

31 October 2023

**RELATIONSHIPS AUSTRALIA (VICTORIA)
LIMITED**

ABN 51 263 215 677

CONSTITUTION

A public company limited by guarantee under
the *Corporations Act 2001* (Cth)

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CONSTITUTION

1 PURPOSES OF THE COMPANY

1.1 Principal Purpose

The Principal Purpose of the Company is to relieve people in need, such as vulnerable and disadvantaged people, so as to enhance their physical, social and emotional wellbeing.

1.2 Supporting Purposes

In pursuit of the Principal Purpose, the Supporting Purposes of the Company are to:

- 1.2.1 provide family and relationship services which relieve persons in need, such as children, adults and families with high levels of distress and complex needs caused by domestic violence, child abuse, trauma and dislocation;
- 1.2.2 provide services to relieve people in need, such as those suffering from disadvantage, financial disadvantage or social isolation to assist them to develop skills to become more self-reliant and resilient;
- 1.2.3 provide assistance, support and treatment for people living with mental health issues, high levels of family conflict and abuse issues including:
 - (a) adults and children with mental health conditions such as depression, anxiety suicide risk, antisocial behaviour and trauma related conditions;
 - (b) adults and children suffering from chronic and debilitating loneliness, and/or drug, alcohol and gambling addictions; and
- 1.2.4 do all ancillary and/or incidental things which are lawful and consistent with, necessary or desirable to pursue the Principal Purpose.

1.3 Company powers as a body corporate

- 1.3.1 Solely to carry out the Purposes, the Company 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 a public company limited by guarantee may exercise, take or engage in if authorised by its constitution.
- 1.3.2 Without limiting clause 1.3.1, the Company may pursue the Purposes by:
 - (a) raising money to further the Purposes and secure sufficient funds to pursue the Purposes; and

- (b) receiving any funds and applying those funds in a manner that best attains the Purposes.

2 BENEVOLENT, CHARITABLE AND NOT-FOR-PROFIT NATURE OF THE COMPANY

2.1 Income applied for the Purposes

2.1.1 The Company's income and property:

- (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.

2.1.2 Clause 2.1.1 does not prevent the Company from paying a Member or Officer a reasonable and proper amount with the Board's prior approval in good faith for:

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

2.2 Benevolent, charitable and secular purposes only

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

- 2.2.1 solely to be a not-for-profit, charitable and benevolent institution;
- 2.2.2 to pursue not-for-profit, charitable and benevolent Purposes in Australia only; and
- 2.2.3 to pursue its Purposes in a secular manner.

2.3 Winding up

Subject to clause 2.4, the Company's surplus assets, after satisfying all liabilities on wind up or dissolution:

- 2.3.1 must not be paid or given to Members or former Members; and
- 2.3.2 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 2;
 - (c) are registered under the ACNC Act if the Company had been;
 - (d) are income tax exempt under the Tax Act if the Company had been;
 - (e) can receive deductible gifts under the Tax Act if the Company could and on the same basis; and
 - (f) are selected at or before wind up or dissolution:

- (1) by Member special resolution;
- (2) failing clause 2.3.2(f)(1), by Board resolution;
- (3) failing clause 2.3.2(f)(2), by application to the Victorian Supreme Court.

2.4 Surplus gifts

On winding up of the Company or the Company's deductible gift recipient endorsement being revoked (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 Tax Act must be transferred to one or more funds, authorities or institutions determined according to clause 2.3.2 which is also endorsed as a deductible gift recipient on the same basis as the Company.

3 MEMBERSHIP

3.1 Limited liability of Members / guarantee

- 3.1.1 A Member's liability is limited to the guaranteed amount in clause 3.1.2.
- 3.1.2 If the Company is wound up, each Member and former Member in the previous year must contribute up to one dollar (\$1) towards:
 - (a) the Company'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.

3.2 Classes of Members and eligibility

The Members of the Company comprise:

- 3.2.1 ordinary Members, being individuals who support the Purposes;
- 3.2.2 honorary life Members, being individuals appointed by the Board on the instruction of an ordinary resolution of the Members passed at a general meeting; and
- 3.2.3 such other voting or non-voting classes whose rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status will be determined by the Board.

3.3 Limit on number of Members

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

3.4 Member rights and obligations

- 3.4.1 Ordinary Member, honorary life Members and other voting Members have the right to receive notice of, participate in the requisition of, attend, speak at, vote at and participate in a demand for a poll at general meetings if they have paid their membership fees.

- 3.4.2 Non-voting Members have the right to receive notice of and attend the annual general meeting, but may not participate in the requisition of, speak at, vote at or participate in a demand for a poll at a general meeting.

3.5 **Rights not transferrable**

A person's membership rights and privileges:

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

3.6 **Membership fees**

The Board may determine:

- 3.6.1 fees payable by Members, including any application fee to apply for membership, any entrance fee to be admitted as a Member and any membership fees; and
- 3.6.2 whether fees are refundable or non-refundable.

However, honorary life Members are not required to renew their membership or pay any fees.

3.7 **Register of Members, including closure of register**

- 3.7.1 The Company 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) email and postal addresses for notices; and
 - (c) membership start and end dates.
- 3.7.2 The Board may establish Regulations which regulate closure of the register for up to 60 days per year.
- 3.7.3 Separate to the register, the Company may maintain a database of personal Member details which are not used for notices.

3.8 **Change of Member details**

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

4 **BECOMING AND CEASING TO BE A MEMBER**

4.1 **Members upon registration as a company**

The Members of the Company comprise such Members admitted pursuant to clause 4.2 or otherwise, until such time those Members resign, are expelled or have their Membership cease pursuant to clauses 4.3 to 4.5.

4.2 Admission of Members

- 4.2.1 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.
- 4.2.2 The Board must consider all membership applications within a reasonable time after their receipt, and no later than the next ordinary scheduled meeting of the Board, but need not provide reasons for admitting or refusing to admit a person as Member.
- 4.2.3 The Board must not admit an applicant who is an employee of the Company if admission would result in more than 30% of the voting Members being employees at the time of admission.
- 4.2.4 In the absence of Regulations made under clause 4.2.1:
 - (a) the application must include a Member nomination in a form approved by the Board;
 - (b) the Board may approve an application subject to the applicant paying fees determined by the Board within 28 days of being advised of the Board's approval; and
 - (c) successful applicants become Members when they have paid the fees and the Chief Executive Officer has subsequently added the applicant to the register of Members.

4.3 Resignation of Members

- 4.3.1 A Member may resign as Member by giving one month's written notice to the Chief Executive Officer of the Member's intention to resign.
- 4.3.2 The resignation takes effect on the date that is one month following the date of the Member's written notice.
- 4.3.3 The Chief Executive Officer must make in the register of Members an entry recording the date on which the Member ceased to be a Member.

4.4 Ceasing to be a Member

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

- 4.4.1 has not paid the membership fees by one month after the annual general meeting;
- 4.4.2 if the Member is expelled from the Company pursuant to clause 4.5;
- 4.4.3 becomes untraceable for 6 months because the Member cannot be contacted using the address on the register of Members;
- 4.4.4 dies;
- 4.4.5 becomes bankrupt or makes any arrangement or composition with the Member's creditors generally; or
- 4.4.6 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.

4.5 **Disciplining Members**

The Board may warn, suspend or expel a Member in one or more of the following circumstances:

- 4.5.1 a special resolution is passed by the Members in general meeting that the person's membership should cease due to Terminable Conduct or circumstances in the opinion of the Members rendering it undesirable that that person continue to be a Member;
- 4.5.2 the Member refuses or neglects to comply with the provisions of this Constitution or the Regulations;
- 4.5.3 the Member is found guilty by a court of an indictable offence; or
- 4.5.4 the Member has a debt to the Company which remains unpaid for one year or more.

4.6 **Resolution of disputes between Members**

- 4.6.1 Disputes between:
 - (a) Members (in their capacity as members); or
 - (b) between Members and the Company;

must be referred to the Board which must take steps to resolve the dispute.
- 4.6.2 If a dispute so referred is not resolved to the satisfaction of any party to the dispute within thirty (30) days of its being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- 4.6.3 Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Australian Mediation Association, or a similar body (agreed upon by the parties or, where no agreement is reached, as decided by the Board).
- 4.6.4 The costs of the mediator appointed pursuant to clauses 4.6.2 or 4.6.3 (as the case may be) shall be shared equally between the members party to the dispute.
- 4.6.5 At least seven (7) days before a mediation session established by a mediator appointed pursuant to clauses 4.6.2 or 4.6.3 (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

5 **GENERAL MEETINGS**

5.1 **Convening meetings — annual / special**

- 5.1.1 General meetings other than annual general meetings are called special general meetings.

- 5.1.2 The Board must convene and hold annual and special general meetings of the Members if required by the Act and the ACNC Act. For this purpose, Part 2G.2 of the Act is deemed to form part of this constitution.
- 5.1.3 The Board or 5 Directors may convene special general meetings of the Members.

5.2 **Ordinary and special business**

- 5.2.1 The ordinary business of an annual general meeting is to:
- (a) receive and consider the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) consider the Board's, financial and auditor's report;
 - (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.
- 5.2.2 Special business means:
- (a) for an annual general meeting — business which is not ordinary business according to clause 5.2.1; and
 - (b) for a special general meeting — all business specified in the notice of meeting.
- 5.2.3 The notice of meeting must specify the general nature of any special business, unless the Act or the ACNC Act requires otherwise.
- 5.2.4 No business other than that set out in the notice convening the meeting can be transacted at the meeting.
- 5.2.5 A member desiring to bring any business before a meeting may give notice of that business in writing to the Chief Executive Officer who must include that business in the notice calling the next general meeting after the receipt of the notice.

5.3 **Notice of meeting**

- 5.3.1 At least 21 days' notice of any general meeting must be given specifying the meeting's place, format (including Virtual or Hybrid Meetings), the nature of the business to be transacted at the meeting; if a special resolution is to be proposed, the details of and intention to propose it, the date and time, unless section 249H(2) of the Act or the ACNC Act requires or permits some other period of notice.
- 5.3.2 Notice of every general meeting must be given in writing or by email in accordance with clause 11.6 to:
- (a) every Director;

- (b) every Member entitled to attend who has supplied an address for notices to the Company; and
- (c) the Company's auditor.

5.3.3 No other person is entitled to receive notices of general meetings.

5.3.4 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.

5.4 **Postponement**

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

5.4.2 Clause 5.4.1 does not apply to a meeting requisitioned by Members or convened by the Members, by individual Directors under clause 5.1.3 or by court order.

5.5 **Quorum**

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

5.5.2 The quorum for general meetings is not less than 10 Members personally present and entitled to vote at the general meeting.

5.5.3 If a quorum is not present within 30 minutes 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 such other place, date and time as the Board determines and notifies to Members (if required to do so by clause 5.7).

5.5.4 If a quorum is not present within 30 minutes of the time scheduled to start the adjourned general meeting, the meeting is dissolved.

5.6 **Meeting chair**

5.6.1 The Chair may chair a general meeting.

5.6.2 If the Chair is not present and willing to act the Deputy Chair may chair.

5.6.3 If the Chair and Deputy Chair are 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.

- 5.6.4 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.
- 5.6.5 All procedural decisions by the meeting chair are final.

5.7 **Adjournment**

- 5.7.1 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.
- 5.7.2 The adjourned meeting may only transact unfinished business from the original meeting.
- 5.7.3 If a meeting is adjourned for 30 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.

5.8 **Voting – show of hands / poll**

- 5.8.1 By default, resolutions at general meetings must be voted on by a show of hands. Voting at a Hybrid Meeting or a Virtual Meeting will be by poll or other ballot determined by the Board.
- 5.8.2 The meeting chair has a second or casting vote.
- 5.8.3 The meeting chair must declare whether resolutions were carried, carried unanimously, carried by particular majority or lost. These voting results must be minuted.
- 5.8.4 The minutes of the voting results are conclusive without the need to record the number or proportion of, or manner in which votes were cast.
- 5.8.5 A poll may be demanded by the meeting chair or at least three Members present in person and entitled to vote.
- 5.8.6 A demand for a poll must be made on or before the result being declared, and may be withdrawn.

- 5.8.7 A poll to elect a meeting chair or adjourn the meeting must be taken immediately. Polls must otherwise be taken at that meeting in the manner directed by the meeting chair.
- 5.8.8 The meeting chair must decide all voting disputes, and that decision is final.

5.9 Proxies

- 5.9.1 A Member may appoint a proxy to act on the Member's behalf at any general meeting at which that Member may attend and vote.
- 5.9.2 A proxy must be a Member.
- 5.9.3 For the instrument appointing a proxy to be valid, it must be:
- (a) in writing and signed by the appointor;
 - (b) in the form complying with section 250A of the Act or some other Board approved form; and
 - (c) lodged with the Company at least 48 hours before the time for holding the meeting or adjourned meeting.
- 5.9.4 A vote given according to the proxy instrument is valid despite:
- (a) the death, or unsoundness of mind, of the appointor; or
 - (b) revocation of the instrument or of the authority under which the instrument was executed,
- if no knowledge in writing of that fact was received by the Company before commencing the meeting or adjourned meeting at which the instrument is used.

5.10 Use of technology

General meetings may be held at more than one place, as a Virtual Meeting, or as a Hybrid of them, as determined by the Board acting reasonably provided that the technology that is used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

5.11 Circular resolution

- 5.11.1 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.
- 5.11.2 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.

6 BOARD

6.1 Structure of Board / Number of Directors

The Board will comprise between 5 and 9 Directors as follows:

- 6.1.1 5 Directors elected by and from the voting Members in accordance with clause 6.2 (“**Elected Directors**”). The Board will use reasonable endeavours to evenly stagger the terms of office of Elected Directors;
- 6.1.2 up to 4 Directors appointed by the Board in accordance with clause 6.3 (“**Appointed Directors**”).

6.2 Election of Elected Directors

- 6.2.1 Nominations of candidates for election as a Director must be signed by the candidate and two proposing Members, contain a consent to act as a Director signed by the candidate, and must be received by the Chief Executive Officer at least 7 days before the annual general meeting.
- 6.2.2 If the number of nominations of candidates for election is equal to or less than the number of vacancies, those candidates will be declared elected at the annual general meeting. If any vacancies remain, further nominations may be received at the annual general meeting.
- 6.2.3 If the number of nominations of candidates exceeds the number of vacancies, balloting lists must be prepared containing candidate names in alphabetical order and sent to each Member at least 3 days before the annual general meeting.
- 6.2.4 Where vacancies are for different terms of office, candidates with the most votes will receive the longest terms of office. Despite clauses 6.2.2 and 6.2.3, if the vacancies are for different terms of office, balloting lists must nevertheless be prepared and sent to Members as required by clause 6.2.3.
- 6.2.5 The returning officer appointed by the Board must declare the election result at the annual general meeting.
- 6.2.6 The Board may determine that elections under this clause 6.2 will be conducted electronically.

6.3 Appointment of Appointed Directors

- 6.3.1 Subject to this Constitution, the Board must determine any other procedures or matters in relation to the selection process to appoint Appointed Directors and may make Regulations for that purpose.
- 6.3.2 Unless the Board resolves otherwise, the Company Secretary:
 - (a) is responsible for the conduct of the selection process of Appointed Directors; and
 - (b) may decide all matters in relation to the conduct of the selection process, subject to this Constitution and the Regulations.

- 6.3.3 The Regulations pursuant to clause 6.3.1 must be consistent with the following. In respect of each annual general meeting or whenever an appointment is required to be considered
- (a) The Company Secretary must publicly call for Appointed Director candidates who need not be Members.
 - (b) The Company Secretary must convene an independent committee for the purpose of conducting the selection process.
 - (c) The committee may, but is not required to, interview all candidates for becoming an Appointed Director.
 - (d) The committee must recommend candidates to be appointed as Appointed Directors on the basis of their skills, background and expertise deemed necessary or desirable by the Board (including, without limitation, to complement the Elected Directors) for the effective operation of the Board.
 - (e) The Board may appoint Appointed Directors after considering the recommendations from the committee conducting the selection process.
 - (f) If the appointment is in the lead up to the annual general meeting then the meeting chair must announce the Appointed Directors at the annual general meeting.

6.4 Eligibility to be a Director

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

- 6.4.1 in the case of Elected Directors — is a Member;
- 6.4.2 is over the age of 18 years;
- 6.4.3 consents in writing to become a Director;
- 6.4.4 is not prohibited or disqualified or otherwise prevented from being a director of a company under the Act or a responsible person of a registered charity under the ACNC Act; and
- 6.4.5 is not an employee of the Company.

6.5 Limits on period of continuous office as a Director

- 6.5.1 If a Director has served 9 years or more continuously, then the Director may finish serving his or her current term of office but does not become eligible to be elected or appointed (whether or not to a casual vacancy) until he or she has not been a Director for a subsequent continuous period of two years.
- 6.5.2 Clause 6.5.1 only applies to service as a Director of the Company (or its predecessor association) from 1 January 2014. Service prior to that date will be disregarded.

6.6 Term of office of Directors

- 6.6.1 An Elected Director holds office:

- (a) from immediately after the annual general meeting at which his or her election was declared;
- (b) for a term of three years between annual general meetings;
- (c) until the end of the third annual general meeting after the one at which his or her election was declared.

6.6.2 An Appointed Director holds office:

- (a) from the date immediately after the annual general meeting at which after his or her appointment was declared or such other date determined by the Board;
- (b) for a term of three years between annual general meetings or up to three years from such other date determined by the Board;
- (c) until no later than the end of the third annual general meeting after commencing as Appointed Director.

6.6.3 The Board may appoint an Appointed Director for a shorter term than under clause 6.6.2 if the Board so determines at the time of appointment.

6.7 **Casual vacancies**

6.7.1 If a casual vacancy occurs for any Elected Director office, 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 Elected Director in accordance with clause 6.2. The person elected will serve only for the balance of the term of the original Elected Director.

6.7.2 If a casual vacancy occurs for any Appointed Director office, the Board may appoint another eligible person in his or her place until the end of the next annual general meeting or for the balance of the term of the original Appointed Director.

6.7.3 The Board may continue to act despite vacancies on the Board. However, if there are less than 4 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.

6.8 **Office bearers**

The Board must elect and remove the following office bearers from the Directors:

6.8.1 Chair; and

6.8.2 Deputy Chair.

6.9 **Resignation of Directors**

6.9.1 A Director may resign as Director by written notice to the Chief Executive Officer.

- 6.9.2 The resignation takes effect when the Company receives the Director's notice or on a later date specified in the notice.

6.10 **Ceasing to be a Director**

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

- 6.10.2 A directorship automatically ceases if the Director:

- (a) dies or is physically incapable of fulfilling his or her duties as a Director;
- (b) in the case of an Elected Director — was but ceases to be a Member;
- (c) becomes disqualified from being a director pursuant to the Act or ACNC Act;
- (d) for more than 3 consecutive meetings is absent without Board permission or a satisfactory explanation of absence;
- (e) becomes a bankrupt, an insolvent 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.

6.11 **Director remuneration and reimbursements**

Despite clause 2.1.1:

- 6.11.1 the Directors are entitled to receive reasonable fees or remuneration determined by the Board for undertaking the ordinary duties of a Director;
- 6.11.2 the Directors may be reimbursed for reasonable travel and other expenses incurred by them when engaged in the Company's business, attending meetings or otherwise in carrying out the duties of a Director where payment does not exceed any amount previously approved by the Board; and
- 6.11.3 the Directors may be paid for any service rendered to the Company in a professional or technical capacity outside the scope of the Director's ordinary duties 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.

7 **BOARD POWERS**

7.1 **Management vests in Board**

- 7.1.1 The Board is responsible for the governance, business and affairs of the Company. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the Company's powers which

are not by the Act, the ACNC Act or this Constitution required to be exercised by the Members in general meeting.

7.1.2 The powers under clause 7.1.1 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.

7.1.3 A resolution under clause 7.1.2 does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

7.1.4 Each Director is subject to, and must comply at all times with, the duties set out in Governance Standard 5 in reg 45.25 of the Australian Charities and Not-for-profits Commission Regulations 2013 (Cth) if the Company is legally required to comply with that regulation.

7.2 **Power to delegate**

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

- (a) an officer or employee of the Company; or
- (b) a committee under clause 9.

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

7.3 **Power to appoint Chief Executive Officer**

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

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

7.3.3 The Chief Executive Officer must attend Board meetings and general meetings, other than those meetings or parts of meetings which are deemed by the Board to be closed to management.

7.3.4 The Chief Executive Officer will have the responsibilities determined by the Board, including the day to day management and operations of the Company under the supervision of the Board to achieve the Purposes.

7.4 **Power to appoint Company Secretary**

7.4.1 The Board must appoint at least one Company Secretary on such terms and conditions as the Board determines from time to time.

7.4.2 A Company Secretary must attend Board meetings and general meetings, other than those meetings or parts of meetings which are deemed by the Board to be closed to management.

7.4.3 The Company Secretary will have the responsibilities set out in the Act and the ACNC Act.

7.5 **Power to make Regulations**

- 7.5.1 The Board may from time to time make, vary and rescind Regulations in relation to the Company.
- 7.5.2 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.

8 **BOARD MEETINGS**

Subject to this clause 8, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

8.1 **Number of meetings**

The Board should endeavour to meet at least 5 times per year.

8.2 **Convening meetings**

The Company Secretary must arrange a Board meeting:

- 8.2.1 at the request of the Chair; or
- 8.2.2 on the requisition of at least 50% of the Directors.

8.3 **Notice of meeting**

- 8.3.1 At least 5 days' notice of any Board meeting must be given unless the Board decides otherwise or in emergencies.
- 8.3.2 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.
- 8.3.3 The decision of the meeting chair as to whether business is routine is conclusive.

8.4 **Quorum**

- 8.4.1 The quorum for a Board meeting is a majority of Directors entitled to vote, but which must be no less than 5 Directors. A meeting at which a quorum is present may exercise all powers and discretions of the Board.
- 8.4.2 If a Board meeting is adjourned due to lack of quorum, the Chair must set a further date for the adjourned meeting.

8.5 **Meeting chair**

- 8.5.1 The Chair may chair a Board meeting.
- 8.5.2 If the Chair is absent the Deputy Chair may chair.
- 8.5.3 In the absence of the Chair and the Deputy Chair, the Directors may appoint a meeting chair from among their number.

8.6 **Voting**

- 8.6.1 Each Director present and entitled to vote at a Board meeting has one vote. Proxy voting and alternate Directors are not permitted.
- 8.6.2 Questions arising at a Board meeting must be decided by a majority of votes. Such a decision is for all purposes a decision of the Board.
- 8.6.3 In the event of an equality of votes the meeting chair has a second or casting vote.

8.7 **Use of technology**

The Board may hold a meeting in two or more places and conducted as a Virtual Meeting or as a Hybrid Meeting if:

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

8.8 **Circulating resolutions**

- 8.8.1 A written resolution signed or approved by technological means (other than any Director on leave of absence or ineligible to vote) is taken to be a decision of the Board passed at a Board meeting convened and held.
- 8.8.2 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 entitled to vote 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.

8.9 **Conflicts and personal interests**

- 8.9.1 A Director who has a material personal interest in a matter that relates to the Company's affairs must give the other Directors notice of the interest unless the ACNC Act or section 191(2) of the Act require otherwise.
- 8.9.2 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 section 195 of the Act.

8.10 **Minutes**

- 8.10.1 The Board must ensure that minutes of all proceedings of general, Board, committee meetings (and meetings of any other Board entity) are recorded in a minute book within one month after the relevant meeting is held.
- 8.10.2 The minutes need to include details such as;

- (a) The names of all people present at each meeting;
- (b) all orders, resolutions and proceedings of meetings;
- (c) such other matters are required under the Act, including any declaration of a conflict of interest.

8.10.3 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.

8.10.4 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

8.11 **Validity of acts / procedural defects**

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

8.11.2 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.

9 **COMMITTEES**

9.1 **Board's power to establish committees**

The Board may establish committees as follows:

- 9.1.1 a committee will comprise two or more committee members, of which at least one must be a Director;
- 9.1.2 the committee members otherwise need not be a Director or Member;
- 9.1.3 the committee has the purpose set out in its charter approved by the Board, and may undertake the powers and functions delegated to it by the Board;
- 9.1.4 in the absence of any provision in the committee charter, meetings and proceedings of any committee are governed by the provisions of clause 8; and
- 9.1.5 committee members may be paid reasonable remuneration (in addition to any remuneration under clause 6.11.1).

9.2 **Standing committees**

The following standing committees are established under this Constitution:

- 9.2.1 Audit and Finance Committee;
- 9.2.2 Governance Committee; and

- 9.2.3 Clinical Governance Committee.

10 PATRON

The Board may, if instructed by ordinary resolution of the Members passed at a general meeting, invite any person to become a Patron of the Company.

11 ADMINISTRATION

11.1 Change of name

- 11.1.1 The Members may change the Company's name by special resolution in accordance with the Act. Such a resolution authorises the Board to update all references to the Company's name in this Constitution.
- 11.1.2 Despite clause 11.1.1, the Board may apply under the Act to omit "Limited" from its name.

11.2 Amendment of Constitution

- 11.2.1 The Members may amend this Constitution by special resolution in accordance with the Act and the ACNC Act.
- 11.2.2 If the Company is registered under the ACNC Act, a special resolution under clause 11.2.1 (unless it expressly provides otherwise) does not take effect if it would cause the Company to lose any entitlements to registration under the ACNC Act.

11.3 Accounts

The Board must cause:

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

11.4 Audits

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.

11.5 Records and inspection

- 11.5.1 A Member (other than a Director) is not entitled to inspect any document of the Company, except as provided by law or authorised by the Board.
- 11.5.2 Subject to clause 11.5.3, Members may, on request, inspect the minutes of any meetings of the Board, committee or General Meetings free of charge. The minutes must be inspected at RAV's registered office and cannot be copied.
- 11.5.3 The Board may refuse to permit a Member to inspect the minutes of any meetings of the Board or committee that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interest of the Company.

11.6 Service of notices

- 11.6.1 Notices must be in writing and may be given by the Company to any Member:
- (a) in person; or
 - (b) by sending it to the postal address, e-mail address or other address supplied for receiving notices.
- 11.6.2 A notice sent by post is deemed to have been given 6 business days after it was posted. A notice sent by other electronic means, is deemed to have been given on the next business day after it was sent.

11.7 Indemnity of officers

- 11.7.1 To the Relevant Extent, the Company indemnifies current and former Officers out of its assets against any Liability incurred by the Officer in or arising out of:
- (a) the conduct of the Company's affairs or business; or
 - (b) the discharge of the Officer's duties,
- unless the Liability arises out of conduct involving a lack of good faith.
- 11.7.2 To the Relevant Extent, the Company may execute any deed in favour of any current or former Officer to confirm the indemnities conferred by clause 11.7.1 in relation to that person to the extent the law does not preclude the Company from doing so.
- 11.7.3 Clause 11.7.1 applies whether or not any deed is executed under clause 11.7.2.
- 11.7.4 In this clause 11.7 and clause 11.8:
- (a) "**Liability**" includes cost, charge, loss, damage, expense or penalty; and
 - (b) "**To the Relevant Extent**" means to the extent the Company is not precluded from doing so by law (including the Act).

11.8 Insurance

To the Relevant Extent:

- 11.8.1 the Company may pay or agree to pay premiums for directors and officers insurance to insure current or former Officers against any Liability incurred by the Officer in or arising out of:
- (a) the conduct of the Company's affairs or business; or
 - (b) the discharge of the Officer's duties; and
- 11.8.2 the Company may execute any deed in favour of any current or former Officer to take out insurance referred to in clause 11.8.1, on such terms as the Board considers appropriate.

11.9 Seal

- 11.9.1 The Board will determine whether or not the Company is to have a seal (known as the common seal) and, if so, will provide for the safe custody of such seal.
- 11.9.2 The seal, if any, of the Company may only be affixed to any instrument with the Board's authority.
- 11.9.3 The affixing of the seal must be attested by the signatures of persons authorised by the Board for that purpose.

11.10 Definitions

In this Constitution:

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

"Act" means the *Corporations Act 2001* (Cth);

"Appointed Director" means a Director appointed for the purposes of clause 1.1.1;

"Board" means the board of Directors of the Company with a quorum to transact business;

"Chair" means the Director and office bearer under clause 6.8.1;

"Chief Executive Officer" means the Chief Executive Officer of the Company;

"Company" means the company named on page 1 of this Constitution;

"Company Secretary" means a secretary appointed under clause 7.4;

"Constitution" means this constitution of the Company;

"Director" means a person for the time being who performs the role of director of the Company;

"Deputy Chair" means the Director and office bearer under clause 6.8.2;

"Elected Director" means a Director elected for the purposes of clause 6.1.1;

"Hybrid Meeting" means a meeting held in two or more locations where some or all of the participants' attendance is enabled by audio and video conferencing or similar technology;

"Member" means a person who is a member of the Company pursuant to clauses 3 and 4;

"Officer" means officers under the Act and any committee members pursuant to clause 9;

"Principal Purpose" means the principal purposes set out in in clause 1.1;

"Purposes" means the Principal Purpose and the Supporting Purposes;

"Regulations" means regulations made by the Board under clause 7.5;

“Supporting Purposes” means the supporting purposes set out in clause 1.2;

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

“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 Company’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;

“Virtual Meeting” means a meeting held using virtual meeting technology only.

11.11 Interpretation rules

Unless the contrary intention appears in this Constitution:

- 11.11.1 words importing the singular include the plural, and words importing the plural include the singular;
- 11.11.2 words importing a gender include every other gender;
- 11.11.3 words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);
- 11.11.4 a reference to a person includes that person’s successors, legal personal representatives and permitted transferees;
- 11.11.5 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;
- 11.11.6 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;
- 11.11.7 headings and bold text are for convenience only and do not affect its interpretation; and
- 11.11.8 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.

11.12 Application of Act

- 11.12.1 This Constitution is to be interpreted subject to the Act. However, the rules that apply as replaceable rules to companies under the Act do not apply to the Company.

11.12.2 Unless the contrary intention appears, a word or expression in a clause that is defined in section 9 of the Act has the same meaning in this Constitution as in that section.

11.13 Application of ACNC Act

If the Company is registered under the ACNC Act, this Constitution is to be interpreted subject to the ACNC Act.