

Company constitution of Salveo Healthcare Limited

This is the constitution of Salveo Healthcare Limited (ACN 645 287 483) (**Company**)

BACKGROUND

- A. The Company is a public company limited by guarantee.
- B. The liability of the Company is limited to the amount of guarantee contained in rule 22.

OPERATIVE PROVISIONS

1 Definitions and interpretation

1.1 Definitions

The following definitions apply in this constitution.

Act means the Corporations Act 2001 (Cth).

Alternate means an alternate Director appointed under rule 3.1 of this constitution.

Appointor in relation to an Alternate, means the Director who appointed the Alternate.

APRA means Australian Prudential Regulation Authority.

Board means the Directors acting collectively under this constitution.

Company means the company named at the beginning of this constitution, as amended from time to time.

Director means a person who is at any time, a Director of the Company.

Executive Director means a Director who is an employee of the Company, or acts in an executive capacity for the Company, under a contract for services, and includes a Managing Director.

Health Related Business has the same meaning as that set out in the *Private Health Insurance Act 2007*.

Interest Rate means, in relation to each rule in which that term is used:

- (a) the rate for the time being prescribed by the Board in respect of that rule; or
- (b) if no rate is prescribed, 5% each year.

Listed Corporation means a corporation that is admitted to the official list of ASX Limited.

Listing Rules means the official listing rules of ASX Limited.

Member means a person whose name is entered in the Register as the holder of a share, or as a Member of the Company if a Company Limited by Guarantee.

Officer has the meaning given by section 9 of the Act.

Ordinary Resolution means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.

Register means the register of members kept as required by sections 168 and 169 of the Act.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this constitution.

Special Resolution means a resolution of which notice has been given and that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

1.2 Interpretation of this document

- (a) Headings are for convenience only and do not affect interpretation. The following rules also apply in interpreting this constitution, except where the context makes it clear that a rule is not intended to apply.
- (b) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (c) A singular word includes the plural and vice versa.
- (d) A word that suggests 1 gender includes the other genders.
- (e) If a word is defined, another part of speech has a corresponding meaning.
- (f) If an example is given of any thing (including a right, obligation or concept) (eg, by use of the word “including” the example does not limit the scope of that thing.
- (g) The word “agreement” includes an undertaking or other binding arrangement or understanding whether or not in writing.

- (h) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.
- (i) A word (other than a word defined in rule 1.1) that is defined by the Act has the same meaning in this constitution where it relates to the same matters as the matters for which it is defined in the Act.
- (j) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.
- (k) A reference to a rule is to a rule of this constitution.

2 Directors

2.1 Number of Directors

The Company must have at least 3 but no more than 7 Directors, provided that the Directors will not reduce the number.

2.2 Appointment of Directors

- (a) Rule 2.2(b) is subject to the maximum number of Directors under rule 2.1 not being exceeded.
- (b) The Company may, by Ordinary Resolution, appoint a person to be a Director, either to fill a casual vacancy or as an addition to the Board.
- (c) St Lukes Medical and Hospital Benefits Association ABN 81 009 479 618 will be entitled to appoint 4 Directors.

2.3 Cessation of Director's appointment

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

- (a) is not permitted by the Act (or by an order made under the Act) to be a Director;
- (b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G of the Act;
- (c) is, or becomes, of unsound mind, or becomes physically or mentally incapable of performing the functions of that office, or that person's estate is liable to be dealt with in any way under the law relating to mental health;
- (d) fails to attend (either personally or by an Alternate) three consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 2.7;

(g) was appointed to the office for a specified period and that period expires.

2.4 Tenure of Directors

The maximum tenure of a Director appointed by St Lukes Medical and Hospital Benefits Association shall be 12 years. The maximum tenure of a Director appointed by the Company shall be 9 years.

2.5 Retirement of Director

Any Director shall be appointed for a period of 3 years. However, immediately after their appointment upon incorporation, the Directors shall determine by lot their terms of appointment. The first 3 Directors selected by lot shall be appointed for 3 years, the second 3 Directors shall be appointed for terms of 2 years and the remaining Director or Directors shall be appointed for a term of 1 year. Upon the retirement of any Director they shall be eligible for reappointment for terms of 3 years up to the maximum term specified in rule 2.4. Upon retirement of a Director appointed by St Lukes Medical and Hospital Benefits Association, a further director must be appointed to replace that person by St Lukes Medical and Hospital Benefits Association.

2.6 Remuneration of Directors

Any Director appointed by St Lukes Medical and Hospital Benefits Association being a Director or employee of that company shall not be entitled to additional remuneration as a Director of the Company. Any Director appointed by the Company who shall not serve as a Director or employee of St Lukes Medical and Hospital Benefits Association shall be entitled to such remuneration as a Director as the Board of the Company shall determine.

2.7 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the Company may, by Ordinary Resolution, remove a Director from office.

2.8 Too few Directors

If the number of Directors is reduced below the minimum required by rule 2.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

3 Alternates

3.1 Appointment of Alternate

A Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.

3.2 Notice of Board meetings

If the Appointor requests the Company to give the Alternate notice of Board meetings, the Company must do so. Unless the Appointor has requested it, the Company need not give notice of Board meetings to an Alternate.

3.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;
- (b) if he or she is also a Director, has a separate right to vote as Alternate;
- (c) if Alternative for more than 1 Appointor, has a separate right to vote in place of each Appointor;
- (d) when acting as Alternate, is an Officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights of the Appointor as a Director; and
- (e) is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the Board, or of the Company, or while otherwise engaged on the business of the Company on the same basis as other Directors, but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).

3.4 Termination of appointment

The Appointor may, at any time, revoke the appointment of a person as Alternate, whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Director; or
- (b) an event occurs that would cause the Alternate to cease to be a Director under rule 2.3 if the Alternate were a Director.

3.5 Appointments and revocations in writing

The Appointor must appoint and revoke the appointment of any Alternate in writing. The appointment or revocation is not effective until a copy of the relevant document is provided to the Company.

4 Powers of the boards

4.1 Powers generally

Except as otherwise required by the Act, any other applicable law, or this constitution, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the members and the Company in general meeting.

4.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 10; or
- (b) in accordance with a delegation of the power under rule 6.1 .

5 Executing negotiable instruments

- (a) The Board must decide the manner (including the use of copies of signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company.
- (b) The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board under rule 5(a).

6 Delegation of board

6.1 Power to delegate

The Board may delegate any of its powers as permitted by section 198D of the Act.

6.2 Power to revoke delegation

The Board may revoke a delegation previously made, whether or not the delegation is expressed to be for a specified period.

6.3 Terms of delegation

- (a) A delegation of powers under rule 6.1 may be made:

- (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

6.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this Constitution that regulate the meetings and proceedings of the Board.

7 Directors' duties and interests

7.1 Compliance with duties under the Act

Each Director must comply with sections 180 to 183 of the Act.

7.2 Director can hold other offices etc

A Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any Director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor;
- (c) be a creditor of any corporation (including the Company) or partnership; and
- (d) enter into any agreement with the Company.

7.3 Disclosure of interests

Each Director must comply with section 191 of the Act.

7.4 Director interested in a matter

A Director of the Company who has a material personal interest in a matter that is being considered at a meeting of the Board, or at the Directors of the Company:

- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
- (a) Rule 7.4 (a) does not apply to an interest that the Director has:

- (i) as a member of the Company; and
 - (ii) in common with other members of the Company.
- (b) For the purposes of this rule a Director does not have an interest in a matter relating to an existing or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.
- (c) This rule does not apply if the Board of the Company has at any time passed a resolution that:
- (i) specifies the Director, the interest in the matter; and
 - (ii) state the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on a matter.

7.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers, votes on, or participates in the execution of, that agreement.

7.6 Directors acting in the best interests of the holding company

If the Company is a wholly owned subsidiary of a body corporate, a Director is authorised to act in the best interests of that body corporate if:

- (a) the Director acts in good faith in the best interests of the body corporate; and
- (b) the Company is not insolvent at the time the Director acts and does not become insolvent because of the Director's act.

For the purposes of this Rule, the Company is regarded as a subsidiary of St Lukes Medical and Hospital Benefits Association.

8 Directors' remuneration

8.1 No Remuneration paid to Directors

Unless it is a payment for a service rendered in good faith by a Director, or the fee payable under Rule 2.6 for a Director not appointed by St Lukes Medical and Hospital Benefits Association, the Directors will not be paid remuneration, fee, commission, or other financial benefit for acting as a Director of the Company.

8.2 Expenses of Directors

The Company may pay a Director (in addition to any remuneration) all reasonable expenses (including travelling and accommodation expenses) incurred by the Director:

- (a) in attending meetings of the Company, the Board, or a committee of the Board;
- (b) on the business of the Company; or
- (c) in carrying out duties as a Director.

9 Officers' indemnity and insurance

9.1 Indemnity

- (a) Subject to, and so far as permitted by the Act and any other applicable law, the Company must, to the extent the person is not otherwise indemnified, indemnify every Officer of the Company and of any related body corporate (and may indemnify its auditor) against a Liability incurred as such an Officer (or auditor) to a person (other than the Company or a related body corporate). The Liability includes Liability incurred as a result of appointment or nomination by the Company or related body corporate as a trustee or as an Officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith.
- (b) Subject to, and so far as permitted by the Act and any other applicable law, the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an Officer or employee or auditor in defending an action for a Liability incurred as such an Officer, employee or auditor or in resisting or responding to actions taken by the Australian Securities and Investments Commission or a liquidator.
- (c) In this rule, **Liability** means a liability or loss of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages, charges and expenses, including costs and expenses incurred in connection with any investigation or inquiry by the Australian Securities and Investments Commission or a liquidator.

9.2 Insurance

Subject to the Act and any other applicable law, the Company may purchase and maintain, pay or agree to pay, a premium on a contract of insurance for any person.

9.3 Former officers

The indemnity in favour of Officers under rule 9.1 is a continuing indemnity. It applies to all acts done by a person while an Officer of the Company or a related body corporate, even though the person is not an Officer at the time the claim is made.

9.4 Deed

- (a) The Company may, without limiting a person's rights under this rule 9, enter into an agreement with a person who is, or has been, an Officer of the Company or any related body corporate, to give effect to the rights of the person under this rule 9 on any terms and conditions that the Board thinks fit.
- (b) Rule 9.4(a) is subject to the Act and any other applicable law,

10 Board meetings

10.1 Convening Board meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

10.2 Notice of Board meeting

- (a) The convener of each Board meeting:
 - (i) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director and each Alternate in respect of whom the Appointor has given notice under rule 3.2 requiring notice of Board meetings to be given to that Alternate; and
 - (ii) may give that notice orally (including by telephone) or in writing.
- (b) Failure to give notice to, or non receipt of notice by, a Director does not result in a Board meeting being invalid.

10.3 Use of technology

- (a) A Board meeting may be held using any means of audio or audio visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D of the Act.
- (b) A Board meeting held solely or partly by technology is treated as being held:
 - (i) at the place at which the greatest number of the Directors present at the meeting is located; or
 - (ii) if an equal number of Directors is located in each of 2 or more places, at the place where the Chair of the meeting is located.

10.4 Chairing Board meetings

- (a) The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office.

- (b) If there is no elected Chair present at the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

10.5 Quorum

- (a) The quorum for a Board meeting is 3 Directors, with a majority of those being Directors appointed by St Lukes Medical and Hospital Benefits Association. A quorum must be present for the whole meeting.
- (b) An Alternate who is also a Director or a person who is an Alternate for more than 1 Appointor may only be counted once toward a quorum.
- (c) A Director is treated as present at a meeting held by audio or audio visual communication if the Director is able to hear and be heard by all others attending.
- (d) If a meeting is held in another way permitted by section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

10.6 Majority decisions

- (a) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The Chair of a Board meeting does not have a second or casting vote.
- (c) If an equal number of votes are cast for and against a resolution, the matter is decided in the negative.

10.7 Procedural rules

The Board may adjourn and, subject to this constitution, otherwise regulate its meetings as it decides.

10.8 Written resolution

- (a) To make a written resolution, all the Directors entitled to receive notice of a Board meeting and to vote on the resolution must sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A written Board resolution in those terms is passed at the time when the last Director signs.

10.9 Additional provisions concerning written resolutions

For the purpose of rule 10.8:

- (a) 2 or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document;

- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a fax or email containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

10.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid, even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

11 Meetings of members

11.1 Calling meetings of members

A meeting of members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D of the Act, or by order made under section 249G of the Act.

11.2 Notice of meeting

- (a) Subject to rules 11.3 and 11.4, at least 21 days' written notice of a meeting of members must be given individually:
 - (i) to each member entitled to vote at the meeting;
 - (ii) to each Director (other than an Alternate); and
 - (iii) to the auditor (if any).
- (b) Subject to any regulation made under section 249LA of the Act, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

11.3 Short notice

Subject to section 249H(4) of the Act:

- (a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or

- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

11.4 Postponement or cancellation

Subject to section 249D(5) of the Act, the Board may postpone or cancel a meeting of members by written notice given individually to each person entitled to be given notice of the meeting.

11.5 Fresh notice

If a meeting of members is postponed or adjourned for 1 month or more, the Company must give new notice of the resumed meeting.

11.6 Technology

The Company may hold a meeting of members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

11.7 Accidental omission

The accidental omission to give notice to, or the non receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

12 Proceedings at general meeting

12.1 Member present at meeting

If a member has appointed a proxy or attorney or (in the case of a member that is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

12.2 Quorum

- (a) Subject to section 249B of the Act, the quorum for a meeting of members is 2 members. Each individual present may only be counted once toward a quorum.
- (b) If a member has appointed more than 1 proxy or representative, only 1 of them may be counted toward a quorum.

12.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members under section 249D of the Act, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

12.4 Chairing meetings of members

- (a) If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of members.
- (b) If:
 - (i) there is no Director whom the Board has appointed to chair Board meetings for the time being; or
 - (ii) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,the members present must elect a member or Director present to chair the meeting.

12.5 Attendance by auditor and Directors

Every Director and the auditor (if any) has the right to attend and speak at all meetings of members whether or not the Director or Auditor is a member.

12.6 Adjournment

Subject to rule 11.5, the Chair of a meeting of members at which a quorum is present:

- (a) may, with the consent of the meeting; and
- (b) must, if directed by Ordinary Resolution of the meeting, adjourn it to another time and place.

12.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

13 Proxies, attorneys and representatives

13.1 Appointment of proxies

A member may appoint not more than 2 proxies in accordance with section 249X of the Act to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company that complies with section 250A(1) or in any other form and mode that is signed or otherwise authenticated by the member in a manner, satisfactory to the Board. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of those votes.

13.2 Member's attorney

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of members. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

13.3 Deposit of proxy appointment forms and powers of attorney

An appointment of a proxy or an attorney is not effective for a particular meeting of members unless:

- (a) in the case of a proxy, the proxy appointment form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

13.4 Appointment for particular meeting, standing appointment and revocation

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

13.5 Suspension of proxy or attorney's powers if member present

- (a) A proxy or attorney has no power to act for a member at a meeting at which the member is present in person or, in the case of a body corporate, by representative.
- (b) A proxy has no power to act for a member at a meeting at which the member is present by attorney.

13.6 Priority of conflicting appointments of attorney or representative

If more than 1 attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 13.6(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

13.7 More than 2 current proxy appointments

- (a) An appointment of a proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member that would result in there being more than 2 proxies of that member entitled to act at a meeting.
- (b) The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

13.8 Continuing authority

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up;
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party; or
- (d) transfers the share to which the appointment relates,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

14 Entitlement to vote

14.1 Number of votes

- (a) Subject to rules 12 and 13,:
 - (i) on a show of hands:
 - (A) if a member has appointed 2 proxies, neither of those proxies may vote;

- (B) a member who is present and entitled to vote and is also a proxy, attorney or representative of another member has 1 vote; and
 - (C) subject to 15.1(i)(A) and 15.1(i)(B), every individual present who is a member, or a proxy, attorney or representative of a member, entitled to vote has 1 vote; and
- (ii) on a poll, a member has 1 vote.
- (b) The Chair of a meeting of members has a casting vote.

15 How voting is carried out

15.1 Method of voting

- (a) A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 15.2 either before, or on, declaration of the result of the vote on a show of hands.
- (b) Unless a poll is demanded, the Chair's declaration of a decision on a show of hands is conclusive evidence of the result.

15.2 Demand for a poll

- (a) A poll may be demanded on any resolution (except a resolution concerning the election of the Chair of a meeting) by:
 - (i) a member entitled to vote on the resolution;
 - (ii) members entitled to cast at least 5% of the votes that may be cast on the resolution on a poll (worked out as at the midnight before the poll is demanded); or
 - (iii) the Chair.
- (b) The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

15.3 When and how polls must be taken

If a poll is demanded:

- (a) the poll must be taken:
 - (i) if the resolution is for the adjournment of the meeting, immediately and in the manner that the Chair of the meeting directs;
 - (ii) in all other cases, at the time and place and in the manner that the Chair of the meeting directs;

- (b) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- (c) the result of the poll is the resolution of the meeting at which the poll was demanded.

16 Resolutions without minutes

16.1 Written resolutions

Subject to section 249A(1) of the Act, the Company may pass a resolution without a general meeting being called or held if the resolution is set out in a document:

- (a) if the Company has only 1 member, signed in the manner set out in section 249B of the Act; or
- (b) if the Company has more than 1 member, signed in the manner set out in section 249A.

16.2 Signature of resolutions

The Company may treat a document on which a faxed or electronic signature appears, or which is otherwise acknowledged by a member in a manner satisfactory to the Board, as being signed by that member.

17 Secretary

17.1 Appointment of Secretary

The Board may appoint 1 or more individuals to be a Secretary, either for a specified term or without specifying a term.

17.2 Terms and conditions of office

- (a) A Secretary holds office on the terms (including as to remuneration) that the Board decides.
- (b) The Board may vary any decision previously made by it about a Secretary.

17.3 Cessation of Secretary's appointment

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

- (a) is not permitted by the Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage the Company under section 206F or 206G;

- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 17.4.

17.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

18 Minutes

18.1 Minutes must be kept

The Board must ensure that minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 6);
- (d) resolutions passed by members without a meeting;
- (e) resolutions passed by Directors, and declarations made by a single Director, without a meeting; and
- (f) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A of the Act.

18.2 Minutes as evidence

Any minutes recorded and signed in accordance with section 251A of the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

18.3 Inspection of minute books

The Company must allow members to inspect, and must provide copies of, the minute books for the meetings of members and for resolutions of members passed without meetings in accordance with section 251B of the Act.

19 Company seal

19.1 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal the Company decides to adopt under section 123(2) of the Act.

19.2 Use of common seal

- (a) The common seal and duplicate seal (if any) may only be used with the authority of the Board.
- (b) The Board must not authorise the use of a seal that does not comply with section 123 of the Act.

19.3 Fixing seal to documents

- (a) The fixing of the common seal, or any duplicate seal, to a document must be witnessed by 2 Directors or 1 Director and 1 Secretary and by any other signatories or in any other way (including the use of copies of signatures) authorised by the Board.
- (b) The fixing of the seal is witnessed in accordance with rule 19.3(a), a statement by the witness that the witness is the sole Director and sole company secretary of the Company should appear next to the signature, but the absence of that statement does not affect the validity of the execution.

20 Financial reports and audit

20.1 Company to keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director to inspect those records at all reasonable times.

20.2 Financial reporting

If required by Part 2M.3 of the Act, the Board must cause the Company to prepare a financial report and a Directors' report that comply with that Part and must report to members in accordance with section 314 no later than the deadline set by section 315.

20.3 Audit

- (a) Unless section 301(2) of the Act applies, the Board must cause the Company's financial report (if any) for each financial year to be audited and obtain an auditor's report.

- (b) The eligibility, appointment, removal, remuneration, rights and duties of the auditor (if any) are regulated by the Act.

20.4 Inspection of financial records and books

Subject to rule 18.3 and section 247A of the Act, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by a resolution of members.

21 Membership

21.1 Application for membership

A person who is a member of the Association which is St Lukes Medical and Hospital Benefits Association (“Member of the Association” may apply to become a member of the Company by writing to the Secretary stating that they want to become a member and confirming their agreement to comply with the Company’s constitution, including paying the guarantee under rule 22, if required.

21.2 Issue at discretion of Board

Subject to section 259C of the Act, the Board may, on behalf of the Company, admit to membership in the Company an applicant who has applied for membership in accordance with rule 21.1.

21.3 Approval of membership

If the Directors approve an application for membership of the Company, the Secretary must as soon as possible:

- (a) enter the new member on the Register, and
- (b) write to the new member advising them that his or her application has been approved, and the date that membership commenced.

21.4 Rejection of membership

- (a) If the Directors reject an application for membership, the Secretary must write to the applicant as soon as possible to tell them that his or her application has been rejected, but does not have to give reasons.
- (b) Other than initial members, an applicant will become a member when he or she is entered on the Register.

21.5 Entrance fees

- (a) The Directors may require each applicant applying for membership to pay an entrance fee, determined from time to time.
- (b) At the time of the creation of this constitution, no entrance fee is payable.

21.6 Membership not transferrable

Membership in the Company is not transferrable.

21.7 Membership may be resigned and or terminated

A member may at any time by giving notice in writing to the Secretary resign their membership of the Company.

The Company may revoke the membership of a member if that person:

- (a) Substantially fails to comply with this constitution;
- (b) Engages in conduct which in the opinion of the Directors is unbecoming of a member or prejudicial to the interests of the Company; or
- (c) ceases to be a Member of the Association (as defined in Rule 21.1),
- (d) becomes a person who is of unsound mind or a person who is liable to be dealt with in any way under any law relating to mental health.

22 Guarantee by members

22.1 Guarantee

- (a) Each member must contribute an amount not more than \$10.00 (**guarantee**) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member.
- (b) This contribution is required to pay for the debts and liabilities of the Company incurred before the member stopped being a member or costs of winding up.

23 Winding up

23.1 No Entitlement of members to share in surplus assets and income

In the event of the Company being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which has rules prohibiting the distribution of its assets and income to its members in accordance with Rule 28.

24 Notices

24.1 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and

- (c) delivered:
 - (i) personally;
 - (ii) by prepaid mail (by airmail, if the addressee is overseas) to that person's address;
 - (iii) by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by email to the email address (if any) nominated by that person.

24.2 When notice is given

- (a) A notice to a person by the Company is regarded as given and received:
 - (i) if it is delivered personally or sent by fax or electronic message:
 - (A) by 5 pm (local time in the place of receipt) on a business day - on that day; or
 - (B) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
 - (ii) if it is sent by mail:
 - (A) within Australia - 1 business day after posting; or
 - (B) to a place outside Australia - 5 business days after posting.
- (b) A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

24.3 Business days

For the purposes of rule 24.2, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

24.4 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

25 Business of the Company

- 25.1** Notwithstanding section 124 of the Corporations Act 2001 the Company may not undertake any business which is not a Health Related Business.
- 25.2** This Constitution may not be amended so as to delete the restriction upon the carrying on of a business which is not a Health Related Business without the Company first notifying APRA of the proposed amendment.

26 Purposes and Powers

- 26.1** The Company's object is to pursue the following purposes:
- (a) To provide accessible, affordable and outcomes-based care in the community using primary and preventative care models to help improve the health of all Tasmanians.
 - (b) To provide services within Australia to Health Sector participants including but not limited to Private Health Insurers, Government and Industry and Consumers which will promote better health outcomes, including:
 - (i) Clinical services
 - (ii) Consulting services
 - (iii) Risk management services
 - (c) To provide advice to the Health Sector, including but not limited to Private Health Insurers, Government, Industry and Consumer Groups and Health services providers, with respect to the management of and or prevention of diseases, injuries or conditions, with the aim of advancing health.
 - (d) To provide advice with respect to emerging trends with respect to the provision of clinical services to the Health sector including the undertaking of trials and/or research with respect to the clinical efficacy of particular clinical practices and the management or prevention of diseases injuries and conditions, resulting in evidence based and contemporary new models of care.
 - (e) Any other activities which may be Health Related Businesses for the purposes of the *Private Health Insurance Act 2007*.
- 26.2** The Company has the following powers which may only be used to carry out the purposes set out in rule 27:
- (a) The powers of an individual; and
 - (b) All the powers of a company limited by guarantee under the *Corporations Act 2001*

27 Not for Profit

- 27.1** The Company must not distribute any income or assets directly or indirectly to its members excepted as provided for in rules 28.1 and 29.
- 27.2** Rule 28.1 does not stop the Company from doing the following things provided they are done in good faith:
- (a) Paying a member for goods and services they have provided or expenses they have properly incurred at fair and reasonable rate or rates more favourable to the Company, including any necessary rate which is determined based upon risk; or
 - (b) Making a payment to a member in carrying out the Company's purposes.

28 Distribution of Surplus Assets on Winding Up

- 28.1** Any surplus assets that remain after the Company is wound up must be distributed to one or more ACNC registered organisations in Tasmania, which prohibit the distribution of surplus assets to its members at least to the same degree as the Company:
- 28.2** The decision as to the charity or charities to be given the surplus assets must be made by special resolution of the members at or before the time of winding up. If the members do not make a decision the Company may apply to the Supreme Court to make this decision.

29 Amending the Constitution

- 29.1** Subject to Rule 25 sub rule.2 the members may amend this Constitution by passing a special resolution.
- 29.2** The members must not pass a special resolution that amends this Constitution if passing it causes the Company to permit the distribution of income or assets to the members otherwise than in accordance with rules 28.1 and 28.2.

Constitution

Adopted upon Incorporation

Signed sealed and delivered by
Salveo Healthcare Limited in the
presence of:

Signature

Witness Signature

Date

Print Name

Dated

2021

**CONSTITUTION OF
SALVEO HEALTHCARE LIMITED**

Prepared by:

ROSS A HART

BARRISTER AND SOLICITOR

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