

**CONSTITUTION OF THE
ABORIGINAL HEALTH COUNCIL OF SOUTH AUSTRALIA LIMITED**

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Preamble

The Aboriginal Health Council of South Australia Limited (**AHCSA** or **Company**) is the peak body representing Aboriginal community controlled health services and substance misuse services in South Australia. AHCSA is an affiliate of the National Aboriginal Community Controlled Health Organisation (**NACCHO**), and represents South Australia on the Board of that organisation.

AHCSA began its life in 1981 as an incorporated health unit under the South Australian Health Commission Act, and was known as the Aboriginal Health Organisation at that time. In 1999, AHCSA commissioned a review that recommended it be re-incorporated as an Aboriginal community controlled organisation in its own right. AHCSA's goal is to promote the holistic and culturally appropriate provision of healthcare to Aboriginal people in a comprehensive primary context, as well as providing support, guidance and leadership to Aboriginal community controlled health services across the State.

AHCSA's mission is to strengthen community participation and ownership of Aboriginal health in a way that values cultural diversity, community history and knowledge, and community strength. It is AHCSA's role to promote discussions and developments of Aboriginal health policy, to advocate on behalf of Aboriginal people and communities, to coordinate healthcare with governments, and to ensure that an Aboriginal voice is heard in the development of all health policy within the State. Its role is also to promote healthcare practices that are able to prevent the need for Aboriginal people to receive healthcare in hospital settings, preferring instead culturally appropriate health care settings.

AHCSA fulfills its objectives through the work of its Directors, each of whom bring to the Company unique and specialised knowledge and skills in community, culture and language. AHCSA is committed to increasing and improving the skills and abilities of its Directors, and entrenching strong governance and integrity in everything it does.

1. Name

The name of the Company is the 'Aboriginal Health Council Of South Australia Limited'.

2. Definitions of an interpretation

2.1 Definitions

In this Constitution:

- 2.1.1 *Act* means the *Corporations Act 2001* (Cth) and any successor Act;
- 2.1.2 *ACCHS* means an incorporated Aboriginal organisation, under Community Control providing comprehensive primary healthcare services;
- 2.1.3 *Annual General Meeting* means a meeting of the Members of the Company held once each year at which the Company's accounts are presented to the Members and other business is conducted;
- 2.1.4 *Board* means the Board of Directors of the Company;
- 2.1.5 *Business Day* means a day other than a Saturday, Sunday, or a public holiday in South Australia;
- 2.1.6 *Chairperson* means the chairperson of the Company;

- 2.1.7 An organisation is under *Community Control* if it is an incorporated Aboriginal organisation initiated by a local Aboriginal community, based in a local Aboriginal community which is governed by an Aboriginal body which is elected by the local Aboriginal community, and which delivers a holistic and culturally appropriate service to the community which controls it;
- 2.1.8 *Company* means the Aboriginal Health Council of South Australia Limited;
- 2.1.9 *Constitution* means this document;
- 2.1.10 *Deputy Chairperson* means the deputy chairperson of the Company;
- 2.1.11 *Director* means a person who has been appointed to the Board by a Member in accordance with this Constitution;
- 2.1.12 *Executive* means the executive committee of the Company, as elected by the Board;
- 2.1.13 *Grievance Committee* means the committee established in accordance with clause 13.3;
- 2.1.14 *Member* means a member of the Company;
- 2.1.15 Acting as a *Peak Body* includes providing leadership, watchdog, advocacy and sector support to Members, and maintaining communication between Members and third parties, including Governments and non-government organisations;
- 2.1.16 *Secretary* means the person elected to the Executive in the role of secretary of the Company;
- 2.1.17 *SMS* means an incorporated Community Controlled Substance Misuse Service, providing holistic and culturally appropriate health services in the field of substance misuse; and
- 2.1.18 *Special General Meeting* means a meeting held by the Members in accordance with this Constitution, other than an Annual General Meeting.

2.2 **Interpretation**

In this Constitution, unless it is stated to the contrary:

- 2.2.1 the singular includes the plural and conversely;
- 2.2.2 a reference to one gender includes all genders;
- 2.2.3 if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 2.2.4 a reference to a clause, schedule or annexure is a reference to a clause of, a schedule annexure to, this Constitution;

- 2.2.5 a reference to writing include any method of representing or reproducing words, figures, drawings, or symbols in a visible form;
- 2.2.6 a reference to legislation or to a provision of legislation include a modification or reenactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- 2.2.7 a reference to conduct includes, an omission, statement, or undertaking, whether or not in writing;
- 2.2.8 a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case maybe, jointly and severally;
- 2.2.9 a reference to a person, corporation, trust, partnership, unincorporated body or other entity includes any of them;
- 2.2.10 the meaning of general words is not limited by specific examples introduced by including, or for example, or similar expressions;
- 2.2.11 references to agree, approve or consent are references to agreement, approval or consent (as the case maybe) in writing;
- 2.2.12 any term defined in the Act shall have the same meaning in this Constitution;
- 2.2.13 in the event of any ambiguity in this Constitution, the interpretation that is most consistent with the Preamble shall be preferred; and
- 2.2.14 headings do not affect the interpretation of this Constitution.

3. **Objects**

The objects of the Company are to:

- 3.1 operate as the Peak Body for Aboriginal health in South Australia, including by:
 - 3.1.1 being the peak organisation consulted by Governments in relation to issues of Aboriginal Health;
 - 3.1.2 providing leadership in the development of policy affecting Aboriginal communities and their health needs;
 - 3.1.3 advocating on behalf of Members and those communities without representation;
 - 3.1.4 providing regulatory assistance and enforcement for Members; and
 - 3.1.5 developing leadership within the South Australian Aboriginal community, including developing youth leaders;
- 3.2 provide support to Members to improve health outcomes for all Aboriginal people of South Australia, promoting and advancing the community's commitment to physical, social and emotional well-being and quality of life;

- 3.3 provide support to Members to build their capacity to create a strong and enduring Aboriginal Community Controlled health sector and contribute to improving the capacity of mainstream health services to respond appropriately to the health needs of the Aboriginal community within South Australia;
- 3.4 provide and deliver chronic disease care services and programs; and
- 3.5 contribute to the development of a well-qualified and trained Aboriginal health sector work force.

4. **Guiding Principles**

The Company will be guided by the following principles:

- 4.1 the Company's work is guided and underpinned by a deep and abiding respect for the inalienable right of Aboriginal communities to determine and control the composition, operation and delivery of health services for the benefit of their community;
- 4.2 the Company defines Aboriginal health as inclusive of physical health as well as social and emotional wellbeing;
- 4.3 the Company will strive to govern, manage and deliver services in culturally appropriate ways whilst working within the laws applicable to it;
- 4.4 the Company is committed to governing with integrity, and ensuring the stability and succession of the governance of the Company. It will support its Member organisations to achieve quality governance practices;
- 4.5 all Members and Directors will strive to treat each other, the Company's staff, the Company's partners and the Aboriginal community and wider community with courtesy and respect at all times; and
- 4.6 the Company, its Directors, officers and employees will at all times act in a way that is consistent with NACCHO's Good Governance Principles.

5. **Powers**

- 5.1 Subject to the Act, the Company has the rights, powers and privileges of a natural person.
- 5.2 Without limiting clause 5.1, the Company has the following powers:
 - 5.2.1 the power to confer, cooperate and/or be affiliated with, or be a member of, any other association, body or society, having objects the same as, or similar to, those of the Company; and
 - 5.2.2 the power to do all such other things and acts as are incidental or conducive to, or convenient for the attaining of, the objects and guiding principles of the Company.

6. **Property**

- 6.1 The income, property and funds of the Company shall be used and applied solely towards the promotion of the objects of the Company, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, ex gratia payment or otherwise by way of providing pecuniary benefit to Members, providing that nothing herein contained shall prevent payment in good faith of remuneration or other benefits to or reimbursements or

expenses incurred by any Director, officer or employee of the Company or any Member of the Company in return for services or goods actually rendered to the Company and as authorized by the Board.

- 6.2 Notwithstanding clause 6.1, nothing in this Constitution shall prevent the Board from approving a payment to the Chairperson as an honorarium, provided that such a payment is approved by 75% of Directors voting on such a resolution.

7. **Membership**

7.1 **Liability**

The Liability of the Members is limited as set out in this clause 7.

7.2 **Guarantee**

7.2.1 The Company is a company limited by guarantee.

7.2.2 If the Company is wound up and the property of the Company is insufficient to meet its liabilities, then the Members will each contribute an amount not exceeding \$10 to meet the deficiency.

7.2.3 A reference to a Member in this clause 7.2 includes a person who was a Member within one year of the Company being wound up.

7.2.4 For the purposes of clause 7.2, only liabilities incurred by the Company when the Member was a Member are taken into account.

7.3 **Winding up or dissolution**

In the event of the Company being wound up or dissolved, the assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to an organisation with similar purposes which is not carried on for the profit or gain of its individual members.

7.4 **Membership eligibility**

7.4.1 Each organisation listed in Schedule 1 to this Constitution shall be a Member of the Company, unless their membership ends or is otherwise terminated in accordance with the terms of this Constitution.

7.4.2 Membership shall be open to organisations that:

- (a) are incorporated under the Associations Incorporation Act 1985 (SA), the Corporations Act 2001 (Cth), or the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth);
- (b) operate under Community Control;
- (c) provide, or intend to provide, comprehensive primary healthcare and/or substance misuse services that strengthen the social determinants of health;
- (d) are committed to act in accordance with the objects and guiding principles of the Company; and

- (e) have been granted membership by the Members of the Company in accordance with this Constitution.

For the avoidance of doubt, the above includes ACCHS and SMS.

7.5 Membership Applications

- 7.5.1 An organisation may apply for membership of the Company by submitting to the Secretary a letter signed by the Chief Executive Officer or where there is no Chief Executive Officer, the Chairperson of that organisation, attaching:
 - (a) a resolution of the organisation confirming its desire to become a Member, and its eligibility for membership of the Company; and
 - (b) any relevant form or forms set out by the Board from time to time.
- 7.5.2 Subject to clause 7.5.3, applications for Membership are to be presented to the Members at the next meeting of Members of the Company.
- 7.5.3 Applications for Membership received after an Annual General Meeting or Special General Meeting has been notified to the Members cannot be considered at that meeting and will instead be considered at the following meeting of Members of the Company.

7.6 Suspension of Membership

- 7.6.1 A Member will be suspended with immediate effect if:
 - (a) they cease to be under Community Control;
 - (b) they are placed under administration in accordance with any Act;
 - (c) they become insolvent or commence proceedings to be wound up;
 - (d) they fail to send, or refuse to allow, an endorsed Director to attend three consecutive meetings or 75% of meetings in one calendar year of the Board, Executive or relevant sub-committees to which they are nominated, without reasonable excuse; or
 - (e) a resolution to suspend the Member is passed by a majority of at least 75% of the Board.

Note: Clause 7.6.1 refers to the suspension of Members for failing to send, or preventing the attendance, of a Director. For provisions regarding the suspension of Directors, or failure by Directors to attend meetings, see clause 8.3.

- 7.6.2 Suspension of a Member shall continue until a resolution is passed by the Board ending the suspension, or until the suspended Member's membership of the Company is terminated.

- 7.6.3 A suspended Member is not entitled to attend meetings of Members without written invitation by the Board.
- 7.6.4 A suspended Member is not entitled to vote at meetings of Members, and shall not be included in any calculation for the quorum for such a meeting.
- 7.6.5 The endorsed Director of a Member who has been suspended is not entitled to attend or vote at meetings of the Board.

7.7 Termination of Membership

- 7.7.1 A Member may resign from membership of the Company at any time by giving notice in writing to the Board to that effect. Upon delivery of such notice the Member shall immediately cease to be a Member.
- 7.7.2 An organisation shall cease to be a Member if it is wound up, or otherwise ceases to be legally constituted as an incorporated entity.
- 7.7.3 An organisation shall cease to be a Member if it no longer meets the criteria to be a Member of the Company as set out in clause 7.4.2.
- 7.7.4 The Board may terminate a Member's membership of the Company by a resolution of 75% of the Board, provided that:
- (a) the Board suspects on reasonable grounds that the Member has acted in breach of this Constitution, has brought the Company into disrepute, or has acted against the interests and objectives of the Company;
 - (b) the Board's consideration of termination of the Member's membership has been communicated to that Member no fewer than 14 days before the matter is considered;
 - (c) the reasons for the proposed termination have been communicated to the Member;
 - (d) the Member has been given an opportunity to make, at the Board's option, written submissions or representations in person to the meeting of the Board considering the termination; and
 - (e) the Board is given an opportunity to consider the termination of membership in absence of any representatives of the Member concerned.

7.8 Review of a decision to suspend or terminate membership

- 7.8.1 A Member who has been suspended or whose membership has been terminated in accordance with this clause 7 (the **Affected Member**) may, by written notice (**Review Notice**) to the Secretary within seven days of the suspension or termination, request a review of their suspension or termination by the Members of the Company.
- 7.8.2 Upon receipt of a Review Notice in relation to a suspension or termination:

- (a) the Secretary will accept written submissions made by the Affected Member as to why their suspension should be ended or why they should be reinstated as a Member, which are to be forwarded to the Secretary within seven days of the Review Notice being received;
- (b) the Company must call a meeting of the Members to consider the suspension or removal within 21 days of receiving the Review Notice;
- (c) the Members, at their discretion, may provide the Affected Member's nominated representative with an opportunity to be heard at the meeting of Members, together with a support person, in addition to any written submissions put forward by the Member; and
- (d) the Members must consider the review request in absence of the Affected Member.

7.8.3 The Members may, by resolution, following a review reverse the decision to suspend terminate the Affected Member's membership.

7.9 **Honorary Life Members**

7.9.1 The Members may, by resolution at a meeting of Members, bestow Honorary Life Membership on an individual.

7.9.2 Honorary Life Members are:

- (a) not entitled to vote on any matter by virtue of their Honorary Life Membership;
- (b) entitled to attend and speak at meetings of Members; and
- (c) entitled to attend NAIDOC week celebrations

8. **Board of Directors**

8.1 **Composition of the Board**

8.1.1 The management of the affairs of the Company shall be under the control of the Board of Directors which will act in accordance with the objects and guiding principles of this Constitution.

8.1.2 Whilst Directors are endorsed by Members of the Company, their duty is to the Company when they discharge their duties as Directors.

8.1.3 The Board shall be comprised of one Director endorsed by each Member so that there is one Director for each Member of the Company, who must:

- (a) be a natural person;
- (b) be a member of the board of the Member organisation that has endorsed that Director;
- (c) be of Aboriginal or Torres Strait Islander descent; and

(d) not be disqualified from being a director by operation of law, or this Constitution.

8.1.4 Members must notify the Company of the identity of:

- (a) their endorsed Director;
- (b) their representative at meetings of Members; and
- (c) any person who is entitled to be named as a proxy

before any such person may participate in their relevant capacity.

8.1.5 Notification is to be made in writing on the Member's letterhead, signed by the Chairperson and, where relevant, the Chief Executive Officer of that Member, attaching a copy of the resolution endorsing that person in the relevant role.

8.1.6 Each Member must provide such notification by no later than five days prior to the Annual General Meeting each year.

8.1.7 Any person that is not confirmed five days before an Annual General Meeting will not be entitled to attend or vote at meetings of the Company, including an Annual General Meeting, or be included in the calculation of quorum for that meeting, and will not be entitled to attend or vote at future meetings of the Company, or be included in the calculation of quorums until such a notification is provided.

8.1.8 A Director shall continue to be considered a Director of the Company until such time as:

- (a) notification is received from the Member, in writing, on letterhead signed by the Chief Executive Officer or Chairperson of that Member, attaching the resolution revoking their endorsement or substituting another person in the former Director's place;
- (b) they die or are incapacitated; or
- (c) the person is disqualified from being a Director by operation of law or removed from their position as Director by a provision of this Constitution.

8.1.9 Where notification regarding a Member's representative or a Director's endorsement made under clause 8.1.8 is received less than two Business Days before a meeting of the Board, Executive or Members (as the case may be), that notice will only be effective following that meeting.

8.2 **Powers of the Board**

Subject to this Constitution, the Board shall have the following functions, powers and responsibilities:

8.2.1 to determine policy with respect to and to operate and manage the Company in all facilities as are owned and operated by the Company;

- 8.2.2 to manage the affairs of the Company;
- 8.2.3 to keep minutes and deal with correspondence of the Company;
- 8.2.4 to raise or borrow money for the sole purposes of the Company and to secure repayment thereof in such manner as the Board thinks fit or to secure the repayment or performance of any debt, liability, contract, guarantee, indemnity, or other engagement entered into by the Board on behalf of the Company in any way and to secure any of the Company's obligations under such arrangement by way of mortgage or charge over any or all of the Company's property including a general security agreement over all its real and personal property;
- 8.2.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills exchange, bills of lading and other negotiable or transferable instruments;
- 8.2.6 to conduct overdraft accounts;
- 8.2.7 to enter into any arrangement for the purpose of managing financial risks relating to risks arising from changes in foreign currency exchange rates, interest rates or discount rates subject to such transactions not being used for speculative purposes;
- 8.2.8 subject to this Constitution, to make regulations for the proper management of the Company which regulations shall be binding on the Board, employees and Members;
- 8.2.9 to delegate the carrying out of such powers and duties of the Board as the Board may determine to the Executive, or such sub-committee as the Board may determine; and
- 8.2.10 to do all such other things as are within the powers of the Company that are not vested in the Members in general meeting.

8.3 **Suspension of Directors**

- 8.3.1 A Director will be suspended immediately from their role if:
 - (a) the Member that endorsed them has its membership suspended;
 - (b) they breach any code of conduct endorsed by the Board;
 - (c) they take any action which could reasonably be seen to damage the reputation, objects or purposes of the Company;
 - (d) they are disqualified by any governmental authority from serving on the Board of an incorporated association or corporation;
 - (e) they fail to attend three consecutive meetings, or 75% of meetings they are due to attend within a 12 month period without reasonable excuse;

- (f) the Board passes an ordinary resolution that they be suspended.
- 8.3.2 Failure to attend the majority of the duration of a meeting will be considered a failure to attend a meeting for the purposes of clause 8.3.1(e).
- 8.3.3 The Secretary must notify the Director of the suspension within seven days of the suspension coming into effect.
- 8.3.4 The suspension of a Director shall continue until:
 - (a) in the case of a Director being suspended due to their endorsing Member being suspended from the Company, the Member that endorsed them as a Director regaining unsuspended Membership of the Company; or
 - (b) in all other cases the Board passing a resolution reinstating the Director.
- 8.3.5 A suspended Director is not entitled to attend or speak at meetings of the Board, or to represent a Member at a meeting of Members other than in accordance with a process set out in this Constitution.
- 8.3.6 A Member may endorse a separate person to be a Director during the period in which a Director is suspended, by providing the Secretary with a letter signed by the Chief Executive Officer of that Member, accompanied by a copy of the resolution appointing the substitute Director for the period of the suspension.

8.4 **Removal of Directors**

A Director may be removed by the Members provided that:

- 8.4.1 the reasons for the proposed removal of the Director have been communicated to the Director no later than 14 days before the Board meeting considering the removal is to be held;
- 8.4.2 the Director in question is given a reasonable opportunity to be heard either in person or in writing, as determined by the Board, at the Members meeting;
- 8.4.3 the Members have been given an opportunity to consider the removal of the Director in the absence of the Director; and
- 8.4.4 the resolution is passed by 75% of Members present in person or by proxy at the meeting of Members considering the removal.

9. **Executive Committee**

9.1 **Composition of the Executive**

- 9.1.1 The Company shall have an Executive Committee comprised of a Chairperson, Deputy Chairperson, Treasurer, Secretary and one non-office bearing Executive member who must each be a current Director of the Company.

- 9.1.2 The Executive may exercise all powers of the Board other than:
- (a) determining the strategic direction of the Company;
 - (b) determining the governance policies of the Company and endorsing key management policies;
 - (c) electing members of the Executive;
 - (d) determining any remuneration paid to Directors and the honorarium paid to the Chairperson;
 - (e) setting membership fees;
 - (f) approving membership of new Members;
 - (g) suspending or expelling Members;
 - (h) approving the annual budget of the Company;
 - (i) accepting audited reports;
 - (j) determining plans for amalgamation or winding up of the Company; and
 - (k) electing representatives to boards or committees of State or national significance.

9.2 **Election of the Executive**

- 9.2.1 The Chairperson and Deputy Chairperson are to be elected by the Members from the Directors at the Annual General Meeting of the Company for a term of two years, or until the second Annual General Meeting after their election, whichever is later.
- 9.2.2 The Member whose Director is elected as Chairperson is entitled to endorse a second person to act as their endorsed Director.
- 9.2.3 Each other Executive officer is to be elected by the Board by a resolution at their first meeting of each calendar year in which the positions are due for election. Election to the Executive shall be for a term of two years, or until the first meeting of the Board in the second calendar year following the election of the Executive officer, whichever is later.
- 9.2.4 In the event of a casual vacancy on the Executive, the Board may by passing a resolution elect a Director to fill that casual vacancy until the next Annual General Meeting of the Company.
- 9.2.5 In the event of a casual vacancy in the position of Chairperson, the Deputy Chairperson shall fill that role until such time as the Board fills the casual vacancy.

9.3 **Roles of the Executive officers**

Each Executive officer shall have those duties that are normally fulfilled by a person in the position of that Executive officer in comparable organisations, together with any duties specified by by-laws.

9.4 **Resignation or disqualification of Executive officers**

- 9.4.1 Executive officers shall remain in office until the first to occur of:
- (a) their term expires;
 - (b) they resign from their position by notice in writing provided to the Secretary of the Company;
 - (c) they are no longer the endorsed Director of a Member (unless they are the Chairperson);
 - (d) they die or are incapacitated;
 - (e) they are removed from their position as an Executive officer in accordance with a provision of this Constitution.
- 9.4.2 Executive officers are entitled to stand for re-election at the conclusion of their term.

9.5 **Suspension of Executive officers**

- 9.5.1 An Executive officer will be suspended from their position on the Executive with immediate effect if:
- (a) they are suspended as a Director of the Company; or
 - (b) the Board passes a resolution suspending the Executive Officer from their position on the Executive.
- 9.5.2 Upon an Executive officer being suspended, the Board may replace that officer with another Director in that position on the Executive for the duration of their suspension.
- 9.5.3 The suspension of an Executive officer shall continue until:
- (a) the Executive officer is reinstated as a Director of the Company (if this was the reason for their suspension as an Executive officer); or
 - (b) a resolution is passed by the Board ending their suspension.

9.6 **Removal of Executive officers**

- 9.6.1 An Executive officer may be removed by a resolution of the Board provided that:
- (a) the reasons for the proposed removal of the Executive officer have been communicated to the Executive officer no later than 14 days before the Board meeting considering the removal is to be held;
 - (b) the Executive officer in question is given a reasonable opportunity to be heard either in person or in writing, at the Board's discretion, at the Board meeting;
 - (c) the Board has been given an opportunity to consider the removal of the Executive officer in absence of the Executive officer; and

(d) the resolution is passed by a majority of Directors present in person or by proxy at the meeting of the Board considering the removal.

9.6.2 Removal of an Executive officer does not automatically remove a Director from their position as Director of the Company.

10. **Review of decision to suspend or remove a Director or Executive officer**

10.1 A Director or Executive officer who has been suspended or removed from their position as Director or Executive officer, as the case may be, (the **Affected Director**) may by written notice to the Secretary within seven days of the suspension or removal, request a review of their suspension or removal by the Members of the Company, unless:

10.1.1 they were removed or suspended due to the Member that endorsed them withdrawing their endorsement of that Director;

10.1.2 the Member that endorsed them has been suspended or removed as a Member of the Company; or

10.1.3 they have been removed due to operation of law.

10.2 Upon receipt of a request for a review of a suspension or removal:

10.2.1 the Affected Director is entitled to make written submissions to the Members as to why their suspension should be ended or why they should be reinstated as a Director, which are to be forwarded to the Secretary within 14 days of the request to review the suspension or removal is made;

10.2.2 the Company must call a meeting of the Members to consider the suspension or removal within 21 days of receiving such notice;

10.2.3 the Company may, at the discretion of the Members, provide the Affected Director with an opportunity to be heard at the meeting of Members; and

10.2.4 the Members must consider the review request in absence of the Affected Director.

10.3 The Members may, by resolution, following a review reverse the decision to suspend or remove a Director or Executive officer.

11. **Meetings**

11.1 **Meetings of the Board and Executive**

11.1.1 The Board shall meet on at least three occasions each financial year at such time and place as the Secretary shall determine.

11.1.2 The Executive shall meet on at least two occasions each year at such time and place as the Secretary shall determine.

11.1.3 Notice in writing of the time and place of every meeting of the Board or Executive shall be posted, e-mailed or otherwise notified by reasonably appropriate means to each Director or Executive Officer

(as applicable) together with an agenda at least seven days prior to the time appointed for the meeting.

- 11.1.4 Questions arising at any meeting of the Board or Executive will be decided by a majority of the votes cast at the meeting, including by proxy where allowed under the rules of the Constitution, unless a special resolution is required by the Constitution or a by-law of the Company.
- 11.1.5 A resolution or declaration in writing will be as valid and effectual as if it had been passed at a meeting duly called and held if all Directors or Executive officers (as applicable) entitled to receive notice of a Board meeting receive notice of the resolution and it is agreed to in writing by a majority of the Directors or Executive officers (as applicable) for the time being who are entitled to vote (not being less than a quorum).

11.2 **General Meetings**

11.2.1 **Annual General Meetings**

- (a) The Annual General meeting shall be held by no later than 30 November in each year, and shall:
- (i) consider and receive the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - (ii) consider and receive the reports of the Chairperson, Treasurer and Chief Executive Officer of the Company;
 - (iii) consider and receive the accounts of the Company and auditor's report;
 - (iv) appoint, or confirm the appointment, of the auditor;
 - (v) if the position is due for election, elect the Chairperson of the Company;
 - (vi) if the position is due for election, elect the Deputy Chairperson of the Company;
 - (vii) if the position is due for nomination, nominate two delegates to act as the Company's representatives to NACCHO's board; and
 - (viii) elect members of the Grievance Committee.
- (b) Notice of the Annual General Meeting shall be given to all Members of the Company in writing, not less than 21 days before the meeting is due to be held.

11.2.2 **Special General Meetings**

- (a) A Special General Meeting of the Company shall be held by resolution to this effect by the Board or within 30 days of receipt of a request made by no less than 5% of Members of the

Company, made in writing to the Secretary stating the purpose for which such a meeting is to be called.

- (b) Written notice of any Special General Meeting shall be given to all Members no less than 21 days prior to the meeting outlining the purpose of the meeting, the location and time of the meeting, and why it was called.
- (c) Special General Meetings may consider any matter deemed appropriate by the Board in addition to the original purpose of that meeting, provided that those matters have been included in the notice of meeting.

11.3 Meetings generally

11.3.1 Quorum

- (a) The quorum for a meeting of the Board, Executive or Members of the Company shall be half their number plus one, rounded up to the nearest full number.
- (b) No business will be transacted at any meeting unless a quorum is present, including by the use of technology, at the time the meeting proceeds to business.
- (c) If within 30 minutes of the time appointed for a meeting a quorum is not present, such meeting shall be adjourned for one hour.
- (d) Those present at such an adjourned meeting shall constitute a quorum, provided that notice of the original meeting had been provided to all persons entitled to attend the meeting.

11.3.2 Voting at meetings

- (a) Voting at meetings shall be conducted by show of hands, unless:
 - (i) the matter voted on relates to the election of an Executive officer;
 - (ii) the matter voted on relates to the selection of representatives to an external committee or conference; or
 - (iii) a resolution is passed by the meeting for voting to be by secret ballot.

in which case the method of voting shall be by secret ballot in the manner the Chairperson directs, subject to any vote being secret and verified by scrutineers.
- (b) Each Director is entitled to a single vote at meetings of the Board.
- (c) Each Executive officer is entitled to a single vote at meetings of the Executive.
- (d) Each representative of a Member is entitled to a single vote at meetings of Members. For the avoidance of doubt, the

Chairperson is not entitled to vote at meetings of Members, unless they are the sole representative for the Member that originally endorsed them as a Director, or they are exercising a proxy.

11.3.3 **Chairing of meetings**

- (a) Subject to this clause 11.3.3, meetings shall be chaired by the Chairperson.
- (b) Where the Chairperson holds a conflict of interest in relation to a matter, or is otherwise unavailable, the Deputy Chairperson shall chair the meeting where the Chairperson is unavailable or for those matters that are subject to the conflict of interest.
- (c) Where the Deputy Chairperson also holds a conflict of interest in relation to a matter, the meeting shall elect a person to chair the part of the meeting dealing with that matter.
- (d) The Chairperson may nominate a third party to chair a section of the meeting where the Chairperson considers that person to have particular expertise that is required for the discussion of a particular matter.

11.3.4 **Use of technology**

- (a) If approved by the Board in each case, individuals may participate in meetings through the use of any form of audio or audio visual technology approved by the Board, provided that it allows for that person to both hear what is occurring at the meeting, and to make contributions to the meeting.
- (b) Participation through the use of technology will be counted towards the calculation of a quorum for that meeting.
- (c) A person seeking to attend a meeting through the use of technology will be entitled to vote, and count for the purposes of quorum, on the question of whether or not their use of technology should be approved.

11.3.5 **Minutes**

- (a) Proper minutes of all proceedings of meetings of the Company shall be prepared and kept by the Secretary of the Company, or an alternative person or persons nominated by the Secretary.
- (b) The minutes must be confirmed by the Members of the Company, the Board or the Executive (as appropriate) at the next subsequent meeting.
- (c) Minutes shall be signed by the Chairperson or acting Chairperson once they have been confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting have duly occurred as minuted, and that all appointments made at a meeting are valid.

11.3.6 **Circulating resolution**

The Board or Executive may pass a resolution out of a Board or Executive meeting (as the case may be) via any form of written correspondence, including via email or facsimile, if signed or otherwise approved or consented to by 75% or more of those Directors or Executive officers entitled to vote on the resolution, and such a resolution shall be valid and binding as if passed at a Board or Executive meeting.

11.3.7 **Conflicts of interest**

At each meeting, every person present shall declare any conflicts of interest that exist in relation to the business of that meeting. Where a conflict of interest is identified in relation to a matter, the relevant persons shall absent themselves from the meeting during the discussion of that matter, and shall not be entitled to vote upon that matter.

11.3.8 **Proxies – Meetings of Members**

- (a) A Member entitled to attend and cast a vote at a meeting of Members may appoint a person holding a position on the board of that Member as the Member's proxy to attend and vote on the Member's behalf at the meeting of Members by advising the Secretary of this appointment in writing not less than seven days prior to the meeting of Members.
- (b) In order to be valid, a written notification of a proxy must contain the following information:
 - (i) the Member's name and address;
 - (ii) the proxy's name;
 - (iii) the meeting(s) at which the proxy may be used; and
 - (iv) whether there is any limits on the matters for which the proxy's vote may be exercised.
- (c) If a Member's representative attends a meeting where they have previously appointed a proxy, that proxy will be taken to have been withdrawn.

12. **Register of Members**

- 12.1 A register of Members must be kept at the registered office of the Company and contain:
 - 12.1.1 the name and address of each Member;
 - 12.1.2 the date on which each Member became a Member
 - 12.1.3 the nominated representative of the Member; and
 - 12.1.4 if applicable, the date of termination of Membership.
- 12.2 Members are entitled to inspect the register of Members during business hours by giving not less than 2 Business Days' notice of their intention to make such an inspection.

13. **Membership of other boards and the establishment of sub-committees**

13.1 **NACCHO**

13.1.1 The Company recognises its status as an affiliate of NACCHO, and as such is entitled to nominate two South Australian representatives to NACCHO's board.

13.1.2 NACCHO delegates shall be nominated from the Board for two years from the Annual General Meeting at which they are elected.

13.2 **Sub-Committees and Standing Committees**

13.2.1 The Board may establish sub-committees and standing committees for such purposes, and with such powers and terms of reference as it determines from time to time.

13.2.2 Sub-committee and standing committee members need not be Directors of the Company.

13.2.3 Members of sub-committees shall not be entitled to vote on any determination of the sub-committee unless they are a Director of the Company.

13.2.4 No decision of a sub-committee will come into effect until approved by a resolution of the Board.

13.2.5 Members of standing committees may vote on matters that are within their terms of reference, provided that doing so would not conflict with any law, or any other provision of this Constitution.

13.3 **Grievance Committee**

13.3.1 The Company shall have a committee for the purpose of addressing grievances between Members, between Directors or between Members and Directors.

13.3.2 The Grievance Committee will be comprised of four individuals, to be elected at the Annual General Meeting for a term continuing until the following Annual General Meeting.

13.3.3 Members of the Grievance Committee may be, but are not required to be, Directors.

13.3.4 The Grievance Committee will have the functions and powers provided in any by-laws ratified by the Board.

13.3.5 In the event of a casual vacancy on the Grievance Committee, the vacancy may be filled by the majority vote of the Board.

13.4 **Regional committees**

AHCSA may establish regional committees to work towards the establishment of ACCHSs where it identifies a need.

14. Financial Reporting

- 14.1 The financial year for the Company begins on 1 July in each year and ends on the following 30 June.
- 14.2 The Company shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Company in accordance with all legal requirements.

15. Appointment of Auditor

- 15.1 At each Annual General Meeting, the Members shall appoint a person to be auditor of the Company. Applications for the auditor role will be undertaken through a tender process.
- 15.2 The auditor shall not be an officer, business partner, spouse, employer or employee of an officer; an employee; or business partner, spouse or employee of an employee of the Company.
- 15.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 15.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

16. Amendment of the Constitution

- 16.1 This Constitution may be altered by special resolution by the Members at a general meeting.
- 16.2 The Constitution shall bind the Company and every Member to the same extent as if they had respectively signed and agreed to be bound individually by the document.
- 16.3 An alteration to the Constitution becomes effective from the time the alteration is passed.

17. By-laws of the Company

- 17.1 The Executive or its nominee may, at the request of the Board, or of its own volition, draft by-laws to govern the management, procedure and operations of the Company.
- 17.2 By-laws will come into effect only when ratified by an ordinary resolution passed at a meeting of the Board.
- 17.3 A by-law may be varied by an ordinary resolution passed at a meeting of the Board, and will be effective from the time that the resolution is passed.
- 17.4 Once ratified, a by-law is binding upon all Members, Directors and Executive officers of the Company.
- 17.5 A by-law may not authorise any action or policy that would be beyond the powers in respect of that action or policy granted by this Constitution or the Act, and in the event of a by-law being beyond such powers, it shall to that extent be void and unenforceable.
- 17.6 All by-laws are to be distributed to Members following their ratification by the Board.

Schedule 1:

Members as at 19 January 2017:

Nunkuwarrin Yunti Incorporated

Port Lincoln Aboriginal Health Service Incorporated

Umoona Tjutagku Health Service Aboriginal Corporation

Nganampa Health Council

Tullawon Health Service Incorporated

Oak Valley Health Service

Ceduna Koonibba Aboriginal Health Service Aboriginal Corporation

Pika Wiya Health Service Aboriginal Corporation

Pangula Mannamurna Incorporated

Nunyara Aboriginal Health Service Incorporated

Aboriginal Sobriety Group Incorporated

Kalparrin Community Incorporated

Schedule 2:

Historical record of past Members

Kainggi-Yuntuwarrin (Riverland) (to 2004)

Goretta Aboriginal Corporation (to 2006)

Aboriginal Health Advisory Committees (to 2014)

Schedule 3:

By-laws