

ARCHE HEALTH LTD

(ACN 061 656 577)

of Unit 4/The Bentley Centre,
1140 Albany Highway, Bentley, W.A.

Constitution

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Nature of Company and Liability

Nature of Company

1. The Company is a public company limited by guarantee.

Liability of Members and guarantee on winding up

2. The liability of the Members is limited. Every Member undertakes to contribute \$10.00 to the assets of the Company if it is wound up while he or she is a Member, or within one year afterwards.

Objects

3. The objects of the Company are to:

- 3.1 provide value-add sustainable health care services to the community.
- 3.2 promote the implementation of efficient and result driven initiatives in primary health care to improve disease management and prevention;
- 3.3 facilitate improved liaison between general practitioners and other areas of the health care system.
- 3.4 facilitate increased general practitioner focus on illness prevention such as mental health and chronic disease, through health promotion activities;
- 3.5 involve the community in the design and planning of localised health care services.
- 3.6 streamline community access to health services by improving the coordination and integration of care within the primary health care sector and across other sectors of the health care system.
- 3.7 focus on meeting the health and social needs of Aboriginal and Torres Strait Island people, people from culturally and linguistically diverse backgrounds and those from low socio-economic groups.
- 3.8 participate in research and the compilation of data for statistical and research purposes in health care;
- 3.9 raise money to further the aims of the Company and to secure sufficient funds for the purposes of the Company;
- 3.10 receive and distribute funds in a manner that best attains the objectives of the Company; and
- 3.11 do all such things as are incidental or conducive to the attainment of all or any of the objectives of the Company.

Membership

Classes of Membership

3. The membership of the Company will be divided into the following classes of membership:

3.1 Voting Members; and

3.2 Associate Members.

Voting Members and Associate Members

4. A Voting Member of the Company is:

4.1 any person who in the opinion of the Board is a General Medical Practitioner substantially practising within the Divisional Boundary wishing to support the objects of the Company.

5. An Associate Member of the Company is:

6.1 any person who in the opinion of the Board wishes to support the objects of the Company.

Membership

6. The Members of the Company are:

6.1 the initial Members as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission; and

6.2 such other persons as the Company admits to membership in accordance with this constitution.

Application for membership

7. Subject to clause 5 and 6, any individual who is at least 18 years old at the date of application may apply to be a Voting Member or an Associate Member of the Company.

Members

8. All Members:

8.1 must pay the application fee determined in accordance with clause 21;

8.2 in order to maintain Membership must pay the annual subscription in accordance with clauses 22 and 23; and

8.3 must otherwise comply with this constitution.

9. A Voting Member:

- 9.1 has the right to receive notices of and to attend and be heard at any general meeting; and
- 9.2 has the right to vote at any general meeting.
10. An Associate Member:
 - 10.1 has the right to receive company publications only; and
 - 10.2 does not have the right to vote at any general meeting.

Form of application

11. An application for Membership must be:
 - 11.1 signed by the applicant;
 - 11.2 accompanied by such documents or evidence as to qualification for the category of membership applied for as the Directors determine; and
 - 11.3 accompanied by an application fee determined in accordance with clause

Admission to Membership

12. The Directors must consider an application for Membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
13. The Directors may at their discretion determine the category of Membership suitable for an applicant.
14. The Directors do not have to give reasons for rejecting an application or granting a particular category of Membership.
15. If an application for Membership is rejected, any application fee and the annual subscription must be refunded to the applicant.
16. If an applicant is accepted for Membership:
 - 16.1 the Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the Directors determine; and
 - 16.2 the name and details of the applicant must be entered in the Register.

Register of Members

17. A register of the Members of the Company must be kept in accordance with the Law.
18. The following must be entered in the Register in respect of each Member:

- 18.1 the full name of the Member;
 - 18.2 the address, telephone and facsimile number, if any, of the Member;
 - 18.3 the category of Membership;
 - 18.4 the date of admission to and cessation of Membership;
 - 18.5 the date of last payment of the Member's annual subscription;
 - 18.6 such other information as the Directors require.
19. Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within 1 month after the change.

Application fee and annual subscription

Application fee

20. The application fee payable by each applicant for Membership is such sum as the Directors prescribe from time to time in respect of each category of Membership.

Annual subscription

21. The annual subscription payable by a Member is such sum as the Directors prescribe from time to time in respect of each category of Membership.
22. All annual subscriptions are due and payable in advance on June 29 in each year.
23. If a person applies for membership after June 29 in any year, the Directors may reduce the annual subscription payable by the applicant in such manner as they think fit.

Unpaid annual subscriptions

24. If:
- 24.1 the annual subscription of a Member remains unpaid for 2 months after it becomes payable; and
 - 24.2 a notice of default is given to the Member pursuant to a resolution of the Directors;

then the Member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the Directors think fit to do so.

Removal and cessation of membership

Resignation

25. A Member may resign from membership of the Company by giving written notice to the Secretary.
26. The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

Failure to pay

27. If a Member has not paid all arrears of annual subscriptions in accordance with clause 23 or, if paid, the Member's rights and privileges are not reinstated:
 - 27.1 the Member remains liable for all the obligations and liabilities of membership for 6 months after the date of notification under clause 25.2; and
 - 27.2 the Member ceases to be a Member and the Member's name must be removed from the Register at the end of the 6 month period.

Other cessation of membership

28. A Member ceases to be a Member on any Termination Event occurring in respect of the Member.

Removal from Membership

29. A majority of Directors may at their discretion convene a meeting of Members to consider the removal of a Member from the Register if the person is no longer considered suitable for Membership of the Company.
30. The Directors will be required to provide at least 2 month's written notice to any Member of any intention to remove the person from the Register so as to enable the Member to provide any written representations to the Company.
31. Where any written representations are made by the Member and the Member requests that the representations be notified to Members of the Company, the Company shall, unless the representations are received by it too late for it to do so:
 - 31.1 state, in any notice of the resolution given to Members of the Company, that the representations have been made; and
 - 31.2 send a copy of the representations to every Member of the Company to whom the notice of the meeting has been or is sent.
32. If a copy of the representations is not so sent because they were received too late or because of the Company's default, the Member may, without affecting any right to be heard orally, require the representations be read out at the meeting.
33. Copies of the representations need not be sent out and the representations need not be read out at the meeting if the Directors are satisfied on reasonable grounds that the

rights conferred by this clause are being abused to secure needless publicity for defamatory matter.

34. The Directors do not have to give reasons for recommending the removal of any Member from the Register.
35. An ordinary resolution of Members is required to pass the necessary resolution to remove a Member under this clause.

No profits for members

Transfer of income or property

36. No income or property of the Company may be paid or transferred, directly or indirectly, to any Member.
- 36.1 Nothing in this clause 37 prevents the payment in good faith of:
 - a) remuneration to any officers or employees of the Company for services actually rendered to the Company;
 - b) an amount to any Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business;
 - c) reasonable and proper interest on money borrowed from any Member;
or
 - d) reasonable and proper rent for premises let by any Member to the Company; or
 - e) the distribution of government grant monies to Members where the grant is expressly on the basis that the monies be used for the benefit of persons including Members; or
 - f) the Company from providing services or information to the Members on terms which are different from the terms on which services or information are provided to persons who are not Members.

General meetings

Convening of meetings by Directors

37. Any Director may convene a general meeting.

Convening of meetings by Members

38. The Directors must call and arrange to hold a general meeting if required to do so under the Corporations Act 2001.

Notice of general meeting

39. Written notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act 2001.
40. A notice of a general meeting may be given by any form of communication permitted by the Corporations Act 2001.
41. The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Cancellation of general meetings

42. The Directors may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act 2001.
43. A meeting may only be cancelled in accordance with this clause if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least 2 business days prior to the time of the meeting as specified in notice of meeting.

Quorum at general meetings

44. Business may not be transacted at a general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
45. Except as otherwise set out in this constitution, 20% of Voting Members present in person or by representative is a quorum.
46. If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chair:
 - 46.1 and if the meeting was convened by or on the requisition of Members, it must be dissolved; or
 - 46.2 it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.
47. If a meeting has been adjourned to another time and place determined by the Directors, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned general meetings

48. At the adjourned meeting 15% of Voting Members present is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chair

49. If the Directors have elected one of their number as chair of their meetings, that person is entitled to preside as chair at every general meeting.
50. The Directors present at a general meeting must elect one of their number to chair the meeting if:
 - 50.1 a Director has not been elected to chair of Directors meetings; or
 - 50.2 the chair is not present within 15 minutes after the time appointed for the holding of the meeting or he is unwilling to act.
51. The Voting Members present at a general meeting must elect one of their number to chair the meeting if:
 - 51.1 there are no Directors present within 15 minutes after the time appointed for the holding of the meeting; or
 - 51.2 all Directors present decline to take the chair.

Chair's powers

52. Subject to the terms of this constitution dealing with adjournment of meetings, the ruling of the chair on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chair may be accepted.
53. The chair, in their discretion may expel any Member or Director from a general meeting if the chair reasonably considers that the Member or Director's conduct is inappropriate behaviour. The following conduct may be considered inappropriate in a general meeting:
 - 53.1 the use of offensive or abusive language which is directed to any person, object or thing;
 - 53.2 attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance; and
 - 53.3 the use or consumption of any drug by a person at the meeting.

Adjournment of meetings

54. The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
55. The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

56. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
57. Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting on show of hands

58. At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.
59. If a poll is not duly demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Demand for a poll

60. A poll may be demanded by:
 - 60.1 the chair; or
 - 60.2 at least 5 Voting Members entitled to vote on the resolution;
61. The demand for a poll may be withdrawn.
62. The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
63. If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
64. A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

Voting rights of Voting Members

65. On a show of hands every person present who is a Voting Member who is a Member has one vote; and
66. On a poll every Voting Member present in person or by proxy, attorney or representative has one vote.

Vote of the Chair at general meetings

67. The chair of a general meeting is entitled to a second or casting vote.

Objections to voter qualification

68. No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
69. An objection to the qualification of a voter must be referred to the chair, whose decision is final.
70. A vote not disallowed according to an objection as provided in this constitution is valid for all purposes.

Mode of meeting for Members

71. A general meeting may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting. The Members may otherwise regulate their meetings as they think fit.

Resolution in writing

72. A resolution in writing signed by 75% of Members, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

Form of resolution in writing

73. A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
74. If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.
75. In relation to a resolution in writing:
 - 75.1 a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing; and
 - 75.2 a document bearing a facsimile of a signature is to be treated as signed.

Proxies and Representatives

Proxies and representatives of Members

76. At meetings of Members each Voting Member entitled to vote may vote in person or by proxy or by attorney.
77. Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Voting Member has all the powers of a Voting Member, except where expressly stated to the contrary.

Appointment of proxies

78. A Voting Member may appoint another person as their proxy to attend and vote instead of the Voting Member. A proxy must be a Voting Member.
79. A document appointing a proxy must be in writing, in any form permitted by the Corporations Act 2001 and signed by the Voting Member making the appointment.

Authority of proxies

80. A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
81. Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Voting Member can do in respect of a general meeting, except that the proxy is not entitled to vote on a show of hands.

Verification of proxies

82. Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, there must be deposited with the Company:
 - 82.1 the document appointing the proxy; and
 - 82.2 if the appointment is signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of that authority.
83. Those documents must be received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting.
84. If a general meeting has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Validity of proxies

85. A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this constitution.

Revocation of appointment of proxy

86. A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
 - 86.1 the previous death or unsoundness of mind of the principal; or

- 86.2 the revocation of the instrument or of the authority under which the instrument was executed.

Appointment and retirement of Directors

Initial Directors

87. The initial Directors of the Company to be appointed on the day the Company is registered will be the individuals named in the application to register the Company.

Number of Directors

88. Until otherwise determined in accordance with this constitution, the number of Directors must not be less than 3 nor more than 5.
89. The Company may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
- 89.1 Alternate Directors are not to be treated as Directors for the purpose of determining the minimum or maximum number of Directors holding office.

Qualifications of Directors

90. A person is only eligible for the appointment of Director of the Company if the person is a Voting Member as defined in this constitution.

Retirement and Election of Directors

91. At each annual general meeting of the Company following the first annual general meeting the following Directors must retire from office:
- 91.1 one half of the Directors for the time being, or, if their number is not 5 then the number nearest one half ; and
- 91.2 any other Director, except a managing Director, who has been in office for 3 years or more since that Director's election or last re-election as a Director.
- 91.3 Nominations for the position of Director at the annual general meeting may be submitted by a Member or a retiring Director.
- 91.4 Notice of the nominations for Director must be provided to all Members of the Company in accordance with this constitution at least 14 days prior to the date of the annual general meeting.
92. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. If 2 or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.

93. A Director retiring at an annual general meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as a director throughout the meeting at which that Director retires.
94. A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of:
- 94.1 the time of giving the notice to the Company; or
- 94.2 the expiration of the period, if any, specified in the notice.

Casual vacancies

95. The Directors or the surviving Director may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number fixed in accordance with this constitution.
96. A Director appointed under this clause:
- 96.1 holds office only until the next general meeting after the appointment and is then eligible for re-election; and
- 96.2 must not be taken into account in determining the Directors who are to retire by rotation at that general meeting.

Removal from office

97. The Company may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.
98. A person appointed to replace a Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director removed from office was elected or last re-elected a Director.

Vacation of office

99. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act 2001 or another provision of this constitution, the office of Director becomes vacant if the Director:
- 99.1 becomes bankrupt;
- 99.2 if action is taken against the General Medical Practitioner under section 17(3) and 13 of the Medical Act 1894 or if a determination is made against the General Medical Practitioner under section 106T of Part VAA Division 5 of the Health Insurance Act (Cth);

- 99.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 99.4 is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of 6 months and the board resolves that the office of that Director be vacated; or
- 99.5 becomes prohibited from being a Director by reason of an order made under the Corporations Act 2001.

Age limit for Directors

- 100. A person over the age of 72 years may not be appointed or reappointed as a Director except under a resolution of the Company in accordance with the Corporations Act 2001.
- 101. The office of a Director becomes vacant at the conclusion of the next annual general meeting after the Director attains the age of 72 years.
- 102. A Director who ceases to hold office at an annual general meeting because the Director attains the age of 72 is not to be counted in the number of Directors who must retire by rotation at that meeting.

Directors' Remuneration

Determination of fees

- 103. The Directors are entitled to be paid by way of fees for their services the amounts, if any, determined from time to time by the Board of Directors.
- 104. Directors' fees accrue from day to day.

Payment for expenses

- 105. Directors shall be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings or otherwise in the execution of their duties as Directors.

Payment of extra services

- 106. A Director who is called upon to perform extra services or to make special exertion or to undertake executive or other work for the company beyond the Director's ordinary duties may be paid additional fees for those services, exertions or work.
 - 106.1 Additional work may be paid:

- a) In any appropriate manner provided it does not exceed the hourly rate or annual amount determined by the Board from time to time;
- b) Either in addition to or in substitution for the fees otherwise payable to the Director.

Powers of Directors

107. The Directors may exercise all those powers of the Company as are not, by the Corporations Act 2001 or by this constitution, required to be exercised by the Members in general meeting or otherwise.

Proceedings of Directors

Convening of Directors' meetings

108. A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors.

Notice of Directors' meetings

109. Notice of each meeting of the Directors must be given to each Director at least 24 hours before the meeting or at another time determined by resolution of the Directors.

110. Despite that requirement:

110.1 all Directors may waive in writing the required period of notice for a particular meeting; and

110.2 it is not necessary to give a notice of a meeting of Directors to a Director who is out of Australia or who has been given leave of absence.

Mode of meeting for Directors

111. A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum at Directors' meetings

112. At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is at least 50% of appointed directors or another number determined by the Board of Directors.

113. If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a general meeting of the Company.

Voting at Directors' meetings

114. Questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting. A decision of the majority is for all purposes a decision of the Directors.

Appointment of chair of Directors

115. The Directors may elect a Director to chair their meetings and determine the period for which the person elected is to hold office.
116. If a chair has not been elected, or if at any meeting the chair is not present within 10 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one of their number to chair the meeting.

Chair's vote at Directors meetings

117. The chair has a second or casting vote at meetings of Directors.

Director's contracts

118. If a Director is interested in a contract or proposed contract with the Company and the financial benefit to the Director under the contract is authorised by the Corporations Act 2001:
- 118.1 the Director is not disqualified by holding office as Director from contracting or entering into any arrangement with the Company, whether as vendor, purchaser or otherwise;
- 118.2 a contract or arrangement entered into by or on behalf of the Company in which the Director is in any way, whether directly or indirectly, interested, is not liable to be avoided; and
- 118.3 the Director is not liable to account to the Company for a profit realised from that contract or arrangement by reason of the Director holding that office.
119. A Director and a firm in which the Director is interested may act in a professional capacity for the Company. The Director and that firm are entitled to remuneration for professional services as if the Director was not a Director of the Company.
120. Nothing in this clause authorises a Director or a firm in which the Director is interested to act as auditor of the Company.

Directors holding office of profit

121. A Director must not hold any other office or place of profit under the Company (except that of auditor) in conjunction with the office of Director for the period and on the terms as to remuneration and otherwise as the Directors may determine.

Participation where Directors interested

122. A Director who has a material personal interest in a matter that is being considered at a meeting of Directors must not:
- 122.1 be present while the matter is being considered at the meeting; or
 - 122.2 vote in respect of that matter or that proposed resolution.
123. Despite the preceding clause a Director may be present and may vote on a matter if:
- 123.1 the other Directors who do not have a material personal interest in the matter have passed a resolution that:
 - 123.2 identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - 123.3 states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present;
 - 123.4 the interest does not need to be disclosed to the other Directors under the Corporations Act 2001; or
 - 123.5 the Director is so entitled under a declaration or order made by the Australian Securities and Investments Commission under the Corporations Act 2001.
 - 124. If there are not enough Directors to form a quorum as a result of a Director having a material personal interest then 1 or more of the Directors (including those who have a material personal interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

Delegation of powers to committee

125. The Directors may delegate any of their powers to committees consisting of Directors or other persons as they think fit to act in Australia or elsewhere.
126. The exercise of a power by a committee in accordance with this constitution is to be treated as the exercise of that power by the Directors.
127. In the exercise of any powers delegated to it, a committee formed by the Directors must conform to the directions of the Directors.

Proceedings of committees

128. Except as provided in a direction of the Directors, the meetings and proceedings of a committee formed by the Directors must be governed by the provisions of this constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Directors.

Validity of acts of Directors

129. All acts done by a meeting of the Directors or of a committee of Directors or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

130. The Directors must cause minutes of all proceedings of general meetings, of meetings of the Directors and of committees formed by the Directors to be entered, within one month after the relevant meeting is held, in books kept for the purpose.
131. The Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

Resolution in writing

132. A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.

Form of resolution in writing

133. A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
134. If a resolution in writing is signed by an alternate Director, it must not also be signed by the appointor of the alternate Director and vice versa.
135. In relation to a resolution in writing:
- 135.1 a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and
- 135.2 a document bearing a facsimile of a signature is to be treated as signed.

Alternate Directors

Appointment of alternate Directors

136. A Director may appoint a person to be an alternate Director in the Director's place, during the period that the Director thinks fit with the approval of the Board.
137. The appointment of an alternate Director must be in writing, signed by the Director.
138. The appointment of an alternate Director takes effect immediately on the signing of the notice of appointment by the Director.
139. The alternate Director must be a Voting Member as defined in this constitution.

Powers of alternate Director

140. An alternate Director is subject in all respects to the terms and conditions applying to the other Directors except:
- 140.1 the provisions of this constitution which relate to the election of Directors, their fees and remuneration and the power to appoint an alternate Director; and
 - 140.2 as expressly provided in this constitution.
141. An alternate Director is entitled to:
- 141.1 perform all the duties of a Director while the Director who appointed the alternate Director is not exercising or performing them;
 - 141.2 receive notice of meetings of the Directors; and
 - 141.3 attend and vote at meetings of the Directors if the Director who appointed the alternate Director is not present.

Termination of appointment of alternate Directors

142. The appointment of an alternate Director is immediately terminated if:
- 142.1 the Director who appointed the alternate Director ceases for any reason to be a Director;
 - 142.2 the Director who appointed the alternate Director gives notice of termination of the appointment to the Company; or
 - 142.3 the Directors resolve to terminate the appointment after giving 7 days' notice of intention to remove the alternate Director to the Director who appointed the alternate Director.

Secretary

143. The Directors may appoint one or more Secretaries and may at any time terminate the appointment or appointments. The Directors may determine the terms and conditions of appointment of a Secretary, including remuneration. Any one of the Secretaries may carry out any act or deed required by this constitution, the Corporations Act 2001 or by any other statute to be carried out by the secretary of the Company.

Indemnity and Insurance

Indemnity

144. Every officer and past officer of the Company may be indemnified by the Company, to the fullest extent permitted by law, against a liability incurred by that person as an

officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in defending an action.

Insurance premiums

145. The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

Seals and execution of documents

Custody of Seal

146. If the Company has one, the Directors must provide for the safe custody of the Seal.

Execution of documents

147. The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

147.1 2 Directors;

147.2 a Director and the Secretary; or

147.3 a Director and some other person appointed by the Directors for the purpose.

148. The Company may execute a document without the use of a seal if the document is signed by:

148.1 2 Directors; or

148.2 a Director and a Secretary.

149.3 a Director and some other person appointed by the Directors for the purpose.

Official seals

149. The Company may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Directors.

Gift Fund requirements

Definitions

150. In clauses 151-153 the following definitions apply:

DGR means a “deductible gift recipient” within the meaning of section 30-227 of ITAA 97.

Gift Fund means a fund that is maintained for the Principal Purpose.

ITAA 97 means Income Tax Assessment Act 1997 (Cth)

Principal Purpose means the purposes of the Company as reflected in the objects of the Company specified in clause 3 or any one of those purposes.

Company to maintain a Gift Fund

151. The Company must, where applicable, maintain a Gift Fund in accordance with clauses 151-153 for so long as it seeks or has obtained endorsement as a DGR from the Australian Taxation Office or falls within one of the categories of DGR specified in the Income Tax Act.
("ITAA97").

Rules applying to the Gift Fund

152. The following rules apply to any Gift Fund established and maintained by the Company:

152.1 The Gift Fund must have a name.

152.2 The Company must maintain sufficient documentation to provide evidence of the Gift Fund's purpose and operations.

152.3 The Company must maintain a separate bank account for the Gift Fund.

152.4 The following must be credited to the Gift Fund:

- a) All gifts of money or property to the Company for the Principal Purpose.
- b) All money or property received by the Company because of those gifts.

152.5 No other money or property may be credited to the Gift Fund.

152.6 The Company must use any gifts, money or property of the kind referred to in clause 152.4 only for the Principal Purpose.

Winding up of Gift Fund

153. Despite clause 154, if the Gift Fund is wound up or the Company ceases to be a DGR for any reason, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, must be transferred to a fund, authority or institution to which income tax deductible gifts can be made. For the avoidance of doubt, if a Gift Fund operated by the Company is wound up but the Company remains a DGR and operates any other gift fund in accordance with this clause 151-152, any surplus

assets of the Gift Fund that is being wound up may be transferred to any other gift fund operated by the Company.

Surplus assets on winding up or dissolution

154. Subject always to clause 153, upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or company which:

154.1 has objects similar to the objects of the Company; and

154.2 whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 37,

as determined by the Members at or before the time of winding up or dissolution of the Company and, in default of any determination, by the Supreme Court of Western Australia.

Accounts, audit and records

Accounts

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

Audit

156. A registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act 2001.

Rights of Inspection

157. Subject to the Corporations Act 2001 the Directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

Notices

Persons authorised to give notices

158. A notice by either the Company or a Member in connection with this constitution may be given on behalf of the Company or Member by a solicitor, director or company secretary of the Company or Member.
159. The signature of a person on a notice given by the Company may be written, printed or stamped.

Method of giving notices

160. In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this constitution may be given to the addressee by:
- 160.1 delivering it to a street address of the addressee;
- 160.2 sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee; or
- 160.3 sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

Addresses for giving notices to Members

161. The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
162. The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or e-mail address to which notices may be sent to the Member.
163. Until a person entitled to a share in consequence of the death or bankruptcy of a Member gives notice to the Company of an address for the giving of notices, the address of that person is the address of the deceased or bankrupt Member.

Address for giving notices to the Company

164. The street and postal address of the Company is the Office.
165. The facsimile number or e-mail address of the Company is the number which the Company may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the Company.

Time notice of meeting is given

166. A notice of meeting given in accordance with this constitution is to be taken as given, served and received:
- 166.1 if delivered in writing to the street address of the addressee, at the time of delivery;
- 166.2 if it is sent by post to the street or postal address of the addressee, on the business day after posting; or

166.3 if sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Time other notices are given

167. A notice given in accordance with this constitution is to be taken as given, served and received:

167.1 if delivered in writing to the street address of the addressee, at the time of delivery;

167.2 if it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting; or

167.3 if sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

168. The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:

168.1 a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or

168.2 a print out of an acknowledgment of receipt of the e-mail.

Persons entitled to notice of meeting

169. Notice of every general meeting must be given by a method authorised by this constitution to:

169.1 Every Voting Member;

169.2 every Director;

169.3 every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for the Member's death or bankruptcy, would be entitled to receive notice of the meeting; and

169.4 the auditor for the time being of the Company, if any.

170. No other person is entitled to receive notices of general meetings.

Definitions

Company means Arche Health Ltd (ACN 061 656 577).

Director	means a person appointed to perform the duties of a director of the Company.
Directors	means the board of directors of the Company.
Divisional Boundary	Means the outside geographical boundary created by the amalgamation of the following postcodes: 6100, 6101, 6102, 6103, 6104, 6105, 6107, 6108, 6109, 6110, 6111, 6112, 6122, 6124, 6125, 6147, 6151, 6152, 6155
General Medical Practitioner	Means a medical practitioner as defined in section 3 of the Health Insurance Act 1973 (Cth) including any amendment or re-enactment of the same or any legislation passed in substitution and whose practice involves the provision of primary, continuing and comprehensive whole patient care to individuals, families and their community.
Member	means a person whose name is entered in the Register as a member of the Company.
Office	means the registered office of the Company.
Register	means the register of Members kept by the Company under the Corporations Act 2001.
Seal	means, if the Company has one, the common seal of the Company.
Secretary	means a person appointed to perform the duties of a secretary of the Company.
Termination Event	means: <ul style="list-style-type: none"> • the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health; • in the case of a Voting Member, if action is taken against the General Medical Practitioner under section 17(3) and 13 of the Medical Act 1894 or if a determination is made against the General Medical Practitioner under section 106T of Part VAA Division 5 of the Health Insurance Act (Cth).

Interpretation

References to law and the constitution

171. A reference to:

171.1 any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or

171.2 this constitution, where amended, means this constitution as so amended.

Presumptions of interpretation

172. Unless the context otherwise requires a word which denotes:

172.1 the singular denotes the plural and vice versa;

172.2 any gender denotes the other genders; and

172.3 a person denotes an individual and a body corporate.

173. Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

Replaceable rules

Each of the provisions of the Corporations Act 2001 which would but for this clause apply to the Company as a replaceable rule within the meaning of the Corporations Act 2001 are displaced and do not apply to the Company.

Application of Corporations Act 2001

174. Division 10 of Part 1.2 of the Corporations Act 2001 applies in relation to this constitution as if it was an instrument made under the Corporations Act 2001 as in force on the day when this constitution became the constitution of the Company.

Exercise of powers

175. Except as specifically contemplated to the contrary in this constitution, the Company may, in any manner permitted by the Corporations Act 2001:

175.1 exercise any power;

175.2 take any action; or

175.3 engage in any conduct or procedure,

which under the Corporations Act 2001 a company limited by shares may exercise, take or engage in if authorised by its constitution.

Headings and table of contents

176. Headings and any table of contents must be ignored in the interpretation of this constitution.

References to and calculations of time

177. Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.
178. For the purposes of determining the length of a period (but not its commencement) a reference to:
- 178.1 a day means a period of time commencing at midnight and ending 24 hours later; and
- 178.2 a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.
179. Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
180. A provision of this constitution, except that specifying the time for deposit of proxies with the Company, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

Business day

181. A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated.