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LAWYERS

CONSTITUTION OF DAY HOSPITALS AUSTRALIA LIMITED ACN 065 719 050

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CONSTITUTION OF DAY HOSPITALS AUSTRALIA LIMITED ACN 065 719 050

1. PRELIMINARY

1.1 Company limited by guarantee

Day Hospitals Australia is limited by guarantee and the liability of Members is limited as provided in this Constitution.

1.2 Objects of Day Hospitals Australia

It is the vision of Day Hospitals Australia to become the pre-eminent Australian day hospital industry organisation in Australia, recognised nationally and internationally, through its facilitation of the development of this industry in Australia.

The objective of Day Hospitals Australia is to support, represent and advocate for the day hospital sector to ensure relevancy and sustainability. The achievement is supported through participation in industry committees and taskforces and to do all acts and things as may be deemed reasonably necessary or incidental to the achievement of similar objects.

1.3 Application of income and property

No part of Day Hospitals Australia's income or property may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.

1.4 Replaceable rules

The replaceable rules referred to in section 141 of the Act do not apply to Day Hospitals Australia and are replaced by the rules set out in this Constitution.

1.5 Definitions

The following definitions apply in this Constitution:

Act means the *Corporations Act 2001 (Cth)* as varied, amended and replaced from time to time;

Affiliate Member means an inpatient private overnight facility licensed for under 100 beds;

Board means the Directors acting collectively under this Constitution;

Chapter means a committee of Day Hospitals Australia in a given State or Territory formed pursuant to rule 20;

Day Hospitals Australia means the company named at the beginning of this Constitution whatever its name is for the time being;

Day Hospital means a health facility;



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- (a) at which patients are admitted and discharged on the same day (up to 23 hours) for medical or surgical treatment which is approved by the Commonwealth for the purposes of health insurance benefits;
 - (b) which is not conducted or operated by the Federal, a State or a Territory Government;

Day Hospital Member means a Day Hospital declared by the Commonwealth Department of Health and holds a Provider Number;

Director means a person who is, for the time being, a director of Day Hospitals Australia;

Executive Officer means the executive officer from time to time as appointed under rule 8.1 of this Constitution;

Group means in relation to a Day Hospital Member, a group of Day Hospitals who are related bodies corporate as defined under the Act or where the owner of the Group has controlling interest in the Day Hospital Members that make up that Group;

Individual Member means a Member satisfying the requirements of rule 2.2(c) and recorded in the Register as a current "Individual Member";

Industry Member means persons or companies working within or have a demonstrated interest in supporting the health care environment;

International Associate Member means a day hospital facility that meets the Legislative and accreditation requirements of the jurisdiction of the specific country involved;

Life Member means a Member satisfying the requirements of rule 2.2(g) and recorded in the Register as a "Life Member";

Member means the classes of membership as listed under rule 2.2;

Membership Classes and Benefits Table means the table annexed to this Constitution in the Schedule, as amended from time to time;

Member Representative means an individual who is an Officer, employee or shareholder of a Member;

Officer has that meaning as the definition of that term in the Act;

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

Preliminary Member means a Day Hospital which is preparing application of their Provider Number and as yet may not have achieved but is working towards this;

Professional Member means a Member satisfying the requirements of rule 2.2(f) and recorded in the Register as a current "Individual Member";



Provider Number means that the health facility has been declared a Day Hospital by the Commonwealth Department of Health Declarations Section and has been allocated a unique Provider Number;

Register means the register of Members kept as required by sections 168 and 169 of the Act;

Secretary means, during the term of that appointment, a person appointed as a secretary of Day Hospitals Australia in accordance with this Constitution;

Special Resolution has the meaning given by section 9 of the Act; and

Voting Member means a member as defined under the Membership Classes who has paid all amounts due and owing in respect to their membership.

1.6 Interpretation of this Constitution

Headings and marginal notes are for convenience only, and do not affect interpretation.

The following rules also apply in interpreting this Constitution, except where the context makes it clear that a rule is not intended to apply:

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to Day Hospitals Australia, re-enacted or replaced, and
 - (ii) includes any subordinate legislation issued under it;
 - (iii) a Constitution or agreement, or a provision of a Constitution or agreement, is to that Constitution, agreement or provision as amended, supplemented, replaced or novated;
 - (iv) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (v) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined under rule 1.5, its use within this Constitution has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word agreement includes an undertaking or other binding arrangement or understanding, whether or not in writing.



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- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
 - (h) A reference to a power is also a reference to authority or discretion.
 - (i) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.
 - (j) A word (other than a word defined in rule 1.5) which is defined by the Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Act.
 - (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. MEMBERSHIP

2.1 Membership

Subject to rules 2.12 and 2.13, the Members are:

- (a) as at a particular date, the persons that Day Hospitals Australia admits to Membership in respect of a period which includes that date; and
- (b) any person that Day Hospitals Australia has admitted to Membership as a Life Member.

2.2 Classes of Membership

The Membership of Day Hospitals Australia is divided into the following classes of Membership and as outlined in the Membership Classes and Benefits Table:

- (a) Affiliate Member: being a small overnight private hospital under 100 licensed beds, unaffiliated with any large overnight private hospital over 100 beds;
- (b) Day Hospital Member: being a stand-alone facility or partly owned an inpatient hospital then independently managed with an allocated Commonwealth Department of Health Provider Number. Membership confers to all employees, owners and Directors of the Day Hospital Member;
- (c) Individual Member: being a Member who is a natural person engaged in day hospital procedures but cannot be admitted as a Day Hospital Member;
- (d) Industry Member: being a person or companies working within or have a demonstrated interest in supporting the health care environment;
- (e) International Associate Member: being a day hospital facility that meets the Legislative and accreditation requirements of the jurisdiction of the specific country involved;
- (f) Professional Member: being a Member who is a natural person not currently associated with a Day Hospital who has demonstrated extensive knowledge, active



involvement and commitment to the Day Hospital sector during his or her professional career in the private health sector; and

- (g) Life Member: being a Member who is a natural person who, in the opinion of the Board, has excelled in their service to the day hospital industry and in meritorious achievement in the Day Hospital sector generally.

2.3 New Members

A person must not be admitted to Membership unless:

- (a) he, she or the entity concerned applies for Membership in accordance with rule 2.4; and
- (b) the admission as a Member is approved by Day Hospitals Australia in accordance with rule 2.5.

2.4 Applications for Membership

An application of a person for Membership of Day Hospitals Australia must be:

- (a) made in writing and in the form as the Board may from time to time reasonably require;
- (b) accompanied by such proofs, information and evidence as the Board may from time to time reasonably require;
- (c) accompanied by payment of the relevant Membership fee; and
- (d) lodged with Day Hospitals Australia.

2.5 Approval or rejection of applications

- (a) As soon as reasonably practicable after the receipt of an application, Day Hospitals Australia must determine, in its absolute discretion, whether to approve or reject the application.
- (b) If Day Hospitals Australia approves an application for membership, Day Hospitals Australia must ensure, as soon as practicable:
 - (i) subject to receipt by Day Hospitals Australia of the relevant membership fee (in cleared funds) referred to in rule 2.4(c), the applicant's name is entered in the Register, noting the relevant class and period of membership; and
 - (ii) the applicant is notified in writing of the approval of membership, including the class, associated benefits, and period of membership for which the applicant has been accepted.
- (c) If Day Hospitals Australia rejects an application, Day Hospitals Australia must, as soon as reasonably practicable, notify the applicant in writing that the application has been rejected and return any membership fee paid by the applicant with its application.



2.6 Group Membership

- (a) Each individual facility with an associated Provider Number within a Group may apply as a Hospital Member.
- (b) However, if a Day Hospital Member is a member of a Group, then the aggregate of the Group's right to vote will be one vote for the Group exercisable by one Day Hospital Member of that Group subject to prior written notice to the Board.

2.7 Rights of Membership

- (a) An applicant for membership becomes a Member and is entitled to exercise the rights of membership (or a class of membership) when the applicant's name is entered in the Register for the period of membership noted in the Register.
- (b) A right, privilege or obligation of a person by reason of membership of Day Hospitals Australia (or a class of membership):
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership of Day Hospitals Australia (or a class of membership) whether by expiration of the period of membership, by death, by resignation or otherwise.

2.8 Payment

- (a) Any Member failing to pay any subscription fee or levy within two (2) months after the date on which it becomes due payable, shall be disqualified from taking part in any proceedings of Day Hospitals Australia (including attendance and, in the case of voting Members, voting at general meetings and/or annual general meetings) and shall be liable to pay an additional 10% of the outstanding subscription fee or levy.
- (b) The Day Hospitals Australia may suspend the provision of services to any Member who is disqualified under rule 2.8(a).
- (c) Where a Member is in default under rule 2.8(a), the Member may be removed by resolution of the Board from the Register. Such action shall be without prejudice to the right of Day Hospitals Australia to recover any arrears of subscription or unpaid levy.

2.9 Transfer

Membership is not transferable without the written consent of the Board.

2.10 Changing Classes of Membership

- (a) A Member must promptly notify Day Hospitals Australia of any change which causes the Member to cease to fall within the definition of its class of membership (as set out in rule 2.2).
- (b) Day Hospitals Australia must ensure that the Register is updated to reflect any change in the status of the Member and its class of membership as soon as



practicable after Day Hospitals Australia becomes aware that a change has occurred.

2.11 Limited liability of Members

If Day Hospitals Australia is wound up each Member undertakes to contribute to the assets of Day Hospitals Australia up to an amount not exceeding \$1.00 for payment of the debts and liabilities of Day Hospitals Australia including the costs of the winding up. This undertaking continues for one (1) year after a person ceases to be a Member.

2.12 Resigning as a Member

A Member may resign from Day Hospitals Australia by giving written notice.

2.13 Expelling a Member

- (a) The Board may, by resolution, expel from Day Hospitals Australia any Member:
- (i) who does not comply with this Constitution or any by-laws, rules or regulations of Day Hospitals Australia; or
 - (ii) whose conduct, in the opinion of the Board, is prejudicial to the interests of Day Hospitals Australia,
- and remove that Member's name from the Register.
- (b) At least 21 days before the Board holds a meeting to expel a Member, the Board must give a written notice to the Member which states:
- (i) the allegations against the Member;
 - (ii) the proposed resolution for the Member's expulsion; and
 - (iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing.
- (c) Day Hospitals Australia must expel a Member and remove the Member's name from the Register where:
- (i) a Board meeting is held to expel a Member; and
 - (ii) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the Member to be expelled. The vote must be taken by ballot.
- (d) A Member expelled from Day Hospitals Australia does not have any claim on Day Hospitals Australia, its funds or property.

2.14 New classes of membership

The Board may create other classes of membership and determine the rights and privileges attached to those classes including, but not limited to, the voting rights of the Members in each class created.



3. FEES

3.1 Joining fees

A Member may be required to pay a joining fee as a precondition to admission of membership to Day Hospitals Australia.

3.2 Annual subscription fees

Every Member shall pay to the Day Hospitals Australia an annual subscription fee for membership of the Association.

3.3 Determination of joining fee and annual subscription fee

- (a) The Board shall, from time to time and in its absolute discretion, determine the amount of the joining fee and the amount of the annual subscription fee.
- (b) Without limiting the way in which they may otherwise be determined, the fees referred to in rule 3.1 and 3.2 may be determined or calculated having regard to the make up or characteristics of Members.
- (c) A Member's first annual subscription fee shall fall due on the date the Member was admitted to membership and shall be applied for the period ending on 30 June next occurring and shall be reduced pro-rata as that period bears to 12 months. In each succeeding year of membership, all Members' annual subscriptions shall fall due on the 1st of July in each successive year of membership.

3.4 Special Levies

- (a) The Board may, upon a special resolution being passed by the Members, make a special levy on Members for any of the purposes of Day Hospitals Australia. Prior to making a special levy, the Board will notify the Members and seek their views on the proposed special levy. After consulting with the Members, the Board at its discretion may propose a resolution to make a special levy and, if that resolution is passed, that special levy will be compulsory on all Members.
- (b) Any such special levy shall be made by resolution of the Board which shall set out:
 - (i) the details of the resolution;
 - (ii) the amount and manner in which the levy shall be charged against Members;
 - (iii) the due date for payment of the levy; and
 - (iv) any other matters incidental to the resolution or the levy.
- (c) A special levy may be calculated by any method that the Board considers fit.



3.5 Refunds

Unless a mistake has been made in the calculation of the amount of any joining fee, subscription fee or special levy to be paid under this rule 3, a Member shall not be entitled to a refund of any joining fee, subscription fee or special levy that it has paid.

4. THE BOARD

4.1 Number of Directors

- (a) Day Hospitals Australia must have at least three (3) Directors at any given time.
- (b) Until otherwise decided by Ordinary Resolution, the Board shall consist of:
 - (i) not more than eight (8) Directors appointed pursuant to rule 4.2; and
 - (ii) not more than four (4) Directors appointed pursuant to rule 4.3.

4.2 Appointment of Members as Directors

(a) Eligible candidates

- (i) An Individual, Professional Member or a Member Representative from each Chapter where that Chapter represents a State or Territory which has at least five (5) Day Hospital Members; or
- (ii) An Individual, Professional Member or a Member Representative in a State or Territory which has less than five (5) Day Hospital Members nominated by the Board in its absolute discretion from time to time,

is eligible to be appointed as a Director.

(b) Appointment by the Board

- (i) This rule replaces section 201H of the Act.
- (ii) Subject to this Constitution, section 201E of the Act, and to the number of Directors for the time being fixed under rule 4.1(b)(i) not being exceeded, the Board may appoint a person to be a Director at any time as determined by the Board from time to time.
- (iii) Any Director so appointed automatically retires at the next annual general meeting and is eligible for election at that annual general meeting.

(c) Election by general meeting

- (i) This rule replaces section 201G of the Act.
- (ii) An election of Directors pursuant this rule 4.2 can only be held at each annual general meeting.



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- (iii) Subject to this Constitution, section 201E of the Act, and to the number of Directors for the time being fixed under rule 4.1(b)(i) not being exceeded, Day Hospitals Australia may elect Directors by Ordinary Resolution, subject to the following requirements:
 - (A) the person retires under rule 4.2, 4.4 or 4.6, obtains a nomination of the person by another serving Director, and seeks re-election; or
 - (B) at least 21 business days (or any other period fixed by the Board) before the date of the general meeting at which election is to occur, Day Hospitals Australia receives both:
 - (I) a nomination of the person by another serving Director; and
 - (II) a consent to act as a Director signed by the person.
 - (iv) Day Hospitals Australia must notify Members of every candidate for election as a Director at least seven (7) days before the relevant general meeting.
 - (v) A Director appointed to replace one removed from office under rule 4.7 must retire at the next annual general meeting and is eligible for re-election at that annual general meeting.
- (d) **Postal ballot**
- The Board may:
- (i) resolve that the election of Directors due to occur at an annual general meeting pursuant to rule 4.2(c) take place by postal ballot conducted before that annual general meeting; and
 - (ii) decide the form, manner of voting, timing and conduct of that postal ballot.

4.3 Appointment of non-Members as Directors

(a) **Non-Member Directors**

- (i) A Director appointed under this rule 4.3 has all the powers and functions of a Director that is appointed under rule 4.2.
- (ii) A Director appointed under this rule 4.3 is not a Member and does not have the functions or powers associated with a Member unless specifically conferred by a resolution of the Board.

(b) **Eligible candidates**

A person who is not an Individual, Professional Member or a Member Representative with specific experience, skillset, or independence that would be beneficial to the Board in fulfilling their duties to Day Hospitals Australia as determined by the Board from time to time.

(c) **Appointment by the Board**



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- (i) This rule replaces section 201H of the Act.
 - (ii) Subject to this Constitution, section 201E of the Act, and to the number of Directors for the time being fixed under rule 4.1(b)(ii) not being exceeded, the Board may appoint a person to be a Director at any time.
- (d) **Notice to Members at annual general meeting**

The appointment of any Director so appointed must be notified to Members at the next annual general meeting. If the appointment is not notified to Members, the person ceases to be a Director at the end of the annual general meeting.

4.4 Retirement of Directors

- (a) A Director appointed pursuant to rule 4.2:
 - (i) must retire from office at the third annual general meeting after the Director was elected or last re-elected; and
 - (ii) may elect to retire and seek re-election at an annual general meeting before the time required by rule 4.4(a)(i), provided:
 - (A) at least 21 business days (or any other period as the Board may determine) before the annual general meeting, the Director has given the Board notice of their intention to do so; and
 - (B) if the Director gives such a notice, the Director must then retire from office at the relevant annual general meeting
- (b) A Director appointed pursuant to rule 4.3:
 - (i) must retire from office at the first annual general meeting after the Director was appointed or last re-appointed; and
 - (ii) may seek re-appointment with the Board.
- (c) Rules 4.4(a) and 4.4(a)(ii) do not apply to an Executive Officer.
- (d) A Director:
 - (i) who retires under rule 4.4(a) is eligible for re-election pursuant to rule 4.2; and
 - (ii) who retires under rule 4.4(b) is eligible for re-appointment pursuant to rule 4.3.

4.5 Time of retirement

A Director's retirement under rule 4.4 takes effect at the end of the relevant annual general meeting, unless the Director is re-elected at that annual general meeting.

4.6 Cessation of Director's appointment

- (a) This rule 4.6 replaces section 203A of the Act.



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- (b) A person automatically ceases to be a Director if the person:
- (i) is not permitted by the Act (or an order made under the Corporations Act) to be a director;
 - (ii) becomes disqualified from managing corporations under Part 2D.6 of the Act and is not given permission or leave to manage Day Hospitals Australia under section 206F or 206G of the Act;
 - (iii) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
 - (iv) fails to attend Board meetings for a continuous period of three (3) months without leave of absence from the Board;
 - (v) resigns by notice in writing to Day Hospitals Australia; or
 - (vi) is removed from office under rule 4.7.

4.7 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, Day Hospitals Australia by Ordinary Resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D of the Act.

4.8 Too few Directors

If the number of Directors is reduced below the minimum required by rule 4.1, the continuing Directors may act as the Board only:

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

5. POWERS OF THE BOARD

5.1 Powers generally

- (a) This rule replaces section 198A of the Act.
- (b) Except as otherwise required by the Act, any other applicable law or this Constitution, the Board:
 - (i) has power to manage the business of Day Hospitals Australia, including but not exclusive to decision-making regarding the level of fees payable on admission, subscription fees or other payments to be made by Members (or classes of Members) pursuant to rule 3; and
 - (ii) may exercise every right, power or capacity of Day Hospitals Australia in a general meeting.



5.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 12; or
- (b) in accordance with a delegation of the power under rule 7 or 8.

5.3 The Office Bearers

- (a) The Office Bearers shall be:
 - (i) the Chairperson; and
 - (ii) the Treasurer.

5.4 Appointment of Office Bearer

- (i) The Board shall nominate and appoint the Office Bearers prior to the annual general meeting.
- (ii) The Chairperson must be a Director but need not be a Member.
- (iii) A Treasurer must be a Director but need not be a Member.
- (iv) The appointment of any Office Bearer must be notified to Members at the next annual general meeting. If the appointment is not notified to Members, the relevant Director ceases to be an Office Bearer at the end of the annual general meeting and the office so vacated shall be discharged by a Director appointed by Ordinary Resolution of the Board for that purpose until a new Office Bearer is appointed by the Board.

6. EXECUTING NEGOTIABLE INSTRUMENTS

- (a) This rule replaces section 198B of the Act.
- (b) The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of Day Hospitals Australia. Day Hospitals Australia may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

7. EXECUTIVE OFFICER

7.1 Appointment and power of Executive Officer

- (a) This rule replaces section 198C and 201J of the Act.



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- (b) The Board may appoint one (1) or more persons to be an Executive Officer either for a specified term (but not for life) or without specifying a term.
 - (c) The Board may delegate any of the powers of the Board to an Executive Officer:
 - (i) on the terms and subject to any restrictions the Board decides; and
 - (ii) so as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time.
 - (d) This rule does not limit rule 8.

8. DELEGATION OF BOARD POWERS

8.1 Power to delegate

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

8.2 Power to revoke delegation

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

8.3 Terms of delegation

A delegation of powers under rule 8.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A constitution of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

8.4 Proceedings of committees

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

9. DIRECTORS' DUTIES AND INTERESTS

9.1 Compliance with duties under the Act

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

9.2 Director can hold other offices etc.

A Director may:



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- (a) hold any office or place of profit or employment other than that of Day Hospitals Australia's auditor or any director or employee of the auditor;
 - (b) be a Member of any corporation (including Day Hospitals Australia) or partnership other than Day Hospitals Australia's auditor; or
 - (c) be a creditor of any corporation (including Day Hospitals Australia) or partnership; or
 - (d) enter into any agreement with Day Hospitals Australia.

9.3 Disclosure of interests

Each Director must comply with section 191 of the Act.

9.4 Director interested in a matter

Each Director must comply with section 195 of the Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195 of the Act:

- (a) a Director may not be counted in a quorum at a Board meeting that considers, and may not vote on, any matter in which that Director has an interest;
- (b) Day Hospitals Australia may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant Constitution by or on behalf of Day Hospitals Australia;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) Day Hospitals Australia cannot avoid the transaction merely because of the existence of the interest.

If the material personal interest is required to be disclosed under section 191 of the Act, rule 9.4(c) applies only if the material personal interest is disclosed to Day Hospitals Australia before the transaction is entered into.

9.5 Agreements with third parties

Day Hospitals Australia cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement in accordance with rule 9.4 above.

9.6 Obligation of secrecy

Every Director and Secretary must keep the transactions and affairs of Day Hospitals Australia and the state of its financial reports confidential unless required to disclose them:



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- (a) in the course of duties as an officer of Day Hospitals Australia;
 - (b) by the Board or Day Hospitals Australia in general meeting; or
 - (c) by law.

Day Hospitals Australia may require a Director, Secretary, auditor, trustee, committee Member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. In the event that a Director, Secretary, auditor, trustee, committee Member or other person engaged by Day Hospitals Australia fails or refuses to sign a confidentiality undertaking as contemplated by this rule 9.6, their appointment is to be revoked.

10. DIRECTORS' REMUNERATION

10.1 Restrictions on payments to Directors

Day Hospitals Australia must not, without the approval of the Members at a general meeting appoint a Director to any salaried office of Day Hospitals Australia or any office of Day Hospitals Australia paid by fees.

10.2 Payments to Directors with Board approval

With the approval of the Board, Day Hospitals Australia may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (b) reasonable remuneration for any service rendered by the Director to Day Hospitals Australia;
- (c) reasonable remuneration for goods supplied by the Director to Day Hospitals Australia in the ordinary course of business; and
- (d) reasonable rent for premises leased by the Director to Day Hospitals Australia.

11. OFFICERS' INDEMNITY AND INSURANCE

11.1 Indemnity

Subject to and so far as permitted by Act, the *Competition and Consumer Act 2010 (Cth)* and any other applicable law:

- (a) Day Hospitals Australia must, to the extent the person is not otherwise indemnified, indemnify every officer of Day Hospitals Australia and its wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer to a person (other than Day Hospitals Australia or a related body corporate) including a Liability incurred as a result of appointment or nomination by Day Hospitals Australia or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and



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- (b) Day Hospitals Australia may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer in defending an action for a Liability incurred as such an officer or in resisting or responding to actions taken by a Government agency or a liquidator.

In this rule, Liability means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

11.2 Insurance

Subject to the Act and any other applicable law, Day Hospitals Australia may enter into, and pay premiums on, a contract of insurance in respect of any person while an officer of Day Hospitals Australia or one of its wholly owned subsidiaries.

11.3 Former officers

The indemnity in favour of officers under rule 11.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of Day Hospitals Australia or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

11.4 Deeds

Subject to the Corporations Act, the Competition and Consumer Act 2010 (Cth) and any other applicable law, Day Hospitals Australia may, without limiting a person's rights under this rule 11, enter into an agreement with a person who is or has been an officer of Day Hospitals Australia or any of Day Hospitals Australia's subsidiaries, to give effect to the rights of the person under this rule 11 on any terms and conditions that the Board thinks fit.

12. BOARD MEETINGS

12.1 Convening Board meetings

- (a) This rule replaces section 248C of the Act.
- (b) A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

12.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.



12.3 Use of technology

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

12.4 Chairing Board meetings

- (a) This rule replaces section 248E of the Act.
- (b) The Chairperson shall preside over any meeting of the Board at which he or she is present. The Chairperson may delegate the role of Chair for meetings to another Director from time to time.
- (c) In the absence or inability of the Chairperson to act, the Directors present must elect a Director present to chair the meeting.

12.5 Quorum

- (a) This rule replaces section 248F of the Act.
- (b) Unless the Board decides otherwise, the quorum for a Board meeting is three (3) Directors as outlined in 4.1.
- (c) A quorum must be present for the whole meeting.
- (d) A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending.

If a meeting is held in another way permitted by section 248D of the Act, the Board must resolve the basis on which Directors are treated as present.

12.6 Majority decisions

- (a) This rule replaces section 248G of the Act.
- (b) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

12.7 Procedural rules

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

12.8 Written resolution

- (a) This rule replaces section 248A of the Act.



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- (b) If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a resolution containing a statement that they are in favour of the resolution, such a resolution is passed in the those terms at the time when the last Director signs the resolution.

12.9 Additional provisions concerning written resolutions

For the purpose of rule 12.8:

- (a) two (2) or more separate resolutions in identical terms, each of which is signed by one (1) or more Directors, are treated as one (1) resolution; and
- (b) a telex, telegram, facsimile or electronic message containing the text of the resolution expressed to have been signed by a Director that is sent to Day Hospitals Australia is a resolution signed by that Director at the time of its receipt by Day Hospitals Australia. Such a resolution provided under this rule 12.9(b) is deemed sufficient for record-keeping purposes.

12.10 Valid proceedings

Each resolution passed or action carried out, or with the participation of, a person acting as a Director or Member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or the action carried out by that person.

13. MEETINGS OF MEMBERS

13.1 Annual general meeting

Day Hospitals Australia must hold an annual general meeting as required by section 250N of the Act.

13.2 Calling meetings of Members

This rule 13.2 replaces section 249C of the Act.

A meeting of Members:

- (a) may be convened at any time by the Board; and
- (b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G of the Act.

13.3 Notice of meeting

Subject to rule 13.4, at least 21 days' written notice of a meeting of Members must be given individually to:

- (a) each Member (whether or not the Member is entitled to vote at the meeting);



- (b) each Director; and
- (c) to the auditor.

Subject to any regulation made under section 249LA of the Act, the notice of meeting must comply with section 249L of the Act and may be given in any manner permitted by section 249J(3) of the Act.

13.4 Short notice

Subject to sections 249H(3) and (4) of the Act:

- (a) if Day Hospitals Australia has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

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

13.5 Postponement or cancellation

Subject to sections 249D(5) and 250N of the Act, the Board may:

- (a) postpone a meeting of Members;
- (b) cancel a meeting of Members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

13.6 Fresh notice

This rule replaces section 249M of the Act.

If a meeting of Members is postponed or adjourned for one (1) month or more, Day Hospitals Australia must give new notice of the resumed meeting.

13.7 Technology

See section 249S of the Act.

Day Hospitals Australia may hold a meeting of Members at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

13.8 Accidental omission

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



14. PROCEEDINGS AT MEETINGS OF MEMBERS

14.1 Member present at meeting

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

14.2 Quorum

The quorum for a meeting of Members is two (2) Members as outlined in sections 249T(1) and (2) of the Act. Each individual present may only be counted once toward a quorum. If a Member has appointed more than 1 proxy or representative only one (1) of them may be counted towards a quorum.

14.3 Quorum not present

This rule replaces sections 249T(3) and (4) of the Act.

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

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

14.4 Chairing meetings of Members

This rule replaces sections 249U(1) to (3) of the Act.

- (a) The Chairperson shall preside over all general meetings and each annual general meeting at which he or she is present. The Chairperson may delegate the role of Chair for meetings to another Director from time to time.
- (b) In the absence or inability of the Chairperson to act, the Directors present must elect a Director present to chair the meeting.
- (c) If:
 - (i) there is no Director who the Board has appointed to chair Board meetings for the time being; or
 - (ii) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,



the Members present must elect a Member or Director present to chair the meeting.

14.5 Attendance at general meetings

As outlined in section 249V of the Act:

- (a) every Member has the right to attend all meetings of Members;
- (b) every Director has the right to attend and speak at all meetings of Members; and
- (c) the auditor has the right to attend any meeting of Members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

14.6 Adjournment

This rule replaces section 249U(4) of the Act.

Subject to rule 13.6, the chairman of a meeting of Members at which a quorum is present:

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

14.7 Business at adjourned meetings

This rule replaces section 249W(2) of the Act.

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

15. PROXIES, ATTORNEYS AND REPRESENTATIVES

15.1 Appointment of proxies

See section 249X of the Act.

A Member may appoint a proxy to attend and act for the Member at a meeting of Members. An appointment of proxy must be made by written notice to Day Hospitals Australia:

- (a) that complies with section 250A(1) of the Act; or
- (b) in any other form and mode that is, and is signed or otherwise authenticated by the Member in a manner, satisfactory to the Board.



15.2 Member's attorney

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

15.3 Deposit of proxy appointment forms and powers of attorney

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

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

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

15.4 Corporate representatives

A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by section 250D of the Act.

15.5 Standing appointments

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

15.6 Suspension of proxy or attorney's powers if Member present

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

15.7 Priority of conflicting appointments of attorney or representative

If more than one (1) attorney or representative appointed by a Member is present at a meeting of Members and Day Hospitals Australia has not received notice of revocation of any of the appointments, then an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment.

15.8 More than one (1) current proxy appointments

An appointment of proxy by a Member is revoked if Day Hospitals Australia receives a further appointment of proxy from that Member which would result in there being more



than (1) proxy of that Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

15.9 Continuing authority

This rule replaces section 250C(2) of the Act.

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

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

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

16. ENTITLEMENT TO VOTE

16.1 Number of votes

This rule replaces section 250E(2) of the Act.

- (a) Each Voting Member, and as outlined in 2.6(b), has one (1) vote on a show of hands or a poll; and
- (b) A Voting Member who is present and entitled to vote and is also a proxy, attorney or representative of another Voting Member has one (1) vote on a show of hands.

16.2 Casting vote of the Chair

This rule replaces section 250E(3) of the Act.

If an equal number of votes are for and against a resolution at a meeting of Members and:

- (a) the Chair is a Voting Member, the Chair has a casting vote, except in the case of an election under rule 4.2(c) then the matter is decided in the negative; or
- (b) the Chair is not a Voting Member, the matter is decided in the negative.

16.3 Voting restrictions

If:

- (a) the Act requires that some Members are not to vote on a resolution, or that votes cast by some Members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,



those Members have no right to vote on that resolution and Day Hospitals Australia must not count any votes purported to be cast by those Members. If a proxy purports to vote in a way or in circumstances that contravene the instructions on the proxy appointment:

- (c) on a show of hands, the vote is invalid and Day Hospitals Australia must not count it; and
- (d) on a poll, rule 17.3(c) applies.

16.4 Decision on right to vote

This rule replaces section 250G of the Act.

A Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman at the meeting, whose decision is final.

17. HOW VOTING IS CARRIED OUT

17.1 Method of voting

This rule replaces sections 250J(1), (1A), and (2) of the Act.

- (a) Before a vote is taken for a resolution, the Chair must inform the meeting of Members whether any proxy votes have been received and how the proxy votes are to be cast.
- (b) A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands.
- (c) Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

17.2 Demand for a poll

As outlined in section 250L of the Act:

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- (a) at least five (5) Voting Members entitled to vote on the resolution; or
- (b) Voting Members with at least 5% of the votes that may be cast on the resolution on a poll; or
- (c) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.



17.3 When and how polls must be taken

This rule replaces section 250M of the Act.

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (c) proxy votes required to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast two (2) or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

18. SECRETARY

18.1 Appointment of Company Secretary

See section 204D of the Act.

The Board:

- (a) must appoint at least one (1) individual; and
- (b) may appoint more than (1) individual,

to be a Company Secretary either for a specified term or without specifying a term and notify ASIC as required.

18.2 Terms and conditions of office

This rule replaces section 204F of the Act.

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

18.3 Cessation of Company Secretary's appointment

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

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



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- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
 - (d) resigns by notice in writing to Day Hospitals Australia; or
 - (e) is removed from office under rule 18.4.

18.4 Removal from office

The Board may remove a Company Secretary from that office whether or not the appointment was expressed to be for a specified term and notify ASIC as required to do so.

19. MINUTES

19.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of Day Hospitals Australia's Members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests,

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

19.2 Minutes as evidence

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

19.3 Inspection of minute books

Day Hospitals Australia must allow Members to inspect, and provide copies of, the minute books for the meetings of Members in accordance with section 251B of the Act.

20. CHAPTERS

20.1 Formation of Chapters

- (a) Members in a particular State or Territory of Australia, may with the consent of the Board, establish a Chapter of Day Hospitals Australia in that State or Territory.
- (b) There will be no more than one (1) Chapter in each State or Territory.



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- (c) A Member wishing to establish a Chapter must apply to the Board in writing and provide the following information:
 - (i) the name of the proposed Chapter; and
 - (ii) the names and signed agreement of at least five (5) Day Hospital Members prepared to form an interim Chapter.

20.2 Chapter Powers

- (a) A Chapter shall have such powers as may be granted to it by the Board from time to time.
- (b) The Board may make conditions for the exercise of the power it grants to Chapters and the Board may revoke, vary, amend or add to any powers that it grants to a Chapters in its sole discretion from time to time.

20.3 Dissolution of Chapter

The Board may dissolve a Chapter when the Board is satisfied that the Chapter is no longer performing a useful purpose.

21. COMPANY SEALS

21.1 Common seal

The Board:

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

21.2 Use of seals

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

21.3 Fixing seals to Constitutions

The fixing of the common seal, or any duplicate seal, to a Constitution must be witnessed:

- (a) by two (2) Directors;
- (b) by one (1) Director and one (1) Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.



22. FINANCIAL REPORTS

22.1 Company must keep financial records

The Board must cause Day Hospitals Australia to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor to inspect those records at all reasonable times.

22.2 Financial reporting

The Board must cause Day Hospitals Australia to prepare a financial report and a directors' report that comply with Part 2M.3 of the Act and must report to Members in accordance with section 314 no later than the deadline set by section 315 of the Act.

22.3 Conclusive reports

Audited financial reports laid before Day Hospitals Australia in general meetings are conclusive except as regards errors notified to Day Hospitals Australia within three (3) months after the relevant general meeting. If Day Hospitals Australia receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

22.4 Inspection of financial records and books

This rule replaces section 247D of the Act.

Subject to rule 19.3 and section 247A of the Act, a Member who is not a Director does not have any right to inspect any Constitution of Day Hospitals Australia except as authorised by the Board or by Ordinary Resolution.

23. REGISTER OF MEMBERS

23.1 Maintenance of the Register

Day Hospitals Australia must set up and maintain a register of Members which will be available for inspection at all reasonable times free of charge by any Member upon request, subject to Day Hospitals Australia's obligations under the *Privacy Act 1988 (Cth)* and any other related legislation.

23.2 Contents of the Register

In accordance with section 169 of the Act, the Register must contain the following information:

- (a) the name and address of each Member;
- (b) the date on which the entry of the Member's name in the Register is made;



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- (c) the name and details of each person who stopped being a Member within the last seven (7) years;
 - (d) the date on which the person stopped being a Member; and
 - (e) an index of Members' names if Day Hospitals Australia has more than 50 Members and the Register itself is not kept in a form that operates effectively as an index.

The Register must also state the Member's class of membership.

23.3 Notification of change of details

Each Member must notify Day Hospitals Australia in writing of any change of name or address and each such change must be recorded in the register.

24. WINDING UP

If Day Hospitals Australia is wound up, any surplus property after payment of all debtors and expenses, must not be paid to Members but must be paid or transferred to another corporation which:

- (a) complies with section 150(1) of the Act;
- (b) with objects which are similar to the objects of Day Hospitals Australia as set out in rule 1.2; and
- (c) with a constitution which prohibits it from paying or distributing its income and property amongst its Members,

by resolution of the Board.

25. NOTICES

25.1 Notices by Company

A notice is properly given by Day Hospitals Australia to a person if it is:

- (a) in writing signed on behalf of Day Hospitals Australia (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.



25.2 Overseas Members

A Member whose registered address is not in Australia automatically agrees to receive all notices and communications regarding its membership with Day Hospitals Australia via electronic means.

25.3 When notice is given

This rule replaces section 249J(4) of the Act.

A notice to a person by Day Hospitals Australia is regarded as given and received:

- (a) if it is delivered personally:
 - (i) by 5 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
- (b) if it is sent by fax or electronic message:
 - (i) by 5 pm (local time in the place from which it is sent or given) on a business day - on that day; or
 - (ii) after 5 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day - on the next business day; and
- (c) if it is sent by mail:
 - (i) within Australia – five (5) business days after posting; or
 - (ii) to a place outside Australia – ten (10) business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

25.4 Business days

For the purposes of rule 25.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

25.5 Counting days

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

25.6 Notices to "lost" Members

- (a) If:



- (i) on two (2) or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
 - (ii) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to Day Hospitals Australia under rule 25.2,
- (b) Day Hospitals Australia may give effective notice to that Member by exhibiting the notice at Day Hospitals Australia's registered office for at least 48 hours.
- (c) This rule ceases to apply if the Member gives Day Hospitals Australia notice of a new address.



SCHEDULE: MEMBERSHIP CLASSES AND BENEFITS TABLE

Day Hospitals Australia Membership Classes and Benefits

(Membership year runs from 1 July - 30 June)

	Day Hospital Member	Affiliate Member	Individual Member	Professional Member	Industry Member	Life Member	Preliminary Member	International Member
Description	Day hospitals must be stand-alone facilities (or, if partially owned by an in-patient hospital, then independently managed). Membership confers privileges to all Employees, Owners and Directors. Each individual licensed day hospital must pay a Membership Fee and a group of day hospitals cannot come under one Membership.	Small overnight private hospitals under 100 licensed beds unaffiliated with any other overnight private hospital.	A member who is a natural person engaged in day hospital procedures but cannot be admitted as a Day Hospital Member.	A member who is a natural person not currently associated with a day hospital, who has demonstrated extensive knowledge, active involvement and commitment to the day hospital sector during their professional career in the Private Health Sector.	Industry membership will be accepted from persons or companies working within the health environment. A CV or company overview must be supplied with the application. All applications are subject to Day Hospitals Australia Board of Directors approval.	A member who is a natural person who, in the opinion of the Day Hospitals Australia Board of Directors, has excelled in their service to the day hospital industry and in meritorious achievement in day surgery generally.	Membership is as per Day Hospital Member but may not have achieved State Health Department Licensing or Accreditation yet, however, this will be reviewed annually by Day Hospitals Australia.	A Day hospital facility that meets the Legislative and Accreditation requirements of the jurisdiction of the specific country involved. This may also include small overnight private hospitals under 100 licensed beds unaffiliated with any other overnight private hospital.
Membership Fee (excluding GST) Joining Fee + \$110 (once only)	\$860 per annum	\$690 per annum	\$345 per annum	\$345 per annum	\$1,320 per annum	N/A	\$860 per annum	\$690 per annum
Member must be licensed with a State Health Department (not applicable to SA) and accredited with an approved body consistent with the Commonwealth Legislation of April 2007.	✓	✓	✗	✗	✗	✗	✗	✗
Access to Day Hospitals Australia / Brand's Surgical Supply discount agreement	✓	✓	✗	✗	✗	✗	✓	✗
Member Area access to Day Hospitals Australia website www.dayhospitalsaustralia.net.au	✓	✓	✓	✓	✓	✓	✓	✓
Copies of all Member Correspondence including weekly Bulletin and Toolkits	✓	✓	✓	✓	✓	✓	✓	✓
Voting rights (one per member)	✓	✗	✓	✓	✗	✓	✗	✗
Company logo, contact details and profile on Day Hospitals Australia website	✗	✗	✗	✗	✓	✗	✗	✗
Reduced Day Hospitals Australia Annual Conference Delegate Fee	✓	✓	✓	✓	✓	Complimentary	✓	✓