



Constitution

Aboriginal Health and Medical Research Council of New South Wales

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1 / Introduction

1.1 Definitions

1.1.1 In this Constitution, unless the context otherwise requires:

Aboriginal means a member of the Aboriginal race of Australia who identifies himself or herself as an Aboriginal person and who is accepted by the Aboriginal community as an Aboriginal person.

Aboriginal community or **community** means, depending on the context, an individual local Aboriginal community or the larger Aboriginal community within Australia.

Aboriginal Community Controlled Health Service is a primary health care service initiated and operated by the local Aboriginal community to deliver holistic, comprehensive and culturally appropriate health care to community.

Aboriginal Community Controlled Health Related Service means a not-for-profit incorporated Aboriginal Community Controlled Organisation operating in the State which provides specialist Aboriginal Health Related Services and:

- a is committed to Aboriginal health
- operates an Aboriginal community multi-purpose centre, health post or clinic in association with, or receives satellite services through, an Aboriginal Community Controlled Health Service, and
- c is community controlled.

Aboriginal culture includes practices and ceremonies founded on a belief in the Dreamtime and that the land and sea provide a link between all aspects of Aboriginal people's existence: spirit, culture, language, family, law and identity.

Aboriginal health has the meaning given in schedule 1.

Aboriginal Health Related Services has the meaning given in schedule 1.

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012.

AH&MRC means the Aboriginal Health and Medical Research Council of New South Wales ACN 085 654 397.

Associate Member means an organisation whose application for membership of AH&MRC pursuant to rules 4.4 and 4.5 has been accepted in accordance with this Constitution.

Chairperson means the person appointed as Chairperson pursuant to rule 12.6.

Chief Executive Officer means the person appointed as Chief Executive Officer of AH&MRC pursuant to rule 14.1.

Community control provides rights for Aboriginal people to self-determination, input and ownership;

Deputy Chairperson means the person appointed as Deputy Chairperson pursuant to rule 12.6.

Directors means the Directors acting collectively as a Board.

Disqualified person means a person who:

- a is the subject of a prohibition order under section 90A of the Children and Young Persons (Care and Protection) Act 1998, or
- **b** is ineligible under the *Corporations Act 2001*, the *ACNC Act* or any other legislation to act as a Director or to manage a corporation.

Ineligible person means a person whom the Directors resolves to be ineligible to act as a Director because that person is a public servant or employee of a government department who has a conflict of interest with regard to Aboriginal Community Controlled Health Services.

ITAA 1997 means Income Tax Assessment Act 1997.

Member means an Ordinary Member or an Associate Member.

NACCHO Principles means such principles applicable to Aboriginal health and Aboriginal Health Related Services as are published by National Aboriginal Community Controlled Health Organisation ACN 078 949 710 from time to time.

Not-for-profit means, in relation to an organisation, the fact that its rules, Constitution or other governing documents provide that no part of the organisation's capital or income may be paid, transferred or distributed, directly or indirectly to any Member of the organisation other than as reimbursement for out-of-pocket expenses incurred on behalf of the organisation or as compensation for services rendered on behalf of the organisation or for goods supplied in the ordinary and usual course of business as an arm's-length transaction, and includes a charity registered under the ACNC Act.

Objects means the objects set out in rule 2.1.

Ordinary Member means an organisation whose application for membership of AH&MRC in accordance with rules 4.3 and 4.5 has been accepted in accordance with this Constitution.

Primary health care has the meaning given in schedule 1, the core functions of which are described in schedule 2.

Region means a geographical region within the state as determined by the Members in an Annual General Meeting.

Register means the register of Members kept in accordance with rule 4.10.

Secretary means a person (who may include the Chief Executive Officer) appointed to perform the duties of a Secretary of AH&MRC.

State means the state of New South Wales.

Sub-region means a geographical sub-region of a region as determined by the Members in an Annual General Meeting.

1.1.2 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.

1.2 Interpretation

- **1.2.1** Unless the context otherwise requires a word that denotes:
 - **a** the singular denotes the plural and vice versa
 - **b** any gender denotes the other genders, and
 - **c** a person includes an individual, a corporate body and a government.
- **1.2.2** Unless the context otherwise requires a reference to:
 - a any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation
 - any other instrument where amended or replaced means that instrument as amended or replaced, and
 - **c** a thing or amount is a reference to the whole and each part of it.
- **1.2.3** In this Constitution:
 - **a** rule headings are for convenience only and do not affect interpretation, and
 - **b** includes is not a word of limitation.

1.3 Corporations Act 2001

Except where the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a relevant provision of the *Corporations Act 2001*, the same meaning as in that provision of the *Corporations Act 2001*.

1.4 Replaceable rules excluded

To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* do not apply to AH&MRC.

1.5 References to and calculations of time

- 1.5.1 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 1.5.2 A provision of this Constitution, except any time specified for deposit of proxies with AH&MRC, which has the effect of requiring anything to be done on or by a date that is not a business day must be interpreted as if it required it to be done on or by the next business day.

1.6 Cultural preamble

- 1.6.1 Recognising Aboriginal culture, and the Aboriginal health needs of Aboriginal communities, the Members have agreed to continue as Members of a public company limited by guarantee registered as a health promotion charity under the ACNC Act.
- 1.6.2 The Members and Directors will conduct themselves and the affairs of AH&MRC in manners respectful of Aboriginal culture.



2 / Purpose

2.1 **Objects**

- 2.1.1 The objects for which AH&MRC is established are:
 - a to work for and with Members across the state to facilitate access to an adequately resourced and skilled workforce who provide high quality comprehensive primary health care services to and for the Aboriginal community
 - **b** to work in collaboration with other Aboriginal health and non-Aboriginal health partners to systematically address social determinants of health and wellbeing
 - **c** the amelioration of poverty within the Aboriginal community
 - d the advancement of Aboriginal culture for the purpose of sustaining or regaining of Aboriginal health and wellbeing within the Aboriginal community
 - e to provide for consultation and co-operation between Members concerning the services they provide to the Aboriginal community
 - f to provide for consultation and co-operation with the Commonwealth and State Governments and their agencies in the field of Aboriginal health care
 - g to represent the interests of Members and to make common representations on their behalf to the Commonwealth and State Governments and their agencies, and to other Australian nongovernment organisations
 - h in consultation with the Chief Executive Officer, to enter into arrangements with the Commonwealth and State Governments or other agencies for the investigation or furtherance of activities within the purposes of AH&MRC or its Members
 - to bring the needs for, and purposes and results of, Aboriginal health care before the Directors, the Members, the Australian community and Commonwealth and State Governments
 - to prepare and disseminate information on aid activities and issues of Aboriginal health care set out in the NACCHO Principles relating to Aboriginal health aims and objectives to the Directors, Members, the Australian community, and Commonwealth and State Governments

- k to foster research into a range of Aboriginal health issues such as tobacco control, sexual health awareness, gambling, drug abuse and dissemination of services and related activities, including the economic, social and cultural implications of various types of aid
- l to provide information concerning projects within the ambit of interests of AH&MRC to Members and other bodies
- m to develop and maintain educational institutions, including the AH&MRC Registered Training Organisation, to provide constructive educational health courses and programs for Members, Aboriginal Health Workers and professionals to undertake medical research to redress ill-health within the Aboriginal community
- n to provide advice to Members regarding the maintenance and development of the workforce, the recruitment of personnel, human resources issues, policies and procedures relating to finance, governance and management, data systems, health information and patient recall systems and the design and upgrade of medical clinics and other facilities used to provide medical assistance
- to build sustainable programs that promote the professional development and up-skilling of the AH&MRC workforce
- **p** to build Aboriginal health care service capacity through the Members
- **q** to organise workshops for Aboriginal Community Controlled Health Services, their Chief Executive Officers and managers in the areas of information communication and technology, information management, industrial relations, including occupational health and safety, recruitment and accreditation
- r to provide any further activities or services to the Members in order for them to deliver holistic and culturally appropriate Aboriginal Health Related Services to the Aboriginal community. This includes the provision of an Ethics Committee to provide ethical evaluation of research projects, data collection and surveys which relate to the health of Aboriginal people, a consultancy service to undertake projects. research, consultancies, provide reports, surveys, advice and facilitate education, instruction and workshops incorporating all aspects of the health and wellbeing of Aboriginal people, and

3 / Liability of Members

- s to do all such things as are incidental or conducive in furtherance of these objects generally to do all other things that may appear to AH&MRC to be incidental or conducive to the attainment of these objects or any of them.
- **2.1.2** Each object in rule 2.1.1 is independent of the other objects.

2.2 Powers

- **2.2.1** AH&MRC can only exercise the powers in section 124(1) of the Corporations Act 2001 to:
 - a pursue the objects, and
 - do all things incidental or convenient in relation to the exercise of the powers under paragraph (a).
- 2.2.2 AH&MRC shall act consistently with, and shall maintain its registration as, a health promotion charity under the ACNC Act, enjoying the concessions, exemptions and deductible gift recipient status under the ITAA 1997.

2.3 Income

The income and property of AH&MRC:

- **a** may only be applied to the carrying out of the objects and the exercise of the powers referred to in rule 2.2, and
- **b** must not be paid directly or indirectly to any Member

provided that nothing in this Constitution prevents the payment in good faith by AH&MRC of:

- c reasonable and proper remuneration and expenses to any officer of AH&MRC in accordance with this Constitution
- d reasonable and proper remuneration and expenses to any employee of AH&MRC or to any Member or other person in return for services or goods provided to AH&MRC in the usual course of business
- e interest at market rates on money borrowed from any Member, or
- **f** market rent for premises let by any Member to AH&MRC.

3.1 Limitation

The liability of the Members is limited.

3.2 Contribution

Each Member must contribute to the assets of AH&MRC, if it is wound up during the time he or she is a Member or within 1 year afterwards, such amount as may be required (not exceeding \$10) for:

- a payment of the debts and liabilities of AH&MRC contracted before the time at which he or she ceases to be a Member
- **b** the costs, charges and expenses of winding up AH&MRC, and
- **c** the adjustment of the rights of the contributories among themselves.



4 / Membership

4.1 Membership

The Members of AH&MRC are the persons who are Members of AH&MRC as at the conclusion of the Annual General Meeting at which this Constitution is adopted and such other persons as the Directors admit to membership in accordance with this Constitution.

4.2 Classes of membership

There shall be 2 classes of Members:

- a Ordinary Member, and
- **b** Associate Member.

4.3 Ordinary Members

- **4.3.1** An Aboriginal Community Controlled Health Service may apply for membership as an Ordinary Member.
- **4.3.2** The Directors may in their discretion accept or refuse an application to become an Ordinary Member and need not assign a reason for any refusal.

4.4 Associate Members

- **4.4.1** An Aboriginal Community Controlled Health Related Service may apply for membership as an Associate Member.
- **4.4.2** An application for admission to membership as an Associate Member must be supported by written nomination signed by a Director.
- **4.4.3** The Directors may in their discretion accept or refuse an application to become an Associate Member and need not assign a reason for any refusal.

4.5 Form of application

- **4.5.1** An application for membership must:
 - **a** be in writing in the form approved by the Directors
 - **b** be addressed to the Chief Executive Officer
 - c be signed by the applicant
 - **d** state that the applicant applies to become a Member, and the class of membership applied for, and
 - **e** state that the applicant supports the objects and agrees to comply with this Constitution.
- **4.5.2** A Member may apply to transfer from one class of membership to another. Any such application will proceed and be treated the same as a fresh application for membership.

4.6 Admission to membership

- **4.6.1** If an application for membership is accepted by the Directors, the name and details of the applicant must be entered in the Register.
- **4.6.2** The Secretary will inform the applicant whether or not the application was successful.
- **4.6.3** On admission the Board will designate the Member as belonging to a particular region or sub-region.

4.7 Entitlements as a Member

Each Member has the right to:

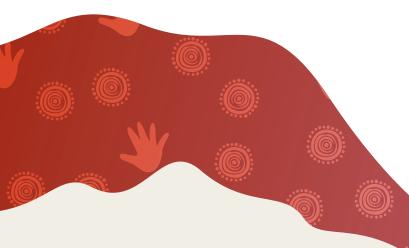
- a receive notices of and attend and be heard at any Annual General Meeting, and
- **b** where an Ordinary Member, vote at any Annual General Meeting.

4.8 No membership fee

No membership fee is payable by any Member or applicant for membership.

4.9 No property rights

Membership is not transferable and confers no rights in or to any property, assets or income of AH&MRC.



5 / Cessation of membership

4.10 The Register

- **4.10.1** A Register of Members of AH&MRC must be kept in accordance with the *Corporations Act 2001*.
- **4.10.2** The following must be entered by the Secretary in the Register in respect of each Member:
 - a the full name of the Member
 - **b** the address, telephone, facsimile number and email address, if any, of the Member
 - the date of admission to and cessation of membership, and
 - **d** such other information as the Directors require.

4.11 Information from Members

- **4.11.1** Each Member must notify the Secretary of any change in the name, address, telephone, facsimile number or email address of the Member within 1 month after the change.
- **4.11.2** The Directors or the Secretary may request information from any Member as to its continuing eligibility for membership or to ensure that its books and records are accurate and up-to-date.

5.1 Resignation

A Member may resign from membership of AH&MRC by giving notice to AH&MRC of not less than 1 month or of such shorter period as is approved by the Chairperson.

5.2 Cessation of membership

A Member ceases to be a Member:

- a in the case of a Member that is not an individual, on being wound up or dissolved, otherwise ceases to exist or becomes an externally administered corporation
- **b** as decided by the Directors, the Member ceases to be eligible for membership
- c in the case of an individual, on death
- d on expulsion under rule 5.3, or
- e if the Member has not responded within 3 months to a written request from the Secretary that they confirm in writing that they want to remain a Member.

5.3 Disciplining of Members

- **5.3.1** In this rule 5.3, a **complaint** is a complaint received from a Director or a Member that a Member has:
 - **a** refused to, or persistently neglected to, comply with a provision or provisions of the Constitution
 - **b** is causing, has caused or is likely to cause harm to AH&MRC, or
 - **c** the Member is no longer eligible to be an Ordinary Member or an Associate Member.
- **5.3.2** On receipt of a complaint, the Directors must:
 - a cause written notice of the complaint to be served on the Member about whom the complaint has been made;
 - **b** give the Member at least 10 days from service of the notice to make a submission to the Directors in connection with the complaint, and
 - **c** take into consideration any submission made by the Member.



5 / Cessation of membership (cont.)

- 5.3.3 Where, after due consideration of the complaint and any submission made by the Member, the Directors are satisfied that the facts alleged in the complaint have been proved, the Directors may resolve to:
 - a expel the Member from membership, or
 - **b** suspend the Member from membership for a period determined by the Directors provided that in any implementation of this ruling the Directors shall have regard to the rules of natural justice.
- 5.3.4 Where the Directors expel or suspend a Member the Secretary must, within 7 days after the action is taken, notify the Member of the action taken and indicating the reasons given by the Directors for having taken that action.
- **5.3.5** Should a Member's membership rights be suspended, the Member:
 - a cannot attend an Annual General Meeting unless invited by the Chairperson in writing
 - **b** cannot vote at an Annual General Meeting, and
 - **c** cannot be counted in determining the quorum for an Annual General Meeting.

6 / General meetings

6.1 Convening

- **6.1.1** Except as permitted by law an Annual General Meeting must be held at least once in every calendar year.
- **6.1.2** The Directors may convene an Annual General Meeting at any time.
- **6.1.3** A Member may:
 - **a** only request the Directors to convene an Annual General Meeting in accordance with section 249D of the *Corporations Act 2001*, and
 - **b** not convene or join in convening an Annual General Meeting except under section 249E or 249F of the *Corporations Act 2001*.

6.2 Notice

- **6.2.1** A notice of an Annual General Meeting must, subject to the *Corporations Act 2001*:
 - a be given at least 21 days before the meeting
 - **b** specify the place, the day and the hour of meeting, and
 - **c** except as expressly set out in this Constitution, state the general nature of the business to be transacted.
- **6.2.2** The accidental omission to give notice of an Annual General Meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the Annual General Meeting.

6.3 Cancellation or postponement

- **6.3.1** The Directors may cancel or postpone the holding of any Annual General Meeting whenever they think fit (other than a meeting requisitioned by Members under the *Corporations Act 2001*).
- 6.3.2 Notice of the cancellation or postponement must be given to all persons entitled to receive notice of the meeting at least 3 days before the date for which the meeting was convened and must specify:
 - a the reason for the cancellation or postponement, and
 - **b** where the meeting is postponed, a date, time and place for holding the meeting.



7 / Proceedings at Annual General Meetings

- **6.3.3** There must be at least 21 days between the date on which a notice postponing the meeting is given and the date on which the meeting is to be held.
- **6.3.4** The only business that may be transacted at a postponed meeting is that specified in the original notice convening the meeting.
- **6.3.5** The accidental omission to give notice of the cancellation or postponement of any Annual General Meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the postponed meeting.

6.4 Representation of Members

Any Member may be represented at any Annual General Meeting by its proxy or representative appointed in accordance with the *Corporations Act 2001* (but not by an attorney), and if so represented is deemed to be present in person.

7.1 Quorum

- **7.1.1** No business may be transacted at any Annual General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- **7.1.2** A quorum is constituted:
 - **a** where there are 10 Members or less, the quorum is equal to the number of Members, and
 - **b** where there are more than 10 Members, the quorum is 10 Members.
- **7.1.3** In determining the quorum of a meeting only one proxy or representative per Member will be counted.

7.2 Absence of quorum

If a quorum is not present within 30 minutes after the time appointed for the meeting, where the meeting was convened on the requisition of Members, the meeting is dissolved, or in any other case:

- a the meeting stands adjourned to the day, and at the time and place, which the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place
- **b** the quorum at the adjourned Annual General Meeting is 5 Members, and
- c if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved



7 / Proceedings at Annual General Meetings (cont.)

7.3 **Ordinary and special business**

- 7.3.1 The business of an Annual General Meeting is:
 - **a** to receive and consider the profit and loss account, the balance sheet, the reports of the Directors and the auditors and the Directors' statement as required by the Corporations Act 2001 and any document required to be tabled at the Annual General Meeting under the ACNC Act
 - **b** where necessary, to appoint auditors
 - c to elect 2 Directors from each region in each year in which elections fall due, and
 - d to transact any other business which under this Constitution or the Corporations Act 2001 ought to be transacted at an Annual General Meeting.
- 7.3.2 All other business transacted at an Annual General Meeting and all business transacted at any other Annual General Meeting is special.

7.4 Appointment of Chairperson of **Annual General Meetings**

- If the Directors have elected a Chairperson as contemplated by rule 12.6, the Chairperson is entitled to preside at an Annual General Meeting.
- If the Chairperson is not present, able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present, able and willing to act, the following may preside (in order of entitlement):
 - a the Deputy Chairperson
 - **b** a Director chosen by a majority of the Directors present
 - c the only Director present, and
 - **d** a proxy or representative of an Ordinary Member chosen by a majority of the Ordinary Members present.

7.5 Chairperson's powers

Subject to the terms of this Constitution and the Corporations Act 2001, the Chairperson's ruling on all matters relating to the order of business, procedure and conduct of the Annual General Meeting is final and no motion of dissent from a ruling of the Chairperson may be accepted.

7.6 **Adjournment of meetings**

- 7.6.1 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and place.
- The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took
- 7.6.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 7.6.4 Except as provided by rule 8.6.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8 / Voting at Annual General Meetings

8.1 **Voting rights**

- 8.1.1 Each Ordinary Member present at an Annual General Meeting has 1 vote.
- 8.1.2 Associate Members have no voting rights at Annual General Meetings.

8.2 **Decisions**

Each matter submitted to a meeting must be decided on a show of hands or a poll demanded in accordance with rule 8.4.

8.3 Chairperson's casting vote at **Annual General Meetings**

Should there be an equal number of votes cast on a resolution, the Chairperson of an Annual General Meeting has a second or casting vote in addition to any deliberative vote the Chairperson may have.

8.4 Demand for a poll

- 8.4.1 A poll may be demanded by:
 - a the Chairperson, or
 - **b** at least 2 Ordinary Members entitled to vote on the resolution.
- A poll may be demanded: 8.4.2
 - a before a vote is taken
 - **b** before the voting results on a show of hands are declared, or
 - c immediately after the voting results on a show of hands are declared.
- **8.4.3** The demand for a poll may be withdrawn.
- The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
- A poll demanded on a matter other than the election of a Chairperson or on a question of adjournment must be taken when and in the manner the Chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- A poll demanded on the election of a Chairperson 8.4.6 or on a question of adjournment must be taken immediately.

Evidence of resolutions 8.5

Unless a poll is demanded in accordance with rule 8.4, a declaration by the Chairperson that a resolution has on a show of hands been:

- a carried
- **b** carried unanimously or by a particular majority,
- c lost

and an entry to that effect in the book containing the minutes of the proceedings of AH&MRC, signed by the Chairperson of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.6 **Objections**

- 8.6.1 An objection may be raised to the qualification of a voter only at the meeting at which the vote objected to is given or tendered.
- 8.6.2 The objection must be referred to the Chairperson of the meeting, whose decision is final.
- 8.6.3 A vote not disallowed following the objection is valid for all purposes.



9 / Proxies and corporate representatives

9.1 Appointment

- **9.1.1** A Member who is entitled to vote at a meeting may appoint 1 person as its proxy in accordance with the *Corporations Act 2001* in a form acceptable to the Directors.
- 9.1.2 Subject to any appointment under rule 9.1.1, a Member who is entitled to vote at a meeting may appoint 1 representative in accordance with the Corporations Act 2001 to act on the Member's behalf.
- 9.1.3 A proxy or representative need not be a Member of AH&MRC.
- 9.1.4 Instruments appointing a proxy or representative for a meeting must be received at AH&MRC's registered office or at any other address stated in the notice of meeting at least 48 hours before the meeting.

9.2 Form of proxy

A document appointing a proxy must be in the form set out in schedule 3 or as otherwise approved by the Directors from time to time.

9.3 Effect of proxy or representative appointment

- **9.3.1** An instrument appointing a proxy or a representative confers authority to demand or join in demanding a poll.
- **9.3.2** If a proxy or representative appointment is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the instrument states otherwise.
- **9.3.3** A proxy or representative appointment may be revoked at any time by notice to AH&MRC.

9.4 Voting by proxy or representative

- 9.4.1 An instrument appointing a proxy or a representative may specify the manner in which the proxy or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or representative is not entitled to vote on the resolution except as specified in the instrument.
- **9.4.2** A vote given in accordance with the terms of an instrument of proxy or appointing a representative is valid despite:
 - **a** the previous death or unsoundness of mind of the principal, or
 - **b** the revocation of the instrument (or of the authority under which the instrument was executed) or of the power

if AH&MRC has not received notice of the death, unsoundness of mind or revocation before the commencement of the meeting at which the instrument is used or the power is exercised.

10 / Directors

10.1 Number of Directors

Subject to the Corporations Act 2001, until otherwise determined by the Members in an Annual General Meeting, the maximum number of Directors is 8.

10.2 Composition

An election of 8 Directors in accordance with rule 10.4 shall be held at the Annual General Meeting at which this Constitution is adopted and thereafter at every second Annual General Meeting.

10.3 Eligibility

To be eligible to be elected as a Director the candidate must:

- a be an Aboriginal person
- **b** be a Director, Chief Executive Officer, Deputy Chief Executive Officer, senior employee or officer of a Member in the relevant region
- c have provided his or her written consent to act as a Director prior to election, and
- **d** not be a disqualified person or an ineligible person.

10.4 Election of Directors

- 10.4.1 Subject to rule 10.4.2, Members from each region will at every second Annual General Meeting elect 2 Directors to represent Members from the region.
- 10.4.2 Only one Director may be elected to represent Members from any sub-region.
- 10.4.3 In the case of an equality of votes in an election, the candidates will endeavour to reach agreement between themselves at the meeting as to who of them is elected. In the absence of any such agreement, the Chairperson will decide the election by lot.
- **10.4.4** The Chairperson's declaration of the outcome of an election of Directors will be final.

10.5 Term of office

10.5.1 Except as otherwise provided in this Constitution, a Director holds office until the conclusion of the second Annual General Meeting after his or her election or appointment.

- **10.5.2** In this rule 10.5 and in rule 12.6:
 - a second Annual General Meeting means the Annual General Meeting immediately following the next Annual General Meeting after the meeting at which the Director was elected or the Directors meeting or meeting of Members from a region at which the Director was elected or appointed to fill a casual vacancy was held, as the case may be, and
 - **b term** means the period commencing on the election or appointment of a Director and ending on the date of the relevant second Annual General Meeting.
- 10.5.3 Where a Director is elected or appointed to fill a casual vacancy, for the purposes of calculating when he or she is due to retire, the Director may only hold office until the end of the term of office of the Director he or she replaced.
- 10.5.4 Subject to rules 10.5.5, 10.5.6 and 10.5.7, a Director may not serve as a Director for more than 2 terms.
- 10.5.5 At the second Annual General Meeting to be held after the Annual General Meeting at which this Constitution is adopted and at each successive second Annual General Meeting, one-half of the Directors in office must retire and will be ineligible for re-election at that meeting.
- **10.5.6** The Directors to retire under rule 10.5.5 will be the Directors who have been longest in office since last being elected or appointed. Where Directors were elected or appointed on the same day, the Directors to retire will be decided by lot unless they agree otherwise.
- **10.5.7** A Director may offer himself or herself for re-election 2 years after his or her last ceasing to be a Director.

10.6 Insufficient Directors

In the event of a vacancy in the office of a Director, the Directors will request Members from the relevant region to within 30 days of the request elect an eligible person from the same region as a replacement Director, failing which the remaining Directors may act to appoint, after consultation with Members from the region, an eligible person from the same region to fill the vacancy, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of convening an Annual General Meeting.



10.7 Removal of Directors

A person may be removed as a Director by majority vote of the Members in an Annual General Meeting passed in accordance with section 203D of the Corporations Act 2001.

10.8 Resignation

- 10.8.1 A Director may resign or retire from office by notice to AH&MRC.
- **10.8.2** The resignation takes effect from the date of receipt of the notice or such later date as is stated in the notice.

10.9 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act 2001 or another provision of this Constitution, the office of Director becomes vacant if the Director:

- **a** resigns
- **b** dies
- c ceases to represent the Member that he or she represented at the time he or she was elected or appointed as a Director
- **d** where a representative of a Member, that Member ceases to be a Member
- e ceases to meet the eligibility requirements set out in rule 10.3
- f becomes an insolvent under administration
- g 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
- **h** is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of 3 months and the Directors resolve that the office of that Director be vacated
- i holds any office of profit with AH&MRC without approval from the Directors
- j receives any payment from AH&MRC otherwise than in accordance with the Corporations Act 2001 and this Constitution, or
- **k** becomes directly or indirectly interested in any contract or proposed contract with AH&MRC not approved by the Directors in accordance with the Corporations Act 2001 and this Constitution.

10.10 Directors' fees

The Directors will not be paid fees for their services.

10.11 Payment for Directors' expenses

- 10.11.1 The Directors may be paid all travelling, accommodation and other expenses reasonably and properly incurred by them:
 - a in attending and returning from meetings of the Directors or any committee of the Directors or any Annual General Meetings, or
 - **b** otherwise in the execution of their duties as Directors.
- 10.11.2 The Directors must approve all payments AH&MRC makes to its Directors.

10.12 No alternate Directors

Alternate Directors may not be appointed by a Director or otherwise.

11 / Powers and duties of Directors

11.1 Oversight and general management

- **11.1.1** The business of AH&MRC is to be overseen, managed and controlled by the Directors who may exercise all those powers of AH&MRC as are not by the *Corporations Act 2001*, by this Constitution or by statute required to be exercised by AH&MRC in an Annual General Meeting.
- 11.1.2 No decision made or resolution passed by AH&MRC in an Annual General Meeting invalidates any prior act of the Directors that would have been valid if that decision or resolution had not been made or passed.

11.2 Aboriginal culture

The Directors will:

- **a** conduct all AH&MRC's affairs and deliberations respectful of Aboriginal culture
- **b** ensure AH&MRC's actions are underpinned by:
 - i the rules of natural justice
 - ii the Aboriginal ethical values of trust, integrity and consensus, and
 - iii the spirit of community control

provided that in doing so they do not act inconsistently with the *Corporations Act 2001*, the *ITAA 1997*, the *ACNC Act* or this Constitution.

11.3 Regional role

- 11.3.1 In addition to the responsibilities of being a Director, a Director will represent the interests of the Members from his or her region and actively seek to further the objects for Aboriginal people in that region.
- **11.3.2** A Director shall comply with any policies of the Directors:
 - a aimed at providing information about AH&MRC or the Directors to the Members, or
 - **b** aimed at communicating with Members in their region.
- **11.3.3** The Directors will, on a regular basis, issue to Members bulletins or other advices concerning:
 - a the policies and activities of AH&MRC, or
 - **b** the activities and decisions of the Directors.

11.4 Negotiable instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to AH&MRC may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Directors or in such other manner as the Directors determine from time to time.

11.5 Appointment of attorney

The Directors may appoint any person to be an attorney of AH&MRC:

- a for the purposes
- with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors)
- c for the period, and
- **d** subject to the terms

they think fit.



12 / Proceedings of Directors

12.1 Meetings of Directors

- **12.1.1** The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- **12.1.2** The Directors must meet as a board at least twice in any calendar year.
- **12.1.3** The Directors are to be treated as present together when in communication by telephone or other means of audio or audio-visual communication if each of the Directors participating in the communication is able to hear each of the other participating Directors.

12.2 Convening of meetings

The Chairperson or the Directors may at any time, and the Secretary must on the requisition of the Chairperson or the Directors, convene a meeting of the Directors.

12.3 Notice of meetings

- **12.3.1** Notice of every Directors meeting must be given to each Director at least 7 days prior to the meeting.
- **12.3.2** A Director on approved leave of absence need not be given notice of a Directors' meeting.
- **12.3.3** All Directors may waive in writing the required period of notice for a particular meeting.
- **12.3.4** Notice of a Directors meeting:
 - a must specify the time and place of the meeting
 - **b** need not state the nature of the business to be transacted at the meeting, and
 - **c** may be given in person, by post, by telephone, by email or by other electronic means.

- **12.3.5** Non-receipt of notice of a meeting of Directors by, or a failure to give notice of meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - **a** the non-receipt or failure occurred by accident or error, or
 - **b** before or after the meeting the Director:
 - i has waived or waives notice of the meeting
 - ii has notified or notifies AH&MRC of his or her agreement to that act, matter, thing done or resolution passed personally or by post, telephone, fax, email or other electronic means, or
 - iii the Director attending the meeting.

12.4 Quorum

- **12.4.1** No business may be transacted at any meeting of the Directors unless a quorum of Directors is present at the time when the meeting proceeds to business.
- **12.4.2** A quorum is present at a meeting of Directors if one-half of all the Directors in office are present at the meeting.

12.5 Absence of quorum

If a quorum is not present within 1 hour after the time appointed for the meeting:

- a the meeting stands adjourned to the day, and at the time and place, which the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place, and
- **b** if at the adjourned meeting a quorum is not present within 1 hour after the time appointed for the meeting, the meeting is dissolved.

12.6 Chairperson and Deputy Chairperson

12.6.1 The Directors must elect a Director as the Chairperson and a Director as the Deputy Chairperson at every second Annual General Meeting or to fill a casual vacancy.

- **12.6.2** The Chairperson or the Deputy Chairperson may be removed from office by a resolution of the Directors, of which not less than 14 days' notice has been given to all Directors.
- **12.6.3** The Chairperson and Deputy Chairman will each hold office for a term contemplated by rules 10.5.1 to 10.5.4.
- **12.6.4** If a Chairperson has not been elected, or if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Deputy Chairperson will chair the meeting, failing which the Directors present may choose one of their number to chair the meeting.
- **12.6.5** The Chairperson's responsibilities include:
 - **a** to act as Chairperson of Annual General Meetings as contemplated by rules 7.4 and 7.5
 - **b** to represent the Directors publicly and be the public spokesperson for AH&MRC
 - c in consultation with the Chief Executive Officer, to facilitate the negotiation with all Commonwealth and State Governments and their ministerial staff, departmental personnel, agencies and nongovernment organisations which relate to the objects and other peak Aboriginal secretariats, bodies and Aboriginal community organisations in matters relating to the objects
 - **d** to provide advice and guidance on policy matters to the Chief Executive Officer
 - e to adjudicate and act as mediator in any dispute between Members relating to membership of AH&MRC, and any dispute between Members and AH&MRC, in accordance with:
 - i the rules of natural justice
 - ii the Aboriginal ethical values of trust, integrity and consensus, and
 - iii the spirit of Aboriginal community control, and
 - **f** be responsible to the Directors to ensure that absolute discretion, culturally appropriate protocol and confidentiality shall apply in all AH&MRC activities, meetings and dealings related to Aboriginal culture.

- 12.6.6 The Chairperson may delegate any of his or her responsibilities to a Director or the Chief Executive Officer, provided that the delegate keeps the Chairperson informed to the extent required by the Chairperson about his or her exercise of delegated power.
- **12.6.7** The Deputy Chairperson may act and may exercise any of the powers referred to in this rule 12.6 in the absence of the Chairperson or should he or she be unwilling or unable to act.

12.7 Chairperson's vote at Directors Meeting

Subject to the Corporations Act 2001, should an equal number of votes be cast on a matter being considered by the Directors, the chair of the meeting may exercise a second or casting vote.

12.8 Voting rights

Subject to this Constitution, at each Directors meeting each Director present has 1 vote.

12.9 Decisions

Decisions of the Directors will be effective if passed by a vote of a majority of those Directors present and entitled to vote at the meeting as it proceeds to business.



12.10 Circulating resolutions

12.10.1 If:

- **a** all of the Directors, other than:
 - i any Director on leave of absence approved by the Directors
 - ii any Director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest, and
 - **iii** any Director who the Directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question
 - assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed, and
- b the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider the act, matter, thing or resolution

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

12.10.2 For the purposes of rule 12.10.1:

- a the meeting is to be taken as having been held on the day on which and at the time at which the document was last assented to by a Director
- b two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one document, and
- c a Director may signify assent to a document by signing the document or by notifying the company of the Director's assent in person, electronically or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- 12.10.3 Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- **12.10.4** Where a document is assented to in accordance with rule 12.10.1, the document is to be taken as a minute of a meeting of Directors.

12.11 Committees

12.11.1 The Directors may:

- a delegate any of their powers to committees consisting of such Directors or other persons as they think fit, and
- **b** appoint advisory committees.
- **12.11.2** Any committee formed under rule 12.11.1 must conform with any regulations or conditions that may be imposed on it by the Directors.
- **12.11.3** Unless otherwise determined by the Directors, the meetings and proceedings of a committee are governed by the provisions in this Constitution regulating the meetings and proceedings of the Directors.
- **12.11.4** The Directors may at any time by resolution revoke any delegation of power or disband any committee established under this rule 12.11.
- **12.11.5** A resolution of a committee under this rule 12.11 does not bind the Directors unless either:
 - **a** the decision is subsequently confirmed by the Directors, or
 - **b** the resolution was passed in accordance with a prior resolution of the Directors conferring authority on the committee to pass the resolution.

12.12 Validation of acts

All acts done:

- a at any meeting of Directors or a committee of Directors, or
- **b** by any person acting as a Director

are, unless it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was entitled to vote.

13 / Directors' interests

14 / Chief Executive Officer

13.1 Prohibition

Except to the extent permitted by the *Corporations*Act 2001 or from any indemnity or insurance
contemplated by this Constitution, a Director who
has a material personal interest in a matter that is
being considered at a meeting of Directors must not:

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

13.2 Conflict of interest

Subject to any other requirements of the *Corporations Act 2001*, each Director must immediately notify AH&MRC of:

- **a** the nature of the Director's interest referred to in rule 13.1, and
- **b** any other conflict between the interests of the Director and his duties as a Director.

- **14.1.1** The Directors shall appoint an Aboriginal person to serve as Chief Executive Officer.
- **14.1.2** The Chief Executive Officer must demonstrate a clear understanding of, and commitment, to the objects, community control and Aboriginal health.
- **14.1.3** The Directors may resolve that there also be appointed a Deputy Chief Executive Officer. In that event, the Chief Executive Officer shall appoint a person, preferably an Aboriginal person, as Deputy Chief Executive Officer acceptable to the Directors.
- **14.1.4** The Deputy Chief Executive Officer shall report to the Chief Executive Officer.
- **14.1.5** The Directors may delegate to a Chief Executive Officer or the Deputy Chief Executive Officer any of its powers on such conditions and for such time as they may resolve.
- **14.1.6** The terms and conditions of the employment of the Chief Executive Officer shall be determined and reviewed by the Directors.
- **14.1.7** The Chief Executive Officer shall attempt, where possible, to engage staff that demonstrate a clear understanding of and commitment to the objects, community control and Aboriginal health.
- **14.1.8** The Chief Executive Officer shall, where possible, have a preference for employing suitably qualified Aboriginal persons.

15 / Minutes

The Directors shall cause minutes of meetings to be kept in accordance with the Corporations Act 2001.

16 / Secretary

A Secretary holds office on such terms, as to remuneration and otherwise, as the Directors determine.

17 / Seal

17.1 Effect

This rule 17 has effect only if AH&MRC has a company seal.

17.2 Safe custody

The Directors must provide for the safe custody of the company seal.

17.3 Affixing

- 17.3.1 Every instrument to which the company seal is affixed must be signed by at least 1 Director and countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.
- **17.3.2** A Director may sign or countersign as Director any instrument to which the company seal is affixed even though the instrument relates to a contract, arrangement, dealing or other transaction in which he is interested and his signature is effective with respect to compliance with the requirements of this Constitution as to the affixing of the company seal despite his interest.

18 / Accounts, audit and records

18.1 Accounts

- **18.1.1** The Directors must cause proper accounting and other records to be kept in accordance with the Corporations Act 2001 and the ACNC Act.
- **18.1.2** The Directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) as required by the Corporations Act 2001 and the ACNC Act.

18.2 Audit

- **18.2.1** A registered company auditor must be appointed in accordance with the Corporations Act 2001 and the ACNC Act.
- 18.2.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act 2001.
- **18.2.3** The auditor is entitled to attend any Annual General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in its capacity as auditor.
- **18.2.4** AH&MRC must give the auditor any communications relating to an Annual General Meeting that a Member is entitled to receive.

18.3 Inspection

- **18.3.1** Subject to the *Corporations Act 2001* the Directors determine:
 - a whether and to what extent
 - **b** at what times and places, and
 - c under what conditions

the accounting records and other documents of AH&MRC or any of them are open to the inspection of Members other than Directors.

- 18.3.2 A Member other than a Director does not have the right to inspect any document of AH&MRC except as:
 - a provided by law, or
 - **b** authorised by the Directors.

19 / Notices

19.1 Writing

A notice under this Constitution must be in writing.

19.2 Means of giving notices

- 19.2.1 A notice may be given to the addressee by:
 - a delivering it to the street address of the addressee
 - **b** sending it by prepaid ordinary post to the street address of the addressee
 - c sending it by facsimile to the facsimile number of the addressee, or
 - **d** sending it by email to the email address of the addressee

specified in the Register.

19.2.2 In addition to the means of giving notices in rule 19.2.1, a notice may be given to the addressee by such other method of communication, including electronic means, determined by the Directors and nominated or approved by the addressee.

19.3 Time notices are given

A notice is to be regarded as given:

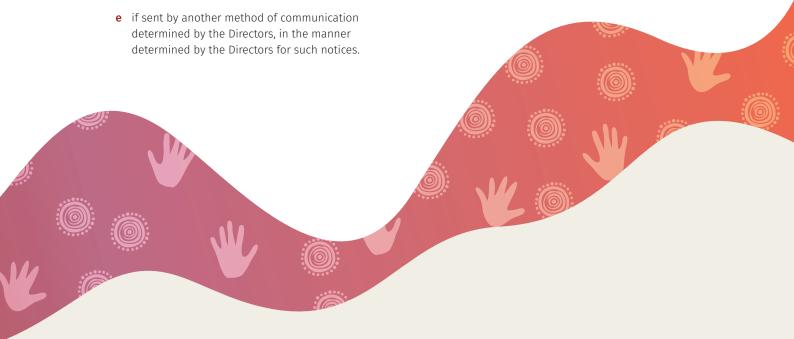
- a if delivered, at the time of delivery
- **b** if sent by post, on the 3rd day after posting
- c if sent by facsimile, at the time transmission is completed
- **d** if sent by email, immediately after dispatch, or

19.4 Proof of giving notices

- 19.4.1 Proof of the sending of a notice by facsimile and the time of completion of transmission may be established by production of a transmission report by the machine from which the facsimile was sent that indicates that the facsimile was sent in its entirety to the facsimile number of the addressee.
- **19.4.2** Proof of the sending of a notice by email and the time of dispatch may be established by production of a delivery confirmation report by the machine from which the email was sent that indicates that the email was received by the addressee.
- **19.4.3** Proof of the sending of a notice by another method of communication determined by the Directors may be established in the manner determined by the Directors for such notices.

19.5 Notice of Annual General Meeting

- 19.5.1 Notice of every Annual General Meeting must be given in the manner authorised by this Constitution to:
 - a every Member
 - **b** every Director, and
 - c the auditor.
- 19.5.2 No other person is entitled to receive notice of Annual General Meetings.



20 / Indemnity

20.1 Right to indemnity

Subject to this rule 20, to the extent permitted by law AH&MRC indemnifies each officer (as defined for the purposes of section 199A of the *Corporations Act 2001*) against any liability to another person incurred by the officer as an officer of AH&MRC.

20.2 Restrictions

The indemnity referred to in rule 20.1 does not indemnify an officer against a liability:

- a owed to AH&MRC or a related body corporate as defined in section 50 of the *Corporations Act* 2001 (Related Body Corporate)
- b for a pecuniary penalty order under section 1317G of the Corporations Act 2001 or a compensation order under section 1317H, 1317HA or 1317HB of the Corporations Act 2001, or
- c that is owed to someone other than AH&MRC or a Related Body Corporate and did not arise out of conduct in good faith

provided that this rule 20.2 does not apply to a liability for legal costs.

20.3 Legal costs

- **20.3.1** The indemnity referred to in rules 20.1 and 20.2 does not indemnify an officer against legal costs incurred in defending an action for a liability incurred as an officer of AH&MRC if the costs are incurred:
 - **a** in defending or resisting proceedings in which the officer is found to have a liability for which the officer could not be indemnified under rule 20.2
 - **b** in defending or resisting criminal proceedings in which the officer is found guilty
 - c in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established, or
 - **d** in connection with proceedings for relief to the officer under the *Corporations Act 2001* in which the court denies the relief

provided that paragraph (c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order.

20.3.2 For the purposes of this rule 20.3, the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

20.4 Insurance premiums

The Company may, in accordance with the *Corporations Act 2001*, pay the premiums on contracts insuring a person who is or has been an officer of AH&MRC.



21 / Winding up

22 / Amalgamation

- **21.1.1** If the Company is wound up, any surplus assets must not be distributed to a Member or former Member of the Company, unless that Member or former Member is a charity that meets the requirements in rule 20.1.2.
- **21.1.2** Subject to the *Corporations Act 2001* and any other applicable legislation, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more charities:
 - a with charitable purposes similar to or inclusive of those set out in rule 2.2.1
 - **b** that prohibit the distribution of any surplus assets to its Members to at least the same extent as the Company, and
 - c that is or are deductible gift recipients within the meaning of the ITAA 1997.
- **21.1.3** The charity or charities are to be determined by the Company in an Annual General Meeting prior to the winding up of the Company, or, if no such determination is made, by court order.
- 21.1.4 If the Company's deductible gift recipient endorsement is revoked (whether or not the Company is wound up), any surplus gift funds must be transferred to a charity or charities that meets the requirements in rule 21.1.2.
- **21.1.5** In this clause 20:
 - a gift funds means:
 - i gifts of money or property for the principal purpose of the Company
 - ii contributions made in relation to a fundraising event held by the principal purpose of the Company
 - iii money received by the Company because of such gifts and contributions, and
 - **b** contributions and fund raising have the same meaning as in Division 30 of the ITAA 1997.

Where it furthers the objects of AH&MRC to amalgamate with any one or more other organisations having similar objects, the other organisation or organisations must have rules prohibiting the distribution of its or their assets and income to Members and must be exempt from income tax.



Schedule 1 **Definitions**

Aboriginal health means not just the physical wellbeing of an individual but refers to the social, emotional and cultural wellbeing of the whole community in which each individual is able to achieve their full potential as a human being thereby bringing about the total wellbeing of their community. It is a whole of life view and includes the cyclical concept of life-death-life.

Aboriginal Health Related Services means those services covered by the Aboriginal holistic definition of health including, but not restricted to, such services as health promotion and disease prevention services, substance misuse, men's and women's health, specialised services to children and the aged, services for people with disabilities, mental health services, dental care, clinical and hospital services and those services addressing, as well as seeking the amelioration of, poverty within Aboriginal communities.

This all inclusive, integrated health care refers to the quality of health services. It is a comprehensive approach to health and arises out of the practical experience within the Aboriginal community itself to provide effective and culturally appropriate health services to its communities.

Primary health care is essential, integrated care based upon practical, scientifically sound and socially acceptable procedures and technology made accessible to communities as close as possible to where they live through their full participation in the spirit of self-reliance and self-determination. The provision of this calibre of health care requires an intimate knowledge of the community and its health problems, with the community itself providing the most effective and appropriate way to address its main health problems, including promotional, preventative, curative and rehabilitative services.

Primary health care is the first level of contact of individuals, families and the community with the health care system and in Aboriginal communities this is usually through an Aboriginal Community Controlled Health Service or satellite Aboriginal Community Health Clinic that it services.

Primary health care, within the holistic health provision of an Aboriginal Community Controlled Health Service, provides a sound structure to address all aspects of health care arising from social, emotional and physical factors. It incorporates numerous health related disciplines and services, subject to its level of operation, available resources and funding. In addition to the provision of medical care, with its clinical services treating diseases and its management of chronic illness, it includes such services as environmental health, pharmaceuticals, counselling, preventive medicine, health education and promotion, rehabilitative services, antenatal and postnatal care, maternal and child care, programs and necessary support services to address the effects of socio-somatic illness and other services provided in a holistic context mentioned in schedule 2 and included in Aboriginal Health Related Services.

Schedule 2 **Core functions**

The following list of core services are those which are provided, subject to adequate funding, in many Aboriginal Community Controlled Health Services as they address Aboriginal health:

1 Medical care

1.1 Clinical health services

May include, but not restricted to, the following services provided by medical practitioners and/or appropriately qualified allied health professionals, trained Aboriginal Health Workers or qualified nursing staff using standard treatment procedures:

- Diagnostic and clinical care
- Treatment of illness/disease
- Management of chronic illness
- Referral to secondary health care (inpatient hospital) and other health residential facility) and tertiary health care (specialist services and care) when not available at the Aboriginal Community Controlled Health Service
- Dialysis services and endocrinology referral
- Collections for pathology testing and or referral
- Radiology services or referral
- Sterilisation of equipment meeting Australian Standards
- Respiratory disease testing, services and referral
- Cardiovascular testing, services and referral
- Outreach clinical health services to satellite clinics or communities without services
- Clinical health services to prisons and institutions
- Domiciliary health care.

1.2 Pharmaceutical services

- Prescription of medication and drugs
- Pharmaceutical supplies, (subject to State and Federal legislation and mindful of the W.H.O. Alma Ata Declaration advocating provision of essential drugs)
- Pharmaceutical supply arrangements with hospital pharmacies or local pharmacists when not available at the Aboriginal Community Controlled Health Service.

1.3 Preventative care

- Population health promotional program
- Early intervention
- Otitis Media examination and testing
- Immunisation
- Health education and promotion
- Socially communicable disease control, manuals and education programs
- Health protection supplies and distribution
- Antenatal instruction and classes
- Maternal and child care (0 5 years)
- Diabetic screening, testing and counselling
- Screening, individual and mass screening programs
- Vaccinations
- Infection control
- Injury/accident prevention education
- Outreach health promotional programs
- Dietary and nutrition education.

1.4 Medical records and health information system

- Up-to-date comprehensive medical record system
- Monitoring sheets and follow up files
- Health registers
- Health information data system
- Immunisation and vaccination registers.

2 Dental health services

May include, but not restricted to, the following services provided by dental practitioners and/or appropriately qualified dental health workers or trained dental technicians using standard treatment procedures:

2.1 Dental clinical services

- Diagnostic and dental care
- Treatment of tooth decay/extraction
- Provision of dentures
- Orthodontic and specialist services.
- Orthodontic and specialist services referral when not available at an Aboriginal Community Controlled Health Service
- Sterilisation equipment meeting Australian Standards
- Outreach dental services to satellite clinics or communities without dental services

2.2 Preventative dental care

- Dental health promotional program
- Early intervention
- Dental health education
- Dental health supplies and distribution.

2.3 Dental records and information system

- Up-to-date comprehensive dental record system
- Monitoring sheets and follow-up files
- Dental health registers
- Health information data system.

3 Health related services and community support services

Subject to the type of service, may include, but not restricted to, the following services provided by medical practitioners, visiting physicians, appropriately qualified allied health professionals, trained Aboriginal Health Workers, qualified nursing staff or community personnel using culturally appropriate procedures and programs:

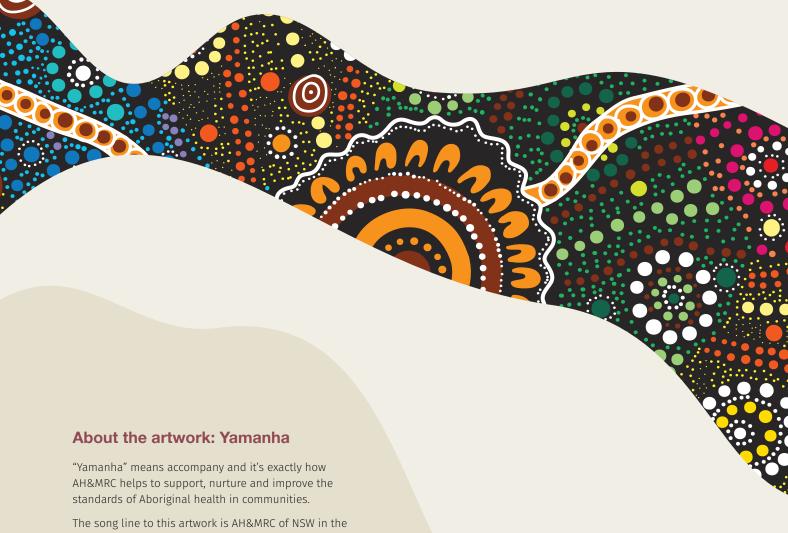
- Social and emotional wellbeing services
- Psychiatric services and care
- Counselling and group activities
- 'Stolen Generations' counselling and Link-up services and support
- Cultural promotion activities
- Aboriginal traditional methods of healing
- Clinic usage as venue for visiting specialists
- Aged care services
- Paediatric Services
- Client follow-up and support
- Home and community care
- Assistance with surgical aids
- Podiatry services
- ENT Services
- Ophthalmology services
- Optometry services
- Advocacy work e.g. support letters for public housing issues
- Homelessness support and temporary shelter
- Submission writing for community organisations
- Advocacy/interpreting services
- Community development work
- School based activities
- Transportation health services and community bus activities

- Accommodation or assistance for visiting rural and remote patients
- Meeting of patients travelling long distance by public transport
- Deceased transportation and arrangements
- Funeral assistance
- Youth activities and counselling
- Satellite primary health services to remote outlying communities or towns without services
- Support services for people in custody
- Prison advocacy services
- Welfare services and food assistance
- Affordable and wholesome food provision
- Financial assistance for medical supplies or prescriptions
- Environmental health services
- Substance misuse counselling, education and promotions
- Detoxification services
- Needle exchange services
- Services for people with disabilities
- Men's and women's business services
- Family counselling services
- Crisis intervention services
- Audiometry services
- Audiology services
- Local or Regional Health Ethics Committee representation
- Community and Aboriginal Community Controlled Health Service research and data analysis
- Formal in-service staff education and training
- Liaison with mainstream and private health sectors to assist in access and equity to secondary and tertiary health care services for Aboriginal people
- Community, Shire Council, Regional Area Health Service, Hospital Directors committee representation.

The above lists, whilst a guide, includes certain specialist services (tertiary care) which can be available within the holistic health service provision of an Aboriginal Community Controlled Health Service, depending upon the level of its operation, resources, funding and geographical location, or arranged through Aboriginal Community Controlled Health Service clinics for visiting specialists and physicians or, in the absence of both of the above, by referral to the mainstream and private health care sectors with co-ordinated care provided by Aboriginal Community Controlled Health Service medical practitioners, Aboriginal Health Workers and/or qualified nursing staff.

Schedule 3 Proxy form

Name and address of Member							
Appointment of proxy(ies)							
I appoint:							
Name							
or in his or her absence, or if no person is named, the Chairperson of the meeting as my proxy to vote in accordance with the following directions (or, if no directions have been given, as the proxy sees fit) at the Annual General Meeting of [organisation] to be held on [insert date, time and place] and at any adjournment of that meeting.							
Voting on resolutions							
Resolution 1: [insert resolution summary]		For	Against				
Resolution 2: [insert resolution summary]		For	Against				
Dated:							
Signature	Signature						
Name (please print)	Name (please print)						
Office held	Office held						



The song line to this artwork is AH&MRC of NSW in the centre meeting place with the coloured circles of their logo. Half circles are all the staff, support staff, professional research and medical teams who continually work out

This meeting place has pathways leading out to communities. The core messages of trust, compassion and better health standards are brought out to all communities across the state.

better ways to improve the health for Aboriginal people.

The blue colours are the coastal communities, the green colours symbolise the suburban and bush country and the brown colours of the outback represent our whole state of NSW. The small circles are the major towns in the communities with roads, tracks and pathways helping the staff of AH&MRC to connect and improve the standards of living. The bright colours are our people gaining their health and feeling happy thanks to the help of AH&MRC.

This artwork was created by local Indigenous Dalmarri artists and owners, Trevor and Jason.

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