



**CONSTITUTION**

for the

**NATIONAL ABORIGINAL COMMUNITY  
CONTROLLED HEALTH ORGANISATION**

**A Public Company limited by Guarantee not having a share capital**

**Incorporated under the provisions of the  
Commonwealth Corporations Act (2001)**

**Australian Business Number  
89 078 949 710**

**(As ratified at the NACCHO AGM 15<sup>th</sup> November 2011)**

# NACCHO Constitution

---

## NATIONAL ABORIGINAL COMMUNITY CONTROLLED HEALTH ORGANISATION

### CONSTITUTION

#### TABLE OF PROVISIONS

##### PART 1 – PRELIMINARY

- 1.1 Name
- 1.2 Short Title
- 1.3 Definitions
- 1.4 Interpretation
- 1.5 Constitution
- 1.6 Rules of Natural Justice

##### PART 2 - AIMS AND OBJECTIVES

- 2.1 NACCHO documents incorporating Aboriginal health aims and objectives
- 2.2 General Aims and Objectives

##### PART 3 - POWERS

- 3.1 Powers
- 3.2 Power to acquire property
- 3.3 Charitable institution & function & powers to act as trustee for charitable trusts
- 3.4 Power to raise funds
- 3.5 Income exemption from taxation
- 3.6 Invitation and acceptance of donations etc. by appeal to the public
- 3.7 Gift Deductable Recipient and Gift Fund
- 3.8 Company trading or securing pecuniary gain
- 3.9 Members' Liabilities
- 3.10 Funds - source and acquittal
- 3.11 Funds Management
- 3.12 Winding Up and distribution of surplus property
- 3.13 Alteration of *Constitution*
- 3.14 Notification of Proposed Alterations of *Constitution*

##### PART 4 - MEMBERSHIP

- 4.1 Membership Qualifications
- 4.2 Membership
- 4.2.3 Aboriginal Community Controlled Health Committees and Health Related Services
- 4.4 Voting Rights
- 4.5 Attendance at Extraordinary General Meetings and Annual General Meetings
- 4.6 Cessation of Membership
- 4.7 Membership Entitlements Not Transferable
- 4.8 Resignation of Membership
- 4.9 Expulsion of Members
- 4.10 Suspension of Members
- 4.11 Expulsion and Suspension of Delegates
- 4.12 Register of Members
- 4.13 Accessibility of Register of Members
- 4.14 Fees and Subscription
- 4.15 Resolution of Internal Disputes
- 4.16 Disciplining of Members
- 4.17 Right of Appeal of Disciplined Member

##### PART 5 - THE BOARD OF DIRECTORS

- 5.0 Cultural Preamble
- 5.1 Powers of the Board of Directors
- 5.2 Board of Directors Composition and Membership
- 5.3 Election of Office Bearers at Annual General Meetings
- 5.4 Chairperson
- 5.5 Deputy-Chairperson

# NACCHO Constitution

---

- 5.6 Casual Vacancies and Procedures for Filling Casual Vacancies
- 5.7 Removal of Office Bearer or Director
- 5.8 Meetings and Quorums
- 5.9 Delegation by Board of Directors to a Committee
- 5.10 Voting and Decisions
- 5.11 Minutes of the Board of Directors
- 5.12 Register of Directors
- 5.13 Board of Directors and Pecuniary Interest

## PART 6 - GENERAL MEETINGS

- 6.1 Annual General Meetings - holding of
- 6.2 Annual General Meetings - calling of and business at
- 6.3 Extraordinary General Meetings - calling of
- 6.4 Notice
- 6.5 Procedure
- 6.6 Presiding Member
- 6.7 Adjournment
- 6.8 Voting
- 6.9 Making Decisions
- 6.10 Special Resolution
- 6.11 Minutes of Annual General Meetings and Extraordinary General Meetings
- 6.12 Delegates of incorporated member organisations.
- 6.13 Proxies of incorporated member organisations.
- 6.14 Patrons

## PART 7 – MISCELLANEOUS

- 7.1 Insurance
- 7.2 Funds Management
- 7.3 Common Seal
- 7.4 Custody of Books
- 7.5 Inspection of Books
- 7.6 Service of Notices
- 7.7 Financial Year
- 7.8 Appointed Auditors
- 7.9 Financial Reporting
- 7.10 Chief Executive Officer and the Secretariat
- 7.11 Attendance of the Chief Executive Officer at Meetings of the Organisation
- 7.12 Company Secretary
- 7.13 Registered Office
- 7.14 Principal Place of Administration
- 7.15 Amendments to Schedules
- 7.16 Indemnity

## PART 7 – SCHEDULES

- SCHEDULE 1 NAME AND ADDRESS OF APPOINTED AUDITOR
- SCHEDULE 2 REGISTERED OFFICE
- SCHEDULE 3 PRINCIPAL PLACE OF ADMINISTRATION
- SCHEDULE 4 FORM FOR APPOINTMENT OF PROXY
- SCHEDULE 5 CORE FUNCTIONS OF PRIMARY HEALTH CARE IN ABORIGINAL COMMUNITY CONTROLLED HEALTH SERVICES (ACCHS)
- SCHEDULE 6 NAMES OF STATE AND TERRITORY AFFILIATES OF NACCHO
- SCHEDULE 7 NACCHO Manifesto on Aboriginal Well-being (1993)  
NACCHO Policy Statement on Environmental Health (1993)  
NACCHO Policy Statement on Aboriginal Men's Health (1993)  
NACCHO Policy Statement on Aboriginal Mental Health (1993)  
NACCHO Policy Statement on Aboriginal Women's Health (1993)  
NACCHO Policy Statement on Aboriginal Prisoner Health (1993)  
NACCHO Policy Statement on Aboriginal Dental Health (1993)

## **NACCHO Constitution**

---

NACCHO Policy Statement on Socially Communicable Diseases (1993)  
NACCHO Policy Statement on Research and Ethical Guidelines (1993)

SCHEDULE 8 Amelioration of Poverty within the Aboriginal Community  
Advancement of Aboriginal Religion  
Provision of Educational Programs for the Aboriginal Community  
Delivery of Health and Health Related Services to the Aboriginal Community

**PART 1 – PRELIMINARY**

**Name**

**1.1.1** Subject to the provisions of Section 150 and 151 of the Corporations Act (2001), enabling, by licence, a charitable company limited by guarantee to be incorporated without the requirement for the word “Limited” attached to its name, the name of the Company shall be the *National Aboriginal Community Controlled Health Organisation*.

**1.1.2** Where appropriate, for the purposes of this document and the internal purposes of the Company, the name of the Company may be cited by the registered acronym “NACCHO” or by the word “Organisation”.

**Short Title**

**1.2** The *Constitution* for the *National Aboriginal Community Controlled Health Organisation* may, for the purposes of this document and the internal purposes of the Company, be cited as the “*Rules*”.

**Definitions**

**1.3** In the *Constitution*, unless the context otherwise requires:

“**Aboriginal**” means a member of the Aboriginal race of Australia.

“**Aboriginal Community Controlled Health Committee**” is a Committee initiated in and elected by a local Aboriginal community with the objective of establishing a Local Aboriginal Community Controlled Health Service NACCHO - Broome Conference - December 1995

“**Aboriginal Community Control in Health Services**”

Community Control is a process which allows the local Aboriginal community to be involved in its affairs in accordance with whatever protocols or procedures are determined by the Community.

The term Aboriginal Community Control has its genesis in Aboriginal peoples’ right to self-determination.

By definition, organisations controlled by Government to any extent are excluded. By definition, organisations which adopt a vertical approach to health, inconsistent with the Aboriginal holistic definition of health as defined by the *National Aboriginal Health Strategy* are excluded. NACCHO - Broome Conference - December 1995

“**Aboriginal Community Controlled Health Service**” means:

- \* An incorporated Aboriginal organisation
- \* Initiated by a local Aboriginal community
- \* Based in a local Aboriginal community
- \* Governed by an Aboriginal body which is elected by the local Aboriginal community
- \* Delivering a holistic and culturally appropriate health service to the Community which controls it.

“**Aboriginal health**” means not just the physical well-being of an individual but refers to the social, emotional and cultural well-being of the whole Community in which each individual is able to achieve their full potential as a human being

thereby bringing about the total well-being of their Community. It is a whole of life view and includes the cyclical concept of life-death-life.

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

**“Aboriginal Religion”** means that body of spiritual beliefs, practices, rituals, customs, lore, laws and cultural traditions which have existed in Aboriginal communities since the origins of Aboriginal habitation in Australia.

**“the Act”** unless the context otherwise implies, means the provisions of the Commonwealth Corporations Act (2001) or any Act, Code, Regulation or other Statutory Instrument in substitution of the Corporate Law.

**"Active member"** means a member organisation of a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO which has assumed its eligible membership with the Organisation, nominated its official representatives and attends meetings of the Organisation, as required, through its nominated representatives.

**“Affiliates”** are those organisations as defined and described in Schedule 6 of this *Constitution*

**“alter”** or similar word or expression used in relation to an Clause amendment, includes add to, substitute, and rescind.

**“Alternate Delegate” or “Proxy”** means a representative of an incorporated member organisation who has been appointed by a member organisation who is entitled to attend and cast a vote at a meeting of the company as the member’s proxy to attend and vote for the member at an Extraordinary General Meeting or an Annual General Meeting of this Organisation and whose proxy’s appointment has been received by the Organisation in the prescribed manner at least 48 hours prior to the meeting at which the appointment may be used.

**“Associate membership”** means Aboriginal Community Controlled Health Committees, which are elected by a local Aboriginal community with the objective of establishing a Local Aboriginal Community Controlled Health Service, yet deemed by a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO and the NACCHO Board not to have yet met the NACCHO criteria for membership but who are recognised by NACCHO to exercise an essential part in the enhancement of Community Controlled Aboriginal Health Services.

**"Auditor"** means the registered company auditor or auditors for the time being of the Organisation appointed pursuant to this Constitution.

**“Board of Directors”** means the governing body of directors of the Company or any number of Directors assembled at a meeting of the Board of Directors

transacting business in accordance with the organisation's *Constitution*, being not less than a quorum or a majority, as the case may be.

**“charitable institution”** means, with regard to the Company, charitable, religious and educational institution, being an institution which is not carried on for the purpose of profit or gain to individual members of its member organisations and which is not empowered to make any distribution, whether in money, property or otherwise, to individual members of its member organisations.

**“Chief Executive Officer”** means the appointed principle executive officer of the Organisation as per provisions in *Clauses 7.10 & 7.11*

**“community”** when preceded by the word Aboriginal, or **“Community”** when not preceded and used with the upper case, mean the Aboriginal community within Australia or, depending on the context, individual local Aboriginal communities.

**“Company”** means the *National Aboriginal Community Controlled Health Organisation* which may for the purposes of this document and the internal purposes of the Company be cited as the “Organisation”.

**“Company Secretary”** means the person appointed by the Board of Directors to the office of Company Secretary and includes an Acting Company Secretary and any persons appointed by the Board of Directors to perform all or any of the duties of the Company Secretary.

**“Constitution”** means the registered *Constitution* of the Company, as amended from time to time, and reference to particular Clauses has a corresponding meaning and may for the purposes of this document and the internal purposes of the organisation be referred to as the *“Rules”*.

**“Delegate”** means, unless the context otherwise implies, a nominated representative of an incorporated member organisation of a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO who represents the member organisation at Extraordinary General Meetings and the Annual General Meeting of this Organisation.

**“Director”** means a nominated person who has been elected or appointed by the membership of a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO at an Annual or Extraordinary General Meeting of such a body or, subject to their constitution, been appointed by the governing body of such a body, to be a director of the Board of Directors of the Company and whose name has been submitted to the Company Secretary by the respective peak body.

**“Extraordinary General Meeting”** means a general meeting of the Organisation, other than an Annual General Meeting, called by the directors or the requisition of members for a specific purpose or purposes.

**“Financial year”** means the financial year of the Organisation as specified in *Clause 7.7*.

**“Individual Member”**, unless the context otherwise implies, means an individual member of an incorporated member organisation of this Organisation.

"**may**" or a similar word or expression, used in relation to a power of the Board of Directors indicates that the power may be exercised or not at the Board's discretion.

"**Member**", unless the context otherwise implies, means an incorporated member organisation of a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO which has been accepted into membership by such a body upon being deemed to have met the NACCHO criteria for membership and has assumed its entitlement to membership and elected its nominated person(s) for approval as Director(s) to this Organisation.

"**Month**" means calendar month.

"**NACCHO**", as the acronym for the *National Aboriginal Community Controlled Health Organisation*, for the purposes of this document and the internal purposes of the Company is an abbreviation meaning the Company.

"**NAIHO**", is the acronym for the former organisation *National Aboriginal Islander Health Organisation*.

"**Observers**" means those who are permitted, at the discretion of the Board, to attend any part of NACCHO Board of Directors meetings but with no 'official' status as 'directors' in accordance with the *Constitution* and only in a non-voting capacity. They may speak on agenda items by permission of the Chairperson to provide advice and information on matters as requested by Directors. For the sake of clarity, they should be careful not to make, or participate in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or be understood to have the capacity to affect significantly the corporation's financial standing; or be understood to be issuing instructions or wishes in accordance which the directors of the corporation are accustomed to act; otherwise they may be deemed to be a 'director' of the corporation under the provisions of the Corporations Act (2001). This excludes advice given by the Observer in the proper performance of functions attaching to the Observer's professional capacity or their business relationship with the directors or the corporation.

"**Office Bearer**" means a delegate of a member organisation who has been elected by the membership at an Annual General Meeting of the Organisation to be the Chairperson or Deputy Chairperson.

"**Officer**" means an officer as described under s.9 of the Corporations Act (2001)

"**Organisation**", unless the context otherwise implies, means the company *National Aboriginal Community Controlled Health Organisation* and which may for the purposes of this document and the internal purposes of the Company be cited as the "Organisation".

"**prescribed**" means prescribed by or under the provisions of Corporations Act (2001).

"**Primary Health Care**" has the meaning as defined and described in Schedule 5 of this *Constitution*.



**“Regulation”** means Regulation or subsequent Regulation under the Corporations Act (2001).

**"Rules"** mean, for the internal purposes of this Organisation, the registered *Constitution*, as amended from time to time, and reference to particular Clauses has a corresponding meaning. It also includes for the purposes of this document any registered schedules of the *Constitution*.

**"shall"** or a similar word or expression, used in relation to a power of the Board of Directors indicates that the power must be exercised, subject to the Corporations Act (2001) or the Clause granting the power.

**“Socio-somatic illness”** means those physical ailments, bodily disorders and psychological or mental conditions which impair the health of Aboriginal people and the well-being of Aboriginal communities resulting directly or indirectly from sociological disadvantage; economic deprivation; racism; assimilationist legislation, policies and practices, unemployment; lack of housing; dispossession, alienation from land, forced separation from parents, children, families and communities; and other traumas, which impinge and have impinged upon Aboriginal people since dispossession.

**"Special Resolution"** means a resolution which is passed by a majority which comprises not less than 75% of member organisations of the Organisation entitled to vote at an Extraordinary General Meeting or Annual General Meeting of which not less than 21 days' written notice (or within any prescribed period for such written notice in any amendment to the Corporations Act (2001)), have been given which specified the intention to propose the resolution as a special resolution and is passed in accordance with the provisions of Corporations Act (2001).

**“Surplus Property”** means any property or interest in property of the Company, following the cancellation of its incorporation and subject to any trust affecting that property or any part of it, that remains after the satisfaction of any debts or liabilities of the former organisation and any costs, charges or expenses incurred in the winding up of the Company.

### Interpretation

**1.4.1** In this *Constitution*, unless the context otherwise requires:-

- (a) Expressions used have the same meanings as those given to them by the Corporations Act (2001);
- (b) Words in the singular include the plural, and vice versa;
- (c) Words importing a particular gender mean either gender or both genders;
- (d) Words importing persons include companies, corporations, institutions, organisations, public bodies, firms and partnerships;
- (e) Expressions referring to writing shall, unless the contrary intention appears, be construed as references to printing, lithography, photography, facsimile transmission and other modes of representation or reproducing words in a visible form;
- (f) (i) a reference to a function includes a reference to a power, authority and duty;  
(ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty; and
- (g) The headings are inserted for convenience only and do not affect the construction of the *Constitution*.

**1.4.2** The provisions of the Corporations Act (2001) apply to and in respect of this *Constitution* in the same manner as those provisions would so apply if the *Constitution* were an instrument made under the Corporations Act (2001).

**1.4.3** The Organisation is established for the purposes set out in the *Constitution*.

**1.4.4** AND IT IS HEREBY DECLARED that the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other or to the name of the Company or by the juxtaposition of two or more objectives and that, in the event of any ambiguity, this clause and every other paragraph hereof shall be construed in such a way as to widen and not restrict the powers of the Company.

### Constitution

**1.5.1** This *Constitution* applies to the company *National Aboriginal Community Controlled Health Organisation* and reference to particular clauses has a corresponding meaning and which may for the purposes of this document and the internal purposes of the Company be cited as the “*Rules*” and reference to particular *Rules* has a corresponding meaning.

**1.5.2** This *Constitution* shall comply with the subscribed matters specified in the relevant Sections of the Corporations Act (2001) and such matters that may be prescribed;

**1.5.3** The *Constitution* binds the Company and member organisations, their delegates and alternate delegates to the same extent as if it had been signed and sealed by each member and contained covenants on the part of each member to observe all the provisions of the *Constitution*.

### Rules of Natural Justice Provisions

**1.6.1** In the exercising of any power in adjudicating disputes between members or between members and the Organisation, in relation to rights conferred upon members by the *Constitution* or the Corporations Act (2001), any decision made by the Organisation

shall be invalid where, in proceedings relating to the dispute, the Rules of Natural Justice have not been complied with.

**1.6.2** In the exercising of any power in the decisions making processes of the Organisation, in relation to rights conferred upon members by the *Constitution* any decision made by the Organisation shall be invalid where, in proceedings relating to the decision, the Rules of Natural Justice have not been complied with.

**PART 2 - AIMS AND OBJECTIVES**

**NACCHO documents incorporating Aboriginal health aims and objectives**

**2.1.** The extracts from NACCHO positions papers, documents and reports [as set out and described at Schedule 7] together with the *NAIHO Report of the National Workshop on Ethics of Research in Aboriginal Health (1986)* provide the foundation for this Organisation's aims and objectives for Aboriginal health.

The *NACCHO Manifesto on Aboriginal Well-being (1993)* [as set out and described at Schedule 7] underpins this instrument and is the basis for the Aims and Objectives of the Organisation.

**General Aims and Objectives**

**2.2** Recognising that Aboriginal people suffer economic, social, nutritional and housing disadvantages which cause or accentuate medical ill health beyond that of the general community; and that "Aboriginal health" means not just the physical well-being of an individual but refers to the social, emotional and cultural well-being of the whole Community in which each individual is able to achieve their full potential as a human being thereby bringing about the total well-being of their Community;

The Aims and Objectives of the *National Aboriginal Community Controlled Health Organisation* shall be:-

The establishment or conduct of all or any of the following objectives within the context of the Aboriginal understanding of health within the Aboriginal community [as set out and described at Schedule 8]:

- (a) to ameliorate poverty within the Aboriginal community;
- (b) the advancement of Aboriginal religion;
- (c) to provide constructive educational programmes for members of the Aboriginal community; and
- (d) to deliver holistic and culturally appropriate health and health related services to the Aboriginal community.

**PART 3 - POWERS**

**Powers**

**3.1.1** The Company has, both within all States and Territories of Australia, all those powers provided for in the Corporations Act (2001), including all powers and legal capacity of a natural person, and no restriction is placed on the exercise of those powers, including:

- a) to take proceedings and be preceded against in its registered name;
- b) to do and suffer all other things that a body corporate may, by law, do and suffer and that are necessary for, or incidental to, the exercise of its functions;

**3.1.2** The Company shall have the power to co-ordinate, facilitate and oversee the operations of the Organisation as required by the *Constitution* and in accordance with the Aims and Objectives of the Organisation contained therein.

**3.1.3** The Company shall have the power to do all such necessary lawful things which are incidental or conducive to the attainment of the Aims and Objectives of the Company and the exercise of the powers of the Company including:

- a) to acquire interests in, administer, sell or otherwise dispose of interests in bodies corporate, securities, debentures, stocks, bonds, prescribed interests, unit trusts and joint ventures;
- b) to form, participate in the formation of, or enter into a partnership, joint venture or other Organisation with other persons or bodies;
- c) to acquire by purchase or otherwise, shares, debentures, or other securities of any company or limited company, subject to the provisions of the Corporations Act (2001);
- d) to facilitate and encourage the creation, issue, or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks and securities, and to administer such securities;
- e) to accept money on deposit, and to raise, or borrow, or secure the payment of money in such a manner as the Organisation may think fit as it is permitted by the Corporations Act (2001), and secure the same, or the repayment, or performance of any debt, liability, contract, guarantee, or other engagement incurred, or to be entered into by the Organisation in any way not inconsistent with the provisions of the Corporations Act (2001), in pursuit of the Aims and Objectives of the Organisation;
- f) to sell or dispose of the undertaking of the Organisation, or any part thereof for such consideration as the Organisation may think fit, and particular for shares, debentures, or securities in any other associations subject to the provisions of the Corporations Act (2001);
- g) to take and hold mortgages, liens, and charges to secure payment of the purchase price or any unpaid balance thereof of any part of the Organisation's property of whatever kind sold by the Organisation, or any money due to the Organisation from purchases and others;
- h) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Aims and Objectives of the Organisation or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Organisation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- i)** to apply for, secure by grant, legislative enactment, assignment, transfer, purchase or otherwise; to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege which any government or authority or any corporation or other politic body may be empowered to grant; to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Organisation's debentures and assets to defray the necessary costs, charges and expenses thereof;
- j)** to appoint, employ, engage, remove or suspend managers, administrative staff, contractors, tradespersons, consultants and other persons as may be necessary for the purposes of the Organisation;
- k)** to take over the funds and other assets and liabilities of the unincorporated association known as the '*National Aboriginal Community Controlled Health Organisation.*'
- l)** to subscribe to, become a member and co-operate with or amalgamate with any other association or organisation whose objects are similar to those of NACCHO.
- m)** *Provided* that the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its individual members as provided for this Company in *Clause 3.8* of this *Constitution*.
- n)** *Provided* that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others and regulations or restrictions, which if any object of the Company would make it a trade union within the meaning of the Trade Union Act.

**3.1.4** Nothing in this Clause shall affect the investment of the Organisation's funds in any securities authorised by law for the investment of trust funds;

**3.1.5** For the purposes of this clause a body corporate includes a body corporate that is incorporated outside Australia and its external territories.

### **Power to acquire property**

**3.2** The Company may, in accordance with the provisions of the Corporations Act (2001), and in furtherance of the Organisation's Aims and Objectives and primary activity, acquire by lease, purchase, donation, devise, bequest, or otherwise any real or personal property and may manage, improve, exchange, hire, dispose, lease or otherwise deal with any such real or personal property.

*Provided* that in the case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

### **Charitable institution and function and powers to act as trustee for charitable trusts**

**3.3** The Company shall have the power to:

- (1)** function as a charitable institution, as defined within the *Constitution* as a charitable, religious and educational institution; and being an institution which is not carried on for the purpose of profit or gain to individual members of its member organisations and which is not empowered to make any distribution, whether in money, property or otherwise, to individual members of its member organisations.

- (2) establish and act as trustee for charitable trusts and may by all lawful means acquire and receive personal and real property and shall apply the same in or towards the establishment or conduct of all or any of the following objectives within the context of the Aboriginal understanding of health within the Aboriginal community as defined within the *Constitution*:
- (3) carry on the business of a trustee and without limiting the generality thereof to act as a trustee of any trust, trust fund, foundation, or any like organisation whatsoever and to create and declare trusts.
- (4) act as trustee, agent, nominee or broker for any person or persons, corporation or corporations or trustee, either alone or in conjunction with others and either with or without remuneration for so acting and to act as trustee, agent, nominee or broker as aforesaid.
- (5) do all such acts and deeds or things as the Company may be required or authorised or have a discretion to do in its capacity as trustee, nominee or agent as aforesaid.
- (6) carry out all or any of the aims and objects of the Company and perform all or any of its functions in any part of the world and either as principal, agent, contractor or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others.
- (7) undertake and execute, either gratuitously or otherwise, any trust the undertakings of which represents a Community service in the interest of Aboriginal people and seems desirable and to make, execute or enter into any trust, trust deed, declaration of trust, or other deed or instrument and to vary, amend or revoke the same by deed, instrument or otherwise, subject to the provisions of the Corporations Act (2001) and this *Constitution*;
- (8) establish, manage, carry on and support or aid in the establishment and support of societies, associations, institutions, trust funds, foundations, trusts, enterprises and conveniences calculated to meet the Aims and Objectives of the Organisation, and grant, subscribe or guarantee money for any charitable and benevolent objectives in pursuit of the Aims and Objectives of the Organisation;
- (9) accept any gift endowment, subsidy, grant or bequest made to the Organisation generally or for the purpose of any specific object and to carry out any trusts attached to any such gift, endowment, subsidy, grant or bequest, *provided* that in the case the Organisation shall take or hold any property which may be subject to any trust, the Organisation shall only deal with the same in such manner as is allowed by law having regard to such trusts;

### **Power to raise funds**

**3.4** The Company shall have the power to:

- (a) raise funds for the relief of poverty within the Aboriginal community;
- (b) raise funds for the advancement of Aboriginal religion;
- (c) raise funds to provide constructive educational programmes for members of the Aboriginal community; and
- (d) raise funds for the delivering of holistic and culturally appropriate health and health related services to the Aboriginal community.

### **Income exempt from taxation**

**3.5** The clauses of this *Constitution* are intended to confirm, *inter alia*, the Company to be an organisation carried on otherwise than for the purposes of profit or gain to the individual members of the Organisation and accordingly any income to be exempt under the relevant provisions of the *Taxation Tax Assessment Act 1936*, as amended, and that gifts, bequests subscriptions and donations to the Organisation, being a public charitable company, are allowable deductions within the Act.

### **Invitation and acceptance of donations etc. by appeal to the public**

**3.6** The Company will seek from the public and, subject to legislative provisions, accept subscriptions, donations and bequests (whether of real or personal property) to promote and undertake any charitable undertaking, taking such lawful steps as may be necessary or desirable to obtain contributions to the funds of the Organisation in the form of donations, subscriptions, bequests or otherwise.

### **Gift Deductible Recipient and Gift Fund**

**3.7.1** Where the company has been endorsed by the Australian Taxation Office as a Deductible Gift Recipient (DGR), prior to any receipt of a tax deductible donation, gift of money or property, the company shall establish and maintain a separate gift fund consistent with the provisions within subsections 30-125 (4) to (7) of the *Income Tax Assessment Act 1997* (ITAA 1997) or as amended from time to time.

**3.7.2** The gift fund shall be maintained:

- for the principal purpose of the company;
- as the sole account into which such gifts are deposited; and
- used exclusively for crediting such gifts; and
- shall only be used, or its funds disseminated, consistent with the public benevolent institutional purposes outlined in the Aims and Objectives within the *Constitution* of the organisation.

**3.7.3** The name of the gift fund shall be the:

*'National Aboriginal Community Controlled Health Organisation Gift Deductible Fund'*

and the governance of the fund shall be consistent with relevant provisions within the *Income Tax Assessment Act 1997*, as amended from time to time, and relevant sections of the *Constitution* of the company.

**3.7.4** At the first occurrence of either the winding up of the Gift Fund, or the revocation of endorsement of the Organisation as a DGR, any surplus assets of the Gift Fund, remaining after the payment of the liabilities attributable to it, shall be transferred, to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth Taxation Act and to which income tax deductible gifts can be made and, where possible, to incorporated member organisations of the Company, being Aboriginal Community Controlled Health Services, or to incorporated State or Territory peak Aboriginal community controlled health bodies affiliated with NACCHO, being public benevolent institutions to which income tax deductible gifts can be made.

### **Company trading or securing pecuniary gain**

**3.8.1** Subject to the provisions of the Corporations Act (2001) the Company may trade or secure pecuniary gain to meet the aims and objectives of the Organisation.



**3.8.2** The Company shall not trade or secure pecuniary gain for the purpose of dividing or providing pecuniary gain to any individual member of

- (i) a member organisation of the Organisation; nor
- (ii) the Board of Directors of the Organisation; nor
- (iii) a Committee of the Board of Directors of the Organisation; nor
- (iv) a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO.

**3.8.3** Subject to the provisions of the Corporations Act (2001) the income and property of the Company, however derived, shall be applied solely towards the promotion of the Aims and Objectives of the Organisation as set forth in this *Constitution* and no portion thereof shall be paid or transferred directly or indirectly by way of discount, dividend, bonus, rebate or otherwise by way of profit to individual members of member organisations of the Organisation.

*Provided* that nothing herein contained shall prevent the payment in good faith of remuneration to any employee of the Organisation or to any member of the Organisation in return for any authorised services actually rendered to the Organisation or for goods supplied in the ordinary and usual way of business nor prevent the payment of proper market interest on money borrowed from any member of the Organisation.

**3.8.4** Subject to the provisions of the Corporations Act (2001) any surplus resulting from the Company's operations during a financial year, after providing for depreciation in value of any property belonging to the Organisation or for contingent liability for loss, shall be applied to carrying out the Aims and Objectives of the Organisation.

**3.8.5** Subject to the provisions of the Corporations Act (2001), membership in the Company does not confer upon any of its individual members any right, title or interest whether legal or equitable, in the property of the Company.

**3.8.6** Subject to the provisions of the Corporations Act (2001) and this *Clause*, member organisations, and State or Territory peak Aboriginal community controlled health bodies affiliated with NACCHO, can be recipients of pecuniary gain or property where such a remittance or transfer is provided to an incorporated organisation as follows:

- (i) the incorporated body's aims and objectives are consistent with those of this Organisation;
- (ii) where there are provisions in the Constitution and or Rules of the recipient incorporated body precluding any pecuniary gain being distributed to individual members of the incorporated body; and
- (iii) where there are provisions in the Constitution or Rules of the recipient incorporated body precluding any pecuniary gain being distributed to individual members of the incorporated body in the event of the winding up of the incorporated body.

### **Members' Liabilities**

**3.9.1** The liability of the members is limited

**3.9.2** Every member of the Organisation undertakes to contribute to the assets of the Organisation in the event of its being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Organisation

contracted before ceasing to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00 (ten dollars).

### **Funds - source and acquittal**

**3.10.1** The funds of the Company may be derived from any levied entrance fees and annual subscriptions of member organisations, donations, government grants, charitable gifts, fees for consultancies, interest, investments and, subject to any resolution passed by the Organisation in general meeting, such other sources as the Board of Directors determines.

**3.10.2** True and fair accounts shall be kept of the sums of money received and expended by the Organisation and the matter in respect of which such receipt and expenditure takes place, and of property, assets and liabilities of the Organisation.

**3.10.3** All money received by the Company must be deposited as soon as practicable and without deduction to the credit of the Company's appropriate bank accounts.

**3.10.4** The Company must, as soon as practicable after receiving any money, issue an appropriate receipt in the name of the Company.

**3.10.5** The Company must, when required to do so and by the stipulated date, acquit any receipt of grants or funding in the required and appropriate manner.

### **Funds Management**

**3.11** Subject to any resolution passed in general meeting, the funds of the Company are to be used in pursuance of the Aims and Objectives of the Company in such manner as the Board of Directors determines.

### **Winding Up and distribution of surplus property**

**3.12.1** The winding up of the company shall be in accordance with the *Corporations Act (2001)*.

**3.12.2** On the winding up of the company, an individual member of a member or associate member organisation shall not receive any surplus assets, remaining after the payment of the organisation's liabilities.

**3.12.3** On the winding up of the company, any surplus assets remaining after the payment of the company's liabilities shall be transferred to:

- (a) another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act; and
- (b) where possible, to incorporated member organisations of the Company, being Aboriginal Community Controlled Health Services, or to incorporated State or Territory peak Aboriginal community controlled health bodies affiliated with NACCHO, which have *Rules* preventing the distribution of property to its individual members.

**3.12.4** In the event of any voluntary winding up of the company, upon the cancellation of the incorporation any surplus property, subject to any trust affecting that property or any part of it, is to be distributed in accordance with a special resolution of the Organisation and any such distribution:

- (a) shall be in accordance with the *Corporations Act (2001)* and the *Income Tax Assessment Act 1997*; and shall not be paid to or distributed amongst

individual members of member or associate member organisations of the Organisation nor former individual members of member or associate member organisations; and

- (b) shall be to an organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act; and
- (c) shall be distributed, where possible, to incorporated member organisations of the Company, being Aboriginal Community Controlled Health Services, or to incorporated State or Territory peak Aboriginal community controlled health bodies affiliated with NACCHO, but such organisations shall have *Rules* preventing the distribution of property to its individual members and shall fall under Item 4.1.1 of the table in subsection 30-45(1) of the *Income Tax Assessment Act 1997*.

### **Alteration of Constitution**

**3.13.1** Subject to the provisions of the Corporations Act (2001), the *Constitution* may be altered, rescinded or added to only by a special resolution of the Organisation at a Extraordinary General Meeting as outlined in *Clause 6.10* of the *Constitution* with a copy of the amended instrument being provided to the Australian Securities Commission within the prescribed period following the Meeting at which the amendment was carried.

**3.13.2** Any alteration to the *Constitution* shall be in accordance with the provisions of the Corporations Act (2001).

### **Notification of Proposed Alterations of Constitution**

**3.14.1** In any proposal to amend any provision of *Clause 3.10* of this *Constitution*, with regard to the winding up and distribution of surplus property, such amendment shall not be effected until the Commissioner of Taxation has advised the Organisation that the amendment is consented to or is not opposed.

**3.14.2** In any proposal to amend any provision of this *Constitution* with regard to its Aims and Objectives, and any provision of *Clause 3.3*, with regard to its charitable status and trust powers, such amendment shall not be effected until the Commissioner of Taxation and the Australian Securities Commission have advised the Organisation that the amendment is consented to or is not opposed.

**PART 4 - MEMBERSHIP**

**Membership Qualifications**

**4.1** Membership of the *National Aboriginal Community Controlled Health Organisation* is open to Aboriginal community controlled health services as determined by the State or Territory peak Aboriginal community controlled health bodies affiliated with NACCHO and the NACCHO Board to have met the NACCHO criteria for membership.

**Membership**

**4.2.1** Membership is for member organisations of a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO which have been deemed by the respective peak body and the NACCHO Board to have met the NACCHO criteria for membership as defined within the *Constitution* of this Organisation at *Clause 4.2.5*.

**4.2.2** Applicant organisations deemed to have met the NACCHO criteria for membership as provided for in *Clause 4.2.1* above are entitled to become member organisations of this Organisation.

**4.2.3** Applications for membership shall be initially lodged at the registered office of the appropriate State or Territory peak Aboriginal community controlled health body affiliated with NACCHO.

**4.2.4** Every such Application shall be considered at a General Meeting or Annual General Meeting of the State or Territory peak Aboriginal community controlled health body affiliated with NACCHO and by the NACCHO Board as follows:

- (i) Members at a General Meeting or an Annual General Meeting of the State or Territory peak Aboriginal community controlled health body affiliated with NACCHO may at their discretion refuse any application for membership deemed not to have met the NACCHO criteria for membership as defined within the *Constitution* of this Organisation at *Clause 4.2.5* and need assign no reason for such refusal
- (ii) Upon approval by the said General Meeting or Annual General Meeting of the State or Territory peak Aboriginal community controlled health body affiliated with NACCHO, the application along with a statement addressing the criteria for membership, shall be sent to the Company Secretary for tabling and consideration at the next NACCHO Board meeting
- (iii) The NACCHO Board, upon assessment of applicant against the criteria for membership as defined within the *Constitution* of this Organisation at *Clause 4.2.5* may at their discretion reject any application for membership and need assign no reason for such refusal;
- (ii) Upon approval by the NACCHO Board, the applicant and the State or Territory affiliated body shall be notified in writing within twenty one (21) days of the acceptance of the applicant as a member of NACCHO
- (iii) If an application for membership is rejected by the NACCHO Board, they must send to the applicant and the State or Territory affiliated body written notice of the outcome of the decision
- (iv) An applicant rejected for membership, they may apply for Associate Membership as provided for and encouraged under *Clause 4.3* and may re-apply for membership of this Organisation after a period of one year from the date of the previous application rejection

**4.2.5** The criteria upon which membership into NACCHO is to be determined by State or Territory peak Aboriginal community controlled health bodies affiliated with NACCHO and the NACCHO Board are as follows:

- (i) Local Aboriginal Community controlled as defined by the Organisation's *Rules*;
- (ii) Commitment and adherence to the NACCHO definition of Aboriginal Health as defined by the Organisation's *Rules*;
- (iii) Culturally appropriate;
- (iv) An incorporated local Aboriginal Community controlled organisation operating an Aboriginal Health Service; and
- (v) Providing primary health care.

**4.2.6** The Company Secretary of NACCHO shall keep and maintain a register of all member organisations which have been accepted as members of the Organisation as required for under *Clause 4.12*.

**4.2.7** Aboriginal health organisations which have been accepted as members of the Organisation are to elect, at General Meetings or Annual General Meetings of their member organisation, two representative delegates and alternate delegates, to attend Meetings of the Organisation and compliance with this *Clause 4.2.7* is essential for active membership.

**4.2.8** Notwithstanding the criteria and procedure for membership as provided for in *Clause 4.2* nothing shall be interpreted or construed to mean that Aboriginal Community Controlled Health Services which are incorporated members organisations of the former unincorporated association known as the "*National Aboriginal Community Controlled Health Organisation*" which the Company has taken over as provided for in *Clause 3.1.1* of the *Constitution*, shall be excluded from membership in the Company and all membership rights and privileges shall apply to such organisations immediately upon the incorporation of the Company. This *Clause 4.2.8* is subject to a member organisation ceasing to be a member of the Organisation for any reason under *Clause 4.6*.

**4.2.9** Notwithstanding the provisions of *Clause 4.2.8* above, which is a transitory clause that applied at the time of the incorporation of NACCHO, it is in no way to be interpreted that the provisions of *Clause 4.2.8* mean exemption from membership requirements nor non-compliance with membership obligations and provisions within Part 4 'Membership' of the *Constitution*.

### **Aboriginal Community Controlled Health Committees and Health Related Services**

**4.3.1** Aboriginal Community Controlled Health Committees, as defined in these *Rules*, which are elected by a local Aboriginal community with the objective of establishing a Local Aboriginal Community Controlled Health Service, yet deemed by a State or Territory peak Aboriginal community controlled health body affiliated with NACCHO or the NACCHO Board not to have yet met the NACCHO criteria for membership, are encouraged to apply for **Associate Membership** in such State or Territory peak body and are recognised by NACCHO to exercise an essential part in the enhancement of Community Controlled Aboriginal Health Services and thereby extended information services, advisory assistance and professional support in their transitory development stage.

**4.3.2** Aboriginal Community Controlled organisations which provide specialist services or similar services to those included in the definition of “Aboriginal health related services” within this Constitution are encouraged to work in liaison with Aboriginal Community Controlled Health Services and to apply for either Membership or Associate Membership in State or Territory peak bodies affiliated with NACCHO and are recognised by NACCHO to exercise an essential part in the enhancement of Community Controlled Aboriginal Health Services and thereby extended information services, advisory assistance and professional support.

### **Voting Rights**

**4.4** Member organisations have both speaking and voting rights at Extraordinary General Meetings and Annual General Meetings of the Organisation.

### **Attendance at Extraordinary General Meetings and Annual General Meetings**

**4.5** Member organisations are entitled to have two delegates or their alternates (proxies) at Extraordinary General Meetings and Annual General Meetings of the Organisation and attendance is essential for active membership, unless absence is considered unavoidable by the Board of Directors.

### **Cessation of Membership**

**4.6** A member organisation ceases to be a member of the Organisation under the following circumstances:

- (a) where the member organisation is expelled in accordance with these *Rules*;
- (b) where the member organisation is an undischarged bankrupt;
- (c) where the member organisation is dissolved;
- (d) where the member organisation withdraws its membership in writing to the general meeting through the Company Secretary of the Organisation, consistent with *Clause 4.8.2*;
- (e) where the member organisation is expelled by the Organisation under the provisions of *Clause 4.9*; and
- (f) where the member organisation, for what ever reason, ceases to be a member of the State or Territory peak Aboriginal community controlled health organisation affiliated with NACCHO.

### **Membership Entitlements Not Transferable**

**4.7** A right, privilege or obligation which a member organisation has by reason of being a member of the Organisation:

- (a) is not capable of being transferred or transmitted to another organisation or person; and
- (b) terminates on cessation of the member organisation’s membership.

### **Resignation of Membership**

**4.8.1** A member of the Organisation is not entitled to resign that membership except in accordance with this *Clause 4.8*.

**4.8.2** A member organisation of this Organisation which has paid any required amount payable in respect of its membership may resign its membership in writing to the Board of Directors of this Organisation by first giving to the Company Secretary at least one month’s notice (or such other period as the Board of Directors may determine) of the member organisation’s intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

**4.8.3** Where a member organisation of this Organisation ceases to be a member under *Clause 2.8.2*, and in every other case where a member organisation ceases to hold membership, the Company Secretary must make an appropriate entry in the register of member organisations recording the date on which membership ceased.

### **Expulsion of Members**

**4.9.1** A member organisation may be expelled by the Organisation by Special Resolution at an Extraordinary General Meeting where it considered that:

- (a) a member organisation has failed to discharge its obligation to the Organisation prescribed by these *Rules* or arising out of a contract; or
- (b) a member organisation has been guilty of conduct detrimental to the Organisation; or
- (c) a member organisation, following an evaluation by the NACCHO Board of Directors in association with the relevant State or Territory peak Aboriginal community controlled health body affiliated with NACCHO, is deemed not to meet the NACCHO criteria for membership as provided for in *Clause 4.2.5*, notwithstanding their right to apply for Associate Membership as provided for and encouraged under *Clause 4.3* and to re-apply for membership of this Organisation after a period of one year from the date of this expulsion

**4.9.2** A member organisation so affected shall be provided written notice of the proposed Special Resolution.

**4.9.3** No expelled member organisation (other than those expelled under *Clause 4.9.1(c)*) shall be reinstated except by Special Resolution at an Extraordinary General Meeting.

### **Suspension of Members**

**4.10** The Organisation by Special Resolution at a general meeting may suspend member organisations for such period as the Organisation may determine for any of the following reasons or breaches:

- (a) Infringement of any of these *Rules* of the Organisation;
- (b) Failure to discharge obligations under these *Rules* to the Organisation;
- (c) Conduct of a manner prejudicial to the interests of the Organisation; and
- (d) Deemed to not meet the NACCHO criteria for membership as provided for in *Clause 4.2.5*, notwithstanding their right to apply for Associate Membership as provided for and encouraged under *Clause 4.3* and to re-apply for membership of this Organisation after a period of one year from the date of this expulsion

A member organisation so affected shall be provided written notice of the proposed Special Resolution.

### **Expulsion or Suspension of Delegates**

**4.11.1** Member organisations of the Organisation are bound by the *Rules* of the Organisation to the same extent as if the *Rules* had been signed and sealed by each member and contained covenants on the part of each member to observe all the provisions of the *Rules*.

**4.11.2** Representative delegates of member organisations are also bound by the *Rules* of the Organisation and may be suspended or expelled from meetings of the association.

**4.11.3** A member organisation so affected by *Clause 4.11.2* above shall be provided written notice of the action taken against a delegate or delegates of their organisation.

**4.11.4** Following such notification, it shall be left to the discretion of the members at an Extraordinary General Meeting or an Annual General Meeting whether the expulsion or suspension of delegates from meetings of the Organisation is the appropriate corrective action or whether the provisions of *Clause 4.9* and *4.10* be instigated against the member organisation.

**4.11.5** In *Clause 4.11.2* to *4.11.4* a reference to a delegate or to delegates also includes an alternate delegate or alternate delegates.

### **Register of Members**

**4.12** The Company Secretary is responsible to the Organisation to establish and maintain a register of members of the Organisation specifying the name and address of each member organisation of the Organisation together with the following:

- (i) the date on which the organisation became a member;
- (ii) the name of the Chairperson of the member organisation; and
- (iii) the date on which the member organisation ceases to hold membership.

The Company Secretary shall report at each Annual General Meeting concerning membership, providing the Meeting with an updated register of member organisations together with the names of their representative Chairpersons and representative delegates.

### **Accessibility of Register of Members**

**4.13** The register of member organisations shall be kept at the principal place of administration of the Organisation and must be open for inspection, free of charge, at any reasonable hour.

### **Fee and Subscriptions**

**4.14.1** A member organisation of the Organisation must, on admission to membership, pay to the Organisation any fee as determined by the Board of Directors.

**4.14.2** In addition to any amount payable by the member organisation under *Clause 4.14.1* above a member organisation of the Organisation must pay to the Organisation any annual membership fee as determined from time to time by the Board of Directors :

- (a) except as provided by paragraph (b), before 1 July in each calendar year; or
- (b) where the member becomes a member on or after 1 July in any calendar year this *Clause* applies on becoming a member and before 1 July in each succeeding calendar year.

### **Resolution of Internal Disputes**

**4.15** Disputes between members organisations, in their capacity as members of the Organisation, and disputes between member organisations and the Organisation, are to be referred to the Chairperson for mediation in accordance with

- (a) the Rules of Natural Justice provisions;
- (b) the Aboriginal ethical values of trust, integrity and consensus; and
- (c) the spirit of “Aboriginal community control’ as the defined in these *Rules*.

### **Disciplining of Members**

**2.16.1** A complaint may be made by any member organisation of the Organisation that



some other member of the Organisation:

- (a) has persistently refused or neglected to comply with a provision or provisions of these *Rules*; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Organisation.

**4.16.2** On receiving such a complaint, the Board of Directors:

- (a) must cause notice of the complaint to be served on the member organisation concerned;
- (b) must give the member organisation at least twenty one (21) days from the time the notice is served within which to make submissions to the Board of Directors in connection with the complaint; and
- (c) must take into consideration any submissions made by the member organisation in connection with the complaint.

**4.16.3** The Board of Directors may, by resolution, expel the member organisation from the Organisation or suspend the member organisation from membership of the Organisation where, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

*Provided* that in any implementation of this ruling the Organisation shall be mindful of the Rules of Natural Justice and the definition of Aboriginal Community control as outlined in these *Rules* and shall ensure that an Aboriginal community is not denied primary health care.

**4.16.4** Where the Board of Directors expels or suspends a member organisation the Company Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken indicating the reasons given by the Board of Directors for having taken that action and of the member's right of appeal under *Clause* 4.17.

**4.16.5** The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) where within that period the member exercises the right of appeal, unless and until the Organisation confirms the resolution under *Clauses* 4.17.4 and 4.17.5, whichever is the later.

### **Right of Appeal of Disciplined Member**

**4.17.1** A member organisation may appeal to the Organisation in general meeting against a resolution of the Board of Directors under *Clause* 2.16, within twenty one (21) days after notice of the resolution is served on the member organisation, by lodging with the Company Secretary a notice to that effect.

**4.17.2** The notice may, but need not, be accompanied by a statement of the grounds on which the member organisation intends to rely for the purposes of the appeal.

**4.17.3** On receipt of a notice from a member organisation under *Clause* 4.17.1, the Company Secretary must notify the Board of Directors which may convene an Extraordinary General Meeting of the Organisation to consider the matter. However, at the discretion of the Board of Directors, due to financial feasibility in light of geographical restraints upon a national body, this matter may be adjourned until the next

Annual General Meeting.

**4.17.4** At an Extra Ordinary General meeting, or at a scheduled specified time at an Annual General Meeting, of the Organisation convened under Clause 4.17.3:

- (a) no business other than the question of the appeal is to be transacted whilst the matter is being considered;
- (b) the Board of Directors and the member organisation must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the representative delegates of member organisations present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

**4.17.5** Where at an Extra Ordinary General Meeting or an Annual General Meeting the Organisation passes a special resolution confirming the expulsion or suspension of a member organisation as provided for in *Clause 4.17.4* above, the expulsion or suspension shall take effect.

**PART 5 - THE BOARD OF DIRECTORS**

**Cultural Preamble**

**5.0.1** Mindful of the heritage and structure of Aboriginal society and the role of elders and the Law in Aboriginal culture, the *Rules* of the Company are drafted as an attempt to synchronise corporate structures with cultural models of governance and, compliance with prescribed requirements for the composition of the organisation's governing body is undertaken fully conscious that this obligation reflects a system of government intrinsically different from Aboriginal culture.

**5.0.2** Notwithstanding the abovementioned acknowledgement, the Board of Directors of the *Company* shall:

- i. Conduct all its affairs and deliberations cognisant of this cultural heritage and its implicit imperatives.
- ii. Ensure its actions are underpinned by:
  - the laws of Natural Justice;
  - the Aboriginal ethical values of trust, integrity and consensus; and
  - the spirit of "Aboriginal community control" as defined in the *Rules*.

**Powers of the Board of Directors**

**5.1** The Board of Directors of this Organisation, under the provisions of the Corporations Act (2001):

- (a) is subject to the Corporations Act (2001) and any Regulation thereunder; the *Constitution* and any resolution passed by the Organisation in general meeting not inconsistent with the aforementioned;
- (b) is to direct, control and be responsible for the management of the affairs of the Organisation;
- (c) may exercise all such functions as may be exercised by the Organisation other than those functions that are required by this *Constitution* to be exercised by a general meeting of members of the Organisation;
- (d) may exercise all of the Organisation's powers and perform all such acts and do all such things as appear to the Board of Directors to be necessary or desirable for the proper management of the affairs of the Organisation as may be exercised by the Organisation other than those acts that are required by this *Constitution* to be performed by a general meeting of members of the Organisation;
- (e) without prejudice to the general powers conferred on the Board of Directors by the Corporations Act (2001) or the *Constitution*, the Board of Directors shall have power to appoint and, at its discretion, remove or suspend officers, servants, consultants, agents, tradespersons and contractors, and to determine their powers, duties and remuneration;
- (f) the Board of Directors may, by resolution and by instrument in writing, delegate any of its powers under paragraph (d) and (e) (with any conditions or limitations which the Board of Directors sees fit to impose) other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Board of Directors by the Corporations Act (2001) or by any other law,
- (g) the Board of Directors may, at any time, revoke or vary a delegation made pursuant to paragraph (f); and
- (h) notwithstanding any delegation under this *Clause 5.1*, the Board of Directors

may continue to exercise all or any of its powers under paragraph (d) above.

### **Board of Directors Composition**

**5.2.1** The Board of Directors shall consist of:

- (a) Chairperson of the Organisation;
- (b) Deputy Chairperson of the Organisation; and
- (c) two (2) Directors from each State or Territory peak Aboriginal community controlled health organisation affiliated with NACCHO elected or appointed at their Annual General Meetings with the exception, until further expansion of their respective Aboriginal Community Controlled Health Services network, of only one Director representing each of the peak bodies from the State of Tasmania and the Australian Capital Territory appointed by their Boards.

All Directors referred to in this Clause 5.2.1 must be a member of ACCHS (as defined by NACCHO) which is a member of their respective State/Territory peak Aboriginal community controlled health organisation affiliates.

Employees of NACCHO are not eligible to be Directors of NACCHO

**5.2.2** The office-bearers of the Organisation shall be:

- (a) the Chairperson, elected for a term of three years by the members at a triennial Annual General Meeting of the Organisation;
- (b) the Deputy-Chairperson, elected for a term of three years by members at a triennial Annual General Meeting of the Organisation;

**5.2.3** Each Director of the Board of Directors is, subject to this *Constitution*, to **hold office** until the conclusion of the Annual General Meeting following the date of the Director's election, but is eligible for re-election.

**5.2.4** The Directors of the Board of Directors shall be paid or allowed out of the funds of the Company such reasonable and appropriate **remuneration** or emoluments for their services, apart from the services of a Director, as the Company in general meeting may from time to time determine.

**5.2.5** Each Director of the Board of Directors shall be entitled to be paid out of the funds of the Company all reasonable and appropriate travelling, accommodation, food and incidental **expenses**, based on the appropriate Australian Public Service daily rates, incurred in attending meetings of the Company or of the Board of Directors or any Committees thereof or while engaged on authorised business of the Company and, where any of the Directors shall be called upon to perform extra services or exercise any special professional requirements for any authorised purpose of the Company or to make special exertions in going from his usual residence or abroad or otherwise for any authorised purposes of the Company, he shall be paid reasonable and appropriate travelling expenses.

**5.2.6** In the event of a **casual vacancy** occurring on the Board of Directors, relating to the elected offices of **Chairperson or Deputy-Chairperson**, the Board of Directors may appoint a Director from within the Board of Directors to fill the vacancy and the Director so appointed is to hold office, subject to this *Constitution*, until the conclusion of the next Annual General Meeting following the date of the appointment.

**5.2.7** Directors on the Board of Directors are elected or appointed at Annual General Meetings or General Meetings of each State or Territory peak Aboriginal community controlled health organisation affiliated with NACCHO and written confirmation of elected or appointed Directors is to be provided to the Company Secretary of the Organisation for **members' endorsement** at the Annual General Meeting of the Organisation.

**5.2.8** Directors on the Board of Directors cannot vote at a meeting of the Board of Directors until the Organisation has received written confirmation from the respective peak State or Territory body of the Director's appointment and until they have signed the *Consent to act as a Director* form prescribed under the Corporations Act (2001).

**5.2.9** In the event of a **casual vacancy** occurring **on the Board of Directors**, the Company Secretary shall notify in writing the relevant peak State or Territory community controlled body affiliated with NACCHO of the vacancy requesting that a replacement Director be elected by their peak body or, subject to their constitution, be appointed by the governing committee of their peak body, to fill the vacancy on the Board of Directors and, upon receipt of written notification by the Organisation and upon having signed the *Consent to act as a Director* form prescribed under the Corporations Act (2001) shall assume office and the Director so appointed shall retire, subject to this *Constitution*, at the same time as the Director who vacated the office would have done if that Director had not vacated it.

**5.2.10** Any insufficiency of Directors on the Board of Directors is to be resolved by the State or Territory body concerned and an insufficiency of Directors of the Board of Directors shall not affect the powers of the Board of Directors to carry out its functions unless such insufficiency in numbers affects the required quorum for conducting business.

**5.2.11** The Board of Directors shall make no decisions without the required quorum, other than a decision to call an Extraordinary Meeting.

**5.2.12** Where the names of replacement Directors referred to in *Clause 5.2.9* above are not received by the Organisation within twenty one (21) days, any vacant positions remaining on the Board of Directors are taken to be casual vacancies and, notwithstanding *Clause 5.2.3*, may, in liaison with relevant governing bodies of peak State or Territory community controlled body affiliated with NACCHO, be filled with interim delegates of member organisations by the Board of Directors until such casual vacancies are filled by the said governing bodies.

**5.2.13** In general meeting the members of the Organisation may, subject to the provisions of the Corporations Act (2001), increase or reduce the number of Directors on the Board of Directors.

### **Election of Office Bearers at Annual General Meetings**

**5.3.1** Nominations of candidates for election as Chairperson and Deputy Chairperson of the Organisation:

- (a) must be made in writing, signed by 2 members of the Organisation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) must be provided to the Company Secretary of the Organisation, at the principal place of administration of the Organisation, prior to the holding of

the Annual General Meeting at which the election is to take place.

**5.3.2** The ballot for the election of office-bearers is to be conducted at the Annual General Meeting, or where this *Constitution* so instructs, at a Board of Directors meeting, in such usual and proper manner as the Board may direct.

### **Chairperson**

**5.4.1** The Chairperson of the Organisation shall be elected for a term of three years by members at a triennial Annual General Meeting of the Organisation;

**5.4.2** The Chairperson is to preside as chairperson at each Annual General Meeting, Extraordinary General Meeting and Board of Directors' Meeting of the Organisation at which the Chairperson is present.

**5.4.3** The Chairperson of the Organisation shall represent the Board of Directors and be the spokesperson for the Organisation; negotiator with all governments and responsible for all delegated discussions with ministerial staff, departmental personnel, non-government organisations and Community organisations which relate to the aims and objectives of the Organisation and in this regard shall be professionally supported by the Chief Executive Officer.

**5.4.4** The Chairperson shall, on behalf of the Organisation, liaise with other peak Aboriginal secretariats bodies, government departments, agencies, Aboriginal organisations and other relevant bodies in all matters relating to the aims and objectives of the Organisation and in this regard shall be professionally supported by the Chief Executive Officer.

**5.4.5** The Chairperson may delegate the responsibilities referred to in Clauses 5.4.3 and 5.4.4 to the Chief Executive Officer of the Organisation, the Deputy-Chairperson or other delegate but shall at all times be responsible for, and be kept fully informed of and reported upon such delegated responsibilities of the Organisation.

**5.4.6** The Chairperson shall sign the report to be tabled by the Board of Directors at each Annual General Meeting stating the name of each Director on the Board of Directors who acted as a Director of the Board of Directors during the most recently ended financial year of the Organisation;

**5.4.7** The **Chairperson** may, out of the funds of the Company, receive a reasonable and appropriate **stipend** or such remuneration or emoluments as determined by the Board of Directors for authorised services as mentioned in Clause 5.4, apart from the services of a director, carried out for and on behalf of the Company or as the Company in general meeting may from time to time determine, and shall be reimbursed out of the funds of the Company authorised administrative expenses, as determined by the provisions of *Clause 5.2.5*, the details of which shall be itemised and included in the financial returns submitted at each Annual General Meeting or Extra Ordinary General Meeting of the Organisation.

**5.4.8** The Chairperson shall adjudicate and act as mediator in all disputes between members organisations (in their capacity as members) of the Organisation, and disputes between member organisations and the Organisation, in accordance with:

- (i) the Rules of Natural Justice provisions;
- (ii) the Aboriginal ethical values of trust, integrity and consensus; and
- (iii) the spirit of "Aboriginal community control" as the defined in these *Rules*.

**5.4.9** The Chairperson, as the elected representative of the Organisation, shall be responsible to the Board of Directors to ensure that absolute discretion, culturally appropriate protocol and confidentiality shall apply in all Organisation activities, meetings and dealings related to Aboriginal religion, associated spiritual matters, cultural traditions, customs, heritage, lore, law, sacred sites, land rights and Community knowledge throughout the diverse Aboriginal communities of this land.

**5.4.10** An employee of a Commonwealth, State or Territory Department of Health is not eligible to stand for election as Chairperson or to hold office as Chairperson.

### **Deputy-Chairperson**

**5.5.1** The Deputy-Chairperson of the Organisation shall be elected for a term of three years by members at a triennial Annual General Meeting of the Organisation

**5.5.2** The Deputy-Chairperson of the Organisation shall carry out all the required duties for the office of Deputy-Chairperson as provided for in this *Constitution* and, during a vacancy in the office of Chairperson, or when the Chairperson is unable to perform the duties of office, shall act as Chairperson undertaking the duties of the Chairperson as provided for in this *Constitution*.

**5.5.3** Notwithstanding *Clause 5.5.1* above:

- (i) the office of Chairperson does not become vacant where the Chairperson is attending meetings, conferences, on interstate travel or on unapproved leave; and
- (ii) in the event of any extended vacancy in the Office of Chairperson, or a casual vacancy for the office of the Chairperson, the extent of the Chairperson's duties to be undertaken by the Deputy-Chairperson until the appointment or election of a new Chairperson shall be determined by the Board of Directors.

### **Casual Vacancies and Procedure for Filling Casual Vacancies**

**5.6.1** For the purposes of this *Constitution*, in addition to provisions of *Clauses 5.2.9* and *5.2.12*, a casual vacancy in the office of Director on the Board of Directors occurs where the Director:

- (a) dies; or
- (b) ceases to be a member of the Organisation; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act (2001); or
- (d) resigns office by notice in writing given to the Company Secretary; or
- (e) is removed from office under *Clause 5.7.1*; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board of Directors from all its Board meetings held during a period of 6 months; or
- (h) becomes prohibited from acting as a director of a company by reason of any order made under the law; or
- (i) holds any office of profit under the Organisation without disclosure to the Board of Directors; or
- (j) receives any payment from the Organisation otherwise than in accordance with the *Constitution*; or
- (k) becomes directly or indirectly interested (within the meaning of the Corporations Act (2001)) in any contract or proposed contract with the Organisation, provided however that a Director shall not vacate his office by

reason of his being a member of any organisation, corporation, society or association which has entered or proposes to enter into a contract with the Organisation where such aforementioned body complies with the provisions of *Clause 5.6.3* of the *Constitution* and where he shall have declared the nature of his interest in the manner required under the Corporations Act (2001).

**5.6.2** The person chosen to fill a casual vacancy in the manner prescribed in *Clause 5.2.9* shall retire, subject to the provisions of *Clause 5.2.12*, at the same time as the Director who vacated the office would have done if that Member had not vacated it.

### **Removal of Office Bearer or Director**

**5.7.1** The Organisation in general meeting may by resolution remove any Director on the Board of Directors before the expiration of the Director's term of office and may by resolution request the relevant State or Territory peak Aboriginal community controlled health organisation affiliated with NACCHO to appoint another person to hold office until the expiration of the term of office of the Director so removed.

**5.7.1(a)** If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.

**5.7.1(b)** Within 14 days of the suspension, the Directors must call a General Meeting, at which the Members may either confirm the suspension and remove the Director from office or annul the suspension and reinstate the Director.

**5.7.2** Where a Director of the Board of Directors, to whom a proposed resolution referred to in *Clause 5.7.1* above relates, makes representations in writing to the Company Secretary or Chairperson and requests that the representations be notified to the members of the Organisation, the Company Secretary or the Chairperson may send a copy of the representations to each member of the Organisation or, where the representations are not so sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**5.7.3** The Organisation at an Extraordinary General Meeting, or at an intervening Annual General Meeting at which the prescribed notification and purpose for a Special Resolution have been given, may by Special Resolution remove any Office Bearer of the Organisation before the expiration of the Office Bearer's term of office and may by resolution appoint another person to hold the respective office until the expiration of the term of office of the Office Bearer so removed.

**5.7.4** In the event that the respective office of the Office Bearer so removed in *Clause 5.7.3* above is not filled the provisions for casual vacancy replacement, as provided for in *Clause 5.2*, apply.

### **Meetings and Quorum**

**5.8.1** The Board of Directors must meet at least twice in each period of 12 months at such place, time and manner as the Board of Directors may determine.

**5.8.2** Additional meetings of the Board of Directors may be convened by the Chairperson.

**5.8.3** The Company Secretary shall convene a meeting of the Board of Directors upon



request of over 25% of the Board of Directors, subject to the financial feasibility of a national Board of Directors meeting and upon an assurance that a quorum will be present.

**5.8.4** Oral or written notice of a meeting of the Board of Directors must be given by the Company Secretary to each Director of the Board of Directors at least 48 hours (or such other period as may be unanimously agreed on by the Directors of the Board of Directors) before the time appointed for the holding of the meeting.

**5.8.5** Notice of a meeting given under *Clause 5.8.3* must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as special business.

**5.8.6** The quorum for any meeting of Board of Directors shall be one-half (or where one-half is not a whole number the whole number next higher than one-half) of the number of members eligible as provided in *Clause 5.2.1* (a)(b) and (c) for the transaction of the business of a meeting of the Board of Directors.

**5.8.7** No business is to be transacted by the Board of Directors unless a quorum is present and where, within an hour of the time appointed for the meeting, a quorum is not present; the meeting is to stand adjourned to an agreed alternate time and place.

**5.8.8** In the event of any Director retiring from a meeting due to an expressed conflict of interest or a pecuniary interest being declared, for the purposes of establishing a quorum, attendance shall be as if those so affected were in actual attendance but this provision shall not apply beyond the specific business matter being discussed.

**5.8.9** Where at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the meeting is to be dissolved.

**5.8.10** At a meeting of the Board of Directors:

- (a) the Chairperson or, in the Chairperson's absence, the Deputy-Chairperson, is to preside; or
- (b) where the Chairperson and the Deputy-Chairperson are absent or unwilling to act, such one of the remaining Directors of the Board of Directors as may be chosen by the Directors present at the meeting is to preside.

**5.8.11** The Board of Directors may choose to meet, whenever it considers it necessary in light of geographical restraints upon a national body, by means of a telephone conference link-up or a television conference link-up or any other similar audio or audio-visual electronic communications equipment, or combinations of some members meeting in person at one place with others members meeting with them by means of the aforesaid electronic facilities, whereby all persons participating in the Meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meetings (including for the purpose of constituting a quorum) and a resolution passed at such a meeting, notwithstanding that the Directors are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Board of Directors held on the day and the time at which the conference was held.

**5.8.12** The Board may invite, at their own discretion, Observers (as defined in the *Rules*) to attend any part of NACCHO Board of Directors meetings.

**Delegation by Board of Directors to a Committee**

**5.9.1** The Board of Directors may, by its resolution and by instrument in writing, delegate to one or more Committees (consisting of any persons, as the Board of Directors thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- (a) this power of delegation;
- (b) a function which is a duty imposed on the Board of Directors by the Corporations Act (2001) or by any other law; and
- (c) to act upon a resolution which has not been confirmed by the Board of Directors

**5.9.2** A function the exercise of which has been delegated to a Committee under *Clause 5.9.1* may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of reference of the delegation.

**5.9.3** A delegation under *Clause 5.9.1* may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

**5.9.4** Despite any delegation under *Clause 5.9.1* the Board of Directors may continue to exercise any function delegated.

**5.9.5** Any act or thing done or suffered by a Committee acting in the exercise of a delegation and upon a Committee resolution confirmed by the Board of Directors has the same force and effect as it would have if it had been done or suffered by the Board of Directors.

**5.9.6** The Board of Directors may, by instrument in writing, revoke wholly or in part any delegation under *Clause 5.9.1*.

**5.9.7** No resolution of any Committee (“Committee resolution”) shall bind the Company unless either:

- (a) such Committee resolution is subsequently confirmed by the Board of Directors ; or
- (b) such Committee resolution was passed pursuant to, and in accordance with, the terms of a prior resolution of the Board of Directors (“an authorising resolution”) conferring authority on the Committee to pass the Committee resolution.

The Board of Directors shall exercise due diligence and care in the conferral of any authority on a Committee by way of an authorising resolution.

**5.9.8** The provisions contained within the Corporations Act (2001) and the *Constitution* (and any such Board of Directors imposed conditions or limitations as to the exercise of any function, or as may be specified in the instrument or terms of reference of the delegation) shall govern the meetings and proceedings, frequency of meetings and quorum issues for any meeting of any Committee.

**Voting and Decisions**

**5.10.1** Questions arising at a meeting of the Board of Directors or of any Committee appointed by the Board of Directors are to be determined by a majority of the votes of Directors of the Board of Directors or Committee present at the meeting.

**5.10.2** Each Director present at a meeting of the Board of Directors or of any Committee appointed by the Board of Directors (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**5.10.3** Subject to *Clause 5.2* the Board of Directors may act despite any vacancy on the Board of Directors.

**5.10.4** Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Directors or by a Committee appointed by the Board of Directors, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director of the Board of Directors or Committee.

**5.10.5** A resolution in writing consented to and signed by a majority of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be valid and effectual as if it had been passed at a meeting of the Board of Directors duly called, convened and held.

**5.10.6** In *Clause 5.10.5* above a “resolution in writing” includes the same resolution set out in more than one document each signed by more than one Director of the Board of Directors.

### **Minutes of the Board of Directors**

**5.11.1** The Board of Directors shall cause minutes to be made:

- (i) of all appointments of officers and servants made by the Board of Directors;
- (ii) of names of Directors of the Board of Directors present at all meetings of the Board of Directors; and
- (iii) of all proceedings at all meetings of the Board of Directors in a manner and detail prescribed by the Board of Directors.

**5.11.2** The confirmation of minutes shall be taken as the first business at the next succeeding meeting of the Board of Directors, or Committee, to which the minutes relate. Where it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.

**5.11.3** Such minutes shall be signed by the Chairperson at the Meeting at which proceedings were held or by the Chairperson at the next succeeding meeting.

**5.11.4** Every Director present at any meeting shall sign his or her name in an attendance book to be kept for that purpose and this record shall be included in the Minutes of the Meeting.

### **Register of Directors**

**5.12** The Organisation shall keep and maintain a register of the Directors of the Board of Directors which shall contain the names and residential addresses of each Director and the date on which the person became a Director and shall be kept at the registered address of the Company and be open to inspection, free of charge, at any reasonable hour. A copy of this register may also be kept at the Organisation’s principal place of administration.

### **Board of Directors and Pecuniary Interest**

**5.13.1** Any Director of the Board of Directors who has direct or indirect conflict of interest or pecuniary interest in a contract or proposed contract shall, as soon as the Director becomes aware of such an interest, disclose the nature and extent of such

## NACCHO Constitution

---

interest to the Board of Directors and any such disclosure shall be recorded in the Minutes of the Board of Directors Meeting at which such disclosure is made.

**5.13.2** Any Director of the Board of Directors who has any direct or indirect conflict of interest or pecuniary interest in a contract or a proposed contract shall not take part in any deliberations or decisions of the Board of Directors with respect to that contract.

**5.13.3** Any Director of the Board of Directors who has any direct or indirect conflict of interest or pecuniary interest in any financial matter, or proposed financial matter, being considered by the Board of Directors shall, as soon as the member becomes aware of such an interest, disclose the nature and extent of such interest to the Board of Directors and any such disclosure shall be recorded in the Minutes of the Board of Directors meeting at which such disclosure is made and the Director concerned shall not take part in any deliberations or decisions of the Board of Directors with respect to that financial matter.

**PART 6 - GENERAL MEETINGS**

**Annual General Meetings - holding of**

**6.1.1** The Organisation must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Organisation, convene an Annual General Meeting of its members.

**6.1.2** *Clause 6.1.1* above has effect subject to any extension under the provisions of the Corporations Act (2001).

**Annual General Meetings - calling of and business at**

**6.2.1** The Annual General Meeting of the Organisation is, subject to the Corporations Act (2001) and to *Clause 6.1*, to be convened on such date and at such place and time as the Board of Directors thinks fit.

**6.2.2** Where applicable, in addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Extraordinary general meeting held since that meeting;
- (b) to receive from the Board of Directors reports on the activities of the Organisation during the last preceding financial year;
- (c) to receive from the Company Secretary a report on the membership of the Organisation during the last preceding financial year; and
- (d) to receive from the Board of Directors a financial report on the activities of the Organisation during the preceding financial year as provided in the Corporations Act (2001); details of any assets and liabilities including mortgages, debts, charges, securities, trusts or any other dealings with property or securities at the end of the last financial year together with the report from the auditor;
- (e) Subject to the provisions of *Clause 5.6.2*, an election for the positions of Chairperson and Deputy Chairperson where the terms of office of the Chairperson and Deputy Chairperson have expired or where either or both position(s) is/are vacant for any reason;
- (f) to endorse Directors of the Board of Directors, elected or appointed, by the respective State or Territory peak Aboriginal community controlled health organisation affiliated with NACCHO;
- (g) to deal with any other business which under this *Constitution* ought to be transacted at an Annual General Meeting.
- (h) to transact any other business of which due notice has been given and which members in attendance may approve to be dealt with as special business at the Annual General Meeting rather than at any scheduled Extraordinary General Meeting held immediately following the Annual General Meeting.
- (i) to transact any other business that the members in attendance may approve to be dealt with as special business at the Annual General Meeting rather than at any scheduled Extraordinary General Meeting held immediately following the Annual General Meeting.

**6.2.3** An Annual General Meeting must be specified as such in the notice convening it.

**Extraordinary General Meetings - calling of**

**6.3.1** The Board of Directors may, whenever it considers it necessary and, in light of geographical restraints upon a national body, whenever it considers it financially feasible, convene an Extraordinary General Meeting of the Organisation. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

**6.3.2** All business shall be special that is transacted at an Extraordinary Meeting.

**6.3.3** The Board of Directors may, on the requisition in writing of at least 25 per cent of the total number of members of the Organisation, call an Extraordinary General Meeting, however, bearing in mind the geographical difficulties and financial feasibility of a calling a national meeting, the Board of Directors may deem it unfeasible but shall ensure that in the event of not calling an Extraordinary General Meeting, due to the aforesaid reasons, adequate time is allocated on the agenda at the next Extraordinary General Meeting held in association with the Annual General Meeting for specific discussion on the matters raised in the request.

**6.3.4** A requisition from members of the Organisation for a specific discussion being set aside at the next Extraordinary General Meeting of the Organisation:

- (a) must state the purpose or purposes of the request;
- (b) must be signed by the members making the requisition;
- (c) must be lodged with the Company Secretary; at the principal place of administration of the Organisation; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

### Notice

**6.4.1** The Company Secretary must, at least twenty one (21) days before the date fixed for the holding of the meeting (or period otherwise prescribed by the Corporations Act (2001), cause to be sent in a manner consistent with *Clause 7.6* to each member organisation's address or facsimile number appearing in the register of members, a notice specifying the place, date and time of any Extraordinary General Meeting approved by the Board of Directors and the nature of the business proposed to be transacted at the meeting.

**6.4.2** Where the nature of the business proposed to be dealt with at an Extraordinary General Meeting requires a special resolution of the Organisation, the Company Secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, or period otherwise prescribed by the Corporations Act (2001), cause notice to be sent to each member organisation in the manner provided in *Clause 6.4.1* above, specifying, in addition to the matter required under that *Clause*, the intention to propose the resolution as a Special Resolution.

**6.4.3** No business other than that specified in the notice convening an Extraordinary General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under *Clause 6.2.2*, and except business which members present at the meeting agree to treat as special business.

**6.4.4** A member organisation desiring to bring any business before an Extraordinary General Meeting or an Extraordinary General Meeting associated with an Annual General Meeting, may give notice in writing of that business to the Company Secretary who must include that business in the next notice calling an Extraordinary General

Meeting given after receipt of the notice from the member.

**6.4.5** Neither the non-receipt of notice by a member nor the accidental omission to give notice of any Annual General Meeting or Extraordinary General Meeting to any member entitled to notice shall invalidate the proceedings of any resolution passed at that meeting.

### **Procedure**

**6.5.1** No item of business is to be transacted at an Extraordinary General Meeting unless a quorum of members entitled under this *Constitution* to vote is present at the time when the meeting proceeds to business.

**6.5.2** Twenty five percent of member organisations represented by delegates present in person (being members entitled under this *Constitution* to vote at an Extraordinary General Meeting) constitute a quorum for the transaction of the business of an Extraordinary General Meeting.

**6.5.3** In the event of any delegate or alternate delegate of a member organisation retiring from a meeting due to an expressed conflict of interest or a pecuniary interest being declared, for the purposes of establishing a quorum, attendance shall be as if those so effected were in actual attendance but this provision shall not apply beyond the specific business matter being discussed.

**6.5.4** Where within an hour after the appointed time for the commencement of an Extraordinary General Meeting a quorum is not present, the meeting is to stand adjourned to a time and place to be determined by the Board of Directors.

**6.5.5** Where at the adjourned meeting a quorum is not present within an hour after the time appointed for the commencement of the meeting, the representative delegates of member organisations present (being at least 10) is to constitute a quorum.

### **Presiding Member**

**6.6.1** The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson, is to preside as chairperson at each Extraordinary General Meeting of the Organisation.

**6.6.2** Where the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the representative delegates of member organisations present must elect one of their number to preside as chairperson at the meeting.

### **Adjournment**

**6.7.1** The Chairperson of an Extraordinary General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**6.7.2** Where an Extraordinary General Meeting is adjourned for twenty one (21) days or more, the Company Secretary must give written or oral notice of the adjourned meeting to each member of the Organisation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

**6.7.3** Except as provided in *Clause* 6.7.1 and 6.7.2, notice of an adjournment of an Extraordinary General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### Voting

**6.8.1** On any question arising at an Extraordinary General Meeting or an Annual General Meeting of the Organisation a member organisation has only the two (2) votes of its representative delegates or alternate delegates (proxies). Each member organisation is entitled to have two (2) representative delegates or their alternate delegates (proxies) present to vote at such meetings.

**6.8.2** In the case of an equality of votes on a question at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.

**6.8.3** A member organisation is not entitled to vote, either through its representative delegates or alternate delegates (proxies), at an Annual General Meeting or an Extraordinary General Meeting of the Organisation unless any money due and payable by the member organisation of the Organisation has been paid, other than the amount of any annual subscription payable in respect of the then current year.

### Making of Decisions

**6.9.1** Notwithstanding the Organisation's commitment to the principles of consensus in decision making a resolution arising at an Annual General Meeting or an Extraordinary General Meeting of the Organisation is to be determined on a show of hands and, unless before or during the declaration of the show of hands a poll, or an exact count, of the hands is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Organisation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

**6.9.2** At an Annual General Meeting or an Extraordinary General Meeting of the Organisation, a poll, or an exact count, of a vote may be demanded by the chairperson or by at least 5 representative delegates or their alternates present in person at the meeting.

**6.9.3** At an Annual General Meeting or an Extraordinary General Meeting of the Organisation, a secret ballot may be demanded by the chairperson or by at least 5 official delegates present in person at the meeting.

**6.9.4** Where a poll, or an exact count, of a vote is demanded at an Annual General Meeting or an Extraordinary General Meeting, it must be taken:

- (a) immediately in the case of a vote which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll, or the exact count, of a vote on a matter is taken to be the resolution of the meeting on that matter.

### Special Resolution

**6.10** A resolution of the Organisation is a special resolution:

- (a) A resolution which is passed by at least 75% of the votes cast by member organisations entitled to vote on the resolution at an Extraordinary General Meeting or Annual General Meeting of which not less than 21 days' written notice (or within any prescribed period for such written notice in any amendment to the *Corporations Act (2001)*) have been given which



specified the intention to propose the resolution as a special resolution and is passed in accordance with the provisions of the *Corporations Act (2001)*.

- (b) where it is made to appear to the Australian Securities and Investments Commission that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), where the resolution is passed in a manner specified by the Australian Securities and Investments Commission.

### **Minutes of Annual General Meetings and Extraordinary General Meetings**

**6.11.1** The Board of Directors shall cause minutes to be made:

- (a) of names of all delegates and alternate delegates (proxies) of member organisations present at all meetings of the Organisation.; and
- (b) of all proceedings at all Extraordinary General Meetings and Annual General Meetings.

**6.11.2** The confirmation of minutes shall be taken as the first business at the next succeeding Annual General Meeting or Extraordinary General Meeting of the Organisation to which the minutes relate. Where it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.

**6.11.3** Such minutes shall be signed by the chairperson at the Meeting at which proceedings were held or by the chairperson at the next succeeding meeting.

**6.11.4** All delegates and alternate delegates (proxies) of member organisations present at all meetings of the Organisation shall sign his or her name in an attendance book to be kept for that purpose and this record shall be included in the minutes related to that meeting.

### **Delegates of incorporated member organisations.**

**6.12** A member organisation, by these *Rules* an incorporated organisation, may authorise such persons as it thinks fit to act as its representative delegate at any meeting of or otherwise for the purpose of the Organisation and the person so authorised shall be entitled to exercise the same powers on behalf of the appointer which the delegate represents as the appointer could exercise if it were an individual member of the Organisation.

### **Proxies of incorporated member organisations.**

**6.13.1** Subject to the provisions of relevant Sections and Forms of the *Corporations Act (2001)*, in every notice convening an Extraordinary General Meeting or an Annual General Meeting of the Organisation an appointment of proxy shall be made for each of the two entitled proxies.

**6.13.2** An instrument appointing a proxy shall be in writing and executed by two authorised members of the member organisation and shall indicate the member organisation's incorporated name and address; the name of the member organisation appointed as proxy; and the meetings at which the appointment may be used.

**6.13.3** An instrument appointing a proxy shall be deemed to confer to the proxy the right to speak and vote at the meeting as if he or she were the delegate of a member organisation and that person shall be deemed to have the same rights as those conferred upon the delegate of a member organisation but shall vote only to the extent allowed or specified in the appointment instrument.

**6.13.4** An instrument appointing a proxy shall be in accordance with the form in

Schedule 4 of this *Constitution*, or the form provided by the organisation for the particular meeting at which the proxy relates or in a form that is similar to the form as circumstances allow.

**6.13.5** The proxy appointment must be received by the company at least 48 hours prior to the meeting at which the proxy will attend and vote.

**6.13.6** The proxy appointment is considered received by the Company when it is received in any of the following ways:

- a) at the Company's registered office
- b) at a fax number at the Company's registered office
- c) at a place, fax number or electronic address indicated in the notice of meeting.

**6.13.7** Notwithstanding the provisions of *Clause* 6.13 above, in the event of the winding up of the Company nothing shall negate the provisions for proxy voting as provided for in the *Corporations Act (2001)*.

**6.13.8** In each notice of a meeting of the organisation the notice shall contain a statement indicating the member's right to appoint two proxies who can cast two votes on their behalf and that the proxies need to be representative delegates of a member organisation.

**6.13.9** Where the organisation sends a proxy form for particular meeting of the Company the Company must send the form to all member organisations.

### **Patron**

**6.14** The Members at general meeting may from time to time consider appointing a Patron or Patrons of the Organisation or of particular charitable trusts or medical research foundations and upon direction from the general meeting the Board of Directors shall be empowered to consult with any such suggested person with a view to appointment.

**PART 7 - MISCELLANEOUS**

**Insurance**

**7.1.1** The Organisation must effect and maintain an adequate level of liability insurance and any other prescribed amount for liability insurance.

**7.1.2** In addition to the insurance required under *Clause 7.1.1* above the Organisation may effect and maintain other insurance including Directors' and Officers' Liability Insurance and Professional Indemnity insurance.

**Funds Management**

**7.2.1** Subject to any resolution passed by the Organisation at an Extraordinary General Meeting, the funds of the Organisation are to be used in pursuance of the Aims and Objectives of the Organisation in such manner as the Board of Directors determines.

**7.2.2** All cheques, drafts, bills of exchange, promissory notes, commercial bills and other negotiable instruments must be signed by two persons, either any two authorised Directors of the Board of Directors, Office Bearers being members of the Board of Directors or senior administrative employees authorised to do so in writing by the Board of Directors .

**7.2.3** A summary of all cheque expenditure and banking details for each account of the Organisation shall be forwarded to the Board of Directors as they require.

**7.2.4** The Directors of the Board of Directors shall ensure that the Company complies with the requirements of the Corporations Act (2001) as to accounts and audit and shall ensure that relevant copies of accounts together with related balance sheets are forwarded to any trusts for which the Company acts as trustee.

**7.2.5** The Board of Directors shall by resolution, and by instrument in writing, develop policies in relation to the control of the financial condition and activities of the organisation, financial budgeting and planning and asset protection and have the power to delegate authority for implementing and authorising some or all of the said functions to a Committee, individual Directors of the Board of Directors, the Chief Executive Officer, the Finance Officer, Company Secretary of the Company or other person.

**7.2.6.** Notwithstanding the provisions of *Clause 5.2* above the Board of Directors shall retain the power to determine who shall be entitled to sign cheques or endorse the aforementioned on the Organisation's behalf and may instruct accordingly and shall report to the Annual General Meeting any variation from the provisions of *Clause 5.2*, however, nothing in this *Clause* shall be interpreted to allow any amendment to the requirements within this *Constitution* regarding to the affixing of the Company's seal nor any negation of the requirement for countersigning the aforementioned instruments.

**Common Seal**

**7.3.** The *National Aboriginal Community Controlled Health Organisation* shall not have a common seal as permitted under the provision in s.123[Note 1] of the Corporations Act (2001) and may make contracts and execute documents without using a seal in accordance with provisions in s126 & s.127 of the Corporations Act (2001).

**Custody of Books**

**7.4** All records, books and other documents relating to the Organisation, other than those prescribed by the Corporations Act (2001) to be kept at the Registered Office, shall be kept at the principal place of administration in the custody of or under the control of the Chief Executive Officer.

### **Inspection of Books**

**7.5** All records, books and other documents of the Organisation other than legal documents related to Court action or current litigation, personnel files and documents and other privileged information, either kept at the Registered Office or the principal place of administration, are open to inspection, free of charge, to member organisations at any reasonable hour.

### **Service of Notices**

**7.6.1** Subject to provisions of the Corporations Act (2001), a notice may be served on the Organisation by addressing it to the Organisation and either posting or personally delivering it to:

- (a) the registered office of the Organisation; or
- (b) the principal place of administration of the Organisation.

**7.6.2** For the purpose of this *Constitution*, a notice may be served by or on behalf of the Organisation on any member organisation either personally or by sending it in a manner consistent with *Clause 7.6.4* to the member organisation's address shown in the register of members.

**7.6.3** Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this *Constitution* to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**7.6.4** Where a Notice of Meeting or a document, other than that required under the provisions of *Clauses 4.9, 4.10* and this *Constitution 4.11*, is sent to a member organisation by properly addressing and providing the correct transmission number, forwarding to the person a copy of the document through facsimile transmission, the document is, unless the contrary is proved, taken for the purposes of this *Constitution* to have been served on the member at the time at which the document would have been delivered in the ordinary course of facsimile transmission providing that the original of the said document is also forwarded on the same day by post.

**7.6.5** A notice forwarded by facsimile transmission shall be deemed to have been served, unless the sender's facsimile machine indicates a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.

### **Financial Year**

**7.7** The financial year of the Organisation shall be the intervening period between the 1<sup>st</sup> July and the 30<sup>th</sup> June of the following year.

### **Appointed Auditors**

**7.8.1** The name and address of the Auditor or Auditors, as determined by the members at an Annual General Meeting in accordance with the provisions of the Corporations Act (2001), or by the Board of Directors in the circumstances provided for in *Clause 7.8.5*, and as submitted to the Australian Securities and Investments Commission within the prescribed period, shall be included in Schedule 1 of this *Constitution*.

**7.8.2** At each Annual General Meeting, where a vacancy exists in the office of auditor, a person or persons, and/or a firm or firms, shall be appointed as auditor to fill the vacancy.

**7.8.3** The appointed auditor holds office until death, removal or resignation from office in accordance with the provisions of the Corporations Act (2001).

**7.8.4** The appointed auditor may be removed from office only by Special Resolution at an Extraordinary General Meeting of the Organisation and the removal shall take effect only where such action is in accordance with the provisions of the Corporations Act (2001).

**7.8.5** Within one month after a vacancy in the office of auditor, other than a vacancy provided for in *Clause 7.8.4* above, where there is no continuing auditor and the members at an Annual General have not appointed an auditor to fill the vacancy, the Board of Directors shall appoint a person or persons, and/or a firm or firms, to fill the vacancy.

**7.8.6** The appointed auditor shall report each financial year on the financial statements of the Organisation with regard to their being correctly drawn up in accordance with Australian accounting standards to:

- (a) provide a true and fair view of the assets and liabilities of the Organisation for the past financial year;
- (b) provide an accurate record of income and expenditure for the financial year; and
- (c) report on compliance with the provisions of the Corporations Act (2001).

### **Financial Reporting**

**7.9.1** The Chief Executive Officer of the Organisation (or their delegate) shall present a financial statement to the Board of Directors which shall prepare a Report thereon and which they shall present for the audit. The Board of Directors shall present the following for consideration at the Annual General Meeting:

- (a) a report from the Board of Directors, signed by the Chairperson stating:
  - (i) the name of each Director of the Board of Directors who acted as a Director of the Board of Directors during the most recently ended financial year of the Organisation; and
  - (ii) the principal activities of the Organisation during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year.
- (b) A copy for all members of the Auditor's Report on the Organisation's accounts in respect of the most recently ended financial year of the Organisation;
- (c) the accounts including the mandatory statement on solvency.

**7.9.2** Within one month of the Annual General Meeting the Company Secretary shall lodge with the Australian Securities and Investments Commission, in the form and manner prescribed in the Corporations Act (2001), a statement concerning the financial affairs of the Organisation for the immediate past financial year.

**7.9.3** It is the duty of the Company Secretary and the ultimate responsibility of the Board of Directors to ensure filing with the Australian Securities and Investments

Commission within the prescribed period the financial statement, annual return and other required information under the provisions of the Corporations Act (2001).

### **Chief Executive Officer and the Secretariat**

**7.10.1** The Secretariat of the Organisation shall be administered by the Chief Executive Officer who shall be appointed by the Board of Directors, or Committee appointed by and with the authorisation of the Board of Directors, and at all times shall be responsible to the Board of Directors of the Organisation. The Australian Securities and Investments Commission shall be notified of the appointment on the prescribed form of the Incorporation Law.

**7.10.2** Subject to the provisions of *Clause 5.1 (e)* any vacancy in the office of the Chief Executive Officer, and when applicable the Deputy Chief Executive Officer, shall be filled by the Board of Directors, or Committee appointed by the Board of Directors, following national advertising and interview by the appointed Committee. However, the Board of Directors reserves discretionary judgement to fill the positions of both the Chief Executive Officer and the Deputy Chief Executive Officer by appointment.

**7.10.3** The terms and conditions of the employment, delegated authorities, responsibilities and specific duties of the Chief Executive Officer shall be determined, outlined (and when required, reviewed) by its resolution and by instrument in writing by the Board of Directors

**7.10.4** The Chief Executive Officer shall be an Aboriginal person and shall demonstrate a clear understanding of and commitment to the aims and objectives of the Organisation; the definitions of “health” and “Aboriginal community control in health” as defined within this *Constitution*.

**7.10.5** The Chief Executive Officer shall be responsible to the Board of Directors to ensure that all staff engaged by the Administration Secretariat demonstrate a clear understanding of and commitment to the aims and objectives of the Organisation; the definitions of “Aboriginal health” and “Aboriginal community control in health”, as defined within this *Constitution*.

**7.10.6** The Chief Executive Officer shall be responsible to the Board of Directors to ensure that professional support and assistance is provided to the Chairperson of the Organisation in his/her role as spokesperson for the Organisation and as negotiator with governments, ministerial staff, departmental personnel, non-government organisations and Community organisations on behalf of the Board of Directors.

**7.10.7** The Chief Executive Officer shall be responsible to the Chairperson of the Organisation in any delegated role directed by the Chairperson to act as spokesperson for and representative of the Organisation and in any delegated negotiations with governments, ministerial staff, departmental personnel, non-government organisations and Community organisations on behalf of the Board of Directors.

**7.10.8** The Chief Executive Officer, shall be responsible to the Chairperson, as the elected representative of the Organisation, for ensuring that absolute discretion, culturally appropriate protocol and confidentiality shall apply in all Organisation activities, meetings and dealings related to Aboriginal religion, associated spiritual matters, cultural traditions, customs, heritage, lore, law, sacred sites, land rights and Community knowledge throughout the diverse Aboriginal communities of this land.

### **Attendance of the Chief Executive Officer at Meetings of the Organisation**

**7.11.1** The Chief Executive Officer shall:

- (a) be entitled to attend all Meetings of the Organisation and to attend all Board of Directors meetings, excluding *in camera* sessions unless requested to be present, and to participate in any discussions relating to any question or motion before such meetings, but shall not be entitled to vote on any Board of Directors motion; and
- (b) have access to all Board of Directors documents and minutes, excluding minutes of *in camera* sessions unless provided by the Board of Directors, and shall receive notices of all Board of Directors meetings.

**7.11.2** The Chief Executive Officer shall not be a Director of the Board of Directors nor an Office Bearer of the Organisation, nor count towards a quorum of the Board of Directors for the purposes of *Clause* 5.8.6.

**7.11.3** For the purpose of this *Constitution* “The Chief Executive Officer” means the appointed person to the position of Chief Executive Officer of the Organisation by the Board of Directors, or who performs the functions and the duties of the Chief Executive Officer.

### **Company Secretary**

**7.12.1** The Board of Directors shall appoint the Company Secretary and may remove the Company Secretary and may appoint a person as an acting company secretary or assistant company secretary and remove a person so appointed.

**7.12.2** It is the duty of the Company Secretary to ensure the keeping of minutes and records of:

- (i) all appointments of office-bearers and Directors of the Board of Directors;
- (ii) the names of Directors on the Board of Directors present at a Board of Directors meeting or a general meeting; and
- (iii) all proceedings at Board of Directors meetings and meetings of the Organisation.

**7.12.3** The Company Secretary is responsible to the Organisation to establish and maintain a register of members of the Organisation specifying the name and address of each member organisation of the Organisation.

**7.12.4** It is the duty of the Company Secretary to keep the Australian Securities and Investments Commission informed of all notifiable information and to provide the Commission, within the specified time, required copies of any Special Resolution.

**7.12.5** The Company Secretary shall ensure that Minutes of proceedings at a meeting are signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting at which the minutes are accepted as a true and accurate record of that meeting.

**7.12.6** The Company Secretary shall at all times be responsible for the duties provided for in this *Constitution* and shall report at each Annual General Meeting concerning membership, providing the Meeting with an updated register of member organisations together with the names of their Chairpersons and representative delegates and alternates to the Organisation and the Board of Directors.

### **Registered Office**

**7.13** The registered office of the Company, as determined from time to time by the Board of Directors and as submitted to the Australian Securities and Investments Commission, shall be at the place so designated in Schedule 2 of this *Constitution*.

### **Principal Place of Administration**

**7.14** The principal place of administration, as determined from time to time by the Board of Directors and as submitted to the Australian Securities Commission, shall be at the place so designated in Schedule 3 of this *Constitution*.

### **Amendments to Schedules**

**7.15** Amendments to Schedules within this *Constitution* shall be in accordance with the provisions of the Corporations Act (2001) and shall be made by minute following a majority vote of Directors at an Board of Directors meeting. A copy of any such amendment shall be provided to the Australian Securities and Investments Commission and copies forwarded by the Company Secretary to the membership of the Organisation within twenty one (21) days following the amendment.

### **Indemnity**

**7.16** Every Director of the Board of Directors, Company Secretary and other officers for the time being of the Company and auditor or auditors of the Company shall be indemnified out of the funds and assets of the Company against all liabilities arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Corporations Act (2001) in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.



**SCHEDULE 1**  
**NAME AND ADDRESS OF APPOINTED AUDITOR**  
*(Clause 7.8)*

**Name of Nominated Company Auditor.**

Di Bartolo Diamond & Mihailaros  
Chartered Accountants

**Address:**

Di Bartolo Diamond & Mihailaros  
Chartered Accountants,  
Level 7,  
28 University Ave,  
CANBERRA CITY ACT 2601

**Telephone:**

02 6257 7500

**Facsimile:**

02 6257 7599

**SCHEDULE 2**  
**REGISTERED OFFICE**  
*(Clause 7.13)*

The Registered Office of the Company shall be:

**Address:**

**National Secretariat**  
NACCHO House  
Level 2 & 3  
3 Garema Place  
Canberra City ACT 2601

PO Box 5120  
Braddon ACT 2612  
Australia

or such other place as the Board of Directors of the Company may determine.

**Telephone:**

+61 (0)2 6248 0644

**Facsimile:**

+61 (0)2 6248 0744

**SCHEDULE 3**  
**PRINCIPAL PLACE OF ADMINISTRATION**  
*(Clause 7.14)*

The principal place of administration of the Company shall be:

**Address:**

**National Secretariat**  
NACCHO House  
Level 2 & 3  
3 Garema Place  
Canberra City ACT 2601

PO Box 5120  
Braddon ACT 2612  
Australia

or such other place as the Board of Directors of the Company may determine.

**Telephone:**

+61 (0)2 6248 0644

**Facsimile:**

+61 (0)2 6248 0744

**SCHEDULE 4**  
**FORM FOR APPOINTMENT OF PROXY**  
*(Clause 6.13.4)*

NATIONAL ABORIGINAL COMMUNITY CONTROLLED HEALTH  
ORGANISATION

APPOINTMENT OF PROXY

The Chairperson,  
National Aboriginal Community Controlled Health Organisation  
Level 2, 3 Garema Place  
Canberra City ACT 2601  
PO Box 5120  
Braddon ACT 2612

Fax Number 02 6248 0744

*(Name of the member organisation)*

.....

*(Address of the member organisation)*

.....

a member organisation of NACCHO, appoints

*(Name and address of the proxy)*

.....

.....

a member organisation of NACCHO, as our general proxy to vote at the \*annual general/  
\*general meeting of the Organisation to be held at

*(Place of the Meeting)*.....

on the *(Date of Meeting)*.....

and at any adjournment of that meeting, to vote for our member organisation on all or any  
matters as if the person were the delegate subject to the following voting directions.

## NACCHO Constitution

---

### BUSINESS ITEMS (*Clause 6.2.2*)

Item No.	Business Item Description	For	Against	Abstain
1	To adopt the minutes of the last Annual General Meeting			
2	To adopt the report of the Board of Directors			
3	To receive the membership report			
4	To receive and adopt the financial report and related reports			
5	To appoint the Company Auditor			
6	To elect the Chairperson at a triennial AGM as required or a Chairperson at an AGM where a vacancy exists. Name of Candidate .....			
7	To elect the Deputy Chairperson at a triennial AGM as required or a Deputy Chairperson at an AGM where a vacancy exists. Name of Candidate .....			
8	To endorse elected/appointed Directors of the Board of Directors			
9	Other specified business (itemised)			
10	Special Resolutions (Numbered)			

Consistent with provisions of the *Corporations Act (2001)* where directions to vote are indicated on this instrument the appointed proxy is duty bound to vote accordingly (*Clause 6.13.3*). Where no such indication is given the proxy can vote as if they were the actual delegate of the member organisation.

#### Signing instructions

The form of proxy must be signed by two directors of the member organisation or by its authorised attorney and must be received by the organisation at least 48 hours prior to the date of the meeting mentioned in this instrument. Where a reply paid envelope is provided it is requested that it be used or the form can be mailed to the address provided or sent by fax or electronic mail or sent to any alternative venue as indicated on the Notice of Meeting (*Clause 6.13.6* of the *Constitution*).

(Director) .....

(Director) .....

(Date of document) .....

**SCHEDULE 5**

(Clause 1.3 Definitions “Primary Health Care ”)

**Core Functions of Primary Health Care in  
Aboriginal Community Controlled Health Services (ACCHS)**

**Primary Health Care**

Primary Health Care has always been a continuing integral aspect of our Aboriginal life, and is the collective effort of the local Aboriginal community to achieve and maintain its cultural well being. Primary health care is a holistic approach which incorporates body, mind, spirit, land, environment, custom and socio-economic status. Primary health care is an Aboriginal cultural construct that includes essential, integrated care based upon practical, scientifically sound and socially acceptable procedures and technology made accessible to communities as close as possible to where they live through their full participation in the spirit of self-reliance and self-determination. The provision of this calibre of health care requires an intimate knowledge of the community and its health problems, with the community itself providing the most effective and appropriate way to address its main health problems, including promotive, preventative, curative and rehabilitative services. (Adapted from the W.H.O. Alma-Ata Declaration 1978)

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

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

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

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

The following list of core services are those which are provided, subject to adequate funding, in many ACCHS's and reflect the Aboriginal definition of holistic health:

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

### **Core Functions of Primary Health Care in (ACCHS)**

#### **1. Medical Care**

##### (i) Clinical Health Services

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

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

##### (ii) Pharmaceutical Services

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

##### (iii) Preventative Care

- Population health promotional program
- Early intervention
- Otitis Media examination and testing
- Immunisation
- Health education and promotion
- Socially communicable disease control, manuals and education programs
- Health protection supplies and distribution
- Antenatal instruction and classes

- Maternal and child care (0 – 5 years)
- Diabetic screening, testing and counselling
- Screening, individual and mass screening programs
- Vaccinations
- Infection control
- Injury/accident prevention education
- Outreach health promotional programs
- Dietary and nutrition education

(iv) Medical Records & Health Information System

- Up-to-date comprehensive Medical Record System
- Monitoring sheets and Follow up Files
- Health registers
- Health Information Data system
- Immunisation and vaccination registers

### **2. Dental Health Services**

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

(i) Dental Clinical Services

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

(ii) Preventative Dental Care

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

(iii) Dental Records & Information System

- Up-to-date comprehensive Dental Record System
- Monitoring sheets and Follow up Files
- Dental Health registers
- Health Information Data system

### **3. Health Related Services and Community Support Services**

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



- Social and emotional wellbeing services
- Psychiatric services and care
- Counselling and group activities
- ‘Stolen Generations’ counselling and Link-up services and support
- Cultural promotion activities
- Aboriginal traditional methods of healing
- Clinic usage as venue for visiting specialists
- Aged care services
- Paediatric Services
- Client follow-up and support
- Home and community care
- Assistance with surgical aids
- Podiatry services
- ENT Services
- Ophthalmology services
- Optometry services
- Advocacy work *e.g.* support letters for public housing issues
- Homelessness support and temporary shelter services
- Submission writing for community organisations
- Advocacy/interpreting services
- Community development work
- School based activities
- Transportation health services and Community bus activities
- Accommodation or assistance for visiting rural and remote patients
- Meeting of patients travelling long distance by public transport
- Deceased transportation and arrangements
- Funeral assistance
- Youth activities and counselling
- Satellite primary health services to remote outlying communities or towns without services
- Support services for people in custody
- Prison advocacy services
- Welfare services and food assistance
- Affordable and wholesome food provision
- Financial assistance for medical supplies or prescriptions
- Environmental health services
- Substance misuse counselling, education and promotions
- Detoxification services
- Needle exchange services
- Services for people with disabilities
- Men’s and women’s business services
- Family counselling services
- Crisis intervention services
- Audiometry services
- Audiology services
- Local or Regional Health Ethics Committee representation
- Community and ACCHS research and data analysis

## **NACCHO Constitution**

---

- Formal in-service staff education and training
- Liaison with mainstream and private health sectors to assist in access and equity to secondary and tertiary health care services for Aboriginal people.
- Community, Shire Council, Regional Area Health Service, Hospital Board committee representation

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

**SCHEDULE 6**  
**NAMES OF STATE AND TERRITORY AFFILIATES OF NACCHO**  
*(Clause 1.3 Definitions “Affiliates”)*

1. Aboriginal Health Council of South Australia (AHCSA);
2. Aboriginal Health Council of Western Australia (AHCWA);
3. Aboriginal Health & Medical Research Council of New South Wales (AH&MRC);
4. Aboriginal Medical Services Alliance of Northern Territory (AMSANT);
5. Queensland Aboriginal & Islander Health Council (QAIHC);
6. Tasmanian Aboriginal Corporation (TAC);
7. Victorian Aboriginal Community Controlled Health Organisation (VACCHO);
8. Winnunga Nimityjah Aboriginal Health Services (ACT) Inc.

## NACCHO Constitution

---

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the *Constitution*.

### Signatures of subscribers

ARNOLD PATRICK HUNTER,  
29 Nightingale Street,  
Broome, Western Australia, 6725

---

NAOMI RUTH MAYERS,  
75 Napoleon Street,  
Mascot, New South Wales, 2020

---

DONALD JAMES FRASER,  
70 Orpen Street,  
Dalby, Queensland, 4405

---

DEA IVY THIELE,  
16 Alderson Avenue,  
North Rocks, New South Wales, 2151

---

VALDA BERTHA WELDON,  
1/153 Docker Street,  
Wagga Wagga, New South Wales, 2650

---

JOAN RAPHAELA SEDEN,  
5 Celeber Drive, Beaconsfield,  
Queensland, 4740

---

PETER PHILLIP MILLER,  
9 Will Street,  
Thevenard, South Australia, 5690

---

LESLIE BRIAN KROPINYERI,  
67 Cardiff Road,  
Port Lincoln, South Australia, 5606

---

## NACCHO Constitution

---

STEPHEN VINCENT BLUNDEN,  
Lots 7/8 Heyson Street,  
Kempsey, New South Wales, 2440

---

HENRY ANDREW COUNCILLOR,  
9 Bardwell Street,  
Broome, Western Australia, 6725

---

MARGARET CULBONG,  
1 Birch Street,  
Geraldton, Western Australia, 6530

---

KAREN ANN CROFT,  
Lot 53 Harbour Road,  
Mourilyan, Queensland, 4858

---

CHERYL JANINE MARISE MUNDY,  
237 Carlton Beach Road,  
Carlton Beach, Tasmania, 7173

---

EDWARD THOMAS WILKES,  
4 Adington Street,  
Maddington, Western Australia, 6109

---

ALAN GEORGE BROWN,  
22 Stephen Street, Preston,  
Victoria, 3072

---

COLEEN DORA PRIDEAUX,  
12 Murat Terrace,  
Denial Bay, South Australia, 5690

---

DATED the \_\_\_\_\_ day of \_\_\_\_\_ One thousand nine hundred and  
ninety seven

WITNESS to the above signatures:-

Name: John Dennis Brice Williams 102 George Street, Redfern, NSW 2016  
Title: Justice of the Peace

**SCHEDULE 7**

(Clause 2.1)

**1. *NACCHO Manifesto on Aboriginal Well-being (1993)***

The salient points are:

- 1) That prior to colonisation Aboriginal people were sovereign, independent and healthy. Colonisation resulted in the loss of independence and subjection to a subservient and marginalised life, inflicted with poverty and ill-health.
- 2) Aborigines have a right to a state of well-being at least equal to that which existed prior to colonisation and as referred to in the NACCHO definition of health.
- 3) To achieve that state of well being enjoyed by Aborigines prior to invasion and colonisation, Aboriginal people are entitled to the following:
  - The NACCHO definition of health must underpin all deliberations on Aboriginal well-being, requiring non-Aboriginal health care providers to develop a comprehension of the political, cultural, spiritual, emotional, environmental, structural, economic and biological factors which impinge upon Aboriginal well-being.;
  - Laws, policies, programs and services which impact on the well-being of Aborigines must be directed at achieving the state of well-being as defined by NACCHO;
  - Health services for Aborigines must be culturally valid. This requires the self-determination of Aboriginal communities and that their health services be controlled by local Aboriginal communities services appropriate to the local Community;
  - Health services to Aboriginal communities should be properly funded, requiring recognition by funding bodies of historical impairment, existing inequalities, cultural and geographical isolation and cultural imperatives such as men's and women's business.
  - The necessity to acknowledge the reality that Aboriginal people have never ceded sovereignty of their land nor their rights to self-determination. Coming to terms with this reality can be achieved by understanding recompense by the Australian governments, the successors of Colonial rule, and its immigrant settler population, as paying the debt for destroying the economic basis of Aboriginal society in the confiscation of its territory, land and resources;
  - The acknowledgement that this destructive process is directly responsible for the current state of Aboriginal ill-health and that recognition of this fact requires Australian governments to ensure that Aboriginal community controlled health services are funded at a level necessary to achieve the state of Aboriginal health defined by NACCHO.

*NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)*

**2. *NACCHO Position on Environmental Health (1993)***

The salient points are:

- To create environmental health conditions which are conducive to achieving

the state of health referred to in the NACCHO definition of health.

- To re-establish the rights of Aboriginal peoples to their lands, airspace, rivers, sea and collective resources (surface and sub-surface)
- To provide for the environmental health needs of all Aboriginal peoples in the context of Aboriginal community controlled primary health care
- To provide all Aboriginal peoples with the environment prerequisites for good health
- To provide all Aboriginal peoples with Aboriginal community controlled primary health care mechanisms to ensure the effective provision and maintenance of environmental health requirements.

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)

### 3. *NACCHO Position on Aboriginal Men's Health (1993)*

The salient points are:

- For all Aboriginal men to regain a state of well-being at least equal to that which existed prior to colonisation and as referred to in the NACCHO definition of health.
- To retain or restore the Aboriginality, dignity, respect, role, responsibilities and self-determination of Aboriginal men as a first step to achieving their rightful state of well-being.
- To enable all Aboriginal men to contribute to the total well-being of their respective Communities and to come to terms with their law, lore and culture.

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)

### 4. *NACCHO Position on Aboriginal Mental Health (1993)*

The salient points are:

- To achieve the state of emotional well-being at least equal to that which existed prior to colonisation;
- To empower Aboriginal communities through their Aboriginal community controlled health services to achieve the state of emotional well-being to which they are entitled;
- To ensure that Aboriginal community controlled health services are adequately resourced to continually review social mental health needs and psychiatric disorders and to develop and provide effective programs;
- To enable the reunion and cultural revitalisation of Aboriginal persons, families and communities.
- Develop and provide programs through Aboriginal community health services which will effectively link-up and support Aboriginal families who have suffered breakdown because of mental health matters.

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)

### 5. *NACCHO Position on Aboriginal Women's Health (1993)*

The salient points are:

- For all Aboriginal women to regain a state of well-being at least equal to that which existed prior to colonisation and as referred to in the NACCHO definition of health.
- To retain or restore the Aboriginality, dignity, respect, role, responsibilities and self-determination of Aboriginal women as a first step to achieving their rightful state of well-being.

- To enable all Aboriginal women to contribute to the total well-being of their respective Communities and to come to terms with their law, lore and culture.

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)

### 6. *NACCHO Position on Aboriginal Prisoner Health (1993)*

The salient points are:

- To ensure that Aborigines confined in prison and correctional centres are provided with on-going health care and support which is directed at maintaining their social, emotional and cultural well-being.
- That prison and correctional centre authorities function in a manner which comprehends the requirements of Aboriginal law and customs (having particular regard for Aborigines from remote communities).

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)

### 7. *NACCHO Position on Aboriginal Dental Health (1993)*

The salient points are:

- For all Aboriginal peoples to achieve a state of dental health at least equal to that which existed prior to colonisation.
- To significantly reduce dental health problems and equip Aboriginal communities with the prerequisites to achieve and maintain good dental health to a level which is conducive to achieving the state of well-being referred to in the NACCHO definition of health.

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)

### 8. *NACCHO Position on Socially Communicable Diseases (1993)*

The salient points are:

- To eliminate socially communicable diseases in Aboriginal peoples.
- To establish Aboriginal community controlled primary health care services in all Aboriginal communities
- To develop effective socially communicable disease programs as part of the primary health care role of Aboriginal community controlled
- health services.

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)

### 9. *NACCHO Position on Research and Ethical Guidelines (1993)*

The salient points are:

- That any health related research on Aboriginal communities or individuals be developed and conducted within parameters established by NACCHO, with particular regard to the social and cultural imperatives of Aboriginal communities and individuals.
- To ensure that all human remains and sacred objects are returned to their homelands.

NACCHO Manifesto on Aboriginal Well-being and Specific Health Area Policy Statements (1993)



## SCHEDULE 8

(Clause 2.2)

### 1. Amelioration of Poverty within the Aboriginal Community

In respect of *Clause.2.2* (of this Constitution), to ameliorate poverty within the Aboriginal community, and mindful of the *NACCHO Manifesto on Aboriginal Well-being (1993)*, at Schedule 7, this shall include but not be restricted to:

- a) the subsidisation of indigenous food supply to medically counteract dietary deficiencies affecting Aboriginal health;
- b) to provide temporary shelter and essential housing for the homeless;
- c) to establish and carry on any community services; including essential transport; the supply of water, gas, and electricity; provide and install plant, fittings and requisites in connection with any community service and do anything necessary or convenient therefore in pursuit of the Aims and Objectives of the Organisation;
- d) the establishment and maintenance of schemes and programs to provide employment for the unemployed members of the Aboriginal community;
- e) the acquisition of property for Community housing and Community development;
- f) to perform necessary tasks to improve the conditions of urban, rural or remote life for Aboriginal people in pursuit of the Aims and Objectives of the Organisation;
- g) to undertake farming operations, and to purchase or otherwise acquire, agricultural machinery and implements in pursuit of the Aims and Objectives of the Organisation;
- h) to erect dwellings and buildings in pursuit of the Aims and Objectives of the Organisation;
- i) to acquire land on which dwellings or buildings are being, or have been erected, and to sell or let same in pursuit of the Aims and Objectives of the Organisation;
- j) to acquire and maintain buildings and grounds for medical, educational, religious, recreational or other Community purposes in pursuit of the Aims and Objectives of the Organisation;
- k) to undertake research into poverty as an underlying and contributing factor in the ill health of Aboriginal individuals and communities and to actively seek the amelioration of poverty in the Aboriginal community;
- l) in association with member organisations and peak State or Territory Aboriginal Community Controlled health organisations affiliated with NACCHO to promote and support the development of strategies within local Aboriginal communities to remedy the nutritional, social, economical, emotional, and housing disadvantages which cause or accentuate medical problems, psychological and socio-somatic illness within the Aboriginal community; and
- m) to work together with and to promote the formation of necessary organisations within the Aboriginal community in association with member organisations; facilitate their incorporation when requested, and act as advocate for their funding to address the disadvantage and underlying factors which contribute to lack of well-being in Aboriginal communities.

### 2. Advancement of Aboriginal Religion

In respect of *Clause 2.2* (of this Constitution), for the advancement of Aboriginal religion, and mindful of the *NACCHO Manifesto on Aboriginal Well-being (1993)* and the *NACCHO Policy Statements* at Schedule 7, which enunciate the integral nature of Aboriginal religious traditions, values and heritage in the sustaining or regaining of health and well-being in Communities, this shall include but not be restricted to:

- a) enable Aboriginal communities to facilitate, where culturally appropriate, the promotion of Aboriginal religion's inseparable components of tradition, culture, heritage, law, lore and spiritual and ethical values to enable the regaining or sustaining of community health and well-being;
- b) to strengthen and foster the development of Aboriginal identity through positive initiatives and programs which emphasise the cultural and spiritual values which underpin Aboriginal society and are essential for its health and well-being;
- c) enable research into, education in and the promotion of Aboriginal religion and traditional values;
- d) enable acquisition of sacred land and the acquisition and maintenance of sacred sites;
- e) facilitate and support the teaching and researching of Aboriginal languages to members of the Aboriginal community;
- f) to research and promote the use of Aboriginal traditional methods of healing within the Aboriginal community and to ensure that its knowledge, procedures and plant information are not misused by the non-Aboriginal community, and when appropriately used, that royalties are provided to the Aboriginal communities concerned;
- g) to liaise with and assist other Aboriginal organisations in their struggle for Aboriginal Land Rights and to promote the need to recognise the indispensable requirement of land in Aboriginal culture and its pivotal role for the well-being of Aboriginal communities; and
- h) in association with member organisations and peak State or Territory bodies affiliated with NACCHO, to promote wherever possible and culturally appropriate, traditional Aboriginal heritage, culture, customs, law, lore, history, language and the spiritual, moral and ethical teaching of its religious traditions and to provide research and develop educational programs to sustain within or regain such knowledge and practice for Aboriginal communities.

### **3. Provision of Educational Programs for the Aboriginal Community**

In respect of *Clause 2.2* (of this Constitution), to provide constructive educational programmes for members of the Aboriginal community, and mindful of the *NACCHO Manifesto on Aboriginal Well-being (1993)*, and the *NACCHO Policy Statements* at Schedule 7, this shall include but not be restricted to:

- a) the development of educational programmes in Aboriginal health and, when requested, their implementation in association with member organisations and peak State or Territory bodies affiliated with NACCHO;
- b) the development of educational courses on Aboriginal understanding of health and the well-being of Aboriginal Communities;
- c) the development of educational courses in health related services to Aboriginal communities;

- d) the development of educational courses and research into specific diseases affecting Aboriginal people;
- e) the development of educational courses in epidemiology and bio-statistics to equip Aboriginal communities to evaluate, monitor and address specific diseases and health procedures directly affecting Aboriginal people;
- f) the development of educational courses at the primary, secondary and tertiary levels in Aboriginal culture, heritage and religion;
- g) to prepare and publish general and scholarly publications in the areas outlined in the Aims and objectives of the Organisation;
- h) to acquire land and buildings for the educational purposes of the Organisation and for the educational purposes of member organisations and Aboriginal community organisations;
- i) to undertake, where appropriate, the development of cross cultural educational courses which enlighten the non-Aboriginal community and health service providers of the health needs of Aboriginal people.
- j) to promote knowledge and understanding of the health needs of Aboriginal people within the general public, governments, departments and area health services, ensuring adequate provision of appropriate health services for Aboriginal people;
- k) to ensure, by research, educational instruction, publications, policy development, position papers, informed staff communication and Board of Directors community liaison and representation on appropriate committees, that the types of service provided in Aboriginal health services meet the needs and aspirations of the Aboriginal communities;
- l) in association with member organisations and peak State or Territory bodies to develop training courses and to promote and financially support the conducting of such courses for volunteer workers, employees of member organisations and Aboriginal people to enable them to assist in carrying out the Aims and Objectives of the Organisation; and
- m) to encourage, fund, facilitate and generally assist Aboriginal people to undergo training in medicine, health related vocations and the social sciences to equip Aboriginal people with the necessary skills to ameliorate ill-health in the Aboriginal community.

#### **4. Delivery of Health and Health Related Services to the Aboriginal Community**

In respect of *Clause 2.2* (of this Constitution), to deliver holistic and culturally appropriate health and health related services to the Aboriginal community, and mindful of the *NACCHO Manifesto on Aboriginal Well-being (1993)* and the *NACCHO Policy Statements* at Schedule 7, this shall include but not be restricted to:

- a) to assist member organisations to provide Aboriginal people with competent and free medical services of a general practitioner;
- b) to assist member organisations to provide Aboriginal people with competent dental services of a qualified dentist;
- c) to assist member organisations acquire clinics in which health and health related services can be provided to Aboriginal people without charge;
- d) to act as advocate, intermediary and support arm to ensure that where it is necessary and/or where it is desired by Aboriginal patients, Aboriginal people be enabled to use existing health services effectively with parity in access and standards comparable to that available and utilised by the wider

- community;
- e) to seek the attainment and sustainment of health within the Aboriginal community;
  - f) to construct dams, water reticulation systems, sewerage works, water supplies, drainage systems, generator plants and any provide any other necessary environmental health requirement in pursuit of the Aims and Objectives of the Organisation;
  - g) to make and maintain private ways, bridges, culverts and drains, curb and guttering, make open and dedicate roads and subdivide land in pursuit of the Aims and Objectives of the Organisation;
  - h) to provide resource and support services, including the acquisition of land and the acquisition and construction of buildings for clinics, health and health related services, to member organisations or associate member organisations of peak State or Territory bodies affiliated with NACCHO;
  - i) to provide expertise to ensure the organising of such ancillary services as are necessary for the effective provisions and use of medical, hospital, pharmaceutical, pathological, psychological and other services;
  - j) by means of research, data analysis, surveys, performance indicators and other appropriate ways, to make assessments of the particular and overall health needs of the Aboriginal community and to take, or cause to be taken, steps to meet these needs;
  - k) the development of research into specific diseases affecting Aboriginal people;
  - l) the development of research in epidemiology and bio-statistics to equip Aboriginal communities to evaluate, monitor and address specific diseases and health procedures directly affecting Aboriginal people;
  - m) to promote, increase, develop and expand local Aboriginal Community Controlled primary health care services, consistent with the *National Aboriginal Health Strategy (NAHS)*; the recommendations of the *Royal Commission into Aboriginal and Torres Strait Islanders Deaths in Custody (RCIADIC)*; the recommendations within the 'Health Report' of the *Aboriginal and Torres Strait Islander Justice Commissioner: Second Report (1994)* and other relevant publications and reports which advocate the principles of Aboriginal Community Controlled Health as defined within these *Rules*;
  - n) to interact with indigenous peoples outside of Australia with regard to their culture and traditions with regard to the health and well-being of their societies;
  - o) to liaise with governments, departments and organisations within both the Aboriginal and non-Aboriginal community concerning all matters related to the well-being and health of Aboriginal communities; and
  - p) to act, when appropriate, in association with State and Territory peak bodies affiliated with NACCHO and with member organisations, as representatives of, and advocates for, constituent Aboriginal communities in all matters dealing with health services, health research, health programs, epidemiology and bio-statistics, data analyses, health related services, related socio-economic factors and ethical related matters which affect the well-being of Aboriginal people.