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Constitution

ISIS PRIMARY CARE LIMITED

DLA Phillips Fox is a member of DLA Piper Group, an alliance of independent legal practices. It is a separate and distinct legal entity.

DLA Phillips Fox offices are located in Adelaide Auckland Brisbane Canberra Melbourne Perth Sydney and Wellington.

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1 Nature of Company and liability

Nature of Company

1.1 The Company is a company limited by guarantee.

Liability of Members and guarantee on winding up

1.2 The liability of the Members is limited. Every Member undertakes to contribute \$10.00 to the assets of the Company if it is wound up while he or she is a Member, or within one year afterwards.

2 Objects of the Company

Objects within and outside the Geographical Catchment Area

2.1 The Company has the following objects:

- 2.1.1 To establish, promote and operate a community health service on a not for profit basis within its Geographical Catchment Area which:
- (a) gives priority to persons suffering from sickness, distress, misfortune, helplessness, and/or poverty, and in particular, the frail-aged, the younger disabled and mentally ill, carers and individuals who have complex health care needs;
 - (b) in all that it does, meets the health and welfare needs of the community evidencing a social model of health which particularly recognizes the needs of those who cannot readily access the health and welfare system;
 - (c) directly provides or facilitates the provision of medical care, dental care, nursing care, physiotherapy, occupational therapy, speech therapy, psychology, counselling, chiropody, immunisation, child welfare, rehabilitation, health assessment and diagnosis, public education, and family planning;
 - (d) implements allied health, social welfare and preventive health care services of all descriptions and conducts such clinics, classes, meetings, seminars as may be desirable and youth and child care facilities.
 - (e) delivers services in a culturally appropriate, effective and empowering manner;
 - (f) directly provides health, community and welfare services including primary health care, health education/promotion, illness prevention, maternal and child health and welfare services and child care services; and

(g) operates consistently with the Guiding Principles.

2.1.2 Directly provides and/or facilitates the provision of primary health, welfare and support services outside its Geographical Catchment Area for which the Company is funded, or which are ancillary to the objects in clause 2.1.1.

Guiding principles

2.2 The Company must strive to achieve the following in all that it does:

2.2.1 to be a leading edge provider of innovative, integrated and holistic health and welfare services that meet identified community needs;

2.2.2 to directly deliver high quality services which enhance health and social wellbeing;

2.2.3 to target the sick, distressed, helpless and poor as disadvantaged members of the community;

2.2.4 to develop a seamless system of care via one point of entry which ensures maximum accessibility for clients across the Geographical Catchment Area;

2.2.5 to maintain integrity and confidentiality in providing client focused health and welfare services;

2.2.6 to develop innovative and pro-active programs to maintain the relevant services to the community; and

2.2.7 to directly provide health, community and welfare services including primary health care, health education/promotion, illness prevention, maternal and child health and welfare services and child care services

3 Powers

3.1 To further its objects, the Company has the powers given by the Act and also the following specific powers:

3.1.1 To appoint, employ, remove or suspend such employees as may be necessary or convenient for the purposes of the Company.

3.1.2 To enter into partnership or into any arrangement with any other individual, corporation, association, society, institution or authority in furtherance of the objects of the Company or in such a manner as may seem to the Directors to be of benefit to the Company.

3.1.3 To assist in the research and study into all aspects of the provision of community and social health and welfare activities.

3.1.4 To make known and further the objects and activities of the Company by publication and distribution of papers, journals and other publications and by advertising in any medium or by any means thought desirable.

- 3.1.5 Subject to the provisions of any relevant law, to collect funds and to solicit, receive, enlist or accept financial and other aid, subscriptions, donations, and bequests from individuals, trusts, foundations, companies, associations, societies, institutions and other organisations or authorities and from governments, governmental authorities and instrumentalities and public bodies.
- 3.1.6 To draw, take, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- 3.1.7 To borrow and raise money for any of the purposes of the Company and to secure the payment thereof in such manner as may be lawful including by any mortgage, charge, debenture or lien upon or over all or any of the property of the Company both present and future and also by a similar mortgage, charge, debenture or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be.
- 3.1.8 Subject to the provisions of the *Trustee Act* 1958 as amended from time to time, to lend or invest such of the moneys and funds of the Company as may not be immediately needed in such securities and investments upon such terms and conditions as the Directors in their absolute discretion determine.
- 3.1.9 To employ and engage doctors, dentists, nurses, social workers, physiotherapists, dieticians, technicians, counsellors and all manner of allied health personnel and other professional persons as well as clerks, servants and other persons whose service may be deemed necessary or desirable for the purpose of the operations of the Company.
- 3.1.10 To purchase, take or lease or acquire by gift or otherwise, real and personal property of any nature or description.
- 3.1.11 To sell and transfer such property or exchange it for other property.
- 3.1.12 To demise such property for such terms at such rent and upon such conditions as may be deemed desirable.
- 3.1.13 To raise money on such property on such terms and conditions as may be deemed desirable.
- 3.1.14 To construct, add to, alter, demolish, repair, maintain and deal with such property in any manner.
- 3.1.15 To promote, establish, superintend, conduct, control and assist within Victoria branches, committees and other forms of organisation and administration.
- 3.1.16 To assist in any way deemed desirable by the Directors and any other body or organisation in connection with the conduct of any research or similar

work which they consider to be in the interests of the Company or to be conducive to the attainment of any of its objects.

- 3.1.17 To undertake and execute any trusts the undertaking whereof may be necessary or desirable for carrying out any of the objects of the Company and to accept any gift, endowment or bequest made to the Company generally or for the purpose of any specific object and to carry out any trusts attached to any gift, endowment or bequest provided that the Company shall only deal with any property which is subject to any trusts in such a manner as is allowed by law having regard to such trusts.
- 3.1.18 To acquire and undertake the whole or any part of the property, assets, liabilities or undertaking of any other person or Company carrying on activities which the Company is authorised to carry on or is possessed of property suitable for the purposes of the Company.
- 3.1.19 To enter into arrangements with any government or authority, including local government, that are incidental and/or conducive to the attainment of the objects of the Company.
- 3.1.20 Generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Company.

4 Fees policy

- 4.1 The Company may waive fees for services provided to people suffering from distress, misfortune, helplessness, sickness or poverty.

5 No assets or income to be distributed to members

- 5.1 The assets and income of the Company may only be applied to further its objects and no portion may be distributed directly or indirectly to its Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

6 Initial members of the Company and persons subsequently admitted to membership

- 6.1 The initial Members of the Company are those persons who have consented to become Members and who are named in the application for incorporation of the Company to the Australian Securities and Investment Commission.
- 6.2 After incorporation, persons are eligible to be admitted to membership of the Company if they have attained age of 18 years and:
 - 6.2.1 they are a Client, or they live, work or are enrolled as a student at an educational service in the Electoral Catchment Area;

- 6.2.2 they have a previous connection with the Company which the Board considers sufficient for its purposes; or
- 6.2.3 they become a Director of the Company.
- 6.3 Unless otherwise determined by the Members in General Meeting, the number of Members is no more than 200 in total.
- 6.4 In assessing an application for Membership the Board must consider whether a balance of Members will (if the applicant is admitted) be maintained across the 3 local government areas comprising the Catchment of the Company. Unless the Board believes the circumstances to be exceptional, the Board should not admit an applicant if that would increase the number of Members from one local government area to more than 40% of total Membership.

7 Application and admission to membership

- 7.1 An application for membership of the Company must be:
 - 7.1.1 in the form set out in Appendix 1, signed by the applicant;
 - 7.1.2 accompanied by a nomination from two Members, both of whom personally know the applicant; and
 - 7.1.3 lodged with the Chief Executive Officer of the Company.
- 7.2 On receipt of an application, the Chief Executive Officer must forward the application to the Board.
- 7.3 The Board must consider each application for membership as soon as practicable after its receipt. The Board has discretion to admit or reject the application. The Board need not give reasons for its decision.
- 7.4 If the Board accepts an application, the Chief Executive Officer must enter the applicant's name in the Register with as little delay as possible. The applicant becomes a Member of the Company when their name is entered in the Register.
- 7.5 If a person who is not a Member (or who does not have the qualifications for membership, other than as to age) is appointed a Director, the Board is deemed to have approved that person's application for membership; however, that person must still complete an application in the form set out in Appendix 1 prior to their name being entered in to the Register.
- 7.6 A right, privilege or obligation of a person by reason of his or her membership of the Company:
 - 7.6.1 Is not capable of being transferred or transmitted to another person; and
 - 7.6.2 terminates upon the cessation of his or her membership, except for any accrued obligation pursuant to clause 1.2.

8 Cessation of membership and closure of register

8.1 If a Member

8.1.1 Has not had contact with the Company within the previous two years;

8.1.2 Ceases to be eligible for membership as set out in clause 6.2;

8.1.3 Resigns in writing to the Chief Executive Officer;

8.1.4 Dies;

Then the Chief Executive Officer must remove that person's name from the Register.

8.2 No person may be admitted as a Member after 30 June until the Register reopens on the day after the next Annual General Meeting.

9 Register of members

9.1 The Chief Executive Officer must keep the Register of Members in accordance with the Act.

9.2 The Register of Members must contain the full name, address and date of entry of each Member and identify the local government area of each Member. The Register shall be available for inspection at the registered address of the Company.

9.3 The name of a person whose membership has ceased in accordance with clause 8 must be removed from the Register.

10 Life members

10.1 The Board may, by resolution, appoint any Member who has made a significant contribution to the affairs of the Company to be a Life Member.

10.2 A Life Member is an honorary position which confers no additional rights or obligations.

11 Board of Directors

11.1 Unless otherwise determined by Members in General Meeting, the Board consists of not less than 5 nor more than 11 Directors.

11.2 An employee of the Company cannot be a Director.

12 Initial Board

Directors on registration

- 12.1 Upon incorporation the Board will be those persons who have consented to being a Director and are named as Directors in the application to incorporate the Company.

Additional Directors may be appointed

- 12.2 The initial Board may appoint additional Directors to ensure appropriate numbers and mix of skills. In appointing additional Directors, the Board shall have regard to the principles in clause 16.

13 Transitional Board after the first annual general meeting

Carry over of four Directors

- 13.1 Prior to the first Annual General Meeting the Board must select 4 Directors who are to continue in office. Chosen by lot, those Directors will have terms of 1, 2 or 3 more years.**
- 13.2 All other Directors must retire and vacate their offices at the first Annual General Meeting. Retiring Directors are eligible for appointment or election.

Election of six community representative Directors

- 13.3 At the first Annual General Meeting of the Company, the Members must elect 6 Community Representative Directors in accordance with clause 38 as follows:
- 13.3.1 2 with a connection to the City of Wyndham.
 - 13.3.2 2 with a connection to the City of Brimbank.
 - 13.3.3 2 with a connection to the City of Hobsons Bay.
- 13.4 A Member may only nominate for election as a Community Representative Director with respect to that local government area specified for the Member in the Register.
- 13.5 The term of office of each Community Representative Director shall be determined by lot; two Community Representative Directors must retire at the second Annual General Meeting, two at the third Annual General Meeting and two at the fourth Annual General Meeting.

** The Board has the discretion as to the length of terms e.g. 1 Director could have a term of 1 year, 2 Directors could have terms of 2 years, and 1 Director could have a term of 3 years or 2 Directors could have a term of 1 year, and the remaining Directors could have terms of 2 and 3 years, respectively.

14 Subsequent Boards

Election to replace retiring community representative directors

- 14.1 At the second and subsequent Annual General Meetings, elections shall be held for those Community Representative Directors whose terms have expired or where there is a vacancy. Their term shall be for 3 years.
- 14.2 A Member may only nominate for election as a Community Representative Director with respect to that local government area specified for the Member in the Register.

Additional Directors may be appointed

- 14.3 At any time after the first Annual General Meeting the Board is entitled to appoint additional Directors, but only up to the maximum number. In appointing additional Directors, the Board shall have regard to the principles in clause 16.
- 14.4 At the time of appointment, the Board will set the term of additional Directors to a maximum of 3 years.

15 Casual vacancies

Elected Director vacancy

- 15.1 If a vacancy occurs in the office of a Community Representative Director, or if there are insufficient nominations for election pursuant to clause 13.3 or clause 14.1, the Board may co-opt a Member to hold office as Director until the next Annual General Meeting. An election will then be held for a Director to replace the Director whose office was vacated and for the term of that vacated office. The person appointed to fill the vacancy is eligible for election. In filling this vacancy, the Board shall try to ensure that the Director matches the constituency of the vacancy.

Appointed Director vacancy

- 15.2 If a vacancy occurs in the office of an appointed Director either to the initial, transitional or subsequent Board, then the Board may appoint a Member to replace that Director who shall hold office for the term of that vacated office. The person appointed to the vacancy is eligible for re-appointment. In appointing additional Directors, the Board shall have regard to the principles in clause 16.

16 Principles regarding appointment of Directors

- 16.1 In relation to appointments of Directors made by the Board, and subject to clause 16.2, the Board must try to ensure that the Board has sufficient expertise in the areas of law, finance, health, governance and such other areas as it thinks fit.
- 16.2 The Board may appoint no more than two Directors who have none of the qualifications for membership (other than age).
- 16.3 The Board should try to ensure that at all times there are no less than seven persons comprising the Board.

17 Election of Officers

17.1 The Board must elect from amongst its number, the following Officers:

17.1.1 Chairperson.

17.1.2 Two Deputy Chairpersons.

17.1.3 Treasurer,

Each Officer holds office for one year but is eligible, while a Director, to be re-elected.

17.2 If a vacancy occurs amongst the Officers, the Board must elect a person to fill that vacancy from its numbers. That person will hold office for the remainder of the term of the person he/she replaces, provided that he/she remains a Director.

17.3 The Board may revoke the appointment of an Officer at any time and elect another person to that office.

18 The role of the Board

18.1 Subject to the exercise by the Board of the powers contained in this Constitution, the Board manages the Company and directs the affairs of the Company. The Board may exercise all such powers and do all such acts as are not by this Constitution or the Act directed or required to be done by the Members in General Meeting or otherwise.

18.2 The Board has power, subject to the Act and this Constitution, to perform all such acts and things including the determination of policies and procedures as appear to the Board to be necessary for the proper management of the Company.

18.3 Subject to the provisions of the Act and this Constitution the Board may, by resolution, authorize any person as the Board thinks fit to exercise any powers of the Board which are delegable at law.

19 Proceedings of the Board

19.1 The Board must meet at least 10 times in each year at such place and time as the Board may determine.

19.2 The Chief Executive Officer must convene a special meeting of the Board if requested to do so by the Chairperson or any 2 Directors.

19.3 Unless the Directors unanimously waive this requirement, the Chief Executive Officer must give at least three days notice to all Directors of any special meeting. The notice must specify the general nature of the business to be transacted at that meeting. No other business can be transacted at such a meeting.

- 19.4 The Chief Executive Officer must ensure that notice of every meeting of the Board (other than a special meeting) is served on each Director by delivering it to or sending it by prepaid post addressed to the Director at his or her usual or last known place of residence at least 5 days before the date of the meeting.
- 19.5 At all Board meetings other than as provided by clause 19.9
- 19.5.1 All questions are to be decided by a show of hands, unless the person chairing that meeting determines that a secret ballot be held. The decision of the majority of Directors is the decision of the meeting.
- 19.5.2 Except where required by clause 19.5.3, each Director has one vote and, in the event of an equality of votes on any question, the person chairing the meeting has a casting vote.
- 19.5.3 In the event of an equality of votes in respect of an election of an Officer, the successful candidate shall be determined by lot.
- 19.5.4 Voting by proxy is not permitted.
- 19.6 The quorum for a meeting of the Board is one half (rounded up) of the number of Directors.
- 19.7 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned and the person chairing the meeting must set a further date for the adjourned meeting which must be within ten days.
- 19.8 At meetings of the Board the Chairperson shall preside but if the Chairperson is absent or unwilling to chair the meeting, then a Deputy Chairperson shall do so. If both the Chairperson and the Deputy Chairpersons are absent or unwilling to preside, then the Directors must choose one of their number to preside at the Board meeting.

Meetings other than in person

- 19.9 Without limiting the discretion of the Board to regulate its meetings, a meeting of the Board may be conducted by
- 19.9.1 Directors conferring by telephone, close circuit television, or audio or audio visual communication at the same time (“the conference”), or
- 19.9.2 Directors assenting in writing (by hand or by electronic encryption) to a resolution circulated to all Directors, whether electronically or in hard copy (the “circulating resolution”).
- 19.10 Notwithstanding that the Directors are not present together in one place at the time of the conference, a resolution passed at such a conference shall be deemed to have been passed at a meeting of Directors on the day and time at which the conference was held. In the case of a circulating resolution, a resolution shall be deemed to have been passed at a meeting of the Board on the day and at the time when it is last signed by a Director thereby constituting a majority of the Board.

- 19.10.1 A Director present at the commencement of a conference will be conclusively presumed to have been present and to have formed part of the quorum throughout the conference.
- 19.10.2 Any minutes of a conference purporting to be signed by the person who presided at the conference will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the conference. A circulating resolution confirmed by a majority of Directors will be conclusive evidence that the resolution was passed.
- 19.10.3 When under the Constitution a resolution is deemed to be passed at a conference of the Board, that meeting will be deemed to have been held at such place as is determined by the person who presided at the conference provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

Validity of acts of the Board

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

20 Pecuniary interests of Directors

Disclosure

- 20.1 A Director who has a material personal interest that relates to the affairs of the Company must give other Directors notice of that interest unless the Act otherwise provides.
- 20.2 This notice must give details of the nature and extent of the interest, the relation of the interest to the affairs of the Company, and must be given at a meeting of the Board as soon as practicable after becoming aware of their interest in the matter. The details must be recoded in the minutes of the meeting.
- 20.3 Other than as permitted by the Act, a Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present and must not vote on the matter except in accordance with the Act.

21 Vacation of office of Director

- 21.1 The office of a Director shall become vacant if the Director:
- 21.1.1 Becomes insolvent under administration or makes any arrangement or composition with creditors generally;
- 21.1.2 Becomes prohibited from being a Director of a Company by reason of any order made under the Act;

- 21.1.3 Becomes incapable by reason of mental incapacity to perform his or her duties as a Director;
 - 21.1.4 Resigns his/her office by notice in writing to the Chief Executive Officer;
 - 21.1.5 For more than 3 months in a 12 month period is absent without permission of the Board from meetings of the Board held during that period; or
 - 21.1.6 Dies.
- 21.2 That vacancy shall be a filled in accordance with clause 15.

22 No remuneration to Directors

No fees to Directors

- 22.1 Subject to clauses 22.2 and 22.3, the Directors are not entitled to any fees for their services as Directors unless approved and the amount set by the Members in General Meeting.

Payment to Directors for expenses

- 22.2 The Directors must be paid all travelling, accommodation and any other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings or otherwise in the execution of their duties as Directors.

Payments must be in good faith

- 22.3 Any payment made to a Director by the Company under this clause 22 must be made in good faith.

23 Indemnity and insurance

Indemnity

- 23.1 Every Officer and past Officer of the Company may be indemnified by the Company, to the fullest extent permitted by the Act, against a liability incurred by that person as an Officer of the Company or a subsidiary of the Company, including without limitation, legal costs and expenses incurred in defending an action.

Insurance premiums

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

24 Quality improvement committee

- 24.1 The Board must establish a quality improvement committee. The committee will be responsible for ensuring that:

- 24.1.1 A quality improvement plan is developed and reviewed at regular intervals;
and
- 24.1.2 The quality of health services provided by the Company is assessed and
evaluated at regular intervals, including the review of clinical practices or
clinical competence of the persons providing those services.
- 24.2 The Board shall determine the composition of the quality improvement committee,
terms of reference and meeting requirements.

25 Committees

- 25.1 The Board must establish an audit committee and set out its terms of reference.
- 25.2 The Board may establish any other committee and set out their terms of reference.
- 25.3 The Board may delegate any powers to a committee which are delegable at law.

26 Chief Executive Officer is Company Secretary

- 26.1 The Board must appoint a person as Chief Executive Officer of the Company who
shall also be the Company Secretary for the purposes of the Act.

27 Chief Executive Officer's general duties

- 27.1 The Chief Executive Officer shall make appropriate arrangements for giving notice of
a meeting, the recording of minutes of the proceedings and resolutions of general
meetings, Board meetings and committee meetings in a minute register and ensure
that the minutes of all meetings are confirmed and signed by the person chairing the
subsequent meeting. He/she must ensure that the annual financial report, Director's
report and report of the auditor are provided to Members in accordance with the Act.
Subject to the direction of the Board, the Chief Executive Officer is responsible for:
 - 27.1.1 Ensuring compliance with all obligations of the Company under the Act;
 - 27.1.2 The day to day management of the Company;
 - 27.1.3 Supervision of all staff;
 - 27.1.4 Dealing with the correspondence of the Company; and
 - 27.1.5 Arrange for the custody, documents and securities of the Company.

28 Chief Executive Officer's electoral duties

- 28.1 The Chief Executive Officer must maintain the Register of Members as set out in
clause 9.

- 28.2 The chief executive officer must ensure that elections are held in accordance with clauses 13, 14 and 17 .

29 Chief Executive Officer's financial and compliance responsibilities

- 29.1 The Chief Executive Officer
- 29.1.1 Is responsible for the collection and receipt of all monies due to the Company.
 - 29.1.2 Shall hold all funds of the Company on trust for the Company and ensure that all funds are paid into a bank, building society or trust account in the name of the Company, including a separate account for any Gift Fund.
 - 29.1.3 Must ensure that no expenditure is made without the authority of the Board.
 - 29.1.4 Must ensure that proper accounts are kept for the Company and that the books of the Company are audited each year in accordance with the Act and any requirement imposed by government policy or law and submitted to the Annual General Meeting as required by the Act.
 - 29.1.5 Must ensure that appropriate notice is given for General Meetings and Board meetings.
 - 29.1.6 Must make available for inspection by Members during business hours the accounts and books showing the financial affairs of the Company and any document of the Company to which a Member is legally entitled.
 - 29.1.7 Must ensure all returns and reports are prepared and lodged in accordance with the Act.
 - 29.1.8 Must ensure that the Company complies with any requirement of any government grant or funding authority including any persecuted standards of its insurer or funding authority.
 - 29.1.9 Must ensure that the Company has a robust risk management program and that senior management understand, manage and control risk exposures.
 - 29.1.10 Must ensure that the Company complies with all relevant laws and, in particular, the Act.

30 Chief Executive Officer to have custody of the common seal

- 30.1 The common seal of the Company must be kept in the safe custody of the Chief Executive Officer.
- 30.2 The Chief Executive Officer must ensure that the common seal is only affixed to an instrument after the Board has given that authority.

- 30.3 The chief executive officer must ensure that the affixing of the common seal is attested to by the signatures of two Directors or one Director and the Chief Executive Officer.

31 Annual General Meeting

- 31.1 The Company shall once in each calendar year convene an Annual General Meeting of its Members on a date determined by the Board but not later than the last day in November.
- 31.2 The ordinary business of the Annual General Meeting is to:
- 31.2.1 Confirm the minutes of the previous Annual General Meeting and any General Meetings held during the previous financial year;
 - 31.2.2 Consider the annual financial report of the Company, the report of the Directors and the report of the auditor in relation to the last financial year ended before the Annual General Meeting in accordance with section 250R of the Act; and
 - 31.2.3 Elect the Community Representative Directors in accordance with clauses 13, 14 and 38.1.
 - 31.2.4 Consider any resolution of which at least 21 days written notice has been given.
 - 31.2.5 Appoint and fix the remuneration of the auditor
 - 31.2.6 Consider any matter which it is required to consider as a condition of the funding of the Company or by law.
- 31.3 The Chief Executive Officer must give notice of the meeting in accordance with clause 33.

32 General Meetings

- 32.1 The Board may convene a General Meeting at any time, save that if a Special Resolution is proposed, notice of that Special Resolution must be given not less than 21 days prior to the meeting.
- 32.2 If 2 Directors or not less than 5 percent of the total number of Members deliver to the Chief Executive Officer a request in writing for a General Meeting, the Board must direct the Chief Executive Officer to call a General Meeting.
- 32.3 Any request must specify the purpose of the meeting and state any resolution to be proposed and be signed by the Directors or Members making the request. The meeting must be called within 21 days of the request and must be held within 2 months of the date of the request.

- 32.4 Members may call a General Meeting in accordance with and in the circumstances set out in sections 249E and 249F of the Act.
- 32.5 No business other than that specified in the notice of meeting is to be transacted at a General Meeting.

33 Notice of meetings generally

- 33.1 The Chief Executive Officer must give notice of a General Meeting by preparing a notice which sets out
- 33.1.1 The date, time and place of the meeting and the nature of the business to be transacted and if it is the Annual General Meeting, a list and details of the Members who have nominated as Community Representative Directors.
 - 33.1.2 A copy of the request for that meeting if the General Meeting has been requested.
 - 33.1.3 If a Special Resolution is to be proposed, state the intention to so propose and the resolution.
 - 33.1.4 That a Member may appoint a proxy to vote on his/her behalf and that the proxy does not have to be a Member,
- 33.2 The notice may be given in any form of communication permitted by the Act. and
- 33.3 Any notice sent to Members must be sent to the Company's auditor.
- 33.4 The notice must be given to ensure that each Member receives at least 21 days notice of the meeting.

34 Quorum for General Meetings

- 34.1 The quorum for a General Meeting is 5 percent of the total number of Members or 15 whichever is the lesser.
- 34.2 No business shall be transacted at a General Meeting unless a quorum is present. If within half an hour of the time fixed for the meeting no quorum is present.
- 34.2.1 In relation to an Annual General Meeting, the meeting stands adjourned to the same time on the same day in the following week; or
 - 34.2.2 In relation to a General Meeting, the meeting lapses and does not need to be reconvened.

35 Chairperson of General Meetings

- 35.1 The Chairperson, or in his or her absence, a Deputy Chairperson shall preside as chairperson at each General Meeting of the Company.
- 35.2 If the Chairperson or Deputy Chairpersons are absent from a General Meeting, the Members present shall elect one of the Directors to preside as chairperson at the meeting.

36 Adjournment of General Meetings

- 36.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business at the meeting at which the adjournment took place.

37 Voting at General Meetings other than elections

- 37.1 Other than for the election of Community Representative Directors which is governed by clause 38.1, a question arising at a general meeting of the Company shall be determined on a show of hands or a Poll (if demanded as provided for in clause 37.4 or 37.5 before the person chairing the meeting has declared the result). If a declaration is made by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority, or lost and an entry to that effect is made in the minute book of the Company, it is evidence of how the resolution was determined.
- 37.2 Each Member has one vote only and in the case of an equality of votes on a question, the person chairing the meeting has a casting vote.
- 37.3 A Member may appoint a proxy in accordance with clause 39 to vote on his/her behalf in accordance with rule.
- 37.4 If a Poll is demanded at any General Meeting on any question by no fewer than three Members, the Poll shall be taken in such manner as the chairperson may direct and the resolution of the Poll shall be deemed to be the resolution of the meeting on that question.
- 37.5 A Poll that is demanded on the election of the chairperson or on the question of an adjournment must be taken forthwith but a Poll that is demanded on any other question may be taken at such time before the close of the meeting as the chairperson may direct.

38 Election

- 38.1 Not later than 42 days prior to the Annual General Meeting, the Chief Executive Officer must send a nomination form for election as a Community Representative Director to each Member, including details of any Casual Vacancy to be filled.

- 38.2 That notice must specify the positions to be filled and include details of the date on which nominations (including details of the nominee) must be returned.
- 38.3 If the number of nominations for election as a Community Representative Director exceeds the number of vacancies, an election shall be conducted at the Annual General Meeting as a secret ballot by the Chief Executive Officer who shall act as returning officer. Each Member present at the meeting shall have one vote and the ballot will be conducted in the same manner as elections for the senate. In the event of an equality of votes for a candidate, the election shall be determined by lot.
- 38.4 If the number of nominations is less than the number of positions vacant, the person chairing the Annual General Meeting shall declare the Members who have nominated to be elected and an election shall be held for the remaining vacancies in same manner described in clause 38.3

39 Proxies and representatives

Proxies and representatives of Members

- 39.1 At meetings of Members each Member entitled to vote may vote in person or by proxy or by attorney
- 39.2 Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Member has all the powers of a Member, except where expressly stated to the contrary.

Appointment of proxies

- 39.3 A Member may appoint another person as their proxy to attend and vote instead of the Member. A proxy need not be a Member.
- 39.4 A document appointing a proxy must be in writing, in any form permitted by the Act and signed by the Member making the appointment.

Authority of proxies

- 39.5 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 39.6 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a general meeting, except that the proxy is not entitled to vote on a show of hands.

Verification of proxies

- 39.7 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Company:
- 39.7.1 The document appointing the proxy.

- 39.7.2 If the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 39.8 Those documents must be either:
- 39.8.1 Received at the Company's office, at a fax number at the office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting.
- 39.8.2 Produced to the person chairing the meeting before the proxy votes.
- 39.9 If a General Meeting has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Validity of proxies

- 39.10 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this Constitution.

Revocation of appointment of proxy

- 39.11 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the document is used:
- 39.11.1 The previous death or unsoundness of mind of the Member.
- 39.11.2 The revocation of the instrument or of the authority under which the instrument was executed.

40 Alteration of constitution

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

41 Auditor

- 41.1 An auditor who is a registered company auditor must be appointed and his or her remuneration fixed by the Members at the Annual General Meeting.
- 41.2 The auditor shall hold office until the next Annual General Meeting but may be removed by resolution of the Board which may determine a replacement.
- 41.3 Any auditor so appointed must not be
- 41.3.1 A Director;

- 41.3.2 An employee or employer of a Director; or
 - 41.3.3 A member of the same partnership as a Director; or
 - 41.3.4 An employee of the Company.
- 41.4 The auditor must carry out such audit as is required by the Board and the Act.

42 Dissolution

- 42.1 The Company may only be wound up and its assets disposed of by Special Resolution of its Members in accordance with the Act.
- 42.2 Any asset or part of any asset of the Company that consists of property supplied by a government department or public authority, including the unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by that department or authority.
- 42.3 Subject to clause 42.2, if on the winding up and dissolution of the Company there remains after satisfaction of all debts and liabilities, any assets or property whatsoever other than the Gift Fund, the same will not be paid to or distributed to any Member of the Company but will be given or transferred to an organisation which
- 42.3.1 Has objectives or purposes similar to those of the Company;
 - 42.3.2 Is a fund, authority or institution approved by the Commissioner of Taxation under an item in section 30-125 of the *Income Tax Assessment Act 1997*; and
 - 42.3.3 Prohibits the distribution of its income and property amongst its Members to an extent at least as great as the Company,
- but in no circumstances will any assets or property whatsoever be paid or distributed to any Member or Director of the Company.

43 Gift fund

- 43.1 The Company must maintain a Gift Fund called the ISIS Gift Fund for the principal purpose of the Company:
- 43.1.1 To which gifts of money or property for that purpose are to be made, and
 - 43.1.2 To which any money received by the Company because of such gifts is to be credited, and
 - 43.1.3 That does not receive any other money or property; and
- the Company must maintain sufficient documents to provide evidence of the Gift Fund's purpose and operations.

43.2 The Company must use the following only for the principal objects and purpose of the Company:

43.2.1 Gifts made to the Gift Fund, and

43.2.2 Any money received because of such gifts.

43.3 In the event of:

43.3.1 The winding up of the Gift Fund.

43.3.2 The revocation of the Company's endorsement as a deductible gift recipient under the *Income Tax Assessment Act 1997*.

the Company must transfer any surplus assets of the Gift Fund to a fund, authority or institution endorsed by the Commissioner of Taxation as a deductible gift recipient under the *Income Tax Assessment Act 1997*.

43.4 The Company must keep a separate bank account for the Gift Fund.

44 Compliance with standards

44.1 The Company must operate in accordance with robust corporate and clinical governance and risk management processes as guided by:

44.1.1 Australian Standards.

44.1.2 Requirements of any registration or funding authority or insurer; and

44.1.3 The Health Privacy Principles set out in the Health Records Act.

44.2 The Company must seek to maintain accreditation with a suitable accreditation body.

45 Definitions and Interpretation

Definitions

45.1 In this document the following definitions apply:

45.1.1 **Act** means the *Corporations Act 2001* and regulations.

45.1.2 **Annual General Meeting** means the annual general meeting of the Company convened pursuant to clause 31.

45.1.3 **Board** means the Board of Directors of the Company.

45.1.4 **Casual Vacancy** means a vacancy in the office of a Director or an Officer as set out in clause 15 and 17.2.

45.1.5 **Chairperson** means the person elected to that office pursuant to clause 17.1.1

- 45.1.6 **Chief Executive Officer** means the person appointed to that position.
- 45.1.7 **Commissioner of Taxation** means the Commissioner of Taxation or a second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the *Income Tax Assessment Act 1997*.
- 45.1.8 **Company** means ISIS Primary Care Limited.
- 45.1.9 **Company Secretary** means the person who is the Chief Executive Officer.
- 45.1.10 **Community Representative Director** means a person elected as a community representative pursuant to clause 13 or 14 or a person elected or appointed to fill a casual vacancy in the office of a community representative Director pursuant to clause 15
- 45.1.11 **Deputy Chairperson** means the person elected to that office pursuant to clause 17.1.2.
- 45.1.12 **Director** means a person elected or appointed to the initial, transitional or subsequent Board of the Company pursuant to clause 12, 13 and 14 and includes a person who is chosen to fill a casual vacancy pursuant to clause 15...
- 45.1.13 **Electoral Catchment Area** means the local government areas of the City of Brimbank, City of Wyndham and the City of Hobsons Bay
- 45.1.14 **General Meeting** means the annual general meeting or a general meeting.
- 45.1.15 **Geographical Catchment Area** means the area known as the western suburbs of Melbourne.
- 45.1.16 **Gift Fund** means the fund established pursuant to clause 43.
- 45.1.17 **Life Member** means a person who is so appointed pursuant to clause 10.
- 45.1.18 **Member** means a member of the Company.
- 45.1.19 **Officer** means the Chairperson, a Deputy Chairperson and Treasurer of the Board elected to office pursuant to clause 17 and, where the context permits, a person defined as an officer in the Act.
- 45.1.20 **Poll** means a method of determining whether a resolution is carried or lost and may be conducted by way of show of hands or secret ballot or by division.
- 45.1.21 **Register** means the register of Members referred to in clause 9.
- 45.1.22 **Special Resolution** means a resolution in respect of which the Act imposes special requirements for notice and voting.
- 45.1.23 **Treasurer** means the treasurer of the Board elected pursuant to clause 17.1.3.

Interpretation

- 45.2 In this Constitution, unless the context otherwise requires:
- 45.2.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.
 - 45.2.2 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
 - 45.2.3 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.
 - 45.2.4 An expression importing a natural person includes any Company, trust, partnership, joint venture, association, body corporate or public authority.
 - 45.2.5 A reference to dollars or \$ means Australian dollars.
 - 45.2.6 References to the word 'include' or 'including' are to be construed without limitation.
 - 45.2.7 A reference to a time of day means that time of day in the place where the Company's office is located.
 - 45.2.8 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
 - 45.2.9 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
 - 45.2.10 A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the Constitution

- 45.3 A reference to the Constitution, where amended, means this document as so amended.

Replaceable rules

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

Application of Corporations Act

45.5 The Act applies in relation to this document as if it was an instrument made under the Act as in force on the day when this document became the constitution of the Company.

Exercise of powers

45.6 Except as specifically contemplated to the contrary in this document, the Company may, in any manner permitted by the Act exercise any power, take any action or engage in any conduct or procedure which under the Act a Company limited by guarantee may exercise, take or engage in if authorised by this document.