



CONSTITUTION

OF

LIFELINE AUSTRALIA
ACN 081 031 263

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1. BACKGROUND

- 1.1 In 1963, at the Sydney Central Methodist Mission, Rev Dr Sir Alan Walker established Lifeline as a crisis telephone counselling service. His vision was for a Christian 'mantle of care' – 24 hours per day, every day.
- 1.2 Since the establishment of the first Lifeline Centre in Sydney, Lifeline Centres have been established in all states and territories in Australia. The Lifeline model of service delivery is one in which each Lifeline Centre identifies and seeks to meet the needs of the community it serves.
- 1.3 Together, the Lifeline Centres in Australia form a national network that is able to serve the entire national population.
- 1.4 Common beliefs and values bind the Members of Lifeline Australia together around a common purpose and approach. These are set out in a Statement of Lifeline Beliefs and Shared Values, which is developed and amended from time to time by agreement of the Members.
- 1.5 The mission of Lifeline Australia is to place services that support living and wellbeing within the reach of everyone.
- 1.6 Lifeline Australia has one Membership category, being the Members (formerly known as Affiliate Members). Non-Affiliate Members, a transitional Membership category, ceased as a Membership category on and from the date that this Constitution was adopted.

2. IDENTITY

The name of the company is Lifeline Australia.

3. INTERPRETATION

- 3.1 The replaceable rules contained in the Act apply to Lifeline Australia, except to the extent that they are displaced or modified (either expressly or by implication) by a provision of this Constitution.
- 3.2 In this Constitution, defined words and phrases are shown with initial capitals. Except to the extent a contrary intention appears:

Accreditation means certification by the Board that a Lifeline Centre meets the requirements of Membership Eligibility Guidelines and the Lifeline Accreditation and Standards Program, as determined by the Board from time to time under clause 13, and **Accredited** has the corresponding meaning.

Act means the *Corporations Act 2001* (Cth).

Appointed Directors has the meaning given in clause 19.

Board means the board of Directors of Lifeline Australia.

Chief Executive Officer means the person appointed by the Board in accordance with clause 30.

Director has the meaning defined in section 9 of the Act.

Elected Directors has the meaning given in clause 17.

Eligible Entity means an entity:

- (a) which beneficially owns a business that has been determined by the Board to have aims and objectives that are consistent with those of Lifeline Australia (or that has been otherwise approved by the Board in accordance with the Membership Eligibility Guidelines);
- (b) which has demonstrated, to the Board's satisfaction, that it has adequate legal tenure over suitable premises for the provision of services as a Lifeline Centre (whether through outright ownership, an appropriate lease, or another arrangement acceptable to the Board in its ultimate discretion);
- (c) which undertakes to adhere to the Membership Policy, including committing to the objects of Lifeline Australia as set out in clause 4 and to the following shared values of Lifeline Australia:
 - (i) a vision of an Australia free of suicide;
 - (ii) understanding and supporting Lifeline Australia's approach to suicide prevention; and
 - (iii) an appreciation of the importance of community-based action for suicide prevention;
- (d) which demonstrates, to the Board's satisfaction, that it is financially sound and capable of operating independently in accordance with the requirements in the Membership Eligibility Guidelines; and
- (e) whose officers and members are fit and proper persons as assessed by the Board, taking into account any standards specified in the Membership Eligibility Guidelines.

Lifeline Centre means a separately accredited location or locations, including the personnel, equipment and facilities at those locations, from which Lifeline Services are supplied.

Lifeline Direct means Lifeline Direct Limited ACN 618 509 818.

Member means an entity whose name is entered in Lifeline Australia's register as a member of the Lifeline Australia.

Membership Policy means the document of that name published by the Board, as amended from time to time, that includes the conditions and standards for membership of Lifeline Australia and operation of a Lifeline Centre.

Membership Eligibility Guidelines means the document of that name published by the Board, as amended from time to time, that sets out the factors and conditions the Board may have regard to in reviewing the applications of potential Members for Membership or Lifeline Centre Accreditation.

Member Voting Allocations has the meaning given in clause 15.3.

Nominee Directors has the meaning given in clause 18

Lifeline Services means any services determined by the Board from time to time.

Performance Period has the meaning given in clause 15.1(b).

Regulations means the Corporations Regulations 2001 (Cth).

Secretary means a company secretary appointed in accordance with the Act and clause 29.

Trademark License Agreement means the trade mark license entered into between Lifeline Australia and a body corporate in relation to the use of certain Lifeline Australia registered trademarks.

Voting Period has the meaning given in clause 15.1(a).

4. OBJECTS

The objects of Lifeline Australia are to:

- (a) encourage, support and undertake the organisation, establishment, maintenance, development and operation of Lifeline Services and Lifeline Centres throughout Australia, where those services are provided by Members, other Accredited bodies corporate or Lifeline Australia itself;
- (b) grant Accreditation to Lifeline Centres so as to provide to all communities an accessible caring and counselling service, primarily (though not exclusively) through telephone counselling services to enable people to overcome isolation and cope with problems and crisis affecting mental health, well-being, life and safety;
- (c) develop and conduct programs, projects and initiatives to enable people to overcome isolation and cope with problems and crisis affecting mental health, well-being, life and safety; and
- (d) do any other things incidental or conducive to the furtherance of its objects.

5. PRINCIPLES

- 5.1 Lifeline Australia operates in accordance with the principles set out in the Lifeline Governance Charter to the extent that those principles do not conflict with the Lifeline Australia Constitution.
- 5.2 Membership of Lifeline Australia does not prevent a Member undertaking other activities unrelated to Lifeline Australia under a name that is not deceptively similar or substantially identical to any Lifeline Australia trademark.
- 5.3 Any activities undertaken in the name of Lifeline Australia must be done only in accordance with the Accreditation of the Lifeline Centre(s).

6. CATEGORY OF MEMBERS

- 6.1 Lifeline Australia has one Membership category, being Members.
- 6.2 If an application to become a Member is accepted by the Board, Lifeline Australia must give written notice of the acceptance to the applicant which specifies that the applicant is accepted as a Member and, upon acceptance of a Member, which proposed Lifeline Centre or Centres receive Accreditation for the purposes of clause 13.
- 6.3 If an application to become a Member is rejected by the Board, Lifeline Australia must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- 6.4 Failure by Lifeline Australia to comply with any notice requirement in clauses 6.2 or 6.3 does not invalidate the decision regarding an application.

- 6.5 The Board determines in their absolute discretion whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.

7. MEMBERS

- 7.1 A Member may not be an individual.

- 7.2 Subject to this Constitution:

- (a) an entity listed as an Affiliate Member of Lifeline Australia at the time of Lifeline Australia's 30 September 2021 special general meeting continues to be a Member of Lifeline Australia on and from the conclusion of that special general meeting; and
- (b) despite clause 7.3, Lifeline Direct is taken to be an approved Member of Lifeline Australia on and from the date that it has consented to become a Member and is entered in the register of Members.

- 7.3 Other than under clause 7.2, a body corporate becomes a Member if it:

- (a) is the legal owner of the business operated, or proposed to be operated in the immediate future, from one or more Lifeline Centres; and
- (b) has been approved by the Board as a Member of Lifeline Australia and entered in the register of Members under clause 9.

- 7.4 An Eligible Entity may apply for Membership and Accreditation of a proposed Lifeline Centre or Centres by signing and delivering to the Lifeline Australia Board a completed application for Membership in the form determined by the Board from time to time which is accompanied by:

- (a) the applicable membership fee determined by the Board under clause 11;
- (b) an undertaking to abide by the Membership Policy;
- (c) 2 written nominations of the Eligible Entity for Membership of Lifeline Australia from current Members including any information or particulars that may be specified in the Membership Eligibility Guidelines;
- (d) details of the proposed Lifeline Centre or Centres to be operated by the applicant; and
- (e) any other materials or information that may be requested by the Board in accordance with the Membership Eligibility Guidelines.

- 7.5 The Board must review and determine all applications for Membership and Accreditation it receives having regard to:

- (a) the matters relevant to establishing the applicant's status as an Eligible Entity;
- (b) the geographical presence of the applicant and the proposed Lifeline Centre or Centres and the location of any other Lifeline Centres in the same region or area;

- (c) whether any applications from other Eligible Entities are pending for the same or nearby region or area;
- (d) the requirements of Lifeline Australia for delivery of Lifeline Services in the relevant and nearby regions and areas; and
- (e) any further relevant circumstances or matters in accordance with the Membership Eligibility Guidelines.

7.6 The Board's determination of Accreditation of a Lifeline Centre can include one conducted from more than one location.

8. LIFELINE DIRECT

8.1 This clause 8 applies at all times that Lifeline Direct is:

- (a) a Member of Lifeline Australia, and
- (b) controlled by Lifeline Australia (applying the meaning given to the term 'control' in the *Corporations Act 2001* (Cth)).

8.2 Notwithstanding anything else to the contrary in this Constitution, Lifeline Direct is required to abstain from voting on a no confidence motion with respect to the Lifeline Australia Board. In all other respects, Lifeline Direct has all of the rights and privileges of a Member under this Constitution (including voting rights).

9. MEMBERSHIP REGISTER

The Secretary must, on approval by the Board of an application for membership, enter the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member.

10. TRANSFER OR CESSATION OF MEMBERSHIP

10.1 A right, privilege or obligation of a Member:

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

10.2 A Member is not entitled to resign from membership of Lifeline Australia except in accordance with this clause. A Member who has paid all amounts payable by the Member to Lifeline Australia may resign by giving not less than 6 months' notice in writing to the Secretary. The Member ceases to be a Member on expiry of the notice period.

10.3 A Member ceases to be a Member if:

- (a) it ceases to own at least one Accredited Lifeline Centre;
- (b) it resigns from membership of Lifeline Australia under clause 10.2; or
- (c) it fails to renew its membership by paying the annual membership fee.

10.4 Where a Member ceases to be a Member, the Secretary must make an appropriate entry in the register of Members recording the date on which the membership ceased.

11. ANNUAL MEMBERSHIP FEE

The annual Lifeline Australia membership fee is such amount per Member as may be determined by the Board from time to time and is payable at such times and in such manner as determined by the Board.

12. MEMBERS' GUARANTEE

Each Member guarantees that it will contribute towards the payment of the debts and liabilities of Lifeline Australia or the costs, charges and expenses of the winding up of Lifeline Australia up to a limit of \$2.

13. ACCREDITATION

13.1 The Board must define, establish and maintain a Lifeline Accreditation and Standards Program consistent with the objects in clause 4 and the principles referred to in clause 5.

13.2 Members may apply to the Board for Accreditation of additional Lifeline Centres by following the process set out in clause 7.4 but without providing the membership nominations under clause 7.4(c) and in accordance with any additional instructions for such applications promulgated by the Board.

13.3 The Board may grant Accreditation to a proposed Lifeline Centre where the Applicant and the proposed Lifeline Centre meet and continues to meet any requirements set out in the Membership Eligibility Guidelines and the following criteria, as established by the Lifeline Accreditation and Standards Program:

- (a) for a Member, pays the annual membership fee under clause 11;
- (b) is not in material breach of the Trademark License Agreement;
- (c) complies with all Lifeline policies including active participation in any continuous improvement program as established by the Board; and
- (d) demonstrates the Member's financial viability to the reasonable satisfaction of the Board.

13.4 If an application for Accreditation is rejected by the Board, Lifeline Australia must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.

13.5 Failure by Lifeline Australia to comply with any notice requirement in clause 13.4 does not invalidate the decision regarding an application.

13.6 The Board determines in their absolute discretion whether a proposed Lifeline Centre may be granted Accreditation. The Board is not required to give any reason for the rejection of any application for Accreditation.

14. REVIEW, SUSPENSION AND TERMINATION OF ACCREDITATION

14.1 For the purposes of this clause 14, "Lifeline Member" or "Member" includes a body corporate that operates a Lifeline Centre Accredited by Lifeline Australia.

14.2 Lifeline Australia may suspend or terminate a Lifeline Centre's Accreditation at any time, if the Lifeline Member operating that Centre in the opinion of the Lifeline Board, based on reasonable grounds:

- (a) is not able to meet its debts as and when they fall due; or
- (b) is in significant breach of one or more of Lifeline's policies.

14.3 Lifeline Australia must not suspend or terminate a Lifeline Centre's Accreditation unless:

- (a) Lifeline Australia has provided the Lifeline Member with written notice of its concerns and reasonable opportunity to answer those concerns; and
- (b) Lifeline Australia has taken reasonable steps (at the Member's cost) to assist the Lifeline Member to remediate the concerns except where:
 - (i) the Lifeline Member is not willing to accept Lifeline Australia's assistance; or
 - (ii) Lifeline Australia believes that there is not a reasonable prospect of successful and timely remediation.

14.4 Suspension or termination must be by way of Lifeline Australia Board resolution and will take effect from the receipt of written notice to the Lifeline Member accompanied by reasons for the decision.

14.5 Where the Board resolves to suspend a Lifeline Centre's Accreditation:

- (a) this may be expressed to be for a specified period of time or until specified conditions have been met; and
- (b) the Board may also impose conditions to be met during the period of the suspension.

14.6 For the purposes of determining whether a Lifeline Member is in significant breach of a policy for the purposes of clause 14.2, and without limitation, Lifeline Australia's consideration may include any of the following factors:

- (a) whether the Member notified Lifeline Australia of the breach in a timely manner;
- (b) the materiality of the breach of the policy or policies;
- (c) the number of instances of breach of the policy or policies;
- (d) the duration of the breach;
- (e) the period of time or extent of effort or cost that would be required to remediate the breach;
- (f) whether the Lifeline Member has been taking reasonable steps to remedy the breach;
- (g) whether the breach of the policy creates a harm or potential harm for Lifeline Australia's clients, volunteers or staff;
- (h) whether the breach of the policy exposes an underlying failure to act in accordance with high standards of ethical conduct; and
- (i) the extent of harm to the good reputation and standing of the Lifeline Member or Lifeline Australia if the breaches became publicly known.

15. MEMBER VOTING RIGHTS

- 15.1 For the purposes of Member voting rights:
- (a) **'Voting Period'** means each 12-month period from 15 September to 14 September (and includes the First Voting Period);
 - (b) **'Performance Period'** means the financial year (ie 1 July to 30 June) immediately preceding each Voting Period; and
 - (c) **'First Voting Period'** means from 30 September 2021 until 14 September 2022.
- 15.2 Unless otherwise required to abstain from voting under this Constitution, each Member has a right to vote on a Member's resolution.
- 15.3 The total number of votes that can be allocated among Members is 1000. For each Voting Period, each Member is allocated a proportion of the total number of votes (ie out of the total 1000 votes) that they may exercise in a general meeting of the Lifeline Australia and Director elections (**Member Voting Allocations**).
- 15.4 The Member Voting Allocations are determined based on each Member's performance during the relevant Performance Period in accordance with Table A - Member Contributions to Service Delivery and Table B - Calculation Process of Attachment A - Member Voting Rights.
- 15.5 For the purposes of the First Voting Period, the Member Voting Allocations for that period will be determined in accordance with the process set out in Table A and Table B of Attachment A for the Performance Period from 1 July 2020 to 30 June 2021 in accordance with a compressed timing determined by the Board.
- 15.6 Despite the application of the Member Voting Allocations, a cap of 24% of the total votes (being 240 votes) applies to the voting rights of each Member. Where a Member's Voting Allocation is reduced to 240 under this clause 15.6, that Member's votes above the 240 cap will be allocated across each other Member in proportion to the voting rights held by each member (applying the rounding rules set out in Attachment A). This reallocation process applies for each Member who exceeds the cap.
- 15.7 If all Members entitled to receive notice of a general meeting and to vote on a resolution of Members sign a document containing a statement that they are in favour of the resolution set out in the document, a Members' resolution in those terms is passed when the last Member signs such a document. For the purposes of this clause:
- (a) two or more separate documents in identical terms, each of which is signed by one or more Members, will be treated as one document; and
 - (b) an email containing the text of the document expressed to have been signed by a Member that is sent to Lifeline Australia is deemed to be a document signed by that Member at the time of its receipt by the Lifeline Australia.
- 15.8 The Board may determine that Members entitled to attend and vote at a meeting of Members may vote at that meeting without being present at the meeting (**Direct Voting**). The Board may determine rules and procedures (to be set out in the notice of meeting or otherwise) in relation to Direct Voting, including the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid, and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that Direct Voting may occur, a direct vote cast by an eligible Member is taken to

have been cast by that person at the meeting if the rules and procedures for Direct Voting determined by the Board are complied with.

16. COMPOSITION OF BOARD

16.1 The number of Directors must be not less than 3 and not more than 12. The Board will comprise:

- (a) up to 7 Directors elected in accordance with clause 17 (**Elected Directors**);
- (b) 2 nominee Directors appointed in accordance with clause 18 (**Nominee Directors**);
- (c) up to 3 Directors appointed by the Board in accordance with clause 19.18 (**Appointed Directors**).

16.2 A person is not eligible to hold simultaneously both an elected and an appointed position on the Board.

17. ELECTED DIRECTORS

17.1 The Members elect the Elected Directors to office in accordance with this clause 17, up to the maximum number of Directors specified in clause 16.1(a).

17.2 Subject to clause 17.3, in an election ballot (which may be conducted electronically):

- (a) the 'first past the post' system is used, whereby the candidates who poll the highest number of votes are elected;
- (b) each Member is required to signify its vote for only one candidate; and
- (c) in counting the votes for each candidate, each Member is allocated its total number of votes under the Member Voting Allocations.

17.3 The Nominator Member specified in clause 18.1(b) does not have any voting rights in the election of Elected Directors.

17.4 Nominations of candidates for Elected Directors:

- (a) must be made in writing, signed by an authorised representative of a Member and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) must be delivered to the Secretary not less than 8 weeks before the date fixed for the annual general meeting.

17.5 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are deemed to be elected and the vacant positions remaining may be appointed by the Board as Casual Vacancies in accordance with clause 19.2.

17.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held in accordance with clause 17.8:

- 17.8 A ballot for the available number of elected Director positions will be conducted as a 'secret ballot' using a 'first past the post' system as set out in this clause 17.8:
- (a) the Secretary must ensure that each Member receives instructions on how to vote in the ballot not less than six weeks before each annual general meeting;
 - (b) the instructions must specify the closing time for voting, which must be at least four weeks after the date on which the instructions have been received by all Members;
 - (c) no votes will be permitted after the closing time;
 - (d) votes are recorded, and voting rights determined, in accordance with clause 17.2;
 - (e) the candidates with the highest number of votes will be elected; and
 - (f) in the event that a ballot is tied then the position will be filled by lot drawn by the Chair between the candidates who have tied.

17.9 The Board may determine:

- (a) the more detailed rules and processes for the conduct of the ballot process (to be set out in the notice of meeting or otherwise); and
- (b) the electronic or online voting system to be used for the ballot,

provided that they are consistent with this clause 17.

17.10 The results of the ballot process will be announced before or at the subsequent annual general meeting with the commencement of the appointment terms to be at the conclusion of the annual general meeting.

18. NOMINEE DIRECTORS

18.1 Each of the following Members has the right to appoint a Nominee Director:

- (a) The Uniting Church in Australia - National Assembly ABN 16 939 630 947 trading as UnitingCare Australia or its delegate (**Uniting Church in Australia**); and
- (b) the Member with the highest Member Voting Allocation (excluding Lifeline Direct, and before applying the cap in clause 15.6) in the immediately preceding financial year,

each a '**Nominator**'. A Nominator may appoint or remove their Nominee Director by delivering a signed, written notice of appointment or removal (as relevant) to the Secretary. The Nominator under clause 18.1(b) is determined annually based on performance during each Performance Period, with the nomination right commencing at the conclusion of the immediately subsequent annual general meeting.

18.2 A Nominee Director appointed under 18 will commence their appointment at the conclusion of the relevant annual general meeting and continue for a 12 month period unless reappointed.

- 18.3 In exercising its appointment right in accordance with clause 18.1(a), the Uniting Church in Australia must, prior to appointing its candidate:
- (a) consult with the Board of Lifeline Australia on the skills and experience of its proposed candidate, and must use its best endeavours to select a candidate with skills and experience that align with the Board's skills matrix requirements; and
 - (b) obtain the written approval of the Board of Lifeline Australia to the appointment which may be in the form a letter from the Chair of the Board and may not be unreasonably withheld or delayed.

19. APPOINTED DIRECTORS

- 19.1 The Board may appoint Directors by resolution, up to the maximum number of Appointed Directors specified in clause 16.1(c). In making appointments under this clause 19, the Board must take into account the geographic spread of the home locations of Directors and the range of skills and contributions that the person could be expected to bring to Lifeline Australia.
- 19.2 In addition to clause 19.1, the Directors may appoint a Director to fill a casual vacancy of an Elected Director or an Appointed Director (**Casual Vacancy**), provided that the person gives Lifeline Australia their signed consent to act as a Director.

20. TENURE OF DIRECTORS

- 20.1 The candidates elected or appointed to the Board under clauses 16.1(a) or 16.1(b) take office at the close of the relevant annual general meeting.
- 20.2 Subject to this Constitution and the Corporations Act, Directors hold office for the following terms:
- (a) Nominee Directors, as appointed or removed at any time by their Nominator in accordance with clause 18.2;
 - (b) Elected Directors, until the conclusion of the second annual general meeting following the date of their election;
 - (c) Appointed Directors, a period of 2 years from their date of appointment; and
 - (d) for a Director appointed to fill a Casual Vacancy, the remaining term of the position being filled,

and are eligible for re-election or appointment at the expiry of their term.

- 20.3 A person is not eligible to be elected, appointed or hold office as a Director if he or she has been a Director of Lifeline Australia for a cumulative total time that exceeds ten years, unless the Board determines, for a stated reason, to extend the ten year limit to twelve years for a particular Director.

21. ELECTION OF CHAIR AND DEPUTY CHAIR

At the first meeting of the Board after each annual general meeting, the Board must elect from amongst its members:

- (a) a Chair; and
- (b) a Deputy Chair, who in the absence or unavailability of the Chair may exercise the powers of the Chair.

22. VACANCIES ON THE BOARD

A vacancy in the office of a Director occurs if the person:

- (a) dies;
- (b) resigns the office;
- (c) is removed from office pursuant to the Act;
- (d) becomes an insolvent under administration within the meaning of the Act;
- (e) is disqualified from office under Part 2D.6 of the Act;
- (f) has held office for a cumulative total time that exceeds ten years (or twelve years where the Board has determined, for a stated reason, to extend the ten-year limit to twelve years for a particular Director); or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

23. BOARD REMUNERATION

- (a) As remuneration for their services as Directors, the Director may be paid out of the funds of Lifeline Australia a sum per annum (accruing from day-to-day) determined by the Members in general meeting (**Remuneration Pool**).
- (b) The Remuneration Pool is to be divided among the Directors in the proportions determined by Board resolution.

24. INDEMNITY

24.1 To the extent permitted by law and without limiting the powers of Lifeline Australia, Lifeline Australia must indemnify each person who is, or has been, a Director, Chief Executive Officer or Secretary of Lifeline Australia against any liability that results from facts or circumstances relating to the person serving or having served in that capacity:

- (a) incurred at any time, whether before or after this clause comes into effect, to any person (other than Lifeline Australia or a related body corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
- (b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Act.

- 24.2 Except in relation to liability for legal costs (which is dealt with in clause 24.3), Lifeline Australia must not provide the indemnity referred to clause 24.1 in respect of:
- (a) a liability owed to Lifeline Australia or a related body corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G or a compensation order under section 1317H of the Act; or
 - (c) a liability that is owed to someone (other than Lifeline Australia or a related body corporate) that did not arise out of conduct in good faith;
- 24.3 Lifeline Australia must not provide the indemnity referred to in clause 24.1 in respect to legal costs incurred in defending an action for liability if the costs are incurred:
- (a) in defending or resisting civil proceedings in which the person is found to have a liability for which they could not be indemnified under clause 24.2; or
 - (b) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the Court to be established; or
 - (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- 24.4 Clause 24.3(c) does not apply to costs incurred in responding to actions brought by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order.
- 24.5 Lifeline Australia is not required to indemnify a person as provided for in clause 24.1 to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 24.6 The benefit of each indemnity given in clause 24.1 continues, even if the clause is later modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.
- 24.7 To the extent permitted by law and without limiting the powers of Lifeline Australia, the Directors may authorise Lifeline Australia to, and Lifeline Australia may, enter into any insurance policy for the benefit of a person who is, or has been, a Director, Chief Executive Officer or Secretary of Lifeline Australia against any liability that results from facts or circumstances relating to the person serving or having served in that capacity:
- (a) incurred at any time, whether before or after the time this clause comes into effect, to any person (other than Lifeline Australia or a related body corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Act.
- 24.8 Lifeline Australia must not pay, or agree to pay, a premium for a contract insuring a person who is or has been an officer or auditor of Lifeline Australia against a liability arising out of:

- (a) conduct involving a wilful breach of duty in relation to Lifeline Australia; or
- (b) a contravention of sections 182 or 183 of the Act.

25. MEETINGS OF THE BOARD

- 25.1 A quorum for meetings of the Board consists of six Directors.
- 25.2 The powers and functions of the Board are not affected by any unfilled vacancy in its membership, provided a quorum is maintained.
- 25.3 The Board will meet when and as it may determine, but not less frequently than once every three months. The meetings are to be convened by the Chair, provided that a special meeting of the Board must be called on the written request of at least three Directors.
- 25.4 Not less than 14 days' notice must be given of any meeting, unless all Directors agree to waive such notice. The notice must specify the date, time and place of the meeting and the agenda of the meeting. The non-receipt of a notice by a member or the accidental omission to give notice to a Director will not invalidate the proceedings of the meeting. Meetings may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
- 25.5 Questions arising at a meeting of the Board will be determined by a majority of the votes of the Directors present at the meeting. Each Director present (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.6 Circulating Resolutions:
- (a) The Board may pass a resolution without a Board meeting being held if a written resolution, of which notice has been given to all Board members, is signed by a majority of Board members entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board).
 - (b) The resolution is effective when signed by the last of all the Board members constituting a majority.
 - (c) The resolution may consist of several documents in the same form each signed by one or more of the Board members.
 - (d) A facsimile transmission or other document produced by mechanical or electronic means under the name of a Board member with the Board member's authority is considered a document in writing signed by the Board member and is deemed to be signed when received in legible form.

26. POWERS OF THE BOARD

- 26.1 The business of Lifeline Australia is managed by or under the direction of the Directors. The Directors may exercise all the powers of Lifeline Australia which are not, by the Act or this Constitution, required to be exercised by Lifeline Australia in general meeting.
- 26.2 Without limiting clause 26.1, the Directors shall determine Member Voting Allocations for each Voting Period in accordance with this Constitution (including Attachment A).

27. GENERAL MEETINGS

- 27.1 An annual general meeting of Members must be held each year in accordance with the requirements of the Act.
- 27.2 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to:
- (a) confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) receive from the Board reports on the activities of Lifeline Australia during the last preceding financial year;
 - (c) announce the results of the postal ballot for the election of members of the Board;
 - (d) announce any appointments to the Board made by Members under clauses 17 and 18;
 - (e) receive and consider the annual financial report, auditor's report and any other reports that are required to be submitted to Members under the Act;
 - (f) appoint an auditor; and
 - (g) fix the auditor's remuneration.
- 27.3 In addition to the annual general meeting, the Board may, whenever it thinks fit, and must upon a requisition made in accordance with s 249D of the Act, convene a general meeting of Lifeline Australia.

28. PROCEDURE AND QUORUM

- 28.1 The Secretary must, except where the Act or this Constitution requires a meeting to be convened sooner, at least 28 days before the date fixed for the holding of the general meeting cause to be sent by prepaid post to each Member at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the general meeting and the nature of the business proposed to be transacted, and whether it is intended to propose any special resolutions.
- 28.2 A general meeting may be called or held using any technology that the Board reasonably considers, having regard to all the circumstances is appropriate and will enable Members attending the meeting a reasonable opportunity to hear and be heard.
- 28.3 A quorum for general meetings is 25% of Lifeline Australia's Members being present, and a quorum must be present at all times during the meeting.
- 28.4 The Chair is to preside over general meetings. In the event that the Chair is unable, or unwilling, to preside, the Deputy Chair is to preside. If both the Chair and Deputy Chair are unable, or unwilling, to preside, the meeting must appoint an acting Chair. The presiding person has both a deliberative and, upon an equality of votes, a casting vote.
- 28.5 A question arising at a general meeting is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of Lifeline Australia, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

28.6 At a general meeting, a poll may be demanded by the person presiding or by any Member present at the meeting.

28.7 Where a poll is demanded at a general meeting, the poll shall be taken:

- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter is deemed to be the resolution of the meeting on that matter.

29. SECRETARY

29.1 The Board must appoint and employ, on such terms and conditions as it may determine, a Secretary to fulfil such responsibilities as are prescribed, including:

- (a) the functions and responsibilities of the Secretary prescribed by this Constitution or the Act;
- (b) keeping minutes of:
 - (i) all elections and appointments of Directors;
 - (ii) the names of Directors present at a Board meeting or a general meeting;
 - (iii) the names of Members present at a general meeting; and
 - (iv) all proceedings at Board meetings and general meetings.

29.2 Minutes of proceedings at a meeting are to be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

30. CHIEF EXECUTIVE OFFICER

30.1 The Board may appoint and employ, on such terms and conditions as it may determine, a Chief Executive Officer to fulfil such responsibilities as are prescribed.

30.2 The Chief Executive Officer must keep such books and accounts as he/she considers necessary or as the Board from time to time requires and at least once in every calendar year must present such reports and accounts as are required by law to be presented at the annual general meeting of Lifeline Australia or at other times as the Board itself may require.

31. FINANCE

31.1 Lifeline Australia is a non-profit organisation and must not carry on business for the purpose of distributing profit to Members. Lifeline Australia aims to be self-supporting and its income is to be derived from such sources, including membership fees, levies, donations and public appeals for funds, as the Board may determine from time to time.

31.2 The financial year for Lifeline Australia is the year ending on 30 June.

31.3 At the commencement of, and in respect to, each financial year the Board must approve a budget setting out the proposed income and expenditure of Lifeline Australia together with a statement as to the ways and means by which the budget will be financed.

- 31.4 Lifeline Australia must not in respect of any financial year exceed the total expenditure provided for in the budget without the prior approval of the Board.
- 31.5 The Board must determine the persons who will have authority on its behalf to operate bank accounts and to sign, accept and endorse cheques and other negotiable instruments.
- 31.6 Lifeline Australia must not make a distribution of assets to Members. The income, assets, profits and financial surplus of Lifeline Australia, whenever derived, must be applied solely towards the promotion of the objects of Lifeline Australia as set out in clause 4 and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to Members, except that nothing in this Constitution will prevent the payment in good faith of:
- (a) funding to Members to carry out activities in furtherance of the purposes for which Lifeline Australia is established, or to supply goods or services to Lifeline Australia in the ordinary course of business by a Member;
 - (b) Directors' remuneration, or reasonable allowance and travelling expenses of Directors, in accordance with clause 23; and
 - (c) remuneration to any officer or employee of Lifeline Australia or to any Member in return for services actually rendered to Lifeline Australia.

32. GIFT FUND

- 32.1 In this Constitution 'tax deductible gifts' means gifts of money or property to which Subdivision 30-A of the *Income Tax Assessment Act 1997* (Cth) applies and includes any money received because of such gifts.
- 32.2 Lifeline Australia must establish and maintain a fund to be known as the Gift Fund:
- (a) to which all tax-deductible gifts received by it are to be made and
 - (b) to which any money received by Lifeline Australia because of such gifts is to be credited; and
 - (c) that does not receive any other money or property.
- 32.3 All tax-deductible gifts received by or on account of Lifeline Australia as moneys must be deposited in a bank account or accounts in the name of 'Lifeline Australia Gift Fund'.
- 32.4 The Board may invest the whole or any part of the Gift Fund in such forms of investment as it may determine, and all such investments must be made in the name of 'Lifeline Australia Gift Fund'.
- 32.5 Lifeline Australia must not use money or property held in the Gift Fund other than for the objects set out in clause 4.

33. AUDITOR

- 33.1 The Members must at the annual general meeting each year appoint an auditor to hold office until the next annual general meeting, such appointment to be made at such fee or otherwise or on such terms and conditions as the Members may determine.

33.2 The Board must:

- (a) create proper accounting and other records to be kept and must distribute to Members a copy of each profit and loss account and balance sheet (including every document required by law to be attached to it) accompanied by a copy of the auditor's report as required by the Act; and
- (b) submit to each annual general meeting of Lifeline Australia a balance sheet and profit and loss account up to a date not more than 6 months before the date of the meeting.

34. CUSTODY AND INSPECTION OF BOOKS

All records, books and other documents relating to Lifeline Australia must be kept in the custody of and under the control of the Secretary and must be made available for inspection free of charge by duly appointed representatives of Members.

35. AMENDMENT OF CONSTITUTION

This Constitution may be amended by special resolution of Members in general meeting. Notice of any motion to amend the Constitution must be received by the Secretary at least 28 days prior to the general meeting.

36. WINDING UP OF LIFELINE AUSTRALIA OR THE GIFT FUND

- 36.1 In the event of Lifeline Australia being wound up, any surplus assets remaining after the payment of Lifeline Australia's liabilities must be transferred to another organisation in Australia which is a public benevolent institution (***Public Benevolent Institution***) for the purposes of any Commonwealth Taxation Act.
- 36.2 The Members of Lifeline Australia must use all reasonable endeavours to ensure that the Public Benevolent Institution to which any surplus assets are transferred for the purposes of clause 36.1 has objects similar to Lifeline Australia.
- 36.3 If Lifeline Australia's deductible gift recipient fund established under clause 32.3 (***Lifeline Australia Gift Fund***) is wound up or if the endorsement (if any) of Lifeline Australia as a Deductible Gift Recipient is revoked, any surplus assets of the Lifeline Australia Gift Fund remaining after the payment of liabilities attributable to it, must be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- 36.4 The Members must use all reasonable endeavours to ensure that the fund, authority or institution to which any surplus assets of the Lifeline Limited Gift Fund are transferred pursuant to clause 36.3 has objects similar to Lifeline Australia.

Attachment A - Member Voting Allocation

The below applies to the calculation of Member Voting Allocations referred to in clause 15.

Table A - Member Contribution to Service Delivery

A Member's contribution to service delivery during a Performance Period is determined using the table below as follows:

- (a) for each Metric set out in column 1, the Member's performance for the Performance Period is measured under columns 2 and 3;
- (b) the Member is assigned a % share of the 100% for each Metric under column 4;
- (c) the Member's performance under each Metric is weighted under column 5 to assign all Members an overall % share of the 100% of votes (rounded to 1 decimal point); and
- (d) each Member's percentage shares of the votes is x 1000 to allocate all Members a fixed number of the 1000 votes. For example, a Member with 8.9% of the votes is allocated 89 out of the total 1000 votes (ie $8.9\% \times 1000 = 89$).

Metric	Measurement of each Member's performance against each Metric	Assessment of Metric	Calculation between Members	Weighting of Metric
<i>Metric 1:</i> Base Lifeline Centre Ownership	Member must own 1 or more Lifeline Centres for the entire Performance Period	Company Secretary assesses, based on Lifeline Australia's records	Each Member that satisfies this Metric allocated an equal % share	25%
<i>Metric 2:</i> Digital (services hours)	The number of Digital Service Hours delivered by the Member during the Performance Period 'Digital Services Hours' means the number of hours the Member spent delivering national crisis support services via voice, web and any other digital platform used to deliver national services. Digital Services may be expanded by Board resolution to include other digital services in the future. Digital Service Hours exclude service hours funded by Lifeline Australia under any service agreements with the Member.	Company Secretary assesses, based on Lifeline Australia's records	Each Member is to be allocated a percentage share as follows: (the Member's total Digital Service Hours divided by the total of all Members Digital Service Hours) multiplied by 100	50%
<i>Metric 3:</i> Community Contribution	Full Time Equivalent (FTE) personnel on the Member's payroll and contributing to Lifeline operations and services delivered by the Member during Performance Period.	Each Member assesses, and Company Secretary reviews and confirms	Each Member is to be allocated a percentage share as follows: (The Member's total FTE divided	25%

Metric	Measurement of each Member's performance against each Metric	Assessment of Metric	Calculation between Members	Weighting of Metric
	This is calculated as the average of the maximum monthly FTE during the Performance Period.		by the total of all Members' FTE) multiplied by 100	

Table B - Calculation Process

Step	Description	Responsibility	Due date
<p><i>Step 1:</i> Member self-assessment</p>	<p>Each Member must:</p> <ul style="list-style-type: none"> • assess its own performance against Metric 3 for each Performance Period in accordance with Table A; and • deliver its calculations to the Secretary, accompanied by a written certification from the Member's Chief Executive Officer (or equivalent) that the calculations are true and correct and prepared in accordance with this Attachment A. 	Each Member	Calculations to be delivered by 31 July each year for the immediately preceding Performance Period
<p><i>Step 2:</i> Secretary confirmation and assessment</p>	<p>Secretary:</p> <ul style="list-style-type: none"> • confirms each Member's performance against Metrics 1 and 2 from Lifeline Australia's records; • assesses and confirms each Member's calculations for Metric 3; and • provides recommended Member Voting Allocations to the Board for approval. <p>The Secretary may request any further information or verification from a Member and may conduct any investigation or audit activities subject to a Member's reasonable confidentiality and privacy requirements (Verification Activities).</p>	Secretary	By 15 August
<p><i>Step 3:</i> Board determination</p>	<p>Board determines the Member Voting Allocations, taking into account any Verification Activities conducted and the extent of a Member's cooperation and transparency during those activities.</p> <p>The Secretary notifies the Board determination to each Member. The Board will allow a two week period following the results being notified to Members and ending on the Secretary's notification to Members on 15 September to raise any potential errors, or respond to any adverse findings.</p> <p>The determination of the Board is final for each Voting Period. The Members agree that this authority is necessary to protect the integrity and reliability of Lifeline Australia's decision-making processes.</p>	Lifeline Australia Board	By 1 September
<p><i>Step 4:</i> Secretary notifies Members</p>	<p>Secretary notifies all Members of the Member Voting Allocations, supported by a high-level table setting out the overall performance of each Member against the metrics, and the allocation of votes.</p>	Secretary	By 15 September

Step	Description	Responsibility	Due date
Step 5: Member Voting Allocations apply	The Member Voting Allocations apply for the Voting Period.	N/A	Voting Period is from 15 September until 14 September