



Constitution

Central Highlands Healthcare Ltd

A Public Company Limited by Guarantee
ACN 161 700 278



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1 Nature of Company

1.1 Nature

- 1.1.1 The Company is a public company limited by guarantee.
- 1.1.2 The name of the Company is Central Highlands Healthcare Limited.

1.2 Liability of Members

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

2 Objects

2.1 Objects

- 2.1.1 The objects of the Company are to benefit the health and welfare of the community in the Central Highlands Region who have a need for health and associated services by reason of youth, infirmity or disablement, poverty or social or economic circumstances or sickness through the following:
 - a) be a centre of high quality and accessible health care by providing patients with well flexible multidisciplinary patient-centred care in the Central Highlands Region through:
 - (i) integrating local programmes and initiatives;
 - (ii) encouraging and facilitating integration across primary health care organisations, tertiary health care and the community;
 - (iii) creating pathways between existing and future public and private sector health-related services;
 - (iv) creating an environment for the efficient and effective use of information technology to facilitate better health outcomes;
 - b) support the current and future primary care workforce to provide health care to aid in the prevention and control of disease which encompasses, amongst other things:
 - (i) providing a working environment and conditions which attract and retain a strong workforce particularly general practitioners to increase the amenity of the Central Highlands Region;
 - (ii) providing training; and

- (iii) providing opportunities to increase the number of general practitioners and other health professionals within the Central Highlands Region;
- c) respond to local community needs and priorities, including the needs of Aboriginal and Torres Strait Islander and other cultural and linguistically diverse people;
- d) provide accessible, culturally appropriate and affordable care to patients;
- e) provide support for preventive care and control of disease which encompasses:
 - (i) diagnosis and treatment;
 - (ii) integrating programs and initiatives for the benefit of the community;
 - (iii) providing a multidisciplinary practice;
 - (iv) providing affordable care via bulk-billing and similar practices; and
 - (v) providing education regarding healthy lifestyles; and
- f) as a Deductible Gift Recipient, seek donations and funding from the public and all levels of government to fund the activities of the Company.

3 Membership

3.1 Membership

3.1.1 Membership of the Company comprises:

- a) the Member identified in the application for incorporation of the Company to ASIC; and
- b) such other persons as apply for and are admitted to membership under clauses 3.3.1 to 3.5.2.

3.2 Limitation of Membership

3.2.1 The number of Members is unlimited

3.3 Becoming a Member

3.3.1 To be eligible for membership, Members shall have an interest in the health and wellbeing of people living in the Central Highlands Region of Central Queensland, which may include the following areas of skills or knowledge:

- Healthcare
- Primary Health Care
- Training and teaching of health professionals
- Leadership
- Health related research
- Healthcare business planning and development
- Healthcare volunteering
- Community based health and social services
- Communications
- Community Engagement
- Health Business Management
- Health promotion and illness prevention
- Health Marketing
- Fundraising
- Arts in Health
- Local industry
- Local Government
- Environmental organisations
- Community service groups
- Indigenous organisations
- Schools

3.3.2 Members should be willing to promote the activities of Central Highlands Healthcare to their networks.

3.4 Classes of Members

3.4.1 The membership of the organisation shall consist of the following classes of Members.

- Stakeholder Membership

Stakeholder Membership is open to groups, businesses and organisations which have an interest in the objects of Central

Highlands Healthcare including incorporated associations and local government

- Associate Membership

Associate Membership is open to individual persons who are willing to support and further the interests of Central Highlands Healthcare.

- Life Membership

Life membership is conferred on individuals by the Board in recognition of services to the company.

3.5 Applications for membership

3.5.1 Applications for membership of the organisation must be made in writing and be signed by the applicant.

The Board will consider each application for membership at the next Board meeting after the application is received.

In order to be accepted for admission to membership the applicant must:

- complete and lodge an application for membership in the form and manner, and providing such supporting information, as may be from time to time prescribed by the Board;
- at the time of lodging the application for membership, pay the Application Fee (if any) and the Membership Fee (if any);
- demonstrate to the satisfaction of the Board that it is supportive of or has a bona fide interest in the achievement of the objects of the Company; and
- fulfils all other requirements of this Constitution in respect of admission to membership.

Membership is conferred after a resolution by the Board

Members may be refused Membership, Membership renewal and have their membership revoked if they act contrary to the interests of the organisation. If the Board decides to terminate the membership, the secretary must give the member a written notice of the decision within one month of the decision being made.

Membership is not transferable. A Member's rights, privileges and benefits of membership are personal to the member and membership of the Company is not transferable, other than by operation of law.

Members must be willing to promote the activities of Central Highlands Healthcare to their networks.

- 3.5.2 Following admission of a new Member, the Secretary must promptly:
- a) notify the Member in writing of the admission to membership and issue a receipt for any Application Fee paid by the Member on account of the application for membership, issue a certificate of membership; and
 - b) cause the required details to be entered in the membership register.

3.6 Members' Rights and Obligations

- 3.6.1 The Members agree to be bound by the provisions of this Constitution and the By-laws.
- 3.6.2 For so long as a Member abides by the provisions of this Constitution, it will enjoy the rights and privileges of Membership pursuant to this Constitution and the Act.
- 3.6.3 Members of the Company have the rights to:
- a) receive notices of, attend and be heard at any general meeting of the Members; and
 - b) vote at any properly convened general meeting of the Members; and
 - c) cast a vote in any properly held postal ballot.

3.7 Register of Members

- 3.7.1 A Register of the Members must be kept in accordance with the Act.
- 3.7.2 The following details must be entered and kept current in the Register in respect of each Member:
- a) the Member's name and address;
 - b) the date on which the entry of the Member's name in the Register is made.
- 3.7.3 The Register must also show the following information, which may be kept separately from the rest of the Register:
- a) the name and address of each person who stopped being a Member within the last seven years; and
 - b) the date on which that person stopped being a Member.
- 3.7.4 The Company may also keep further registers recording other information about Members that is not required to be kept under the Act, including the following details:

- a) the telephone number, facsimile number and email address of the Member;
- b) the full name, address, telephone number, facsimile number and email address of the Member's Representative for that Member;
- c) the date of last payment of the Membership Fee by that Member; and
- d) such other information as the Board may require.

3.7.5 Each Member must notify the Secretary in writing of any change in:

- a) that Member's name, address, telephone number, facsimile number or email address; or
- b) the Member's Representative's address, telephone number, facsimile number or email address;

within one month after the change.

3.8 Application Fee

3.8.1 The Application Fee payable by each applicant for membership is such sum as the Board may prescribe from time to time and, for the avoidance of doubt, may be nil.

3.9 Membership Fee

3.9.1 The annual Membership Fee payable by a Member is such sum as the Board may prescribe from time to time and, for the avoidance of doubt, may be nil.

3.9.2 All Membership Fees are due and payable in advance on 1 July in each year.

3.9.3 If a person applies for Membership after 1 July in any year, the Board may reduce the Membership Fee payable by the applicant in such manner as it thinks fit.

3.9.4 If a Member fails or declines to pay the Membership Fee for two months after it becomes payable:

- a) the Board may resolve to give a notice of default to the Member;
- b) if the Member fails or declines to pay all arrears within one month after receiving the notice of default, the Member:
 - (i) remains liable for all the obligations and liabilities of Membership; but
 - (ii) ceases to be entitled to any of the rights or privileges of Membership;

- c) if the Member pays all arrears at any time prior to its removal from Membership under clause, the Board may, in its absolute discretion, resolve to reinstate the Member's rights and privileges of membership.

4 Cessation of Membership

4.1 Resignation from Membership

- 4.1.1 A Member may resign from Membership by giving written notice to the Secretary.
- 4.1.2 The resignation takes effect from the date of receipt by the Secretary of the notice of resignation, or such later date as may be stated in the notice.
- 4.1.3 A Member's liability to the Company for any fees or other moneys in arrears at the date of its resignation from membership continues until discharged by payment.

4.2 Other cessation of Membership

- 4.2.1 A Member will be invited to renew annually and failure to respond within thirty days will trigger a cessation of membership.
- 4.2.2 A Member otherwise ceases to be a Member if the Member becomes insolvent, is dissolved or de-registered, merges with another entity or otherwise ceases to exist.

5 No profits for Members

5.1 No profits for Members

- 5.1.1 Subject to clauses 5.1.2 and 5.1.3, all of the assets and income of the Company must be applied solely in the promotion and furtherance of the objects of the Company and no portion may be distributed, directly or indirectly, to any Member or officers of the Company and not in contravention of any agreement under which public funding has been provided to the Company.
- 5.1.2 Nothing in clause 5.1.1 prevents the payment, in good faith, of proper remuneration of an amount calculated on arms-length terms, in respect of:
 - a) remuneration payable to an employee of the Company, who is also a Member's Representative, for services rendered to the Company; or
 - b) goods or services supplied to the Company by a Member in the ordinary and usual course of the Member's business.

- 5.1.3 For the avoidance of doubt, nothing in clause 5.1.1 prevents the distribution of government grant moneys to Members where the grant is expressly given on the basis that the moneys be used for a category of persons which may include persons who are also Members, or where such grant moneys are unspent, returning same to the grantor of the moneys.

6 General meetings of Members

6.1 Annual General Meetings

- 6.1.1 The Company must hold an AGM at least once in each calendar year and within six months after the end of its financial year.

6.2 Convening of general meetings

- 6.2.1 The Chairperson or any three or more Directors or at least 75% of the Members may at any time request the Secretary to convene a general meeting of the Members and the Secretary must comply with all such requests.

6.3 Notice of general meetings

- 6.3.1 Notice of every general meeting must be given to every Member, Director and auditor for the time being (if any) of the Company. No other person is entitled to receive notices of general meetings.
- 6.3.2 Notice of a general meeting of the Members:
- a) must be given to each Member at least 21 days before the meeting;
 - b) may be given by any form of communication permitted by the Act; and
 - c) must specify the place, the day and the hour of meeting, the general nature of the business to be transacted and any other matters as required by the Act.
- 6.3.3 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.

6.4 Quorum at general meetings

- 6.4.1 A quorum for the purposes of a general meeting of Members is 10 members.
- 6.4.2 Members are present for quorum purposes whether present by their Member's Representative or by proxy.

- 6.4.3 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chair:
- a) if the meeting was convened by or on the requisition of Members, it must be dissolved; or
 - b) in any other case 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 Board.
- 6.4.4 If the meeting is adjourned to another time and place determined by the Board, then notwithstanding clause 6.6.4, 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.
- 6.4.5 If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

6.5 Chair of general meetings

- 6.5.1 The Board Chairperson or, in his or her absence, the Deputy Chairperson (if any) will preside as chair at every general meeting of Members (refer Section 10).
- 6.5.2 If for any reason there is not then a Chairperson nor a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the meeting to start, the Directors who are present must select one of their number to chair the meeting.
- 6.5.3 The Chairperson of a general meeting may, in his/her discretion, expel any person from a general meeting if the Chairperson reasonably considers that the person's conduct is inappropriate.
- 6.5.4 The Chairperson of a general meeting is not entitled to a second or casting vote on any resolution, whether by show of hands or on a poll.

6.6 Adjournment of general meetings

- 6.6.1 The Chairperson may with the consent of any meeting at which a quorum is present, and must if so directed by 50% or more of those Members present at the meeting, adjourn the meeting to another time and another place.
- 6.6.2 The only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 6.6.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

- 6.6.4 When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

6.7 Cancellation of general meetings

- 6.7.1 The Board may cancel a general meeting, other than a general meeting which the Board is required to hold under the Act or a meeting requested by Members in accordance with clause 6.2.1, 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 the notice of meeting.

6.8 Postal ballots

- 6.8.1 Notwithstanding any other provision, to the extent permitted by law, a resolution of the Members decided by postal ballot conducted in accordance with this Constitution is as valid and effective as if it had been passed at a meeting of the Company duly called and constituted.
- 6.8.2 A postal ballot may be held by electronic means.
- 6.8.3 All postal ballots must be held in such a manner as to provide a reasonable opportunity for the Members to cast a vote and otherwise in the manner prescribed by the Board from time to time in By-laws promulgated by the Board.

6.9 Voting at general meetings

- 6.9.1 At a general meeting, a resolution put to the vote of the meeting must be decided by a majority vote of the Members present or represented and entitled to vote at the meeting.
- 6.9.2 If the votes for two or more candidates on the election of Elected Directors are equal (and the position is the only or the last vacancy to be filled) the election shall be decided by the drawing of lots and the successful candidate shall be the first person drawn out of the lot.

6.10 Show of hands

- 6.10.1 All resolutions put to the vote of a general meeting of Members, which have not already been decided by postal ballot under this Constitution, must be decided on a show of hands unless a poll is demanded in accordance with clause 6.11.1.
- 6.10.2 On a show of hands, every Member present in person (by Member's Representative) has one vote. For the avoidance of doubt, a Member present by proxy does not have a vote on a show of hands.
- 6.10.3 On a show of hands, a declaration by the Chairperson that a resolution has 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.

6.11 Poll

- 6.11.1 A poll may be demanded in respect of a resolution at a general meeting by the Chairperson or at least three Members present and entitled to vote on the resolution:
- a) before the vote on that resolution is taken;
 - b) before the result is declared on a show of hands; or
 - c) immediately after the result is declared on a show of hands.
- 6.11.2 On a poll, every Member present in person (by Member's Representative) or by proxy has one vote.
- 6.11.3 If a poll is duly demanded, it must, subject to clause 6.11.3, be taken either at once or after an interval as determined by the Chairperson and otherwise in such manner as the Chairperson directs.
- 6.11.4 A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- 6.11.5 The result of the poll is the resolution of the meeting at which the poll is demanded.

7 Stakeholder Member's Representatives

7.1 Stakeholder Member's Representatives

- 7.1.1 Members who are organisations must, by notice in writing to the Board, appoint an individual as a representative to exercise all or any of the rights of the Stakeholder Member under this Constitution or otherwise at law.
- 7.1.2 The appointment may be a standing one.
- 7.1.3 The appointment may set out restrictions on the Stakeholder Member's Representative's powers.
- 7.1.4 If the appointment is to be by reference to a position held, the appointment must identify the position.

8 Proxies

8.1 Proxies

- 8.1.1 A person attending a general meeting as a proxy is deemed to have all the powers of the relevant Stakeholder Member, except where expressly stated to the contrary in this Constitution or the Act.

8.2 Appointment of proxies

- 8.2.1 A Stakeholder Member may appoint any person from within their organisation as its proxy to attend and vote in its place at a general meeting should the nominated representative not be available.
- 8.2.2 A Stakeholder Member may appoint the Member's Representative of another Stakeholder Member as its proxy to attend and vote in its place at a general meeting.
- 8.2.3 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Stakeholder Member appointing the proxy.
- 8.2.4 The document appointing the proxy specifies the issues and manner in which the proxy may vote.
- 8.2.5 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

8.3 Verification of proxies

- 8.3.1 Notwithstanding any other provision, a proxy is invalid unless the following provisions are fulfilled:
- a) each Stakeholder Member appointing a proxy must send or deliver to the Company, for receipt by 5:00pm on the third business day before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
 - (i) the document appointing the proxy; and
 - (ii) if the appointment is signed by the Stakeholder Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.
 - b) The required documents must be either sent or delivered to the Board Secretary at board.secretary@chhealth.com.au and marked to the attention of the relevant person, as specified for that purpose in the notice convening the meeting.

9 Board of Directors

9.1 Board of Directors

- 9.1.1 The governance of the Company is the responsibility of the Board of Directors duly selected and appointed under and in accordance with this Constitution.
- 9.1.2 The Directors may exercise all of the powers of the Company which are not, by the Act or by this Constitution, required to be exercised by the Members in a general meeting.

9.2 Number of Directors

- 9.2.1 The number of Directors of the Company must be a minimum of four and a maximum of nine, comprising:
- a) a majority of Elected Directors; and
 - b) up to three Appointed Directors.
- 9.2.2 The Company may, by ordinary resolution of its Members, increase or decrease the minimum or maximum number of Directors (provided that the minimum must not fall below three as required by the Act) and may also determine in what rotation the Directors elected or appointed as the result of any such alteration are to go out of office.
- 9.2.3 If the number of Directors falls below the minimum number prescribed by this Constitution, the continuing Director or Directors may continue to act, but only for the purposes of:
- a) appointing additional Directors to the minimum number prescribed by this Constitution; or
 - b) convening a general meeting of the Company.

9.3 Directors' eligibility

- 9.3.1 A person is only eligible for election or appointment as a Director if
- a) the person is not a direct employee of the Company; and
 - b) would be eligible for Associate Membership

9.4 Elected Directors

- 9.4.1 An Elected Director is elected as follows:
- a) any Member may nominate an Associate Member to be elected as a Director;

- b) the nomination must be in the form prescribed by the Board and given to the Board in the manner and within the time prescribed by the Board;
- c) a list of the names of all candidates who are eligible for election under clause 9.3, including the name of the Member who nominated the candidate, must be provided to all Members at least seven days before the AGM at which the election is to be held; and
- d) at the AGM, each Member may vote for such number of candidates as there are vacant positions of Elected Directors on the Board.

9.4.2 Each Elected Director will serve a term of up to four years commencing from the AGM at which the person was elected, but is eligible for re-election or re-appointment if not disqualified by law or by this Constitution from being re-elected or re-appointed.

9.5 Appointed Directors

9.5.1 The Board may, in its discretion, appoint up to a maximum of three Appointed Directors.

9.5.2 If a casual vacancy arises in the office of a Director or an Elected Director, the Board may appoint a person to fill the casual vacancy to fill the remainder of the term of the Director no longer in office. All the responsibilities associated with the Director may transfer.

9.5.3 In appointing a Director under clause 9.5.1, the Board must:

- a) have regard to the desired skills and other competencies which will assist the Board in discharging its role and functions in view of the skills and other competencies brought to the Board by the Directors then already on the Board.

9.5.4 Subject to compliance with section 201H(3) of the Act with respect to confirmation of appointment of Directors, each Appointed Director will serve for a term of four years, or such lesser period as the Board may determine, but is eligible for re-election or re-appointment if not then disqualified by law or by this Constitution from being reappointed.

9.6 Retirement from office

9.6.1 A Director may retire from office by giving written notice to the Company.

9.6.2 The retirement takes effect from the date of receipt by the Company of the notice of retirement, or such later date as may be stated in the notice.

9.7 Vacation of office

- 9.7.1 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:
- a) becomes an insolvent under administration;
 - b) 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;
 - c) is prohibited from being a Director under the Act; or
 - d) is absent, without the prior written consent of the Board, from:
 - (i) at least three consecutive Board meetings; or
 - (ii) at least four Board meetings over a consecutive period of 12 months; and
 - (iii) the Board, in its absolute discretion, resolves that the Director should vacate his or her office.

10 Chairperson and Deputy Chairperson

10.1 Chairperson and Deputy Chairperson

- 10.1.1 At the first Board meeting after each AGM, the Board must elect a Director as Chairperson and may elect another Director as Deputy Chairperson.
- 10.1.2 If the votes for two or more candidates on the election of Chairperson and Deputy Chairperson are equal (and the position is the only or the last vacancy to be filled) the election shall be decided by the drawing of lots and the successful candidate shall be the first person drawn out of the lot.
- 10.1.3 The Chairperson or, in his or her absence, the Deputy Chairperson (if any) will preside as chair at every Board meeting.
- 10.1.4 If for any reason there is not then a Chairperson nor a Deputy Chairperson, or neither of them is present at the time nominated for the meeting to start, the Directors who are present and entitled to vote at the meeting must select one of their number to chair the meeting.
- 10.1.5 The Chair of a Board meeting does not have a second or casting vote.

11 Directors' remuneration

11.1 Remuneration

- 11.1.1 Directors are entitled to be remunerated for their role as Directors provided that such fees are approved annually in advance by the members.
- 11.1.2 The Directors are entitled to be paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in execution of their duties as Directors.

12 Directors' interests

12.1 Conflicts of Interest Policy

- 12.1.1 The Board must agree from time to time in writing on its policy for the regulation of conflicts of interest.

12.2 Declaration of Interests

- 12.2.1 Subject to rule 12.2.2, a Director who has a material or personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of:

- a) the nature and extent of the interest; and
- b) the relation of the interest to the affairs of the Company

at a Board meeting as soon as practicable after the Director becomes aware of his or her interest in the matter.

At the Annual General Meeting the Secretary must make available the Register of Board Directors Interests for members to scrutinise upon request.

- 12.2.2 A Director does not need to give notice of an interest under rule 12.2.1 if:

- a) the interest arises in relation to the Director's remuneration as a Director of the company;
- b) the interest relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Company;
- c) all of the following apply:

- (i) the Director has already given notice of the interest under rule 12.2.1 or 12.2.3;

- (ii) the notice has also been given to each new Director elected or appointed after the giving of the notice, as soon as practicable following that Director's election or appointment; and
- (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice.

12.2.3 A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest at any time. The notice must:

- a) give details of the nature and extent of the interest; and
- b) be given:
 - (i) at a Board meeting (either orally or in writing); or
 - (ii) to all the other Directors individually in writing and tabled at the next Board meeting.

12.3 Voting by interested Directors

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

- a) be present while the matter is being considered at the meeting; or
- b) vote on the matter,

unless:

- c) the interest does not need to be disclosed under rule 12.2.2a) or 12.2.2b);
- d) the Directors who do not have a material personal interest in the matter have passed a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - (ii) states that those Directors are satisfied that the interest should not disqualify the interested Director from voting or being present.

12.3.2 If there are not enough Directors to form a quorum for a Board meeting because of rule 12.3.1, one or more of the Directors (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

13 Proceedings of directors

13.1 Convening of Board meetings

- 13.1.1 The Board must meet not less than four times per year, but otherwise as necessary to fulfil the Board's functions and discharge the Directors' duties.
- 13.1.2 The Chairperson or the Deputy Chairperson or any other two Directors may request the Secretary to convene a Board meeting at any time and the Secretary must comply with such request.
- 13.1.3 A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- 13.1.4 The Directors may otherwise regulate their meetings as they think fit.

13.2 Notice of Board meetings

- 13.2.1 Notice of each Board meeting must be given to each Director at least 48 hours before the meeting, or otherwise as determined by resolution of the Board, except:
 - a) it is not necessary to give a notice of a Board meeting to a Director who is out of Australia or who has been given the Board's written approval to be absent from Board meetings; and
 - b) all Directors entitled to notice of a particular meeting may, in writing, waive the required period of notice for that meeting.

13.3 Quorum at Board meetings

- 13.3.1 A quorum for the purposes of a Board meeting is a simple majority of the Board as then constituted.

13.4 Resolution in writing

- 13.4.1 A resolution in writing signed by all Directors, excluding Directors who have been given the Board's written approval to be absent from Board meetings, is to be treated as a determination of the Board passed at a meeting of the Board duly convened and held.
- 13.4.2 A resolution in writing may consist of several documents in like form, each signed by one or more Directors. If so signed, the resolution takes effect on the latest date on which a Director signs one of the documents.
- 13.4.3 In relation to a resolution in writing:

- a) a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and
- b) a document bearing a facsimile of a signature is to be treated as signed.

14 Committees

14.1 Committees

14.1.1 The Board may form one or more Committees which must:

- a) operate in accordance with terms of reference approved by the Board;
- b) comprise such Directors as determined by the Board from time to time; and
- c) be chaired by one of the Directors or such other person as designated by the Board from time to time.

14.1.2 The Board may, upon terms and conditions and with any restrictions it sees fit, delegate any of its powers, except this power to delegate, to a Committee.

14.1.3 A Committee must, as far as practicable, conduct its meetings and proceedings in accordance with the provisions of this Constitution as if they were meetings and proceedings of the Board.

14.1.4 The Board may at any time terminate a Committee or revoke or vary any of the powers delegated to it.

15 Reference Groups

15.1 Reference Groups

15.1.1 The Board may establish, modify or terminate the existence of one or more Reference Groups which must:

- a) operate in accordance with all lawful directions of the Board, including terms of reference approved by the Board;
- b) comprise such persons as determined by the Board from time to time; and
- c) be chaired by such person designated by the Board from time to time.

15.1.2 The Board must ensure that each Reference Group:

- a) consists of persons with skills and/or experience relevant to its role; and
- b) is provided with sufficient resources to enable it to carry out its role.

15.1.3 The Board or Board Committee must not delegate any of its powers to a Reference Group.

15.1.4 A Reference Group must, as far as practicable, conduct its meetings and proceedings in accordance with the provisions of this Constitution as if they were meetings and proceedings of the Board.

16 Validity of acts

16.1 Validity of acts

16.1.1 All acts done by the Board, a Committee or a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person as Director or Committee member or that all or any of the Directors or Committee members were disqualified or not entitled to vote.

17 Minutes

17.1 Minutes

17.1.1 The Board must cause minutes of all proceedings of general meetings, Board meetings, Committee meetings and Reference Group meetings to be:

- a) Prepared, stored and be available;
- b) signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting (other than written resolutions under clause 13.4.1);

within one month after the meeting.

18 Chief Executive Officer

18.1 Chief Executive Officer

18.1.1 The Board may appoint any person including a Director to the act in a temporary capacity of CEO of the Company until a more permanent arrangement can be made.

18.1.2 The Board may appoint a person to the positions of CEO and at any time terminate or vary the appointment. If the Board appoints a

Director, the Director must retire either temporarily or on a permanent basis.

18.1.3 The Board may determine the terms and conditions of appointment of the CEO, including remuneration.

18.1.4 The Board may at any time revoke or vary the powers delegated to the CEO by approving an amendment to the Corporate Governance Manual.

18.1.5 If the CEO becomes incapable of acting in that capacity, the Board may appoint any person to act temporarily as CEO until the position can be permanently filled.

19 Secretary

19.1 Secretary

19.1.1 The Board must appoint a Company Secretary and may at any time terminate the appointment or appointments.

19.1.2 The Board may determine the terms and conditions of appointment of a Secretary, including remuneration.

19.1.3 A Secretary is responsible for carrying out all acts and deeds required by this Constitution or by law to be carried out by the secretary of the Company.

20 By-Laws

20.1 By-Laws

20.1.1 The Board may, by resolution, make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of the Act or this Constitution or generally for the purposes of carrying out the Company's objects, which by-laws are binding on the Members, provided that to the extent of any inconsistency. This Constitution prevails over the by-laws, the Corporate Governance Manual and the Board Terms of Reference which are designed to assist the Board in achieving the stated organisation objectives.

21 Seal and execution of documents

21.1 Seal

21.1.1 If the Company has one, the Board must provide for the safe custody of the Seal.

21.2 Execution of documents

21.2.1 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

- a) two Directors;
- b) a Director and the Secretary; or
- c) a Director and some other person appointed by the Directors for the purpose.

21.2.2 The Company may execute a document without the use of a seal if the document is signed by:

- a) two Directors; or
- b) a Director and a Secretary.

22 Surplus assets on winding up or dissolution

22.1 Surplus assets on winding up or dissolution

22.1.1 Upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities will not be paid to or distributed among the Members, but will be given or transferred to some other institution, organisation or company which has objects similar to the objects of the Company that:

- a) Is eligible for registration under section 149C under the Taxation Administration Act 2001 (QLD) (Act), and
- b) is a Deductible Gift Recipient, if the Company is endorsed as a Deductible Gift Recipient; or
- c) is a Tax Exempt Entity, if the Company is endorsed as a Tax Exempt Entity but not a Deductible Gift Recipient; or prevent the distribution of its income and property at least to the same extent as the Company.

as determined by the Members and with approval of The Commonwealth Department of Health at or before the time of winding up or dissolution of the Company and, in default of any determination, by the Supreme Court of Queensland.

23 Indemnity and insurance

23.1 Indemnity

23.1.1 Every officer and past officer of the Company is indemnified by the Company, to the fullest extent permitted by law, against a liability for

costs and expenses incurred by that person as an officer including without limitation:

- a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; and
- b) in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

23.1.2 Every officer and past officer of the Company is indemnified against a liability incurred by that person as an officer to a person other than the Company or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

23.2 Insurance

23.2.1 The Company may 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, including without limitation, against:

- a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and
- b) other liability incurred by the person as an officer of the Company except a liability which arises from conduct that involves a wilful breach of duty in relation to the Company or a contravention of sections 182, 183 or 184(2) or (3) of the Act.

23.2.2 A Director is not precluded from voting in respect of any contract or proposed contract of insurance only because the contract insures or would insure the Director against liability incurred or potentially incurred by the Director in his or her role as a Director.

24 Records and reports

24.1 Accounts, records and reports

24.1.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of providing accounts and reporting to Members.

24.2 Audit

24.2.1 A registered company auditor must be appointed to the Company.

24.2.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

24.3 Rights of Inspection

24.3.1 Subject to the Act:

- a) the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors;
- b) a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Board; and
- c) despite clause 24.3.1a), the Board may refuse access to a document where the Board, acting reasonably, considers that such access would or would be likely to cause the Company to lose the benefit of any form of evidentiary privilege, including legal professional privilege.

25 Notices

25.1 Persons authorised to give notices

25.1.1 A notice by either the Company or a Member in connection with this Constitution may be given:

- a) on behalf of the Company or Member by a solicitor, Director or Secretary or Member; or
- b) on behalf of a Member by the Member's Representative.

25.1.2 The signature of a person on a notice given by the Company may be written, printed or stamped.

25.2 Method and time of giving notices

25.2.1 In addition to the method for giving notices permitted by law, a notice by the Company or a Member in connection with this Constitution may be given by:

- a) delivering it to the street address of the addressee and is deemed to have been received at the time of delivery;
- b) sending it by prepaid ordinary post (airmail if outside Australia) to the street or postal address of the addressee and is deemed to have been received on the next business day (or fifth business day if sent outside Australia) after posting;
- c) sending it by email to the email address of the addressee and is deemed to have been received when the transmission is complete; or

- d) sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

25.3 Addresses for giving notices

25.3.1 For the purposes of clause 25.2.1:

- a) the address, email or other contact details of a Member are the last details formally notified by the Member to the Company with a request that they be recorded in the Register or the other records of the Company; and
- b) the street and postal address of the Company is the Office and email or other contact details for the Company are as specified in writing by the Company from time to time as lodged with ASIC.

25.4 Proof of giving notices

25.4.1 The sending of a notice by email and the time of the email may be proved conclusively by production of:

- a) a print out of an acknowledgement of receipt of the email or equivalent proof that the email was successfully transmitted.

26 Replaceable rules

26.1 Replaceable rules

26.1.1 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.

27 Interpretation

27.1 References to law

27.1.1 A reference to any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means the amended, re-enacted or replacement legislation.

27.2 References to Constitution

27.2.1 A reference to this Constitution, where amended, means this Constitution as so amended.

27.2.2 A reference to a clause or annexure is a reference to a clause or annexure of this Constitution.

27.3 References to documents

27.3.1 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.

27.4 General

27.4.1 Unless the context otherwise requires a word which denotes:

- a) the singular denotes the plural and vice versa;
- b) any gender denotes the other genders; and
- c) a person denotes an individual and a body corporate.

27.4.2 Where a word or phrase is given a defined meaning, any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

27.4.3 Headings and any table of contents must be ignored in the interpretation of this Constitution.

27.4.4 Except where the context requires otherwise, a reference to a time of day means that time of day in the state or territory in which the Office is situated.

27.4.5 For the purposes of determining the length of a period (but not its commencement) a reference to:

- a) a day means a period of time commencing at midnight and ending 24 hours later; and
- b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.

27.4.6 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.

27.4.7 A provision of this Constitution, except that specifying the time for deposit of proxies with the Company, 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.

27.4.8 A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated.

27.4.9 A reference to 'dollars' or '\$' means Australian dollars.

27.4.10 References to the word 'include' or 'including' are to be interpreted without limitation.

28 Definitions

28.1 Definitions

28.1.1 In this Constitution, except where the context requires otherwise:

- **Act** means the Corporations Act 2001.
- **AGM** means annual general meeting of the Company.
- **Application Fee** means the application fee, if any, from time to time prescribed by the Board under clause 3.8.1.
- **Appointed Director** means a Director appointed under clauses 9.5.1 to 9.5.4.
- **ASIC** means the Australian Securities and Investments Commission.
- **Board** means the board of Directors of the Company.
- **Body corporate** means a corporation, as that expression is defined in the Act, and any other form of organisation, whether or not incorporated, which the Board determines may be treated as a body corporate.
- **By-laws** means by-laws or policies made or adopted under clause 20.
- **Central Highlands Region** means the geographic area shown as hatched on Attachment A or any variation of same as determined by the Federal Government from time to time.
- **CEO** means a person appointed as Chief Executive Officer of the Company under clause 18.
- **Chairperson** means the chairperson of the Board, elected from time to time under clause 10.1.1 and for the purpose of clause 6.5.2 shall include a person selected to chair a general meeting.
- **Committee** means a committee formed by the Board under clause 14.1.1.
- **Company** means Central Highlands Healthcare Ltd.
- **Constitution** means this constitution.

- **Deductible Gift Recipient** has the same meaning as in the *Income Tax Assessment Act 1997*.
- **Deputy Chairperson** means the Deputy Chairperson of the Board, if any, elected from time to time under clause 10.1.1.
- **Director** means a person elected or appointed in accordance with this Constitution to perform the duties of a director of the Company.
- **Elected Director** means a Director elected under clauses 9.4.1.
- **Member** means a person whose name is entered in the Register as a member of the Company.
- **Membership Fee** means the membership fee, if any, from time to time prescribed by the Board under clauses 3.9.1 to 3.9.3.
- **Member's Representative** means, in relation to a Member, the representative of that Member appointed under clause 7.
- **Office** means the registered office of the Company.
- **Reference Group** means a reference group formed by the Board under clause 15.1.1.
- **Register** means the register of Members kept by the Company under the Act.
- **Seal** means the common seal of the Company, if any.
- **Secretary** means a person appointed to perform the duties of secretary of the Company.

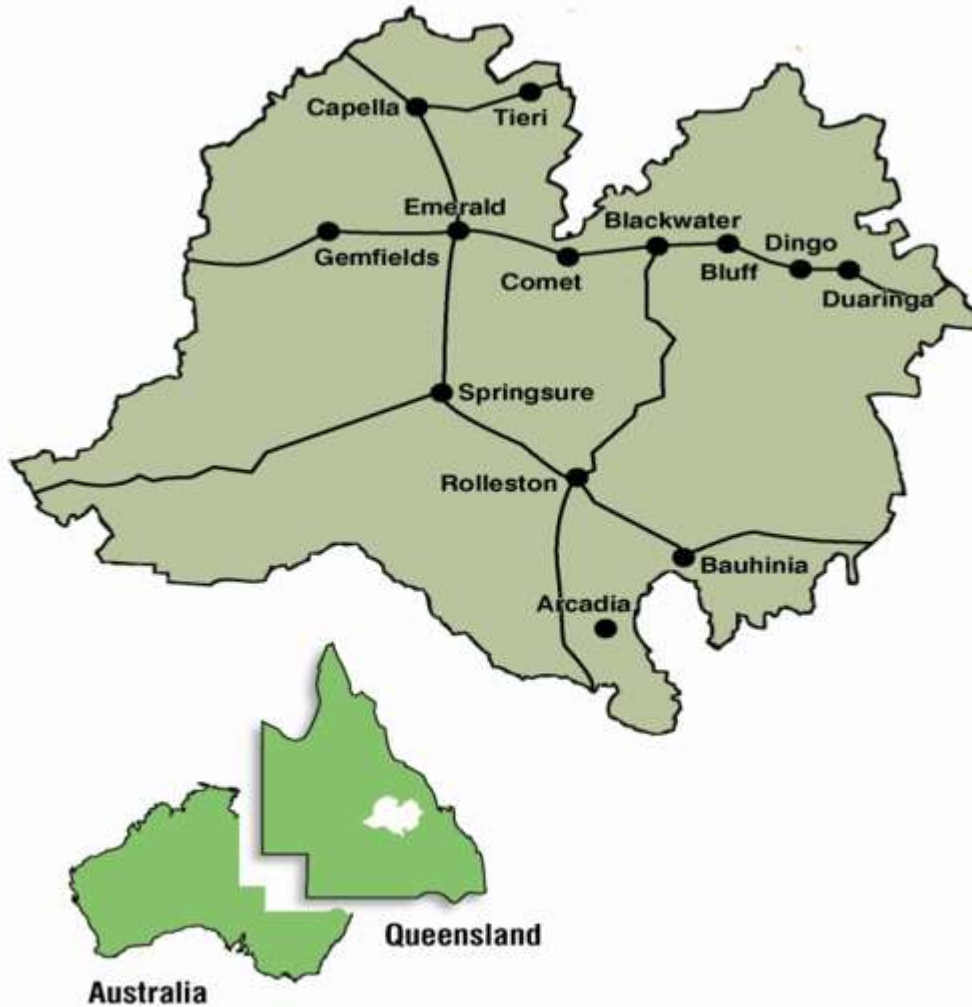
Tax Act means the *Income Tax Assessment Act 1997*

Tax Exempt Entities means entities that are exempt from tax pursuant to Division 50 of the Tax Act.

28.1.2 Except where the context requires otherwise:

- a) an expression used but not defined in this Constitution has the same meaning given in the Act; and
- b) where an expression referred to in clause 28.1.2a) has more than one meaning in the Act and a provision of the Act deals with the same matter as the relevant clause of this Constitution, the expression has the same meaning as in that provision.

Attachment A: Central Highlands Region



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