

Corporations Act 2001 (Commonwealth)

Centre of Perinatal Excellence (COPE) Ltd
ACN: 165 215 449

A Company Limited by Guarantee



THE CONSTITUTION

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CENTRE OF PERINATAL EXCELLENCE LTD.....

- 1. DEFINITIONS AND INTERPRETATION 1**
 - 1.1 Definitions..... 1
 - 1.2 Interpretation 2
 - 1.3 Corporations Act..... 2
 - 1.4 Headings 2
 - 1.5 Powers 3
- 2. PURPOSE OF COMPANY 3**
- 3. POWERS 4**
- 4. APPLICATION OF INCOME FOR OBJECTS ONLY 4**
- 5. NO DISTRIBUTION..... 4**
- 6. APPLICATION OF PROPERTY ON WINDING UP 5**
- 7. MEMBERSHIP 5**
 - 7.1 Initial Members 5
 - 7.2 Directors may create and vary classes and class rights 5
 - 7.3 Admission as a Member and fees..... 6
 - 7.4 Ceasing to be a Member 6
 - 7.5 Resignation 7
 - 7.6 Termination 7
 - 7.7 Limited liability 7
 - 7.8 Representatives..... 7
- 8. GUARANTEE ON WINDING UP 7**
- 9. GENERAL MEETINGS 8**
 - 9.1 Annual general meeting..... 8
 - 9.2 Power to convene general meeting..... 8
 - 9.3 Governing Members have power to convene general meeting 8
 - 9.4 Notice of general meeting..... 8
 - 9.5 Non-receipt of notice of general meeting 8
 - 9.6 Directors and CEO entitled to attend general meetings 8
 - 9.7 Cancellation or postponement of general meeting 8
 - 9.8 Written notice of cancellation or postponement of general meeting 9
 - 9.9 Contents of notice postponing general meeting 9
 - 9.10 Notice period for postponed general meeting 9
 - 9.11 Business at postponed general meeting 9
 - 9.12 Non-receipt of notice of cancellation or postponement of a general meeting..... 9
 - 9.13 Proxy or attorney at postponed general meeting..... 9
- 10. PROCEEDINGS AT GENERAL MEETINGS..... 9**
 - 10.1 Reference to a Governing Member..... 9
 - 10.2 Number for a quorum..... 10
 - 10.3 Requirement for a quorum..... 10
 - 10.4 Quorum and time 10
 - 10.5 Adjourned meeting 10
 - 10.6 Appointment and powers of Chair of general meeting..... 10
 - 10.7 Absence of Chair at general meeting..... 10
 - 10.8 Conduct of general meetings 11
 - 10.9 Adjournment of general meeting 11

10.10	Notice of adjourned meeting.....	11
10.11	Notice of adjournment.....	11
10.12	Questions decided by majority.....	11
10.13	Equality of votes - no casting vote for Chair.....	12
10.14	Declaration of results.....	12
10.15	Poll.....	12
10.16	Objection to voting qualification.....	12
10.17	Chair to determine any poll dispute.....	12
11.	VOTES OF MEMBERS.....	12
11.1	Voting rights.....	12
11.2	Right to appoint proxy.....	13
11.3	Right to appoint attorney.....	13
12.	DIRECTORS.....	13
12.1	Number of Directors.....	13
12.2	Term of appointment.....	13
12.3	Identity of Directors.....	13
12.4	Casual vacancy.....	14
12.5	Office held until conclusion of meeting.....	14
12.6	Remuneration of Directors.....	14
12.7	Director's remuneration must be approved.....	14
12.8	Director's interests.....	14
12.9	Vacation of office.....	15
13.	POWERS AND DUTIES OF DIRECTORS.....	15
13.1	Directors to manage Company.....	15
13.2	Specific powers of Directors.....	15
13.3	Appointment of attorney.....	16
13.4	Provisions in power of attorney.....	16
13.5	Minutes.....	16
14.	PROCEEDINGS OF DIRECTORS.....	16
14.1	Directors meetings.....	16
14.2	Director may convene a meeting.....	16
14.3	Questions decided by majority.....	16
14.4	Alternate Director or proxy and voting.....	16
14.5	No Chair's casting vote.....	17
14.6	Quorum.....	17
14.7	Three Directors can constitute a quorum.....	17
14.8	Effect of vacancy.....	17
14.9	Appointment of Alternate Director.....	17
14.10	Alternate Director and meetings.....	17
14.11	Alternate Director's powers.....	17
14.12	Alternate Director responsible for own acts and defaults.....	17
14.13	Alternate Director and remuneration.....	17
14.14	Termination of appointment of Alternate Director.....	17
14.15	Appointment or termination in writing.....	18
14.16	Alternate Director and number of Directors.....	18
14.17	Director attending and voting by proxy.....	18
14.18	Convening meetings.....	18
14.19	Chair and Deputy Chair.....	18
14.20	Removal of Chair by the Directors.....	18
14.21	Chair to preside over Directors' meeting.....	18

14.22	Directors' committees	18
14.23	Powers delegated to Directors' committees	19
14.24	Directors' committee meetings.....	19
14.25	Circulating resolutions	19
14.26	Meeting by use of technology	19
14.27	Validity of acts of Directors	19
15.	CHIEF EXECUTIVE OFFICER.....	19
15.1	Appointment	19
15.2	Termination	20
16.	SECRETARY	20
16.1	Appointment of Secretary	20
16.2	Suspension and removal of Secretary	20
16.3	Powers, duties and authorities of Secretary.....	20
17.	ADVISORY COUNCIL	20
17.1	Appointment of Advisory Council	20
17.2	Referral of matters to Advisory Council.....	20
18.	SEALS.....	20
18.1	Safe custody of common seals	20
18.2	Use of common seal	21
19.	INSPECTION OF RECORDS.....	21
19.1	Inspection by Members.....	21
19.2	Right of a Member to inspect.....	21
20.	SERVICE OF DOCUMENTS.....	21
20.1	Document includes notice.....	21
20.2	Methods of service	21
20.3	Post.....	21
20.4	Fax or electronic transmission	22
21.	INDEMNITY.....	22
21.1	Indemnity of officers, Auditors and agents	22
21.2	Insurance.....	22
22.	ACCOUNTS	22
23.	AMENDMENT OF CONSTITUTION.....	23
24.	NOTIFICATION TO THE AUSTRALIAN CHARITIES AND NOT-FOR-PROFIT COMMISSION.....	23
	SCHEDULE 1 - INITIAL MEMBERS.....	24
1.	Australian Association of Child and Family Health Nurses (AACFHN).	
2.	Australian College of Midwives (ACM).	
3.	Australian Psychological Society (APS).	
4.	Australian College of Mental Health Nurses (ACMHN).	
5.	Post and Antenatal Depression Association (PANDA).	
6.	Royal Australian New Zealand College of Obstetricians and Gynaecologists (RANZCOG).	

- 7. **Royal Australian New Zealand College of Psychiatrists (RANZCP).**
- 8. **Royal Australian College of General Practitioners (RACGP).**

SCHEDULE 2 - INITIAL DIRECTORS 1

- 1. **Professor Jeanette Milgrom** of 110 Ingrams Road, Research, Victoria..... 1
- 2. **Dr Nicole Highet** of 38 Wellington Street, Flemington, Victoria..... 1
- 3. **Mr David Stanley** of 28 Jean Street, Lower Templestowe, Victoria 1

SCHEDULE 3 - INITIAL CHIEF EXECUTIVE OFFICER 1

- 1. **Dr Nicole Highet** of 38 Wellington Street, Flemington, Victoria

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution unless the contrary intention appears:

- (a) **AAMCFHN** means the Australian Association of Maternal Child & Family Health Nurses ABN 30 418 162 460
- (b) **ACM** means Australian College of Midwives ABN 49 289 821 863
- (c) **ACMHN** means Australian College of Mental Health Nurses ABN 75 492 837 566
- (d) **Advisory Council** means the council that may be appointed under rule 17.
- (e) **Alternate Director** means a person appointed as an alternate director by a Director in accordance with rules 14.9 and 14.15.
- (f) **APS** means Australian Psychological Society ABN 23 000 543 788
- (g) **Auditor** means the auditor for the time being of the Company.
- (h) **Chair** means the chair of the board of Directors and the chair of a general meeting (as relevant).
- (i) **Chief Executive Officer** means a person appointed as Chief Executive Officer under rule 15.
- (j) **Company** means the Centre of Perinatal Excellence (Cope) Ltd.
- (k) **Constitution** means this constitution as it is amended from time to time.
- (l) **Corporations Act** means the Corporations Act 2001.
- (m) **Deputy Chair** means the deputy chair of the board of Directors.
- (n) **Director** means a director of the Company and **Directors** means all or some of the directors of the Company acting as the board.
- (o) **Governing Member** means a member of the class of Governing Members of the Company which is a representative of a Member.
- (p) **ITAA** means the Income Tax Assessment Act 1936 or the Income Tax Assessment Act 1997 as the context requires.
- (q) **Member** means a member of the Company.
- (r) **PANDA** means Post & Ante Natal Depression Association ABN 64 063 647 374
- (s) **RACGP** means Royal Australian College of General Practitioners ABN 34 000 223 807
- (t) **RANZCOG** means Royal Australian & New Zealand College of Obstetricians and Gynaecologists ABN 34 100 268 969

- (u) **RANZCP** means Royal Australian and New Zealand College of Psychiatrists ABN 68 000 439 047
- (v) **Registered Office** means the registered office for the time being of the Company.
- (w) **Secretary** means a person appointed as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;
- (e) a reference to a rule is a reference to one of the rules of this Constitution;
- (f) a references to any statutory enactment, regulation, rule or other law or a provision thereof, includes any statutory modification or re-enactment or any statutory provision substituted therefor and by-laws, regulations or other statutory instruments issued under them and also include any determinations, rulings, or guidelines made by any person under the authority of such a law and references to any statute include references to any subordinate legislation made thereunder;
- (g) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised from time to time and at any time; and
- (h) 'including' and similar expressions are not words of limitation.

1.3 Corporations Act

- (a) In this Constitution unless the contrary intention appears:
 - (i) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
 - (ii) 'section' means a section of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

1.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.5 Powers

Powers conferred on the Company, the Directors, a committee of Directors, a Director or a Member may be exercised at any time and from time to time.

2. PURPOSE OF COMPANY

2.1 The principal objects for which the Company is established is to increase awareness of the impact of perinatal mental health disorders in the Australian community (including governments, service providers, consumers, and the business community sectors) and respond to and reduce the associated impacts.

2.2 In support of its principal objects the Company may:

- (a) identify, quantify, monitor and inform Government (federal, state and local), non-government, not-for-profit and private stakeholders of the perinatal mental health endeavour;
- (b) inform, promote, advocate, design and implement world-leading strategy programs and interventions that seek to reduce the prevalence and impact of perinatal mental health disorders in the Australian community;
- (c) develop education, communication, promotion and prevention strategies, interventions and advocacy to increase stakeholder and community awareness, understanding and knowledge of perinatal mental health disorders including the individual, family, community and societal costs and reduce associated stigma and discrimination;
- (d) identify, develop, implement, monitor and measure and advocate for the enhancement of professional training, development and support for health professionals and others providing services to people experiencing perinatal mental health disorders involving peer-to-peer, face-to-face and e-learning models;
- (e) commission, support, undertake and disseminate research to enhance knowledge into the causes, impact, identification, management and treatment of perinatal mental health disorders including trialling, monitoring and measuring new and innovative prevention (including e-technology), early detection, treatment and management activities and disseminating information about best practice models of care;
- (f) establish, maintain, monitor, measure and promote partnerships across health, community, consumer/carer and other sectors to enhance responsiveness and support to all Australians who may experience or be at risk of, or experiencing perinatal mental health disorders;
- (g) enter into contractual and other arrangements to promote the principal objects;
- (h) the introduction, adaptation, development and application of technologies appropriate to the attainment of its principal objects;

- (i) undertake, promote or assist in or make provision for the training of persons to further the principal objects;
- (j) contribute moneys to persons, organisations or agencies on terms which will ensure those moneys are used to promote the principal objects;
- (k) undertake, promote or assist persons financially or otherwise in attainment of the principal objects;
- (l) conduct profitable fundraising activities of all types in any State or Territory of Australia;
- (m) take any gift or money or property, whether subject to any special trust or not, for any one or more of the objects and deal with such gift through a fund to the extent that and in such manner as is required and allowed by law;
- (n) obtain and provide information relevant to the attainment of its principal objects;
- (o) do anything else necessary or desirable in furtherance of the principal objects.

3. POWERS

- 3.1 The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 3.2 Despite rule 3.1 the powers of the Company are ancillary to and exercisable only to pursue the objects of the Company set out in rule 2.

4. APPLICATION OF INCOME FOR OBJECTS ONLY

The income and the property of the Company, however derived, must be applied solely in promotion of the objects of the Company set out in rule 2.

5. NO DISTRIBUTION

- 5.1 No portion of the income or property of the Company shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit or otherwise to Members, Directors, or trustees of the Company.
- 5.2 Rule 5.1 does not prevent payment in good faith to any officer, servant or Member of the Company, or to a firm of which an officer, servant or Member of the Company is a partner:
 - (a) for any services actually rendered to the Company; or
 - (b) for goods supplied in the ordinary and usual way of business; or
 - (c) of interest at a rate not exceeding the rate fixed for the purposes of this rule 5.2(c) by the Company in general meeting on money borrowed from an officer, servant or Member of the Company; or
 - (d) for reasonable and proper rent by the Company for premises leased by an officer of the Company or Member to the Company; or
 - (e) reimbursement of expenses incurred by a Member on behalf of the Company.

6. APPLICATION OF PROPERTY ON WINDING UP

6.1 Subject to rule 6.3, if, on the winding up or dissolution of the Company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to Beyond Blue Limited or any such company that continues the work of or similar to Beyond Blue Limited if Beyond Blue Limited is no longer operational, and provided that company is:

- (a) charitable at law;
- (b) has purposes similar to the purposes of the Company;
- (c) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5; and
- (d) gifts to which can be deducted under Division 30 of ITAA 97, due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45 of ITAA 97.

6.2 The identity of the institution referred to in rule 6.1 must be decided by the Directors, or if the Directors do not wish to decide or fail to decide, by the Supreme Court of Victoria.

6.3 If the Company is wound up or if the Company's endorsement as a deductible gift recipient is revoked, the following assets after the payment of the Company's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Company;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
- (c) money received by the Company because of such gifts and contributions.

6.4 The identity of the fund, authority or institution referred to in rule 6.3 is to be as per the institution set out in rule 6.1 and if that institution is no longer operational or an institution similar to it is not available, then it must be decided by the directors, or if the directors do not wish to decide or fail to decide, by the Supreme Court of Victoria.

7. MEMBERSHIP

7.1 Initial Members

The persons listed in Schedule 1 are to be invited to be the initial Members who are to provide the Directors with the full name and address and contact details of a representative who they wish to become their Governing Member and who must sign an undertaking to be bound by this Constitution.

7.2 Directors may create and vary classes and class rights

- (a) The Directors may, subject to this Constitution and the Corporations Act:
 - (i) establish any new class of Members and define the rights, restrictions and obligations of Members in that class, including whether Members of

that class will have voting rights under the Constitution and, if so, the terms of those voting rights; and

- (ii) vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:
 - A. 75% of the Members of that class give their written consent; or
 - B. a special resolution to that effect is passed at a separate meeting of those Members.
- (b) The rules relating to general meetings apply mutatis mutandis to every such separate meeting of a class of Members.

7.3 Admission as a Member and fees

- (a) The Directors may admit any person (or their appointed representative) as a Member in a particular class of Members if:
 - (i) the person (or the appointed representative) applies in writing in a form approved by the Directors;
 - (ii) the application is signed by the applicant and proposed and seconded by two (2) Members (both of whom must be Members of the class of Members to which the applicant seeks admission as a Member);
 - (iii) the person (or the appointed representative) agrees to be bound by this Constitution; and
 - (iv) the application is accompanied by any other documents or evidence which the Directors require as to qualification for the type of membership applied for.
- (b) The application fee payable by each applicant for membership is the sum the Directors determine for each category of membership to be approved by the Company in general meeting.
- (c) The annual subscription payable by each Governing Member of the Company is the sum the Directors determine and the Company approves in general meeting.
- (d) All annual subscriptions should the Directors determine them payable are due and payable on 1 July.
- (e) If a person (or the appointed representative of an entity that is not a legal entity) is admitted to membership after 1 July in any year the Directors may reduce the annual subscription payable by the applicant until the next 1 July in any manner they determine appropriate.
- (f) The Company must keep a list of current Governing Members at all times.

7.4 Ceasing to be a Member

A Member ceases to be a Member on:

- (a) resignation; or

- (b) death; or
- (c) becoming bankrupt or insolvent or entering into an arrangement or composition with creditors; or
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) the termination of the person's membership by the Directors in accordance with this Constitution; or
- (f) if a body corporate, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or
- (g) the person (or their appointed representative) otherwise ceasing to satisfy the requirements of the class of membership to which that Member has been admitted.

7.5 Resignation

A Member may by written notice to the Company resign as a Member of the Company with immediate effect or with effect from a specified date occurring not more than three (3) months after the service of the notice.

7.6 Termination

The Directors may by written notice to a Member terminate that Member's membership with immediate effect or with effect from a specified date occurring not more than six (6) months after service of the notice.

7.7 Limited liability

The liability of Members is limited. If a Member ceases to be a Member under this Constitution, the Member remains liable to pay the Company for any fees or other money the Member owes the Company at the time of ceasing to be a Member, and for any sum not exceeding \$10 for which the Member is liable under rule 8 of this Constitution.

7.8 Representatives

- (a) A Member that is a body corporate or a legal entity may appoint or remove a representative.
- (b) A representative described in rule 7.8(a) may, unless otherwise specified in the appointment, exercise on that Member's behalf all of the powers that that Member could exercise at a meeting or (if the Member is a Governing Member) in voting on a resolution.

8. GUARANTEE ON WINDING UP

Each Member undertakes to contribute to the Company's property if the Company is wound up while that Member is a Member or within one (1) year after that Member ceases to be a Member. This contribution is for:

- (a) payment of the Company's debts and liabilities incurred before that Member ceased to be a Member;
 - (b) the costs of winding up; and
 - (c) the adjustment of the rights of the contributories among themselves,
- and the amount is not to exceed \$10.

9. GENERAL MEETINGS

9.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

9.2 Power to convene general meeting

A Director or the Directors may convene a general meeting when they think fit and must do so if required to do so under the Corporations Act.

9.3 Governing Members have power to convene general meeting

Governing Members may convene a general meeting of the Company at the cost of the Company in accordance with the Corporations Act.

9.4 Notice of general meeting

Notice of a meeting of Members must be given in accordance with Rule 20 and the Corporations Act to the Governing Members.

9.5 Non-receipt of notice of general meeting

The non-receipt of notice of a general meeting, or the accidental omission to give notice of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

9.6 Directors and CEO entitled to attend general meetings

The Directors and the Chief Executive Officer are entitled to receive notice of and attend all general meetings and speak at those meetings. A Director is not entitled to vote at a general meeting except in his or her capacity as a Governing Member. The Chief Executive Officer is not entitled to vote at a general meeting.

9.7 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may, when they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them. This right to cancel or postpone the holding of a meeting does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Governing Members, by the Directors on the request of Governing Members, or by meetings convened by the Court.

9.8 Written notice of cancellation or postponement of general meeting

Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least three (3) days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.

9.9 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting, which may be either the same as or different to the place specified in the notice convening the meeting.

9.10 Notice period for postponed general meeting

The number of clear days from when a notice postponing the holding of a general meeting is given to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution or the Corporations Act.

9.11 Business at postponed general meeting

The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

9.12 Non-receipt of notice of cancellation or postponement of a general meeting

The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

9.13 Proxy or attorney at postponed general meeting

Unless the Governing Member appointing a proxy or attorney gives to the Company at its Registered Office written notice to the contrary at least 48 hours before the time to which the holding of a meeting has been postponed, the date of the postponed general meeting is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney if:

- (a) by the terms of an instrument appointing them, a proxy or attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 Reference to a Governing Member

Unless the contrary intention appears, a reference to a Governing Member in this rule 10 means a person who is:

- (a) a Governing Member (the reference including as relevant its appointed representative); or
- (b) a proxy; or
- (c) attorney.

10.2 Number for a quorum

Subject to rule 10.5, three (3) Governing Members present in person or by proxy or attorney constitute a quorum at a general meeting.

10.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chair of the meeting on his or her own motion or at the request of a Governing Member, proxy or attorney who is present declares otherwise.

10.4 Quorum and time

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Governing Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Governing Members and others entitled to notice of the meeting.

10.5 Adjourned meeting

At a meeting adjourned under rule 10.4(b), two (2) Governing Members present at the meeting constitute a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

10.6 Appointment and powers of Chair of general meeting

If the Directors have elected one (1) of their number as Chair, that person is entitled to preside as Chair at a general meeting.

10.7 Absence of Chair at general meeting

If a general meeting is held and:

- (a) a Chair has not been elected by the Directors; or
- (b) the elected Chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following persons may preside as Chair of the meeting (in order of precedence):
 - (i) the Deputy Chair (if any);
 - (ii) a Director chosen by a majority of the Directors present;

- (iii) the only Director present; or
- (iv) a Governing Member chosen by a majority of the Governing Members present in person or by proxy or attorney.

10.8 Conduct of general meetings

The Chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the Chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting, and a decision by the Chair under this rule is final.

10.9 Adjournment of general meeting

The Chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting. The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the Chair may, but need not, seek the approval of the Members present. Unless required by the Chair, a vote may not be taken or demanded by the Members present in respect of any adjournment; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one (1) month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

10.11 Notice of adjournment

If a meeting is adjourned for more than 14 days, notice of the adjournment must be given in accordance with rule 9.4.

10.12 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

10.13 Equality of votes - no casting vote for Chair

If there is an equality of votes, whether on a show of hands or on a poll, the Chair of the general meeting is not entitled to a casting vote in addition to any vote to which the Chair is entitled as a Governing Member or proxy or attorney of a Governing Member.

10.14 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

10.15 Poll

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chair and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

10.16 Objection to voting qualification

- (a) Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken.
- (b) Every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.

10.17 Chair to determine any poll dispute

If there is a dispute as to the admission or rejection of a vote, the Chair of the meeting must decide it and the Chair's decision made in good faith is final and conclusive.

11. VOTES OF MEMBERS

11.1 Voting rights

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution at a meeting of Members:

- (a) each Governing Member may vote in person (including by representative) or by proxy or by attorney; and
- (b) on a show of hands each Governing Member present in person (including by representative) or a proxy or attorney has one (1) vote, and on a poll every Governing Member present (including by representative) or proxy or attorney has one (1) vote.

11.2 Right to appoint proxy

Subject to the Corporations Act, a Member entitled to attend a meeting of the Company or of any class of Members is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and, if that member is a Governing Member, to vote at the meeting and may be appointed in respect of more than one (1) meeting.

11.3 Right to appoint attorney

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members. To be effective, an instrument appointing an attorney under this rule, together with any evidence of non-revocation the Directors may require, must be received by the Company at least 48 hours before the meeting.

12. DIRECTORS

12.1 Number of Directors

The number of Directors is to be not less than three (3) and no more than seven (7). These numbers do not include Alternate Directors.

12.2 Term of appointment

Subject to the terms of this Constitution as and from the first annual general meeting, Directors who are elected at an annual general meeting are elected for an initial term of three (3) years.

12.3 Identity of Directors

- (a) The initial Directors of the Company are those persons listed in Schedule 2 who have been specified in the application to register the Company and have consented in writing to be Directors.
- (b) No person may be a Director unless that person is ordinarily resident in Australia and appointed in accordance with rule 12.3(c).
- (c) Subject to this Constitution, a Governing Member may become a Director having received the majority endorsement of the current Directors.
- (d) A Member may from time to time remove their Governing Member from office and appoint another person in his or her place.
- (e) A Governing Member cannot be replaced by a Member once appointed as a Director.

- (f) Each third year at or before the annual general meeting each entity having the right to appoint a Director (or Directors) shall notify the Company in writing whether its appointed Director (or Directors) then in office are to be reappointed for the following three (3) year period and, if not, the name or names of the persons to be appointed to be Directors for the following three (3) year period.

12.4 Casual vacancy

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy and must use reasonable endeavours to appoint a person from the list of eligible directors provided by the Governing Members from time to time having appointed that Director who has ceased to be in office and whose vacancy he or she is filling.
- (b) If at any time the requirements of rule 12.3(c) are not met, the board of Directors shall still be in good standing but, as soon as practicable, must fill the vacancies from persons who satisfy the qualifying criteria by notifying the Governing Member that appointed the Director (or Directors) who have ceased to be a Director and requesting that each such body appoint a Director to replace the person or persons who have ceased to so act.

12.5 Office held until conclusion of meeting

At each third annual general meeting all Directors must retire from office. A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

12.6 Remuneration of Directors

- (a) As per rule 5.2.
- (b) In addition to rule 12.6(a), a Director may be reimbursed out of the funds of the Company for his or her reasonable travelling, accommodation and other expenses that are properly incurred where the amount payable does not exceed an amount previously approved by the Directors:
 - (i) in attending Directors' meetings or any meetings of committees of Directors;
 - (ii) in attending general meetings of the Company; and
 - (iii) in connection with the Company's business.

12.7 Director's remuneration must be approved

The Directors must approve all payments the Company makes to its Directors.

12.8 Director's interests

- (a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
 - (i) hold any office or place of profit in the Company, except that of auditor;

- (ii) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
 - (iii) enter into a contract or arrangement with the Company;
 - (iv) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
 - (v) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
 - (vi) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
 - (vii) sign or participate in the execution of a document by or on behalf of the Company.
- (b) A Director may do any of the above despite the fiduciary relationship of the Director's office:
- (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.
- (c) A reference to the Company in this rule is also a reference to each related body corporate of the Company.

12.9 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (b) resigns office by notice in writing to the Company; or
- (c) is not present personally or by proxy or Alternate Director at meetings of the Directors for a continuous period of six (6) months without leave of absence from the Directors; or
- (d) is removed from office by the Governing Member that appointed that Director.

13. POWERS AND DUTIES OF DIRECTORS

13.1 Directors to manage Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in a general meeting.

13.2 Specific powers of Directors

Without limiting the generality of rule 13.1, the Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company or all of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

13.3 Appointment of attorney

The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the conditions that they think fit.

13.4 Provisions in power of attorney

A power of attorney granted under rule 13.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

13.5 Minutes

The Directors must direct minutes of meetings be made and kept in accordance with the Corporations Act.

14. PROCEEDINGS OF DIRECTORS

14.1 Directors meetings

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit provided that they must meet at least two (2) times per calendar year.
- (b) The Chief Executive Officer has the right to attend and speak at Directors' meetings but does not have the right to vote.
- (c) Each Director is entitled to one (1) vote.

14.2 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors on reasonable notice.

14.3 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

14.4 Alternate Director or proxy and voting

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one (1) vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, he or she has one (1) vote as a Director in that capacity.

14.5 No Chair's casting vote

The Chair of the meeting of Directors does not have a casting vote.

14.6 Quorum

Directors may determine the number of Directors required for a quorum, however, they cannot set the number of Directors present in person or by proxy as fewer than three (3).

14.7 Three Directors can constitute a quorum

Notwithstanding rule 14.6, a quorum is present during the consideration of a matter at a meeting of the Directors only if at least three (3) Directors are present who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

14.8 Effect of vacancy

The continuing Directors may act despite a vacancy in their number. However, if their number is reduced below the minimum fixed by rule 12.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or for calling a general meeting.

14.9 Appointment of Alternate Director

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors, to be an Alternate Director in the Director's place for a period that the Director thinks fit.

14.10 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not attend a meeting, is entitled to attend and vote in the appointor's place.

14.11 Alternate Director's powers

An Alternate Director may exercise all the powers except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor that the appointor has not exercised or performed.

14.12 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director is responsible to the Company for the Alternate Director's own acts and defaults and the appointor is not responsible for them.

14.13 Alternate Director and remuneration

The Directors may determine whether an Alternate Director is entitled to receive from the Company any remuneration or benefit under rule 12.6.

14.14 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

14.15 Appointment or termination in writing

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.

14.16 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

14.17 Director attending and voting by proxy

- (a) A Director may attend and vote by proxy at a meeting of the Directors if the proxy:
 - (i) is another Director; and
 - (ii) has been appointed in writing signed by the appointor.
- (b) The appointment may be general or for one (1) or more particular meetings.

14.18 Convening meetings

A Director and the Secretary on the request of a Director must convene a meeting of the Directors.

14.19 Chair and Deputy Chair

- (a) The Directors must elect a Chair and may elect a Deputy Chair and may determine the period during which each is to hold office.
- (b) The Chief Executive Officer cannot be elected as Chair or Deputy Chair except for the initial Chief Executive Officer.

14.20 Removal of Chair by the Directors

The Chair or Deputy Chair can be removed by a resolution of the Directors of which not less than 14 days' notice has been given to the Governing Members.

14.21 Chair to preside over Directors' meeting

The Chair is entitled to preside at meetings of the Directors. If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Deputy Chair; or
- (b) a Director chosen by a majority of the Directors present.

14.22 Directors' committees

The Directors may delegate any of their powers to committees consisting of the Directors and other persons that they think fit and may revoke that delegation.

14.23 Powers delegated to Directors' committees

A committee to which any powers have been delegated under rule 14.22 must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.

14.24 Directors' committee meetings

Subject to rule 14.23, the meetings and proceedings of a committee consisting of two (2) or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Directors insofar as they are applicable.

14.25 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

14.26 Meeting by use of technology

A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent a reasonable time before the meeting.

14.27 Validity of acts of Directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

15. CHIEF EXECUTIVE OFFICER AND INITIAL EXECUTIVE DIRECTOR

15.1 Appointment

- (a) The initial Chief Executive Officer is known as an Executive Director and is entrusted with all of the roles of the Chief Executive Officer as required under the Corporations Act.
- (b) If the Directors then wish they may appoint a Chief Executive Officer and give a Chief Executive Officer any of the powers conferred on them by this Constitution, subject, at the Director's discretion, to:
 - (i) any time period;
 - (ii) specific purposes; and
 - (iii) any other terms and restrictions.

- (c) All or any of those powers may be given collaterally with or to the exclusion of the powers of the Directors and may be revoked or varied by the Directors.
- (d) For the avoidance of doubt, the person appointed as Chief Executive Officer cannot be a Director. This does not include the role of the Initial Chief Executive Officer known as the Executive Director who retains all the rights of a Director.
- (e) The remuneration of the Chief Executive Officer will be determined by the Directors from time to time.
- (f) The initial Executive Director of the Company is the person named in Schedule 3 who has consented to be the Executive Director until the Directors employ a Chief Executive Officer.

15.2 Termination

Only the Directors shall have the power to terminate the appointment of the Chief Executive Officer.

16. SECRETARY

16.1 Appointment of Secretary

There must be at least one (1) Secretary who is to be appointed by the Directors. The initial secretary will be the person named in Schedule 3 and can retain this position until such time as the Directors determine it necessary to employ a Secretary. The initial Secretary, being also the Executive Director will retain all rights of a Director.

16.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

16.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions and with the powers, duties and authorities, as determined by the Directors.

17. ADVISORY COUNCIL

17.1 Appointment of Advisory Council

The Directors may appoint, to an Advisory Council, any person or persons whom the Directors believe have expertise and experience from which the Directors may require advice from time to time.

17.2 Referral of matters to Advisory Council

The Directors may convene meetings of the Advisory Council and refer to the Advisory Council from time to time matters on which the Directors require advice.

18. SEALS

18.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Company.

18.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be 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.

19. INSPECTION OF RECORDS

19.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Directors).

19.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

20. SERVICE OF DOCUMENTS

20.1 Document includes notice

In this rule 20, a reference to a document includes a notice.

20.2 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

20.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

20.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

21. INDEMNITY

21.1 Indemnity of officers, Auditors and agents

Every person who is or has been:

- (a) a Director;
- (b) a Secretary; or
- (c) Chief Executive Officer,

is entitled to be indemnified out of the property of the Company against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (f) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (g) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

21.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Company is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Company paid the premium, be made void by statute.

22. ACCOUNTS

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act and any fundraising or other legislation as may apply to the Company.

23. AMENDMENT OF CONSTITUTION

23.1 The Company may only alter this Constitution by special resolution.

24. NOTIFICATION TO THE AUSTRALIAN CHARITIES AND NOT-FOR-PROFITS COMMISSION

24.1 If the Company is endorsed as a deductible gift recipient by the Australian Charities and Not-For-Profits Commission, the Commission must be notified in writing as soon as is practicable of any alterations to this Constitution.

24.2 The Company must notify the Australian Charities and Not-For-Profits Commission as soon as is practicable should it become known that the Company is no longer entitled to be endorsed as a deductible gift recipient.

Schedule 1 - Initial Members

1. Australian Association of Child and Family Health Nurses (AACFHN).
2. Australian College of Midwives (ACM).
3. Australian Psychological Society (APS).
4. Australian College of Mental Health Nurses (ACMHN).
5. Post and Antenatal Depression Association (PANDA).
6. Royal Australian New Zealand College of Obstetricians and Gynaecologists (RANZCOG).
7. Royal Australian New Zealand College of Psychiatrists (RANZCP).
8. Royal Australian College of General Practitioners (RACGP).

Schedule 2 - Initial Directors

1. **Dr Nicole Highet** of 38 Wellington Street, Flemington, Victoria.
2. **Prof Jeannette Milgrom** of 110 Ingrams Road, Research, Victoria
3. **Mr David Stanley** of 28 Jean Street, Lower Templestowe, Victoria

Schedule 3 - Initial Chief Executive Officer

1. **Dr Nicole Highet** of 38 Wellington Street, Flemington, Victoria.