

Adopted by special resolution of members made **11 December 2017**

Constitution of
North Queensland
Primary Healthcare
Network Limited
A.C.N. 605 757 640

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1 Name of Corporation

The name of the Company is **North Queensland Primary Healthcare Network Limited A.C.N. 605 757 640**.

2 Status of the Constitution

This is the Constitution of the Company. This Constitution displaces the Replaceable Rules, accordingly, none of the Replaceable Rules apply.

3 Definitions

In this Constitution these terms have the following meanings:

ACNC	Australian Charities and Not-for-profits Commission or any replacement or successor body.
Advisory Committee	Committees established by the Board under clause 15.3 .
ASIC	Australian Securities and Investments Commission.
Auditor	The person appointed for the time being as the auditor of the Company (if any).
Auditor General	The meaning given in clause 19.1 .
Board	The Directors of the Company.
Business Day	A day which is not a Saturday, Sunday or bank or public holiday in Queensland.
Bylaws	Rules of operation in respect of the Company, adopted under clause 15.5 .
Company	North Queensland Primary Healthcare Network Limited.
Constitution	The constitution for the time being of the Company as constituted by this document and any resolutions of the Company modifying this document.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A person who is a director for the time being of the Company.
Disease	Any physical or mental ailment, disorder, defect or morbid condition whether of sudden onset or gradual development and whether of genetic or other origin.
Hospital and Health Service	The meaning given in the <i>Hospital and Health Boards Act 2011</i> (Qld).
Member	A person admitted as a Member of the Company under the applicable provisions of clause 7 .

Membership	Being a Member of the Company.
Officer	The meaning given in clause 23.1 .
Primary Health Care	<p>(a) The first level of health care or the entry point to the healthcare system for consumers, with the primary healthcare workforce including community-based general practitioners, dentists, pharmacists, nurses and allied health practitioners; and</p> <p>(b) Socially appropriate, universally accessible, scientifically sound first level care provided by health services and systems with a suitably trained workforce comprised of multi-disciplinary teams supported by integrated referral systems;. .</p>
Register of Members	The register of Members maintained pursuant to the Corporations Act.
Replaceable Rules	The replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act.
Seal	The common seal for the time being of the Company.
Secretary	The person holding office, or performing the functions of, secretary of the Company.
Tax Act	<i>Income Tax Assessment Act 1997 (Cth)</i> .

4 Purpose and objects

4.1 Purpose and Objects

- (a) The sole purpose of the Company is the charitable promotion of the prevention or the control of Disease in human beings, particularly people living in North Queensland.
- (b) Without limiting the purpose in clause 4.1(a), the Company's principal purpose is to work with general practitioners, other Primary Health Care providers, community health services, pharmacists and hospitals in North Queensland to improve and coordinate Primary Health Care across the local health system for patients requiring care from multiple providers.
- (c) The Company will pursue these purposes through:
- (i) improving care coordination to ensure patients receive the right care in the right place at the right time;
 - (ii) identifying the health needs of the North Queensland community through health and other data analysis and community consultation, and identifying service gaps leading to locally focussed and responsive health services;

- (iii) recognising and supporting general practitioners as the cornerstone of primary care to deliver best practice care for improved patient outcomes;
- (iv) supporting the broader role of the involvement of health care clinicians and service providers in all levels of health system planning and policy development through the function of clinical and community advisory councils; and
- (v) facilitating and providing high quality education, research and evaluation and interprofessional learning for general practitioners and health clinicians.

4.2 Income and property to be applied for purpose and objects

- (a) The Company will operate as a not-for-profit entity and the income and property of the Company, however derived, must be applied solely towards the promotion of the purposes and objects of the Company.
- (b) The Company must operate and pursue its purposes and objects and incur expenditure principally in Australia.
- (c) The Company may do other lawful things incidental or conducive to the attainment of the purpose and objects.

4.3 No profit to Members

No part of the income or property of the Company will be transferred directly or indirectly to or amongst the Members.

4.4 Remuneration and reimbursement

Nothing in this Constitution prevents:

- (a) the repayment to any Member of money lent to the Company by that Member, or the payment in good faith of interest at reasonable rates on moneys lent to the Company by a Member;
- (b) the payment of remuneration to any officers, agents, employees or other servants of the Company, in return for services rendered to the Company by that person;
- (c) the payment of remuneration to any Member or to any person in return for services rendered to the Company by that Member or other person;
- (d) the reimbursement or repayment to any Member of out-of-pocket expenses, reasonable and proper charges for plant, equipment or other goods hired by the Company from a Member, payment for goods supplied by a Member in the ordinary and usual course of business, or reasonable and proper rent for premises leased to the Company by a Member.

4.5 Powers of the Company

Under section 124 of the Corporations Act, a company has the legal capacity and powers of an individual.

5 Modification or repeal of this Constitution

5.1 Amendment by special resolution

This Constitution may be modified or repealed only by a special resolution of the Company in a general meeting.

5.2 Date of effect of modification or repeal

Any modification or repeal of this Constitution takes effect on the date the special resolution is passed or any later date specified, or provided for, in the resolution.

5.3 Notification to the ACNC

The Company will notify ASIC or the ACNC (as applicable) of any modification or repeal of this Constitution within 28 days after the date the special resolution referred to in **clauses 5.1 and 5.2**.

6 Member's liability

6.1 Liability to contribute

Subject to this Constitution, each person who is a Member, and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:

- (a) payment of debts and liabilities of the Company;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories among Members.

6.2 Limited liability

The amount that each Member or past Member is liable to contribute is limited to \$10.

7 Members

7.1 Number of Members

The Company must have at least one Member.

7.2 Members

- (a) The Members of the Company are the bodies corporate and/or organisations with a legal identity as the Members admit to Membership from time to time in accordance with this Constitution, after prior consultation with the Board.
- (b) As at the date of adoption of this version of the Constitution the following organisations are Members of the Company:
 - (i) Mackay Hospital and Health Service;
 - (ii) Cairns and Hinterland Hospital and Health Service; and
 - (iii) Torres and Cape Hospital and Health Service;
 - (iv) the Pharmacy Guild of Australia (Queensland Branch);
 - (iv) Australian College of Rural and Remote Medicine;
 - (v) Townsville Hospital and Health Service; and
 - (vi) Northern Aboriginal and Torres Strait Islander Health Alliance.

7.3 Categories of Members

- (a) All Members of the Company as at the date of adoption of this version of the Constitution are ordinary Members and as at that date there are no other classes of membership of the Company.
- (b) New classes of Membership may only be created from time to time with the approval of the Members by special resolution and on establishing a category of Membership, the Members must determine:
 - (i) the eligibility criteria for that category; and
 - (ii) the rights and obligations attaching to Membership of that category.

7.4 Becoming a Member

- (a) A Member must be a body corporate or other organisation with a legal identity.
- (b) A Member (other than an existing Member or a Hospital and Health Service) must be a body corporate and/or organisation with a legal identity that:
 - (i) represents owners of primary healthcare practices, rather than an employee or a contractor of a primary healthcare practice;
 - (ii) is a peak body associated with the health sector or the provision of health services; or
 - (iii) represents consumers of health services in the geographical locations which are within the remit of the Company.
- (c) Potential applicants may be invited by the Members to apply for Membership.
- (d) An application for membership must be made in writing by the applicant to the Members (marked for the attention of the Secretary), be signed by the applicant, and enclose any entrance fee and such documentation as the Members require from time to time.
- (e) The Secretary must provide the application to the Board and Members as soon as practicable after it is received.
- (f) As soon as reasonably practicable after an application for Membership has been received, the Members will meet to vote to accept, subject to conditions, or reject the application, after having first consulted with the Board in accordance with clause 7.2(a). The Secretary will cause the Board to be notified of the resolution of Members as soon as practicable after it has occurred.
- (g) An acceptance of Membership is only valid if it is approved by Members by special resolution at a meeting of Members.
- (h) Subject to the Corporations Act, a person becomes a Member on the registration of that person's name in the Register of Members.
- (i) The persons specified in the application for registration as the persons who consent to become Members are the first Members, and they become Members on the date of the Company's registration of the category specified in the Register.

7.5 Membership fees

The Board may determine, from time to time, the annual Membership fee and entrance fee for each category of Membership (if any). In determining the amount of annual Membership fees and entrance fees, the Board may differentiate:

- (a) if applicable, between categories of Membership; or
- (b) on such other basis as the Board determines.

7.6 Register of Members

The Secretary must maintain a Register of Members setting out:

- (a) the name and address of each Member;
- (b) the date on which each person became a Member;
- (c) the category of Membership for each Member;
- (d) any conditions imposed on the Member's Membership; and
- (e) in respect of each person who has ceased to be a Member, the date on which that person ceased to be a Member.

7.7 Rights of Members are non-transferable

The rights and obligations of a Member and Membership of the Company are personal and are not transferable.

7.8 Cessation of Membership

- (a) Without limiting any other provision of this Constitution, a Member's Membership of the Company will cease if:
 - (i) a Member provides written notice to the Company of its resignation as a Member of the Company. The resignation will be effective on and from the date of receipt of the notice by the Company;
 - (ii) a Member becomes insolvent, has a receiver, receiver and manager, administrator or liquidator appointed, or is wound up. The cessation of Membership will be effective on and from the date of that event;
 - (iii) a Member ceases to meet the criteria for the class of membership held by the Member. The cessation of Membership will be effective on and from the date the Company becomes aware that the Member no longer meets the criteria for the class of membership held by the Member;
 - (iv) the Board determines that a Member has breached this Constitution or acted in a way which is detrimental to the Company or against its objects. The cessation of Membership will be effective on and from the date the Board resolves to terminate the membership.
- (b) Notwithstanding **clause 7.8(a)(ii)**, in the event a Member which is a Hospital and Health Service has an administrator appointed to it under the, *Hospital and Health Boards Act, 2011 (Qld.)* the Membership of that Member will not be automatically terminated but rather will only be terminated due to the appointment of the administrator by subsequent decision of the Board.
- (c) The Company may also terminate a Member's membership of the Company if:

- (i) the Member fails to pay any money owing to the Company, including any entrance fee or membership fee, when due and that money has remained outstanding for more than 30 days from the due date for payment; and
 - (ii) the Company has provided the Member with written notice of the outstanding payment and advised the Member that their membership will be terminated if payment is not received within the 14 days of the date of that notice.
- (c) In the event of a cessation of a Member's Membership of the Company, the Company is not required to refund any entrance or Membership fee paid to the Company by that Member.
- (d) In the event that a Member ceases to be a Member of the Company, that Member's name will be removed from the register of Members within a reasonable time.

7.9 Members Charter

- (a) There shall be a Members Charter setting out the rights and responsibilities of Members, the terms and conditions of which shall be legally binding on each and every Member, regardless of their class of Membership.
- (b) The members may by special resolution amend or vary the terms and conditions of the Members Charter.

8 General meetings

8.1 Director convening a general meeting

Any Director or the Directors may convene a general meeting.

8.2 Meetings requested by Members

- (a) If the Board receives a request from a Member or Members with at least five percent of the votes that may be cast at any general meeting, the Board must cause the Secretary to convene a general meeting within 21 days after the date of receipt of that request.
- (b) The request must detail any proposed resolution, the names of the Members requesting the meeting and be signed by all of the Members making the request. For this purpose, signatures of the Members may be contained in more than one document.
- (c) A general meeting requested by the Members must be held no later than two calendar months after the request is received.

8.3 Notice of general meeting

At least 21 days' notice of a general meeting must be given to the Members entitled to receive notice, the Directors and the Auditor (if any). The notice must:

- (a) state the date, time and place (or places) of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the business to be conducted at the meeting;
- (c) state any proposed resolutions; and

- (d) contain a statement informing the Members of the right to appoint a proxy.

8.4 Notice of resumption of an adjourned meeting

If a general meeting is adjourned for 30 days or more, at least 30 days' notice must be given to the eligible Members, Directors and Auditor of the day, time and place (or places) for the resumption of the adjourned general meeting.

8.5 General meetings at two or more places

A general meeting may be held in one place or two or more places. If a general meeting is held in two or more places, the Company must use technology that gives Members a reasonable opportunity to participate in that general meeting.

8.6 Postponement or cancellation of general meeting

- (a) Subject to this Constitution and the Corporations Act, the Board may change the place (or places) of, postpone or cancel a general meeting.
- (b) If a general meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the general meeting without the consent of the requesting Members.

8.7 Notice of change, postponement or cancellation of meeting

- (a) If the Board changes the place (or places) of a general meeting, notice must be given to each eligible Member and each person entitled to receive notice of the general meeting of the new place (or places) of the meeting.
- (b) If the Board postpones a general meeting, notice must be given to each eligible Member and each other person entitled to receive notice of the new date, time and place (or places) of the general meeting.
- (c) If the Board cancels a general meeting, notice must be given to each person entitled to receive notice of general meetings.

8.8 Omission to give notice relating to general meeting

No resolution passed at or proceedings at any general meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that general meeting;
- (b) any change of place (or places) of that general meeting;
- (c) postponement of that general meeting, including the date, time and place (or places) for the resumption of the adjourned general meeting; or
- (d) resumption of that adjourned general meeting.

9 Proceedings at general meetings

9.1 Quorum

- (a) A quorum at a general meeting is three quarters of the total number of Members entitled to vote, present in person or by proxy. The quorum must be present at all times during the general meeting.
- (b) If a Member has appointed more than one proxy and two or more proxies attend a general meeting, only one proxy will be counted for the purposes of determining whether there is a quorum.

9.2 Lack of quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for a general meeting (or any longer period of time as the chair may allow) or ceases to be present at any time during the general meeting, the general meeting:
 - (i) if convened by a Director or on the request of Members, is dissolved; or
 - (ii) in any other case:
 - (A) is adjourned to be resumed on a day, time and place (or places) as the chair determines or if the chair is not present as the Directors or Director at the meeting may determine; or
 - (B) if the Directors do not so determine, no Director is present or no Director present so determines:
 - (1) the date for the resumption of the adjourned general meeting will be on the same day in the next week;
 - (2) the time for the resumption of the adjourned general meeting will be at the same time as the adjourned meeting; and
 - (3) the place (or places) for the resumption of the adjourned general meeting, will be at the same place (or places) as the adjourned meeting.
- (b) If a quorum is not present within 30 minutes after the time appointed for the resumption of the adjourned general meeting or ceases to be present during the meeting:
 - (i) for meeting was convened at the request of Members, the general meeting is dissolved;
 - (ii) for any other meeting, the Members present in person or by proxy constitute a quorum.

9.3 Chairing general meetings

- (a) If a chair of the Board has been elected, the chair of the Board shall preside as chairman at every general meeting of the Company.
- (b) If the chair of the Board is not present within 10 minutes after the time appointed for a general meeting, or if there is no chair of the Board so elected at that time or the chair of the Board is unwilling or unable to act, the Members present may elect a Director present to chair that general meeting.
- (c) If no Director is elected or if all the Directors present decline to take the chair for the whole or any part of that general meeting, the Members present may elect a Member present to chair for the whole or any part of that general meeting.
- (d) If the Members present do not so elect a chair, the meeting will be adjourned to be resumed on the same day, at the same time and at the same place (or places) in the following week.

9.4 Conduct of general meetings

The chair of each general meeting has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

9.5 Annual general meetings

- (a) The Company must hold its first annual general meeting within 18 months after its registration.
- (b) The Company must hold at least one general meeting every 12 months.

9.6 Business at annual general meetings

The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (a) the consideration of the annual financial report, directors' report and auditor's report;
- (b) the election of Directors;
- (c) the appointment of the auditor; and
- (d) determination of auditor's remuneration.

9.7 Adjournment

- (a) The chair of a general meeting at which a quorum is present may adjourn the general meeting.
- (b) If a majority of the Members present at a general meeting in person or by proxy determine that the meeting should be adjourned, the chair must adjourn the meeting to another date, time and place (or places) determined by the chair.
- (c) No business may be transacted on the resumption of the adjourned general meeting other than the business left unfinished at the adjourned general meeting.

10 Proxies

10.1 Appointment of proxy

- (a) A Member who is entitled to attend and vote at a general meeting of the Company may appoint a person as proxy to attend, speak and vote for that Member.
- (b) An appointment of a proxy under **clause 10.1(a)**:
 - (i) must be in a form approved by the Board;
 - (ii) may be a standing appointment; and
 - (iii) must be received by the Company at least 30 minutes before the general meeting or, as the case may be, the resumption of an adjourned general meeting. For the avoidance of doubt, if a proxy is provided to the Company less than 12 hours prior to the commencement of a meeting, such proxy must be

delivered to the Company by email to the email address nominated by the Company from time to time for receipt of proxies, or by personal delivery to the Secretary.

- (c) A proxy has the same rights as the Member to speak and vote at the general meeting and to demand, or join in demanding, a poll.
- (d) In the event the proxy and the appointor of the proxy are both present in person at the meeting to which the proxy relates, the appointor of the proxy may choose to vote in lieu of the proxy, notwithstanding the prior nomination of the proxy.

10.2 Proxy instruments

- (a) An appointment of a proxy must be in writing and be signed by the Member appointing the proxy or by the duly authorised attorney of the Member and state:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the general meeting at which the proxy may be used, or if the appointment is a standing one, a clear statement to that effect.
- (b) Where a proxy is signed pursuant to a power of attorney, a copy of the power of attorney (certified as a true copy of the original) must be attached to the proxy instrument sent to the Company.
- (c) An instrument appointing a proxy may direct the way in which a proxy is to vote on a particular resolution. If an instrument contains a direction, the proxy must vote as directed in the instrument, and is not entitled to vote on the proposed resolution except as directed in the instrument. If an instrument does not contain a direction, the proxy is entitled to vote on the proposed resolution as the proxy considers appropriate.
- (d) If a proxy is appointed to vote on a particular resolution by more than one member, that proxy:
 - (i) may vote on a show of hands in the same way if each instrument appointing the proxy directs the proxy to vote in the same way or does not direct the proxy how to vote;
 - (ii) may not vote on a show of hands unless each instrument appointing the proxy and directing the proxy to vote in a particular way directs the proxy to vote in the same way.

10.3 Proxy to be received by Company

The instrument appointing a proxy is not effective unless it is received, together with any additional documentation, including a copy of the power of attorney (certified as a true copy of the original), by the Company at least 30 minutes before the general meeting or, as the case may be, the resumption of an adjourned general meeting, at any of the following:

- (a) personal hand delivery to the Secretary;
- or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of the general meeting.

10.4 Power to demand poll

A proxy may demand, or join in demanding, a poll.

10.5 Revocation of proxy

The appointment of a proxy may be revoked by the Member who appointed the proxy by notice to the Company from the Member or, as the case may be, the duly authorised attorney of the Member, stating that the appointment of a proxy is revoked or by appointing a new proxy.

10.6 Validity of votes of proxy

A vote cast by a proxy will be valid unless before the start of a general meeting (or, in the case of an adjourned or postponed general meeting, not less than 48 hours before the resumption of the adjourned or postponed general meeting) at which a proxy votes:

- (a) the Member who appointed the proxy ceases to be a Member; or
- (b) the Company receives notice of:
 - (i) the revocation of the instrument appointing the proxy;
 - (ii) the appointment of a new proxy; or
 - (iii) the revocation of any power of attorney under which the proxy was appointed.

10.7 No liability

The Company is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly is not liable if those directions are not complied with.

11 Corporate representatives

11.1 Appointment

- (a) If a Member is a body corporate or an organisation with a legal identity, it may appoint a natural person as its corporate representative to exercise on its behalf any or all of the powers it may exercise:
 - (i) at meetings of the Members;
 - (ii) at meetings of creditors or debenture holders; or
 - (iii) relating to resolutions to be passed without meetings.
- (d) The appointment of a corporate representative may be a standing one.

11.2 Authority to act as corporate representative

- (a) An appointment of a corporate representative must be in writing and be signed by the body corporate appointing the representative and state:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the representative's name or the name of the office held by the representative; and
 - (iv) the general meeting at which the representative may act, or if the appointment is a standing one, a clear statement to that effect.

- (b) The instrument appointing the corporate representative may restrict the exercise of any power.

11.3 Instrument to be received by Company

- (a) An instrument purporting to appoint the corporate representative is not valid unless it is received by the Company at least 48 hours before the general meeting or, in the case of an adjourned meeting, at least 48 hours before the resumption of an adjourned general meeting.
- (b) An instrument appointing a corporate representative must be received by the Company at any of the following:
 - (i) the registered office;
 - (ii) a facsimile number at the registered office; or
 - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of the general meeting.

11.4 Revocation and appointment of corporate representative

The appointment of a corporate representative may be revoked by the Member who appointed the corporate representative by notice to the Company from the Member stating that the appointment of the corporate representative is revoked or by appointing a new corporate representative.

11.5 Validity of votes of corporate representative

A vote cast by a corporate representative will be valid unless before the start of the general meeting (or, in the case of an adjourned or postponed general meeting, not less than 48 hours before the resumption of the adjourned or postponed general meeting) at which a corporate representative votes:

- (a) the Member who appointed the corporate representative ceases to be a Member; or
- (b) the Company has received notice of:
 - (i) the revocation of the instrument appointing the corporate representative; or
 - (ii) the appointment of a new corporate representative.

11.6 No liability

The Company is not responsible for ensuring that the terms of appointment of a corporate representative are complied with, and accordingly is not liable if those terms are not complied with.

12 Voting

12.1 Entitlement to vote

- (a) Each Member entitled to vote at a general meeting may vote in person or by proxy.
- (b) Each Member has one vote, whether on a show of hands, or on a poll.
- (c) A vote may be given by a procedure for electronic voting or other technology mentioned in the notice of meeting.

12.2 Casting votes

If on any ordinary resolution an equal number of votes is cast for and against a resolution, the chair does not have a casting vote and the motion is not passed.

12.3 Voting on resolution

- (a) At any general meeting, a resolution put to a vote must be decided by a show of hands unless a poll is demanded in accordance with this Constitution.
- (b) All resolutions are ordinary resolutions except:
 - (i) matters that must be passed by special resolution under the Corporations Act; or
 - (ii) matters that require a special majority under this Constitution or the Members Charter or any Bylaws.

12.4 Objection to right to vote

- (a) A challenge to a right to vote at a general meeting:
 - (i) may only be made at that general meeting; and
 - (ii) must be determined by the chair.
- (b) A decision made by the chair in relation to a challenge to a right to vote is binding on all Members and is final.

12.5 Written resolutions

Members may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures of the Members may be contained in more than one document.

12.6 Minutes

- (a) Unless a poll is demanded in accordance with this Constitution, a declaration by the chair that a resolution has, on a show of hands, been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost or not carried by a particular majority,is conclusive evidence of the fact declared. An entry to that effect made in the minutes book of the Company signed by the chair is evidence of that fact unless the contrary is proved.
- (b) Within one month after each general meeting, the Directors must record or cause to be recorded in the minutes book:
 - (i) the proceedings and resolutions of each general meeting;
 - (ii) any declarations at each general meeting ; and
 - (iii) all resolutions passed by Members without a general meeting.
- (c) The chair, or the chair of the next meeting, must sign the minutes within one month after the general meeting.
- (d) The minute books must be kept at the registered office.
- (e) Members may inspect the minute books between the hours of 9.00 am

and 5.00 pm on any Business Day. No amount may be charged for inspection.

13 Poll

13.1 Chair may determine to take a poll

The chair of a general meeting may determine that a poll be taken on any resolution.

13.2 Right to demand poll

A poll may be demanded on any resolution at a general meeting other than the election of a chair or the question of an adjournment by:

- (a) at least five Members entitled to vote on the resolution; or
- (b) Members with at least five percent of the votes that may be cast on the resolution on a poll.

13.3 Procedure for demanding poll

- (a) A poll may be demanded:
 - (i) before a vote on a show of hands is taken;
 - (ii) before the result of a vote on a show of hands is declared; or
 - (iii) immediately after the result of a vote on a show of hands is declared.
- (b) If a poll is demanded, it may be taken in the manner and at the time and place (or places) as the chair directs.
- (c) A demand for a poll may be withdrawn at any time by the person or persons who demanded it. A demand for a poll which is withdrawn does not invalidate the result of a show of hands declared before the demand for the poll was made.
- (d) A demand for a poll does not prevent the general meeting continuing for the transaction of any business other than the question on which a poll has been duly demanded.

14 Appointment and removal of Directors

14.1 Appointment of Directors

- (a) The Company must have at least seven Directors but not more than nine Directors.
- (b) At least two Directors must be general practitioners.
- (c) At least one Director must be a community pharmacist.
- (d) At least one Director must be an indigenous person.
- (e) At least six Directors must ordinarily reside within geographical locations which are within the remit of the Company.
- (f) The appointment of the first Directors takes effect in accordance with the Corporations Act on the date of the Company's registration.

- (g) An appointment of a person as a Director is not effective unless a signed consent to the appointment is provided by that person to the Company. The appointment of a person as a Director will take effect on the later of the date of appointment and the date on which the Company receives the signed consent.
- (h) As at the date of adoption of this version of the Constitution the Directors of the Company are:
- Vlad Matic, who as at the date of adoption of this version of the Constitution will be the chair of the Board
 - Trent Twomey
 - Luckbir Singh
 - John Nugent
 - Ruth Faulkner
 - Richard Malone
 - Rodney Catton
 - Tony Mooney, and
 - Suzanne Andrews.
- (i) Notwithstanding any other provision of this Constitution and without any further resolutions being passed or actions being required to be taken by the Company or the Directors:
- Vlad Matic's current term as Director will end as at midnight on 31 March 2018.
 - Trent Twomey's current term as Director will end as at midnight on 1 January 2018.
 - Cate Whalan's term as Director will commence on 2 January 2018 and will end as at midnight on 31 March 2018.
 - Richard Malone's current term as a Director will end as at midnight on 24 July 2018.
 - John Nugent's current term as Director will end as at midnight on 31 March 2018.
 - Ruth Faulkner's current term as Directors will end as at midnight on 21 May 2019.
 - Rodney Catton and Tony Mooney's current terms as Directors will end as at midnight on 21 May 2020.

- Luckbir Singh's current term as Director will end as at midnight on 31 March 2018.
- Suzanne Andrew's current term as a Director will end at midnight on 12 October 2020.

14.2 Election of Directors

- All Directors will be elected by Members by ordinary resolution in general meeting.
- Any Director candidate proposed by the Board must be approved by the Company's nomination committee prior to Members considering any ordinary resolution to appoint that Director candidate.

14.3 Nomination committee

- The Board must establish a nomination committee for the purpose of reviewing and assessing the eligibility of persons being considered for the nomination committee's recommendation that Members consider that person for election or appointment to the Board.
- The nomination committee must develop, and apply to its selection process, a board skills set matrix that outlines the mix of skills and diversity that the Board currently has or is looking to achieve in its directorship.
- The nomination committee must be constituted by:
 - an independent chair, appointed by the Members after consultation with the Board, who must be a person who is not employed by or a Director of either the Company or of a Member;
 - one Director appointed by the Board, as the Director's representative on the committee, being a Director whose term as a Director does not expire at the next following Annual General Meeting of the Company; and
 - one person nominated by the Members as their representative on the committee.

14.4 Term of Directors

A Director is appointed for a term of one to three years (as specified in the notice of appointment or resolution of Members appointing the Director, as appropriate) and may be available for re-election or re-appointment subject to any eligibility criteria as determined (from time to time) by ACNC (as applicable), and the Corporations Act, provided that no Director shall be eligible for reappointment as a Director if that Director has served as a Director for the a total of 9 consecutive years.

14.6 Removal of Director

- The Company may remove a Director by resolution at a general meeting.
- At least two months' notice must be given to the Company of the intention to move a resolution to remove a Director at a general meeting.

- (c) If notice of intention to move a resolution to remove a Director at a general meeting is received by the Company, the Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director may:
 - (i) submit a written statement to the Company for circulation to the Members before the meeting at which the resolution is put to a vote; and
 - (ii) speak to the motion to remove the Director at the general meeting at which the resolution is to be put to a vote.
- (e) At least 21 days' notice must be given of a general meeting at which the resolution for the removal of an Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.

14.7 Retirement of Directors

Each Director must retire from office at the conclusion of the annual general meeting occurring immediately before the date which is 9 years after the date that Director was appointed. A retiring Director holds office until the dissolution of the meeting at which the Director retires.

14.8 Cessation of Directorship

A person ceases to be a Director and the office of Director is vacated, if the person:

- (a) is a Director and is removed from office as a Director by a resolution of the Company at a general meeting;
- (b) resigns as a Director by giving notice of resignation to the Company at its registered office;
- (c) is subject to assessment or treatment under any mental health law and the Board resolves that the person should cease to be a Director;
- (d) dies;
- (e) is disqualified from acting as a Director under the Corporations Act; or
- (f) is absent from Board meetings for a continuous period of six months without leave of absence from the Board and the Board resolves that the Director should cease to be a Director.

14.9 Remuneration and reimbursement for expenses

- (a) A Director is entitled to be paid fees (or other remuneration) for services performed as a Director as determined by the Company in general meeting from time to time.
- (b) A Director is entitled (with the approval of the Board) to be reimbursed by the Company for reasonable costs and expenses incurred or to be incurred in connection with attendance at Board meetings or otherwise in the execution of their duties as Directors.

15 Powers and duties of Board

15.1 Management of the Company

- (a) Subject to this Constitution and the Corporations Act, the activities of the Company are to be managed by, or under the direction of, the Board.
- (b) Subject to this Constitution and the Corporations Act, the Board may exercise all powers of the Company that are not required to be exercised by the Company in a general meeting.
- (c) The powers of the Board include the power to:
 - (i) borrow or otherwise raise money;
 - (ii) mortgage, charge (including in the form of a floating charge) any of the Company's assets (both present and future); and
 - (iii) issue debentures and other securities, and any instrument (including any bond).

15.2 Delegation of powers and duties of Board

- (a) The Board may delegate any of the functions and powers of the Board to:
 - (i) a Director;
 - (ii) a committee of Directors;
 - (iii) an employee of the Company; or
 - (iv) any other person.
- (b) Any person or persons to whom the Board delegates functions and powers must, in the exercise of those functions and powers, comply with any restrictions that may be imposed by the Board.

15.3 Advisory Committees

- (a) The Board may establish one or more Advisory Committees consisting of such Members or Directors or other interested persons as the Board thinks fit. Such Advisory Committees must act in an advisory capacity only and must conform to any regulations that may be imposed by the Board.
- (b) The Board must not delegate any of its powers to an Advisory Committee and an Advisory Committee must not exercise any powers of a Director or the Board.
- (c) Except as provided in a direction of the Board, the meetings and proceedings of an Advisory Committee must be governed by the provisions of this Constitution, in so far as they are applicable, as if the meetings of the Advisory Committee are meetings and proceedings of the Board.

15.4 Chief executive officer

- (a) The Board may from time to time appoint a chief executive officer of the Company and may enter into contracts for the provision of the services of the chief executive officer to the Company.
- (b) The appointment of the chief executive officer will be at such remuneration and with such responsibilities and powers as is determined by the Board.

- (c) The chief executive officer will report to and be responsible to the Board or as otherwise determined from time to time by the Board.

15.5 Bylaws

The Board may adopt Bylaws in relation to any matters relating to the operation of the Company and the Membership, and may modify, repeal or replace Bylaws from time to time. Bylaws are binding on the Board and all Members.

15.6 Negotiable instruments

All negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board may determine.

16 Board meetings

16.1 Convening meetings

- (a) In the ordinary course, the Secretary will convene Board meetings in accordance with the determinations of the Board.
- (b) A Director may at any time convene a Board meeting by notice to the other Directors.

16.2 Notice of meetings

- (a) Reasonable notice of each Board meeting must be given to the Directors.
- (b) Each notice must state:
 - (i) the date, time and place (or places) of the Board meeting; and
 - (ii) the general nature of the business to be conducted at the Board meeting.

16.3 Omission to give notice

No resolution passed at or proceedings at any Board meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board meeting;
- (b) any change of place (or places) of that Board meeting;
- (c) postponement of that Board meeting; or
- (d) resumption of that adjourned Board meeting.

16.4 Use of technology

A Board meeting may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.

16.5 Quorum at meetings

A quorum at a Board meeting is one half of the total number of Directors in office plus one additional Director. The quorum must be present at all times during the Board meeting.

16.6 Chair of meetings

- (a) At the first Board meeting, a chair will be elected from Directors present in person.
- (b) The chair must preside as chair at every meeting of the Board, or if there is no chair or if the chair is not present within 10 minutes after the time appointed for a Board meeting the Directors present may elect a Director present to chair the Board meeting.

16.7 Passing resolutions at meetings

- (a) A resolution of the Board must be passed by a majority of the votes cast by the Directors present and entitled to vote on the resolution.
- (b) Each Director present and entitled to vote on a resolution has one vote.

16.8 No casting vote

If on any resolution an equal number of votes is cast for and against a resolution, the chair does not have a casting vote and the motion is not passed.

16.9 Conduct of meetings

The chair of each Board meeting has charge of conduct of that meeting, of the procedures to be adopted and the application of those procedures at that meeting.

16.10 Written resolutions

- (a) The Board may pass a resolution without a Board meeting being held if:
 - (i) all the Directors entitled to vote on the resolution are sent a document containing the resolution; and
 - (ii) the resolution is approved by a majority of the Directors entitled to vote on the resolution (or by such other proportion of the Directors as is required under this Constitution or the Bylaws for that resolution).
- (b) For this purpose, a resolution is approved by a Director if:
 - (i) the document containing the terms of the resolution has been signed by the Director either physically or by affixing a signature by electronic means, and the document has been given to the Company; or
 - (ii) where the Board has resolved to accept a procedure for Directors to indicate their approval for a resolution by electronic means, the Director has indicated the Director's approval in accordance with that procedure.

16.11 Minutes of meetings

- (a) Within one month after each Board meeting, the Directors must record or cause to be recorded in the minute books:
 - (i) the proceedings and resolutions of each Board meeting; and
 - (ii) all resolutions passed without a Board meeting.
- (b) The chair, or the chair of the next Board meeting, must sign the minutes within one month after the meeting.
- (c) The minute books must be kept at the registered office.
- (d) The Directors may inspect the minute books between the hours of

9.00 am and 5.00 pm on any business day. No amount may be charged for inspection.

16.12 Committee meetings

The Board will determine how meetings of any committee of the Board are to be conducted, including the procedures to be adopted and the application of those procedures.

17 Director's interests

17.1 Declaration of interest

- (a) Any Director who has a material personal interest in a contract or proposed contract of the Company, holds any office or owns any property such that the Director might have duties or interests which conflict or may conflict either directly or indirectly with the Director's duties or interests as a Director, must give the Board notice of the interest at a Board meeting.
- (b) A notice of a material personal interest must set out:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Company.
- (c) The notice must be provided to the Board at a Board meeting as soon as practicable.

17.2 Voting by interested Directors

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

- (a) vote on the matter at a meeting; and
- (b) be present while the matter is being considered at the meeting[, and accordingly will not count for the purposes of determining whether there is a quorum].

17.3 Conflicts of interest

Directors may only be engaged to provide goods or services to or on behalf of the Company if:

- (a) that Director is for bona fide reasons considered by the Board to be a suitable person to provide such goods or services;
- (b) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the relevant Director's rates and service levels;
- (c) the goods or services are provided on arms-length terms;
- (d) the provision of the goods or services are disclosed clearly and expressly to the Members; and
- (e) the Board agrees, by ordinary resolution excluding the interested Director, to the provision of the goods or services by the relevant Director.

18 Appointment of Secretary

- (a) The Company must have at least one Secretary.
- (b) The Board has the power to appoint a natural person to act as secretary on the terms and for such period as the Board may determine.
- (c) Any Secretary appointed may be removed at any time by the Board.

19 Removal and remuneration of Auditor

19.1 Remuneration of Auditor

Subject to any requirements regarding the appointment and remuneration of the Auditor General of the State of Queensland (**Auditor General**):

- (a) where the Company has an Auditor, the remuneration of the Auditor may be determined by the Company at a general meeting; and
- (b) if the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.

19.2 Removal of Auditor

- (a) This clause 19.2 does not apply for so long as the Company is required to appoint the Auditor General (or an auditor approved by the Auditor General) as its auditor.
- (b) The Company may remove an Auditor by resolution at a general meeting.
- (c) At least two months' notice must be given to the Company of the intention to move a resolution to remove an Auditor at a general meeting.
- (d) If notice of an intention to move a resolution to remove the Auditor at a general meeting is received by the Company, the Auditor must be given a copy of the notice as soon as practicable.
- (e) The notice of an intention must also inform the Auditor that the Auditor:
 - (i) may submit written representations to the Company within seven days after receiving the notice and that the Auditor may request the Company to send a copy of the written representations to the Members before the resolution is put to a vote; and
 - (ii) may speak at the general meeting or request that the written representations be read at the general meeting at which the resolution is voted upon.

19.3 Auditor's attendance at general meetings

The Auditor must be notified of, and may attend, any general meeting. The Auditor is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the Auditor.

20 Seal

- (a) If the Company has a Seal the Directors must provide for the safe custody of the Seal (and any duplicate of it).
- (b) The Seal (and any duplicate of it) must not be used without the prior authority of the Board, and when used, the Seal must be used in accordance with any direction of the Board.

- (c) If a document is to be executed by the use of the Seal, the fixing of the Seal must be witnessed by two Directors or a Director and Secretary.

21 Financial records

21.1 Member's access to financial records

The Board may determine whether and to what extent, and at what times and places and under what conditions, a Member may inspect any financial or any other record of the Company.

21.2 Directors' access to financial records

Any Director may at any time access and inspect any financial and any other record of the Company.

21.3 Access to financial records after ceasing to be a Director

The Board may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record and any other record of the Company relating to the time during which the person was a Director.

22 Notices

22.1 General

A notice, demand, certification, process or other communication under this Constitution must be in writing, except any notice convening a Board meeting.

22.2 How to give a communication

In addition to any way allowed under the Corporations Act, a notice or other communication may be given by being:

- (a) personally delivered;
- (b) left at the person's current address as recorded in the Register of Members;
- (c) sent to the person's address as recorded in the Register of Members by pre-paid ordinary mail or, if the address is outside Australia, by pre-paid airmail; or
- (d) sent by email to the person's current email address for notices.

22.3 Communications by post

Subject to **clause 22.5**, a communication is given if posted:

- (a) within Australia to an Australian postal address, three Business Days after posting; or
- (b) outside of Australia to an Australian postal address or within Australia to an address outside of Australia, ten Business Days after posting.

22.4 Communications by email

A communication is given if sent by email, when the information system from which the email was sent produces a confirmation of delivery report which indicates that the email has entered the information system of the recipient, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient.

22.5 After hours communications

If a communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

23 Indemnity and insurance

23.1 Indemnity

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company must indemnify each officer, Director and Secretary of the Company (**Officer**) in respect of any liability, loss, damage, cost or expense incurred or suffered or to be incurred or suffered by the Officer (including legal costs on a solicitor and own client basis) in or arising out of the conduct of any activity of the Company or the proper performance of any duty of that Officer.
- (b) The indemnity in **clause 23.1(a)**:
 - (i) is enforceable without the Officer first having to make a payment or incur an expense;
 - (ii) is enforceable by the Officer notwithstanding that the Officer has ceased to be an officer of the Company; and
 - (iii) applies to any liability, loss, damage, cost or expense incurred or suffered or to be incurred or suffered by the Officer, whether incurred before or after the date of this Constitution.

23.2 Documenting indemnity

The Company may enter into an agreement containing an indemnity in favour of any Officer. The Board will determine the terms of the indemnity contained in the agreement.

23.3 Insurance

- (a) To the extent permitted by the Corporations Act and subject to the Corporations Act, the Company may pay any premium in respect of a contract of insurance between an insurer and an Officer or any person who has been an Officer in respect of the liability suffered or incurred in or arising out of conduct of any activity of the Company and the proper performance by the Officer of any duty.
- (b) If the Company determines, the Company may execute a document containing rules under which the Company agrees to pay any premium in relation to such a contract of insurance.

24 Winding up

- (a) If the Company is wound up, or if the Company's endorsement as a deductible gift recipient is revoked (whichever first occurs), any surplus of:
 - (i) gifts of money or property for the principal purpose of the Company;

- (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (iii) money received by the Company because of such gifts and contributions referred to in **clauses 24(a)(i)** and **24(a)(ii)**,
must be transferred to a fund, authority or institution that is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act or equivalent provisions.
- (b) If the Company is wound up, any surplus assets that remain after payment of the amounts referred to in **clause 24(a)** and satisfaction of all debts and liabilities of the Company, the payment of the costs, charges and expenses of winding up and any adjustment of the rights of the contributories, must be given or transferred to another organisation in Australia which:
- (i) if the Company is or was previously endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act, has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act or equivalent provisions; and
 - (ii) has similar charitable objects to the objects of the Company and whose constitution prohibits the distribution of its income and property among members.
- (c) The Company must not pay, distribute or transfer any amount referred to in **clauses 24(a)** and **24(b)** directly or indirectly to the Company's Members.

25 Interpretation

Unless expressed to the contrary, in this Constitution:

- (a) words in the singular include the plural and vice versa;
- (b) any gender includes the other genders;
- (c) 'includes' means includes without limitation;
- (d) a reference to:
 - (i) any legislation includes subordinate legislation under it and includes that legislation and subordinate legislation as modified or replaced;
 - (ii) writing (including a reference to a document or a form) includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax and email transmissions;
- (e) if the date on or by which any act must be done under this Constitution is not a Business Day, the act must be done on or by the next Business Day; and
- (f) where time is to be calculated by reference to a day or event, that day or the day of that event is excluded; and
- (g) headings do not affect the interpretation of this document.