to preside as Chairperson at every General Meeting. If the Chairperson is absent at a meeting, the Vice Chairperson will preside over the meeting.
- 12.22 The Directors present at a General Meeting must elect one of their number to chair the meeting if either of the following applies:
- 12.22.1 there is no Chairperson or Vice Chairperson; or
 - 12.22.2 neither the Chairperson nor Vice Chairperson is present within 15 minutes after the time appointed for the holding of the meeting or they are unwilling to act.
- 12.23 The Members entitled to vote and who are present at a General Meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present decline to take the chair.

Chairperson's powers

- 12.24 Subject to the terms of this Constitution dealing with adjournment of meetings, the ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the General Meeting is final and no motion of dissent from a ruling of the Chairperson may be accepted.
- 12.25 The Chairperson, in their discretion may expel any Member or Director from a General Meeting if the Chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour. Without limitation, any of the following conduct may be considered inappropriate in a General Meeting:
- 12.25.1 the use of offensive or abusive language which is directed to any person, object or thing;
 - 12.25.2 attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance; or
 - 12.25.3 the use or consumption of any drug of addiction by a person at the meeting.

Adjournment of meetings

- 12.26 The Chairperson may, with the consent of the majority of persons entitled to vote at any General Meeting at which a quorum is present adjourn the meeting to another time and to another place.
- 12.27 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 12.28 When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original General Meeting.

- 12.29 Except when a General Meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

Voting on show of hands

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

Demand for a poll

- 12.32 A poll may be demanded by either:
- 12.32.1 the Chairperson; or
 - 12.32.2 at least 5% of Voting Members entitled to vote on the resolution.
- 12.33 The demand for a poll may be withdrawn.
- 12.34 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
- 12.35 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a Chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the poll is the resolution of the General Meeting at which the poll is demanded.
- 12.36 A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

Voting rights of Members

- 12.37 On a show of hands every Member entitled to vote who is present in person, by representative (in the case of a Corporate Member) or by proxy has one vote.
- 12.38 The appointment of a Proxy or Corporate Member shall be in writing and provided to the Company Secretary a reasonable time prior to the General Meeting in which the proxy or representative votes. The appointment of a representative may be a standing one.
- 12.39 On a poll every Member entitled to vote who present in person or by proxy, or representative has one vote.

Vote of the Chairperson at General Meetings

- 12.40 The Chairperson of a General Meeting is entitled to a second or casting vote.

Objections to voter qualification

- 12.41 No objection may be raised to the qualification of a voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered.
- 12.42 An objection to the qualification of a voter must be referred to the Chairperson, whose decision is final.
- 12.43 A vote not disallowed according to an objection as provided in this Constitution is valid for all purposes.

Mode of meeting for Members

- 12.44 A General Meeting may be called or held using any technology that provides Members who are eligible to vote with a reasonable opportunity to participate, including to hear and be heard.

Resolution in writing

- 12.45 A resolution in writing signed by all Members eligible to vote is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

Form of resolution in writing

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

13 Alteration of Constitution

How performed

- 13.1 The name or Constitution of the Company shall not be altered, amended or added to except by Special Resolution in accordance with the Act.

14 Records

- 14.1 The Board must provide for the safe keeping of the records of the Company.
- 14.2 Unless otherwise permitted by law, Directors may inspect the records of the Company at any reasonable time, subject to law and the duties of the Directors, including under the ACNC Act and the Act.
- 14.3 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 Directors or by the Company in General Meeting.

- 14.4 Copies of the Constitution must be freely available to Members and applicants for membership.

15 Auditor

Appointment and removal

- 15.1 An auditor who is permitted to audit the Company's accounts under the ACNC Act or – if the ACNC Act does not apply – the Act must be appointed and his or her remuneration fixed by the Members entitled to vote at the Annual General Meeting.
- 15.2 The auditor shall hold office until the next Annual General Meeting but may be removed by resolution of the Board which may determine a replacement.
- 15.3 Any auditor so appointed must not be:
- 15.3.1 a Director;
 - 15.3.2 an employee or employer of a Director; or
 - 15.3.3 a member of the same partnership as a Director; or
 - 15.3.4 an employee of the Company.
- 15.4 The auditor must carry out such audit as is required by the Board and the ACNC Act or – if the ACNC Act does not apply – the Act.

16 Dissolution

- 16.1 The Company may only be wound up and its assets disposed of in accordance with the Act by Special Resolution of the Members who are entitled to vote.
- 16.2 Any asset or part of any asset of the Company that consists of property supplied by a government department or public authority without payment by the Company, including the unexpended portion of a grant, must be dealt with in accordance with the conditions under which the asset or property was supplied, which may require the return of the asset or property to the department or authority that supplied it or to a body nominated by that department or authority.
- 16.3 Subject to clause 16.2, if on the winding up and dissolution of the Company there remains after satisfaction of all debts and liabilities, any assets or property whatsoever other than the Gift Fund, the same will not be paid to or distributed to any Member of the Company but will be given or transferred to an organization which:
- 16.3.1 has objectives or purposes similar to those of the Company;
 - 16.3.2 is a fund, authority or institution recognised as a public benevolent institution or health promotion charity under the *Income Tax Assessment Act 1997*; and
 - 16.3.3 prohibits, under the rules of the organization, the distribution of its income and property amongst its Members to an extent at least as great as the Company;
- but in no circumstances will any assets or property whatsoever be paid or distributed to any Member or Director of the Company.

17 Gift fund

Establishment

- 17.1 The Company may establish a Gift Fund called the Gippsland Lakes Complete Health Gift Fund to advance the principal purpose of the Company:
- 17.1.1 to which gifts of money or property for that purpose are to be made;
 - 17.1.2 to which any money received by the Company because of such gifts is to be credited; and
 - 17.1.3 that does not receive any other money or property.
- 17.2 The Company must maintain sufficient documents to provide evidence of the Gift Fund's purpose and operations.

Application

- 17.3 The Company must use the following funds only for the principal objects and purpose of the Company:
- 17.3.1 gifts made to the Gift Fund; and
 - 17.3.2 any money received because of such gifts, including interest on the Gift Fund.
- 17.4 In the event of:
- 17.4.1 the closure of the Gift Fund; or
 - 17.4.2 the Company's or, if applicable the Gift Fund's endorsement as a deductible gift recipient under the *Income Tax Assessment Act 1997* being revoked,
- the Company must transfer any surplus assets of the Gift Fund to a fund, authority or institution endorsed by the Commissioner of Taxation as a deductible gift recipient under the *Income Tax Assessment Act 1997* and which also prohibits, under the rules of recipient organization, the distribution of any surplus assets to its members to at least the same extent as the Company.

18 Definitions and Interpretation

Definitions

- 18.1 In this Constitution the following definitions apply:
- 18.1.1 **ACNC** means the Australian Charities and Not-for-profits Commission.
 - 18.1.2 **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) and regulations.
 - 18.1.3 **Act** means the *Corporations Act 2001* and regulations.
 - 18.1.4 **Annual General Meeting** means the annual general meeting of the Company convened pursuant to clause 12.

- 18.1.5 **Associate Member** means a natural person over the age of 18 who has been admitted as an Associate Member of the Company, and who has undertaken in his/her application to contribute the amount specified in clause 1.2.
- 18.1.6 **Board** means the Board of Directors of the Company.
- 18.1.7 **Casual Vacancy** means a vacancy in the office of a Director or an Office Bearer.
- 18.1.8 **Chairperson** means the person elected to that office.
- 18.1.9 **Chairperson Finance and/or Audit** means the person(s) appointed to that position.
- 18.1.10 **Chief Executive Officer** means the person appointed to or who is acting in that position.
- 18.1.11 **Client** means a natural person who receives or has received a service from the Company or its Predecessor.
- 18.1.12 **Commissioner of Taxation** means the Commissioner of Taxation or a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the *Income Tax Assessment Act 1997*.
- 18.1.13 **Company** means Gippsland Lakes Complete Health.
- 18.1.14 **Company Secretary** means the person appointed to that office.
- 18.1.15 **Community Health Service** means an institution which delivers holistic and integrated health services based on a social model of health, and on a not for profit basis.
- 18.1.16 **Constitution** has the meaning in clause 18.3.
- 18.1.17 **Corporate Member** means a business, organisation or other legally constituted body that has been admitted as a Corporate Member of the Company and that has undertaken in its application to contribute the amount specified in clause 1.2.
- 18.1.18 **Director** means a person elected or appointed to the Board and includes a person who is chosen to fill a casual vacancy.
- 18.1.19 **General Meeting** means the Annual General Meeting or a general meeting.
- 18.1.20 **Gift Fund** means the fund established pursuant to this Constitution.
- 18.1.21 **Governance Standards** means the standards referred to in section 45-10 of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and prescribed in the regulations made under that Act.
- 18.1.22 **Life Member** means a natural person who as a result of making a significant and sustained contribution to the Company, has been offered membership of that type by a majority vote of the Directors and has accepted that offer, and who has undertaken in his/her application to contribute the amount specified in clause 1.2.
- 18.1.23 **Local Community** means East Gippsland.

- 18.1.24 **Member** means a member of the Company.
- 18.1.25 **Office Bearer** means the Chairperson, Vice Chairperson, Secretary or other Members of the Board elected to office.
- 18.1.26 **Officer** means a person defined as an officer in the Act.
- 18.1.27 **Performance Standards** means the performance standards to be met by registered community health centres as determined by the Minister pursuant to Part 3 of the *Health Services Act 1988* (Vic).
- 18.1.28 **Predecessor** means the body registered under the Associations Incorporation Act 1981 which became the Company.
- 18.1.29 **Poll** means a method of determining whether a resolution is carried or lost and may be conducted by way of show of hands or secret ballot or by division.
- 18.1.30 **Register** means the register of Members.
- 18.1.31 **Special Resolution** means a resolution in respect of which the Act imposes special requirements for notice and voting.
- 18.1.32 **Vice Chairperson** means the person elected to that office.
- 18.1.33 **Voting Member** means a natural person over the age of 18 who has been admitted as a Voting Member of the Company under this Constitution, and who has undertaken in his/her application to contribute the amount specified in clause 1.2.

Interpretation

- 18.2 In this Constitution, unless the context otherwise requires:
 - 18.2.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this Constitution.
 - 18.2.2 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
 - 18.2.3 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.
 - 18.2.4 An expression importing a natural person includes any Company, trust, partnership, joint venture, association, body corporate or public authority.
 - 18.2.5 A reference to dollars or \$ means Australian dollars.
 - 18.2.6 References to the word 'include' or 'including' are to be construed without limitation.
 - 18.2.7 A reference to a time of day means that time of day in the place where the Office is located.

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

References to the Constitution

- 18.3 A reference to the Constitution means this Constitution as amended.

Replaceable rules

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

Application of ACNC Act and Corporations Act

- 18.5 While the Company is a registered charity, the ACNC Act and the Act override any clauses in this Constitution which are inconsistent with those Acts.
- 18.6 If the Company is not a registered charity (even if it remains a charity), the Act overrides any clause in this Constitution which is inconsistent with that Act.
- 18.7 A word or expression that is defined in the ACNC Act or the Act, or used in those Acts and covering the same subject, has the same meaning as in this Constitution.

Exercise of powers

- 18.8 Except as specifically contemplated to the contrary in this Constitution, the Company may, in any manner permitted by the Act or the ACNC Act, exercise any power, take any action or engage in any conduct or procedure which under the Act or the ACNC Act a company limited by guarantee and/or a registered charity may exercise, take or engage in if authorised by this Constitution.