

***RULES OF THE***

***NAGAMBIE HOSPITAL INCORPORATED***

*Registered Number: A0040388H*

*Adopted May 1986*

*Amendment 23<sup>rd</sup> September 1999*

*Amended May 2000*

*Amended August 2003*

*Amended January 2009*

*Amended August 2013 to reflect requirements of the Associations Incorporation Reform Regulations 2012*

*Amended May 2018 to reflect amendment of number of Board Members*

*Amended April 2020 to reflect updated Quality Assurance and Risk Management Committee TOR*

## NAGAMBIE HEALTHCARE INCORPORATED

### RULES

#### 1.0 NAME

- 1.1 The name of the Incorporated Association is **Nagambie HealthCare Incorporated** (in these Rules called "the Hospital").

#### 2.0 STATEMENT OF PURPOSE

- 2.1 The purposes of the Hospital are:
- 2.1.1 To function as a multi-service centre for the provision of aged care, disability and health services including:
- 2.1.1.1 Nursing Home services,
  - 2.1.1.2 Domiciliary nursing services,
  - 2.1.1.3 Meals on Wheels,
  - 2.1.1.4 Adult day care services,
  - 2.1.1.5 Community Health Care services,
  - 2.1.1.6 Any other residential, community or health services that may be required.
- 2.1.2 The assets and income of the Hospital shall be applied solely in furtherance of its above mentioned objectives and no portions shall be distributed directly or indirectly to the members of the Hospital except as bona fide compensation for services rendered or expenses incurred on behalf of the Hospital.

#### 3.0 INTERPRETATION

- 3.1 In these Rules, unless the contrary intention appears:
- 3.1.1 "Association" means Nagambie HealthCare Inc;
  - 3.1.2 "Board" means the Board of Management elected by the members from time to time;
  - 3.1.3 "Financial Year" means the year ending June 30th;
  - 3.1.4 "General Meeting" means any meeting of members convened in accordance with these rules and shall include the annual general meeting and special general meetings;
  - 3.1.5 "Hospital" means the hospital, nursing home or hostel conducted by the Board;
  - 3.1.6 "Life Governor" means any person elected a life governor of the hospital by the Board;
  - 3.1.7 "Member" means a life governor and any person whose subscription to the hospital is not in arrears;
  - 3.1.8 "Membership Year" means the year commencing on the 1st day of July in one year to the 30th day of June in the following year;
  - 3.1.9 "The Act" means the Associations Incorporation Act 1981 as amended by the Associations Incorporation Reform Act 2012;
  - 3.1.10 "The Regulations" means Regulations under the Act.
- 3.2 In these Rules, a reference to the Secretary of the Hospital is a reference:

- 3.2.1 where a person holds office under these Rules as CEO of the hospital - to that person; and
- 3.2.2 in any other case, to the Secretary as required under the Act
- 3.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation of Legislation Act 1984 and Act as in force from time to time.

#### **4.0 MEMBERSHIP**

The Board may at any time elect as a life governor any person from whose membership it considers that the hospital would benefit or who has in the opinion of the Board given beneficial assistance to the hospital and who agrees to become a life governor. A life governor shall be enrolled in the books of the hospital as such and shall upon request be entitled to a certificate of appointment.

- 4.1 The annual rates of subscription shall be fixed by the Board annually before 30 June each year and shall be payable before the 1st day of July in each year in respect of the year ending on the 30th day of June in the following year.
- 4.2 The Board may at its discretion elect to regard an adult person carrying out the duties of a parent towards a child not being that person's natural or adopted child as a parent for the purpose of determining the rate of subscription applicable to such person and child.
- 4.3 Any person who applies for membership and pays the subscription as set by the Board shall become a member two months from the date of such payment provided however, that the Board shall have discretion to refuse such application and return the subscription paid within one month of the date of the application.
- 4.4 A member whose annual subscription is in arrears as at August 31st in any year shall be deemed to have ceased to be a member but may rejoin at any time on payment of any arrears of subscription. The Board may at its discretion waive the payment of such arrears.
- 4.5 The subscription payable by a new member who applies for membership after July 1st in any year shall be as determined by the Board.
- 4.6 A life governor shall not be required to pay an annual subscription and shall enjoy the same rights and privileges as any other member.

#### **5.0 RIGHTS OF MEMBERS**

- 5.1 The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the Hospital, during normal office hours.
- 5.2 Members shall also have the right to inspect the Rules and Minutes of general meetings of the Hospital during normal office hours and any other relevant documents in accordance with the Act but shall have no right to inspect or access the minutes of meetings of the Board of Management.

#### **6.0 RESIGNATION AND EXPULSION OF MEMBER**

- 6.1 A member of the Hospital who has paid all moneys due and payable by the member to the Hospital may resign from the Hospital by first giving one months notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- 6.2 Upon the expiration of a notice given under sub-clause 6.1, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

- 6.3 Subject to these Rules, the Board may by resolution:
  - 6.3.1 Expel a member from the Hospital;
  - 6.3.2 Suspend a member from membership of the Hospital for a specified period; or
  - 6.3.3 Fine a member an amount not exceeding \$20, if the Board is of the opinion that the member;
  - 6.3.4 Has refused or neglected to comply with these Rules; or
  - 6.3.5 Has been guilty of conduct unbecoming a member or prejudicial to the interests of the Hospital.
- 6.4 A resolution of the Board under sub-clause 6.3:
  - 6.4.1 Does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause 6.5 confirms the resolution in accordance with this clause; and
  - 6.4.2 Where the member exercises a right of appeal to the Hospital under this clause, does not take effect unless the Hospital confirms the resolution in accordance with this clause.
- 6.5 If the Board passes a resolution under sub-clause 6.3 the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
  - 6.5.1 Setting out the resolution of the Board and the grounds on which it is based;
  - 6.5.2 Stating that the member may address the Board at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
  - 6.5.3 Stating the date, place and time of that meeting;
  - 6.5.4 Informing the member that he or she may do one or more of the following:
    - 6.5.4.1 Attend that meeting and be heard in relation to the proposed expulsion or suspension (as the case may be);
    - 6.5.4.2 Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
    - 6.5.4.3 Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 6.6 At a meeting of the Board held in accordance with sub-clause 6.5, the Board:
  - 6.6.1 Shall give to the member an opportunity to be heard;
  - 6.6.2 Shall give due and proper consideration to any written statement submitted by the member; and
  - 6.6.3 Shall by resolution determine whether to confirm or to revoke the resolution to expel or suspend the member acting without bias.
- 6.7 If the Secretary receives a notice under sub-clause 6.5.4.3, he or she shall notify the Board and the Board shall convene a general meeting of the Hospital to be held within twenty-one days after the date on which the Secretary receives the notice.
- 6.8 At a general meeting of the Hospital convened under sub-clause 6.7:
  - 6.8.1 No business other than the question of the appeal shall be transacted;
  - 6.8.2 The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - 6.8.3 The member shall be given an opportunity to be heard; and
  - 6.8.4 The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- 6.9 If at the general meeting:
- 6.9.1 Two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - 6.9.2 In any other case, the resolution is revoked.

## **7.0 DISPUTES**

- 7.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- 7.1.1 A member and another member; or
  - 7.1.2 A member and the Hospital
- and may not be invoked until the disciplinary procedures set out in Rule 6 are complete.
- 7.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 7.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days hold a meeting in the presence of a mediator.
- 7.4 The mediator must be:
- 7.4.1 A person chosen by agreement between the parties; or
  - 7.4.2 In the absence of agreement:
    - 7.4.2.1 In the case of a dispute between a member and another member, the Board of the hospital; or
    - 7.4.2.2 In the case of a dispute between a member and the hospital, a person who is a member of the Dispute Settlement Centres (Department of Justice).
- 7.5 A member of the Hospital can be a mediator.
- 7.6 The mediator cannot be a member who is party to the dispute.

## **8.0 GENERAL MEETINGS**

- 8.1 A General Meeting of the members to be called the Annual General Meeting shall, in addition to any other general meeting, be held in each calendar year between the 1st day of July and the 30th day of September on such date as may be appointed by the Board for the following purposes:
- 8.1.1 to approve the minutes of the preceding annual general meeting, the minutes of which have not already been approved, no discussion being permitted thereon except as to accuracy;
  - 8.1.2 to consider any business arising out of such minutes;
  - 8.1.3 to receive the report of the Board and audited statements of the accounts and financial reports for the year ended the preceding 30th day of June;
  - 8.1.4 to elect the Board;
  - 8.1.5 to elect an auditor for the ensuing year and fix the remuneration for auditing services;
  - 8.1.6 to transact any other business which has been notified in the notice of meeting or of which the secretary has received not less than seven days notice in writing;
  - 8.1.7 to deal with any other business which the chairman of the meeting allows to be brought forward.

- 8.2 A general meeting of members other than the annual general meeting shall be called a special meeting and shall be held upon the written requisition delivered to the secretary of not less than one-third of the Board members or of any ten members and shall be held at a date appointed by the secretary not more than twenty-one days after delivery of such written requisition. No business shall be transacted at such meeting other than that notified in the notice of meeting and the approval of the minutes of any previous general meeting.
- 8.3 All general meetings shall, unless a date has been fixed at the preceding general meeting be notified to members by notice in writing or advertisement in a newspaper circulating regularly in the district served by the hospital.
- 8.4 In the case of an annual general meeting, notice shall be given in accordance with clause 8.3 not less than fourteen (14) days prior to the date fixed for the meeting. The notice shall state the names of Board members who offer themselves for re-election and that nominations for the auditor and for Board members should be delivered to the secretary on or before a certain date.
- 8.5 In the case of a special general meeting, notice shall be given in accordance with clause 8.3 not less than 21 days prior to the date fixed for the meeting. The notice shall state the business for which the meeting has been called.
- 8.6 Nominations for election to the Board shall be in writing and signed by two members and delivered to the secretary no less than seven (7) days prior to the annual general meeting.
- 8.6.1 If no more nominations than there are vacancies to be filled have been delivered to the secretary by the due date the chairman of the annual general meeting shall declare the persons nominated to be duly elected to the vacancies for which they have been nominated.
- 8.6.2 If more than one nomination for the same vacancy has been delivered the nominations shall be put before the members at the annual general meeting who shall decide thereon by secret ballot, the result of which shall be announced by the chairman at such meeting.
- 8.7 At a general meeting the president, or in his absence, the senior or junior vice president present or failing them a member elected by the meeting shall preside.
- 8.8 Any life governor and each member whose subscription is not in arrears who has attained the age of eighteen (18) years on or before the date of a general meeting and is present in person shall be entitled to vote at that meeting and no person shall be entitled to more than one vote on any resolution except that in the event of equality of voting the chairman of the meeting shall have a second or casting vote. No person shall be entitled to vote by proxy at any general meeting.
- 8.9 At any general meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded;
- 8.9.1 by the chairman; or
- 8.9.2 by not less than four-tenths of the members present and unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact. The demand for a poll may be withdrawn
- 8.10 If a poll is demanded it shall be taken on a date fixed by the chairman being not less than seven nor more than fourteen days after the date of adjournment. Notice of the poll shall be given to members not less than three days prior thereto by notice in writing or advertisement in a newspaper circulating regularly in the district served by the hospital. The result of the poll shall be deemed to be the result of the resolution of the meeting at which the poll was demanded.

## 9.0 BOARD AND OFFICE BEARERS

- 9.1 The Board shall have charge of the management, administration and control of the hospital and its funds and property.
- 9.2 The Board shall consist of such number of members as may be fixed by the members in general meeting and until so fixed shall consist of not more than 8) eight members and not less than four (4) members. The members in general meeting may from time to time reduce or increase or set a maximum or minimum limit for the number of Board members. A member whose subscription is in arrears shall not be eligible for election or appointment to the Board.
- 9.3 Except as provided in paragraph 8.4 Board members elected at an annual general meeting shall hold office until the close of the third annual general meeting following the annual general meeting at which they were elected.
- 9.4 Within three months of the date of incorporation of the hospital a special general meeting of members shall be held to elect the first Board of the hospital and to consider any other business notified in the notice of meeting.
- 9.5 At every subsequent annual general meeting one-third of the Board members for the time being or if their number is not divisible by three then the number nearest one-third shall retire from office.
- 9.6 The Board members to retire in every year shall be those who have been longest in office since their last election save for the members of the first Board who shall on the day of their election determine by lot the order in which they are to retire. A retiring Board member is eligible for re-election.
  - 9.6.1 Any casual vacancy occurring on the Board may be filled by the Board from among the members.
  - 9.6.2 A Board member appointed to fill a casual vacancy shall retire when the person to whose place the appointment was made would have retired had that person served a full term of office.
- 9.7 A casual vacancy on the Board shall be deemed to have occurred if a Board member:
  - 9.7.1 dies, or resigns after giving one month's notice in writing of such resignation;
  - 9.7.2 is unable to fulfil the duties of a Board member because of ill health;
  - 9.7.3 is absent from three consecutive Board meetings without obtaining the consent of the Board;
  - 9.7.4 is shown to the satisfaction of the Board to have failed to comply with clause 9.11;
  - 9.7.5 accepts a paid office in the hospital;
  - 9.7.6 becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or
  - 9.7.7 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.
- 9.8 At their first meeting after the annual general meeting which shall be held within one month after the date of the annual general meeting, the Board members shall elect from among themselves a president, a senior vice president, a junior vice president and subject to paragraph 9.9 of the rule a treasurer and secretary.
- 9.9 Notwithstanding the provisions of paragraph 9.8 of the rule, the Board may appoint some person who is not a member of the Board as treasurer or secretary or as treasurer and secretary or as manager and secretary or such other position as may be applicable. Such appointment shall be made for such period at such remuneration and on such terms and conditions as the Board thinks fit.

- 9.10 Board members and office bearers may offer themselves for re-election for further or successive terms.
- 9.11 No Board member shall hold or be appointed to any paid office of the hospital.
- 9.12 Any Board member who is in any way, directly or indirectly, interested in any contract or arrangement or proposed contract or arrangement with the hospital shall declare the nature of such interest prior to the consideration of such matter by the Board at any meeting. Such declaration of interest shall be recorded in the minutes of the relevant meeting. The member with such interest may take part in discussion but shall not vote in relation to such matter.
- 9.13 The Board may from time to time appoint and disband such sub-committees or special committees as it thinks fit and may determine the powers and duties thereof and may delegate to any such sub-committee any of its powers and duties (other than this power of delegation). Membership of such special committees need not be confined to Board members or members.
- 9.14 The president or any four Board members may convene a special Board meeting and no business may be transacted at such meeting other than business the general nature of which has been notified to Board members.
- 9.15 Every Board member shall be notified in writing at least seven (7) days before the date of each meeting unless they were present at a previous meeting at which the date, time and place of the next meeting was fixed.
- 9.16 The president, if unable or unwilling to act, the vice presidents in order of seniority, or if they are unable to, or unwilling to act, a member elected by those present at the meeting shall preside as chairman at every meeting of the Board.
- 9.17 Each Board member present in person (but not by proxy) at a Board meeting shall be entitled to one vote. Voting shall be by show of hands, unless a secret ballot be demanded. The chairman shall have a second or casting vote in the event of equality of voting.
- 9.18 The Board shall cause to be prepared and laid before the members at each annual general meeting a report of the affairs of the hospital, together with statements of account duly audited for the year ended on the 30th day of June preceding the date of such meeting.
- 9.19 The Board shall approve all expenditures made from hospital funds.
- 9.20 Auxiliaries and other organisations raising funds in the name of the hospital shall present an annual audited financial report to the Board which may publish such report in the annual report of the hospital.
- 9.21 The Board shall meet at least four times in each calendar year.
- 9.22 Minutes of meetings of the Board of Management or any of its committees shall not be made available to any member of the Hospital on request unless the Board resolves to grant access to that member.

## **10.0 QUORUM**

- 10.1 The quorum at a general meeting shall be four (4) members present in person and at a Board meeting four (4) Board members present in person or by telecommunication or in either case such other number as the members in general meeting may appoint.
- 10.2 No business shall be transacted at any meeting unless a quorum of persons entitled to be present is present at the time when the meeting proceeds to business.
- 10.3 If a quorum is not present within 30 minutes of the time appointed for any general meeting that meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other place as the chairman of the meeting may determine and if the quorum is not present within 30 minutes of the time appointed for such adjourned meeting the members present (being not less than three) shall be a quorum.



- 10.4 If a quorum is not present within 30 minutes of the time appointed for any Board meeting such meeting shall be adjourned to such other time and place as the members present, may appoint.

#### **11.0 SECRETARY/MANAGER/CHIEF EXECUTIVE OFFICER**

- 11.1 The Board of Management shall appoint a person as Chief Executive Officer of the Hospital who shall be the Secretary.
- 11.2 The Secretary/Chief Executive Officer, however designated, shall be responsible to the Board of Management for the total management of the Hospital including observance of any of the statutory requirements and compliance with these Rules. He/she shall carry out all other duties as determined from time to time by the Board of Management as set out in the job description for the position of Chief Executive and as Secretary as required by the Act.
- 11.3 The Secretary is also responsible for the preparation and retention of accurate Minutes of the general meetings of the Hospital and meetings of the Board of Management.
- 11.4 If the position of Secretary becomes vacant the Hospital must fill the vacancy within 14 days and notify Community Affairs Victoria of the change.

#### **12.0 TREASURER**

- 12.1 The treasurer will be required to be satisfied and to confirm to the Board that all monies received for and on behalf of the hospital are banked within seven days in the hospital's bank account. Accounts for monies due and owing by the hospital shall be paid by cheque and all cheques drawn on any bank account in the name of the hospital shall be crossed "Not Negotiable".
- 12.2 The treasurer shall cause the accounts of the hospital to be balanced as at the 30th day of June in each year and financial statements as at that date to be prepared and audited for submission to the members at the annual general meeting and shall exercise general supervision over the finances of the hospital and in particular ascertain that any statutory enactment's from time to time in force are complied with insofar as they relate to the accounts of the hospital.

#### **13.0 QUALITY ASSURANCE COORDINATION**

- 13.1 There shall be a Nagambie Hospital Inc. Quality Assurance and Risk Management Committee which is responsible for coordinating the quality assurance activities, Legislative Compliance and Risk Management within the Hospital and the Hostel.
- 13.2 **Committee Membership.** The Nagambie Hospital Inc. Quality Assurance and Risk Committee shall consist of:
- 13.2.1 a nominee of the Board who shall be the Chairperson;
  - 13.2.2 the Secretary;
  - 13.2.3 the Director of Nursing;
  - 13.2.4 the Coordinator of Quality Assurance as a voting Secretary and Convenor; and
  - 13.2.5 one or more nominee(s) from each of the following categories of staff:
    - 13.2.5.1 Medical
    - 13.2.5.2 Nursing;
    - 13.2.5.3 Non-Clinical Services;
    - 13.2.5.4 Administration and Support Services; and
    - 13.2.5.5 Hostel.

- 13.2.6 The Committee shall have the power to appoint sub-committees, co-opt such members of staff and invite the attendance of other participants including other members of staff or visiting healthcare workers as may be required.
- 13.2.7 The quorum for meetings of the Committee shall be six (6).
- 13.2.8 The Nagambie Hospital Inc. Quality Assurance and Risk Management Committee shall meet at least quarterly, and shall report directly to the Board of Management.
- 13.2.9 The Committee shall be responsible for:
  - 13.2.9.1 Co-ordinating the planned and systematic monitoring and assessment of care provided and services delivered within the Hospital including the review of clinical practices or clinical competence of the persons providing those services, action taken to rectify problems or improved care/service and the evaluation of action taken;
  - 13.2.9.2 ensuring that without identification of patients or providers, information concerning recommended action is conveyed to relevant committees or sub-committees, and directly to the Board of Management and other hospital personnel as required;
  - 13.2.9.3 receiving reports from committees, sub-committees and groups as designated from time to time in the Hospital's Quality Assurance and Risk Management Plan;
  - 13.2.9.4 overseeing the development and annual review of the Hospital's Quality Assurance and Risk Management Plan as approved in consultation with the Regional Department of Health Director;
  - 13.2.9.5 preparing an annual report on the quality assurance plan and activities in the Hospital without identifying specific patients or providers in the report; and
  - 13.2.9.6 incorporating its report on the annual review of the Hospital's Quality Assurance Plan and activities into the Report of Operations Section of the Hospital's Annual report.

#### **14.0 BANK**

- 14.1 The hospital shall keep an account or accounts at such bank or banks as the Board may from time to time determine. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments outside the CEO's delegated authority shall be signed by two members of the Board or by the CEO/Secretary or delegate and one other member of the Board.

#### **15.0 AUDIT**

- 15.1 An auditor shall be appointed and the remuneration fixed at each annual general meeting and shall hold office until the next succeeding annual general meeting unless he or she retires or is removed in accordance with these rules.
- 15.2 An auditor shall not be a Board member but shall:
  - 15.2.1 be a certified member of one of the recognised Associations or Institutions of Accountants, preference in appointment being given to a person registered as a registered company auditor with the Australian Securities and Investments Commission (ASIC);
  - 15.2.2 shall carry out such continuous audit as is required by the Board and government authorities.
- 15.3 If no person so qualified is available for election the appointee shall have had such financial and business experience as is approved by the Board.

- 15.4 An auditor may be removed from office only by the members in general meeting. The Board may fill any casual vacancy in the office of auditor and may fix the remuneration of an auditor so appointed.

#### **16.0 DIRECTOR OF NURSING**

- 16.1 The appointment of or the termination of the services of the Director of Nursing shall be the responsibility of the Board which may seek the advice of the Association prior to the making or termination of such appointment.
- 16.2 The Director of Nursing shall be responsible for the day to day nursing administration of the Hospital and shall:
- 16.2.1 cause to be kept full nursing records of each patient in Hospital; and
  - 16.2.2 furnish the Board with a monthly report and with such other information as it may reasonably request.
- 16.3 The Director of Nursing may admit to the Hospital as patients:
- 16.3.1 persons who tender a certificate requiring such admission from a registered medical practitioner;
  - 16.3.2 persons for whom a recognised medical practitioner requests admission;
  - 16.3.3 such persons who are in the opinion of the Director of Nursing in need of urgent hospital care.
- 16.4 The Director of Nursing shall carry out his/her duties in accordance with the directions of the Board and with any requirements laid down under any Act of Parliament or regulations made there under.

#### **17.0 FUNDS**

- 17.1 The funds of the Hospital shall be derived from annual subscriptions, donations, government grants and subsidies, fees for services provided by the Hospital, investments and such other sources as the Board may determine from time to time.
- 17.2 The fees for services provided by the Hospital shall be fixed by the Board, which may, in its discretion, waive payment of fees, or part thereof.

#### **18.0 SEAL**

- 18.1 The common seal of the Hospital shall be kept in the custody of the Secretary.
- 18.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the CEO/Secretary.

#### **19.0 AMENDMENT OF RULES AND STATEMENT OF PURPOSES**

- 19.1 These rules shall not be amended except in accordance with the Act and with the written approval of the members and any resolution purporting to amend these rules shall not become operative until such approval has been obtained.
- 19.2 The members may at any time request the Hospital to make an amendment or an addition to these rules and the secretary shall within thirty days of the date of such request convene a general meeting of the members to consider and vote upon the proposed amendment or addition in the form proposed by the members and immediately following such meeting shall inform the members of the resolution passed thereat.
- 19.3 The Statement of Purpose of the hospital shall not be altered except in accordance with the Act, and with the prior consent of the Association.
- 19.4 That provisions for the trading or winding up contained in the rules shall not be altered without the consent of the Minister.

## **20.0 NOTICE**

- 20.1 Any requirement in these rules that notice be given to any person in writing shall be sufficiently complied with if such notice has been posted to the addressee at his or her most recent address appearing in the records of the hospital.

## **21.0 WINDING UP**

- 21.1 Where the Hospital has previously received capital funding from the Commonwealth of Australia for construction of a nursing home or hostel, the Commonwealth Department of Health and Ageing must be informed of the intention to wind up and their approval sought for the plans for the care of any remaining residents.
- 21.2 Subject to the above approvals having been obtained the members may by special resolution as defined in the Act resolve to wind up the hospital and shall appoint a person to collect all moneys owing to the hospital and to discharge all its just debts and then subject to the succeeding paragraph to dispose of all the remaining assets of the hospital as directed by a special resolution of the members and approved by the Commonwealth Department of Health and Ageing.
- 21.3 A resolution to wind up the Hospital must specify that the net assets remaining after the payment of all liabilities shall be transferred to a fund approved under Section 78(1)(a)(i) or (ii) of the Income Tax Assessment Act or any amendment or re-enactment thereof or for the relief of persons in Australia or any part thereof in necessitous circumstances as provided in Section 78(1)(a)(iii) of the said Act.
- 21.4 In the event of the Association being dissolved, and if the endorsement of the Association as deductible gift recipient is revoked, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation as a Public Benevolent Institution, for the purposes of any Commonwealth Taxation Act.
- 21.5 Any Rule providing for trading by, or the winding up of the hospital/hostel, shall not be altered without first obtaining the consent of the Minister responsible.

## **22.0 AUTHORISATION OF TRADING**

- 22.1 To the extent that these rules contemplate the Hospital engaging in activities which would be regarded as trading within the meaning of the Act, the Hospital (its predominant purpose being charitable) is hereby authorised, in pursuance of Section 51(4)(a)(iii) of the Act, to carry on such trading activities.

## **23.0 DISTRIBUTION OF ASSETS**

- 23.1 The assets and income of the Hospital shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Hospital.