

**CORUMBENE NURSING HOME FOR THE
AGED INC**

ABN 98 544 704 858

Association No. 00001C

CONSTITUTION

A Tasmanian Incorporated Association
incorporated under the *Associations
Incorporation Act 1964* (Tas)

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CORUMBENE NURSING HOME FOR THE AGED INC

ABN 98 544 704 858
Association No. 00001C

CONSTITUTION

1 NAME OF THE ASSOCIATION

The name of the incorporated association is Corumbene Nursing Home for the Aged Incorporated (“**Association**”) or such other name determined under clause 12.1.

2 LOCATION

The office of the Association is at the Corumbene aged care facility, Lower Road, New Norfolk, Tasmania, 7140, or such other place as the Board may determine from time to time.

3 PURPOSES OF THE ASSOCIATION

3.1 Principal Purpose

The Principal Purpose of the Association is to provide integrated, holistic services which are both benevolent and charitable, particularly to improve the health of persons with health conditions in the Derwent Valley, greater district and broader Tasmania.

3.2 Supporting Purposes

In support of the Principal Purpose, the Supporting Purposes of the Association are to:

- 3.2.1 care for and support the needs of the frail or aged, with or without disabilities;
- 3.2.2 provide residential aged care, assisted living, home and community care, transitional care and other similar care and support services;
- 3.2.3 operate and manage aged care facilities on a charitable and not-for-profit basis in compliance with the Aged Care Act;
- 3.2.4 develop, provide and maintain accommodation for residents, particularly in conjunction with delivering various levels of residential aged care to those residents;
- 3.2.5 provide nursing, medical, hospital, community, allied and respite services for the proper care and treatment of the aged, disabled, disadvantaged, incapacitated, sick and the frail; and
- 3.2.6 do all lawful things consistent with, necessary or desirable to support and further the Principal Purpose.

3.3 Powers of an incorporated association

- 3.3.1 Solely to carry out the Purposes, the Association may, in any manner permitted by the Act:
 - (a) exercise any power;
 - (b) take any action; and

(c) engage in any conduct or procedure,

which under the Act an incorporated association may exercise, take or engage in if authorised by its constitution.

3.3.2 Without limiting clause 3.3.1, the Association may pursue the Purposes by:

- (a) raising money to further the Purposes and secure sufficient funds to pursue the Purposes;
- (b) receiving any funds and applying those funds in a manner that best attains the Purposes;
- (c) purchasing, leasing, exchanging, hiring or otherwise acquiring any real and personal estate which may be deemed necessary or convenient to pursue the Purposes;
- (d) having the power to buy, sell, supply and deal in provisions and goods of all kinds, to construct buildings, to accept gifts, to procure contributions, to print papers etc., to borrow, to invest, and to undertake trusts to pursue the Purposes;
- (e) assisting other benevolent charities;
- (f) supporting similar organisations; and
- (g) acquiring property of or amalgamating and merging into other associations.

4 BENEVOLENT, CHARITABLE AND NOT-FOR-PROFIT NATURE OF THE ASSOCIATION

4.1 Income applied for the Purposes

4.1.1 The income and property of the Association:

- (a) must be applied solely towards the Purposes; and
- (b) must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise.

4.1.2 Notwithstanding clause 8.12.1, clause 4.1.1 does not prevent the Association from paying a Member or Director a reasonable and proper amount with the Board's prior approval in good faith for:

- (a) goods or services supplied to the Association;
- (b) interest on money lent to the Association; or
- (c) rent for premises let to the Association.

4.2 Benevolent and Charitable purposes only

Despite anything to the contrary in this Constitution, the Association is established:

4.2.1 solely to be a not-for-profit, charitable and benevolent institution; and

- 4.2.2 to pursue not-for-profit, charitable and benevolent Purposes in Australia only.

4.3 Winding up

Subject to clause 4.4, the Association's surplus assets, after satisfying all liabilities on wind up or dissolution:

- 4.3.1 must not be paid or given to Members or former Members (unless the Member is an institution to which clause 4.3.2 applies); and
- 4.3.2 must be paid to one or more funds, authorities or institutions which:
- (a) have charitable and benevolent purposes similar to the Purposes;
 - (b) prohibit their income and property from being paid to members on at least the terms of this clause 4;
 - (c) are registered under the ACNC Act if the Association had been;
 - (d) are income tax exempt under the ITAA if the Association had been;
 - (e) can receive deductible gifts under the ITAA if the Association could and on the same basis; and
 - (f) are determined in accordance with section 33 of the Act.

4.4 Surplus gifts

If the Association is not required to maintain a gift fund, on winding up of the Association or revocation of the Association's deductible gift recipient endorsement (whichever is the earlier), any surplus gifts, fundraising contributions or money received because of them as set out in section 30-125(6)(b) of the ITAA must be transferred to one or more funds, authorities or institutions determined according to clause 4.3.2 which is also endorsed as a deductible gift recipient on the same basis as the Association.

5 MEMBERSHIP

5.1 Limited liability of Members

- 5.1.1 A Member's liability is limited to the annual membership fee of the Association applicable at the time the Association is wound up.
- 5.1.2 If the Association is wound up, each Member and former Member in the previous year must contribute an amount up to the current annual membership fee of the Association towards:
- (a) the Association's liabilities contracted before the person ceased to be a Member; and
 - (b) costs, charges and expenses to wind up and adjust the rights of the contributories among themselves.

5.2 Classes of Members and eligibility

The Members of the Association comprise:

- 5.2.1 ordinary Members; and
- 5.2.2 such other voting or non-voting classes whose rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status will be determined by the Board.

5.3 Limit on number of Members

The number of Members is unlimited unless the Members set a limit in general meeting.

5.4 Member rights and obligations

- 5.4.1 Ordinary Members and other voting Members have the right to receive notice of, attend, speak at and vote at general meetings if they have paid their annual membership subscription.
- 5.4.2 Non-voting Members have the right to receive notice of and attend the annual general meeting, but may not speak or vote at that meeting.

5.5 Rights not transferrable

A person's membership rights and privileges:

- 5.5.1 apply only whilst the person is a Member; and
- 5.5.2 are personal and may not be transferred or transmitted.

5.6 Membership period / subscription fees

The Board may determine:

- 5.6.1 the membership period (including common expiry dates) and the timing for membership to be renewed;
- 5.6.2 fees payable by Members, including any application fee to apply for membership, any entrance fee to be admitted as a Member and any annual membership subscriptions; and
- 5.6.3 whether fees are refundable or non-refundable.

5.7 Register of Members, including closure of register

- 5.7.1 The Association must maintain a register of Members in accordance with the Act and the ACNC Act which contains the following details for current and recent former Members:
 - (a) name;
 - (b) addresses for notices; and
 - (c) membership start and end dates.
- 5.7.2 The Board may establish Regulations which regulate closure of the register for up to 60 days per year.
- 5.7.3 Separate to the register, the Association may maintain a database of personal Member details which are not used for notices.

5.8 Change of Member details

A Member must notify the Association if the Member's addresses for notices change within 28 days of the change.

6 BECOMING AND CEASING TO BE A MEMBER

6.1 Admission of Members

6.1.1 The Board may admit in its absolute discretion a person as Member upon application by that person in accordance with any procedure, form and other requirement specified in the Regulations.

6.1.2 The Board has the power to include a requirement in the Regulations that any application for admission as a Member be subject to the satisfactory outcome of a police check, national background check or other probity checks.

6.1.3 The Board must consider all membership applications within a reasonable time after their receipt but need not provide reasons for admitting or refusing to admit a person as Member.

6.1.4 Successful applicants become Members when they are added to the register of Members.

6.2 Resignation of Members

6.2.1 A Member may resign as Member by written notice addressed to the Public Officer of the Association.

6.2.2 The resignation takes effect when the Association receives the Member's notice or on a later date specified in the notice.

6.3 Ceasing to be a Member

A person automatically ceases to be a Member if the person:

6.3.1 does not renew the membership by the due date;

6.3.2 has not paid the annual membership subscription for 3 months after the due date;

6.3.3 becomes untraceable for 3 months because the Member cannot be contacted using the address on the register of Members;

6.3.4 dies;

6.3.5 becomes bankrupt or makes any arrangement or composition with the Member's creditors generally; or

6.3.6 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.

6.4 Disciplining Members

The Board may at any time terminate a person's Membership or warn, fine, censure, suspend or expel a Member if the Member:

- 6.4.1 engages in Terminable Conduct, subject to:
- (a) the decision being made by a majority of all Directors whether they are all present and voting;
 - (b) the Member being afforded a reasonable opportunity to respond, in accordance with any Regulations, to the Board's allegations; and
 - (c) the Member's appeal rights (if any) set out in the Regulations;
- 6.4.2 refuses or neglects to comply with the provisions of this Constitution or the Regulations;
- 6.4.3 is found guilty by a court of an indictable offence; or
- 6.4.4 has a debt to the Association which remains unpaid for one year or more.

6.5 Transitional arrangements

On the adoption of this Constitution, the Members of the Association will be the current Members of the Association.

7 GENERAL MEETINGS

7.1 Annual general meetings and special general meetings

- 7.1.1 The Association must hold an annual general meeting each year, within four months of the end of the Association's financial year.
- 7.1.2 The annual general meeting is in addition to any other general meetings that may be held in the same year.
- 7.1.3 General meetings other than annual general meetings are called special general meetings.

7.2 Convening general meetings

- 7.2.1 The Board must convene and hold annual and special general meetings of the Members if required by the Act and the ACNC Act.
- 7.2.2 The Board may convene special general meetings of the Members.
- 7.2.3 The Board must, on the requisition in writing of at least 10 Members, convene a special general meeting of the Association.
- (a) A requisition for a special general meeting referred to in clause 7.2.3 must state the objects of the meeting, be signed by the Members and deposited to the office of the Association.
 - (b) If the Board does not cause a special general meeting to be held within 21 days from the date the notice is served on the Association, the Members may convene the meeting for any day within 3 months of the date of the notice.
 - (c) The Board must reimburse the Members for all reasonable expenses incurred in convening the meeting if the Board fails to hold the meeting in accordance with this clause 7.2.3.

7.3 Ordinary and special business

- 7.3.1 The ordinary business of an annual general meeting is to:
- (a) confirm the minutes of the last preceding annual general meeting and any special general meetings;
 - (b) consider the Board, financial and auditor reports;
 - (c) declare the Director election results;
 - (d) appoint an auditor if that office has or will become vacant at the meeting; and
 - (e) consider any other matter required by the Act or the ACNC Act.
- 7.3.2 Special business means:
- (a) for an annual general meeting — business which is not ordinary business according to clause 7.3.1; and
 - (b) for a special general meeting — all business specified in the notice of meeting.
- 7.3.3 The notice of meeting must specify the general nature of any special business, unless the Act or the ACNC Act requires otherwise.

7.4 Notice of meeting

- 7.4.1 At least 14 days' notice of any general meeting must be given specifying the place, date and time of the meeting, unless the Act or the ACNC Act requires or permits some other period of notice.
- 7.4.2 Notice of every general meeting must be given in writing in accordance with clause 12.7 to:
- (a) every Director;
 - (b) every Member entitled to attend who has supplied an address for notices to the Association; and
 - (c) the Association's auditor.
- 7.4.3 No other person is entitled to receive notices of general meetings.
- 7.4.4 A general meeting and any resolution passed at the meeting is not invalid merely because of:
- (a) the accidental omission to give notice of the meeting; or
 - (b) the non-receipt of any such notice.

7.5 Postponement

- 7.5.1 The Board may postpone, relocate or cancel a general meeting which it convened by giving at least 5 days' notice to the Members.

7.5.2 Clause 7.5.1 does not apply to a meeting requisitioned by Members or convened by the Members, by individual Directors under clause 7.2.2 or by court order.

7.6 Quorum

7.6.1 A general meeting may not transact business unless a quorum is present when the meeting proceeds to business.

7.6.2 The quorum for general meetings is ten (10) voting Members present in person.

7.6.3 If a quorum is not present within one hour of the time scheduled to start the general meeting:

- (a) the meeting, if requisitioned by Members, is dissolved; and
- (b) in any other case, the meeting is adjourned to the same day in the next week, at the same time and the same place, unless such other place, date and time is determined by the President and notified to Members (if required to do so by clause 7.8).

7.6.4 If a quorum of ten (10) voting Members present in person is not present within one hour from the scheduled time to start the adjourned meeting, the meeting is dissolved.

7.7 Meeting chair

7.7.1 The President may chair a general meeting.

7.7.2 If the President is not present and willing to act:

- (a) the Directors present may choose one of their number to chair the meeting;
- (b) if no Director is present, or if all the Directors present decline to chair, the Members present must choose one of their number to chair.

7.7.3 In addition to powers conferred by law, the meeting chair may:

- (a) determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate;
- (b) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
- (c) refuse to allow debate or discussion on any matter which is not ordinary or special business; and
- (d) refuse any person admission to a general meeting (including for causing offence or disruption), or expel the person from the general meeting and not permit them to return.

7.7.4 All procedural decisions by the meeting chair are final.

7.8 Adjournment

- 7.8.1 The meeting chair:
- (a) may, with the consent of any general meeting at which a quorum is present; and
 - (b) must, if so directed by the meeting, adjourn the meeting to some other time or place.
- 7.8.2 The adjourned meeting may only transact unfinished business from the original meeting.
- 7.8.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.9 Voting – show of hands / poll

- 7.9.1 A resolution put to the vote of the general meeting must be decided by a show of hands unless a poll is demanded pursuant to clause 7.9.3.
- 7.9.2 A declaration by the meeting chair that a resolution has on a show of hands been carried, carried unanimously, carried by a particular majority or lost, and an entry to that effect made in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. In the event of an equality of votes the meeting chair has a second or casting vote.
- 7.9.3 A poll must be held on a resolution before the general meeting if demanded on or before the meeting chair declaring the result by at least 3 Members present in person and entitled to vote.
- 7.9.4 The demand for a poll may be withdrawn.
- 7.9.5 If a poll is demanded:
- (a) when electing a meeting chair under clause 7.7 or on a question of adjournment, it must be taken immediately;
 - (b) otherwise, it must be taken at the general meeting at which it is demanded (or at its adjournment), in such manner as the meeting chair directs.
- 7.9.6 Any dispute regarding voting must be referred to the meeting chair, whose decision is final.

7.10 Use of technology

- 7.10.1 General meetings may be held virtually, so long as the technology that is used enables each Member to be present simultaneously and to communicate with every other such Member.
- 7.10.2 The board may use electronic communication means to support decision making processes, including to vote on a recommendation. Any such votes will be ratified in the minutes of the following Board meeting.

7.11 Circular resolution

- 7.11.1 The Board may if it thinks fit submit any question or resolution to the vote of all Members entitled to a vote at a general meeting by circular resolution, unless the Act or the ACNC Act requires a special or ordinary resolution to be passed at a general meeting.
- 7.11.2 The Board may determine in the Regulations:
- (a) the form of the circular resolution;
 - (b) the polling date;
 - (c) the method for responding to the circular resolution; and
 - (d) whether voting on the circular resolution is to be by secret ballot.

8 BOARD

8.1 Structure of Board / Number of Directors

The Board will comprise between 3 and 8 Directors, inclusive of the President and Vice President, elected by and from the Members in accordance with clause 8.2.

8.2 Nominations for directors

- 8.2.1 Nominations of candidates for election as a Director must be signed by the candidate and two proposing Members and be accompanied by a statutory declaration stating the candidate has never been disqualified from holding a position on a board of management.
- 8.2.2 Nominations of candidates must be received at least 10 days before the annual general meeting.

8.3 Election of Directors

- 8.3.1 At the Board meeting prior to the annual general meeting, the Board:
- (a) will appoint and/or confirm the President and Vice President from within the Board for the coming year; and
 - (b) must by resolution decide the number of Directors including President and Vice President that will constitute the Board for the coming year, up to a maximum of 8 positions in accordance with Clause 8.1.
- 8.3.2 The Board shall communicate the number of vacant Director positions (if any) to Members of the Association in accordance with Clauses 8.3.1 and 7.4 (Notice of Meeting).
- 8.3.3 At the annual general meeting:
- (a) the President and Vice President for the coming year will be declared and if there is a new President following the declaration, the new President shall then take over as chair of the meeting.
 - (b) elections must be held for each vacant Director position.

- 8.3.4 If only one Member is nominated for the position, the chair of the meeting must declare the Member elected to the position.
- 8.3.5 If more than one Member is nominated, balloting lists must be printed containing in alphabetical order the names of the candidates nominated and sent to each Member at least 5 days before the annual general meeting.
- 8.3.6 If the number of nominations of candidates for election does not exceed the number of vacancies, those candidates will be declared elected at the annual general meeting.
- 8.3.7 If the number of nominations of candidates exceeds the number of vacancies, balloting lists must be printed containing in alphabetical order the names of the candidates nominated and sent to each Member at least 5 days before the annual general meeting.

8.4 Eligibility to be a Director

A person is eligible to become a Director if he or she:

- 8.4.1 is a Member;
- 8.4.2 is over the age of 18 years;
- 8.4.3 consents in writing to become a Director;
- 8.4.4 is not prohibited or disqualified or otherwise prevented from being a director of an Association under the Act, a responsible person of a registered charity under the ACNC Act, or a key personnel of an approved provider under the Aged Care Act; and
- 8.4.5 is not an employee of the Association.

8.5 Limits on period of office as a Director

- 8.5.1 If a Director has served 16 years or more then the Director may finish serving his or her current term of office. No Director will be eligible to continue to serve beyond that time.
- 8.5.2 Subject to clause 8.6.1, if a Director has served 8 years or more continuously, then the Director may finish serving his or her current term of office but does not become eligible to be selected or appointed (whether or not to a casual vacancy) until he or she has not been a Director for a subsequent continuous period of 2 years.
- 8.5.3 Notwithstanding clause 8.6.2, from the adoption date of the Constitution dated 29th October, 2018 (Adoption Date), the following phasing-in will apply; that all Directors' prior service to the board from the Adoption Date, will be counted but any board members who served terms prior to the Adoption date of the Constitution shall be exempt from taking the two year break from board service, if that break falls due within three years of the Adoption Date.

8.6 Term of office of Directors

- 8.6.1 A Director holds office:
- (a) from immediately after the annual general meeting at which his or her election was declared;
 - (b) for a term of two years between annual general meetings;
 - (c) until the end of the second annual general meeting after the one at which his or her election was declared.
- 8.6.2 A Director is eligible to be nominated for re-election upon expiry of his or her term.
- 8.6.3 No more than four Directors may stand for re-election at any one time.
- 8.6.4 In the event that more than one half of the Directors currently appointed reach the end of their term in the same year, in accordance with clause 8.6.1 the number of Directors (determined by rounding up to the nearest whole number the number of Directors whose term is due to expire divided by two) who have the longest period of continual service as a Director are required to resign, but may stand for re-election where they satisfy the other requirements in this constitution. Should two or more Directors have the same length of continual service as a Director, the Board will determine the methodology for determining which of those Directors will be required to resign. Those Directors whose term would have otherwise ended but for this clause 8.6.4 are deemed to be re-elected for a further one year.

8.7 Casual vacancies

- 8.7.1 If a casual vacancy occurs, the Board may appoint another eligible person in his or her place until the end of the next annual general meeting. The Members must then elect a person to fill the position in accordance with clause 8.2.
- 8.7.2 The Board may continue to act despite vacancies on the Board. However, if there are less than **3** Directors, the Board may only:
- (a) act in the case of emergencies;
 - (b) appoint persons to fill casual vacancies; or
 - (c) convene a general meeting.

8.8 Resignation of directors

- 8.8.1 A Director may resign as Director by written notice to the Association.
- 8.8.2 The resignation takes effect when the Association receives the Director's notice or on a later date specified in the notice.

8.9 Ceasing to be a director

- 8.9.1 The Members may remove any Director in accordance with the Act.

- 8.9.2 A directorship automatically ceases if the Director:
- (a) dies or is physically incapable of fulfilling his or her duties as a Director;
 - (b) was but ceases to be a Member;
 - (c) becomes disqualified from being a director pursuant to the Act, the ACNC Act or the Aged Care Act;
 - (d) is absent without permission of the Board for more than three consecutive meetings of the Board;
 - (e) becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or
 - (f) 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.

8.10 Director remuneration and reimbursements

Despite clause 4.1.1:

- 8.10.1 the Directors may be paid reasonable remuneration for undertaking the ordinary duties of a Director. Remuneration levels are determined annually by the Board. The Directors must not otherwise be paid any other remuneration for those duties;
- 8.10.2 the Directors may be reimbursed for reasonable travel and other expenses incurred by them when engaged in the Association's business; and
- 8.10.3 the Directors may be paid for any service rendered to the Association in a professional or technical capacity outside the scope of the ordinary duties of a Director where:
- (a) the service and amount payable is on reasonable and proper terms; and
 - (b) the provision of that service has the Board's prior approval.

9 BOARD POWERS

9.1 Management vests in Board

- 9.1.1 The Board is responsible for the governance, business and affairs of the Association. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the Association's powers which are not by the Act, the ACNC Act or this Constitution required to be exercised by the Members in general meeting.
- 9.1.2 The powers under clause 9.1.1 are subject to:
- (a) this Constitution;
 - (b) the Act and the ACNC Act; and

- (c) such resolution, not being inconsistent with those provisions, as may be passed by the Members in general meeting.

9.1.3 A resolution under clause 9.1.2 does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

9.2 Power to delegate

9.2.1 The Board may delegate its powers and functions in writing to:

- (a) a Director or employee of the Association; or
- (b) a committee under clause 11.

9.2.2 The Board may amend or revoke the terms of its delegation at any time.

9.3 Power to appoint Chief Executive Officer

9.3.1 The Board may appoint a Chief Executive Officer on such terms and conditions as the Board determines from time to time.

9.3.2 The Board may remove a Chief Executive Officer, subject to the terms of any agreement between the Association and the Chief Executive Officer.

9.3.3 The Chief Executive Officer is entitled to attend Board meetings and general meetings, if so directed by the Board from time to time.

9.3.4 The Chief Executive Officer will have the responsibilities determined by the Board.

9.4 Power to appoint Public Officer

9.4.1 The Board must appoint at least one Public Officer on such terms and conditions as the Board determines from time to time.

9.4.2 A Public Officer may attend Board meetings and general meetings, if so directed by the Board from time to time.

9.4.3 The Public Officer will have the responsibilities set out in the Act and the ACNC Act.

9.5 Power to make Regulations

9.5.1 The Board may from time to time make, vary and rescind Regulations in relation to the Association.

9.5.2 The Regulations for the time being in force, and which are not inconsistent with this Constitution, are binding on Members and have full effect accordingly.

10 BOARD MEETINGS

Subject to this clause 10, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

10.1 Number of meetings

The Board must meet at least 6 times per year.

10.2 Convening meetings

The Public Officer must arrange a Board meeting:

- 10.2.1 at the request of the President; or
- 10.2.2 on the requisition of 3 or more Directors.

10.3 Notice of meeting

- 10.3.1 At least **5** days' notice of any Board meeting must be given unless the Board decides otherwise or in emergencies.
- 10.3.2 The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least 3 days' before the meeting.
- 10.3.3 The decision of the meeting chair as to whether business is routine is conclusive.

10.4 Quorum

- 10.4.1 The quorum for a Board meeting is the following number of Directors entitled to attend and vote.

| Number of Directors entitled to attend and vote | Quorum |
|--|---------------|
| 5 or less | 3 |
| 6 to 7 | 4 |
| 8 | 5 |

A meeting at which a quorum is present may exercise all powers and discretions of the Board.

- 10.4.2 If a Board meeting is adjourned due to lack of quorum, the Chair must set a further date for the adjourned meeting.

10.5 Chair

- 10.5.1 The President may chair a Board meeting.
- 10.5.2 In the absence of the President, the Directors may appoint a meeting chair from among their number.

10.6 Voting

- 10.6.1 Each Director present is entitled to vote at a Board meeting has one vote. Proxy voting and alternate Directors are not permitted.
- 10.6.2 In the event of an equality of votes the meeting chair has a second or casting vote.

10.7 Use of technology

The Board may hold a technology enabled meeting if:

- 10.7.1 all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and
- 10.7.2 those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors.

10.8 Circulating resolutions

- 10.8.1 A written resolution signed or approved by technological means (other than any Director on leave of absence) is taken to be a decision of the Board passed at a Board meeting convened and held.
- 10.8.2 The written resolution may consist of:
 - (a) several documents in the same form, each signed by one or more Directors and, such a resolution takes effect when the last Director signs such a document; or
 - (b) permanent records indicating the identity of each Director, the text of the resolution and the Director's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect when the last Director indicates his or her approval.

10.9 Conflicts and personal interests

- 10.9.1 A Director who has a material personal interest in a matter that relates to the affairs of the Association must as a default position give the other Directors written notice of the interest unless the ACNC Act or the Act require otherwise. In any event, a declaration must be made by the director when there is an actual, potential or perceived conflict of interest.
- 10.9.2 A Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter, unless permitted to do so under the ACNC Act or the Act.

10.10 Minutes

- 10.10.1 The Board must ensure that minutes of all proceedings of general, Board, committee meetings (and meetings of any other Board entity) are recorded within one month after the relevant meeting is held.
- 10.10.2 The minutes must be signed by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding meeting.
- 10.10.3 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

10.11 Validity of acts / procedural defects

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

- 10.11.2 For entered and signed minutes, unless the contrary is proved:
- (a) the meeting is deemed to have been convened and held;
 - (b) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and
 - (c) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

11 SUBCOMMITTEES

11.1 Board's power to establish subcommittees

The Board may establish subcommittees as follows:

- 11.1.1 a subcommittee will comprise two or more subcommittee members, of which at least one must be a Director as appointed by the Board;
- 11.1.2 the subcommittee members otherwise need not be a Director or Member;
- 11.1.3 the subcommittee has the purpose set out in its Terms of Reference approved by the Board, and may undertake the powers and functions delegated to it by the Board; and
- 11.1.4 in the absence of any provision in the subcommittee Terms of Reference, meetings and proceedings of any subcommittee are governed by the provisions of clause 10.

12 ADMINISTRATION

12.1 Change of name

- 12.1.1 The Members may change the Association's name by special resolution in accordance with the Act.

12.2 Amendment of Constitution

- 12.2.1 The Members may amend this Constitution by special resolution in accordance with the Act and the ACNC Act.
- 12.2.2 If the Association is registered under the ACNC Act, a special resolution under clause 12.2.1 does not take effect if it would cause the Association to lose its entitlement to registration under the ACNC Act.

12.3 Accounts

The Board must cause:

- 12.3.1 proper accounting and other records to be kept in accordance with the requirements of the Act and the ACNC Act, and
- 12.3.2 financial statements to be made and laid before each annual general meeting as required by the Act and the ACNC Act.

12.4 Banking and finance

- 12.4.1 Except with the authority of the Board, no payment of a sum exceeding \$50 shall be made from the funds of the Association otherwise than by cheque drawn or electronic transfer on the Association's bank account, but the Board may provide a delegated representative with a sum to meet urgent expenditure, subject to any conditions imposed by the Board.
- 12.4.2 No cheques shall be drawn or electronic transfer made on the Association's bank account(s) except for the payment of legitimate expenditure of the Association.
- 12.4.3 All cheques, electronic transfers, drafts, bills or exchange, promissory notes, and other negotiable instruments shall be signed by either two Directors or such combination of one or more persons authorised by the Board for that purpose.

12.5 Audits and appointment of auditor

- 12.5.1 A properly qualified auditor must be appointed and the auditor's duties regulated in accordance with the requirements of the Act and the ACNC Act.
- 12.5.2 A person appointed as an auditor at an annual general meeting in accordance with clause 7.3.1(d) holds office until the end of the following annual general meeting, and is eligible for re-appointment.
- 12.5.3 If an appointment is not made at an annual general meeting, the Board must appoint an auditor of the Association.
- 12.5.4 An auditor of the Association may only be removed from office by special resolution.
- 12.5.5 If a casual vacancy occurs for the office of auditor, the Board may appoint a person to act as auditor until the end of the next annual general meeting.

12.6 Records and inspection

A Member (other than a Director) is not entitled to inspect any document of the Association, except as provided by law or authorised by the Board.

12.7 Service of notices

- 12.7.1 Notices must be in writing and may be given by the Association to any Member:
- (a) in person;
 - (b) by sending it by post to the Member at the Member's registered address; or
 - (c) by sending it to the address, facsimile number, e-mail address or other address supplied for receiving notices.
- 12.7.2 A notice sent by post is deemed to have been given 2 business days after it was posted. A notice sent by fax, or by other electronic means, is deemed to have been given on the next business day after it was sent.

12.8 Indemnity of Directors

- 12.8.1 To the Relevant Extent, the Association indemnifies current and former Directors out of its assets against any Liability incurred by the Director in or arising out of:
- (a) the conduct of the Association's affairs or business; or
 - (b) the discharge of the Director's duties,
- unless the Liability arises out of conduct involving a lack of good faith.
- 12.8.2 To the Relevant Extent, the Association may execute any deed in favour of any current or former Director to confirm the indemnities conferred by clause 12.8.1 in relation to that person to the extent the law does not preclude the Association from doing so.
- 12.8.3 Clause 12.8.1 applies whether or not any deed is executed under clause 12.8.2.
- 12.8.4 In this clause 12.8 and clause 12.9:
- (a) "**Liability**" includes cost, charge, loss, damage, expense or penalty; and
 - (b) "**To the Relevant Extent**" means to the extent the Association is not precluded from doing so by law (including the Act).

12.9 Insurance

To the Relevant Extent:

- 12.9.1 the Association may pay or agree to pay premiums for directors and officers insurance to insure current or former Directors against any Liability incurred by the Director in or arising out of:
- (a) the conduct of the Association's affairs or business; or
 - (b) the discharge of the Director's duties; and
- 12.9.2 the Association may execute any deed in favour of any current or former Director to take out insurance referred to in clause 12.9.1, on such terms as the Board considers appropriate.

12.10 Association seal

- 12.10.1 The Board will determine whether or not the Association is to have a common seal and, if so, will provide for the safe custody of such seal.
- 12.10.2 The common seal, if any, of the Association may only be affixed to any instrument with the authority of the Board.
- 12.10.3 The affixing of the common seal must be attested by the signatures of either two Directors or such combination of one or more persons authorised by the Board for that purpose.

12.11 Definitions

In this Constitution:

“**ACNC Act**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

“**Act**” means the *Associations Incorporation Act 1964* (Tas);

“**Aged Care Act**” means the *Aged Care Act 1997* (Cth);

“**Association**” means the Association named under clause 1;

“**Board**” means the Board of Directors of the Association with a quorum to transact business;

“**charitable**” means charitable for the purposes of all of the following:

- (a) the Commonwealth common law;
- (b) the Tasmanian common law; and
- (c) the ACNC Act, but only while the ACNC Act is in force.

“**Constitution**” means this constitution of the Association;

“**Director**” means a person for the time being who performs the role of Director of the Association, being the committee for the purposes of the Act having management of the affairs of the Association.

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

“**Member**” means a person who is a member of the Association pursuant to clauses 5 and 6;

“**Principal Purpose**” means the principal purposes set out in in clause 3.1;

“**Public Officer**” means the Public officer appointed under clause 9.4;

“**Purposes**” means the Principal Purpose and the Supporting Purposes;

“**Regulations**” means regulations made by the Board under clause 9.5;

“**Supporting Purposes**” means the supporting purposes set out in clause 3.2;

“**Terminable Conduct**” means conduct of a Member which, in the reasonable opinion of the Board:

- (a) is, has been or will be prejudicial to the Association’s interests;
- (b) is not that of a fit and proper person or a person of good fame and character;
- (c) is unbecoming of Members; and
- (d) is conduct similar to the above which is set out in the Regulations;

12.12 Interpretation rules

Unless the contrary intention appears in this Constitution:

- 12.12.1 words importing the singular include the plural, and words importing the plural include the singular;
- 12.12.2 words importing a gender include every other gender;
- 12.12.3 words used to denote persons generally or importing a natural person include any Association, corporation, body corporate or other body (whether or not the body is incorporated);
- 12.12.4 a reference to a person includes that person's successors, legal personal representatives and permitted transferees;
- 12.12.5 a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- 12.12.6 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 12.12.7 headings and bold text are for convenience only and do not affect its interpretation; and
- 12.12.8 a Member is to be taken to be present at a general meeting if the Member is present in person or by proxy or attorney.

12.13 Financial year

The financial year of the Association is the period beginning 1 July in each year and ending on 30 June in the following year.

12.14 Model Rules

The model rules under the Act are expressly displaced by this Constitution.

12.15 Application of Act and ACNC Act.

This Constitution is to be interpreted subject to the Act and the ACNC Act.