

Constitution of
HBF Health Limited
ACN 126 884 786

The Corporations Act

A company limited by guarantee

Registered in Western Australia

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Constitution of HBF Health Limited ACN 126 884 786, a public company limited by guarantee.

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

Affiliated Person in relation to a person, means:

- (a) a Family Member of the person, or a person in (c), or a person in (h) that is a natural person;
- (b) any person acting in concert with the person in relation to their actual or prospective relationship with the company;
- (c) a beneficiary or trustee of a trust of which the person is a trustee or beneficiary;
- (d) a body corporate of which the person is a director;
- (e) a body corporate in which the person has a substantial shareholding as that term is defined in section 9 of the Corporations Act;
- (f) an associate of a body in (d) or (e), as that term is defined in section 12(2) of the Corporations Act;
- (g) an associate of a trust in (c), as if that trust were a designated body, as those terms are defined in section 12(3) of the Corporations Act; or
- (h) a related party of a body in (d), (e), (f) or (g), as that term is defined in section 228 of the Corporations Act;

Annual General Meeting means the annual general meeting of Councillors referred to in Rule 12.

Board means the board of the company referred to in Rule 7.1.

Board Councillor means a Nominated Director in their capacity from time to time as a Councillor.

Chairperson means the person occupying the position of chair of the Directors under Rule 8.

Chief Executive Officer means the chief executive appointed by the Directors under Rule 11.

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

Council means the body of Councillors as constituted from time to time meeting in accordance with Rule 12.

Councillor means each of a General Councillor, and an Elected Councillor and a Board Councillor.

Councillor Independence:

- (a) means the absence of any state of mind of a Councillor, or relationship (whether or not having legal force or effect) between a Councillor and any third party or parties (whether or not formally associated), which may interfere with the exercise of bona fide independent judgement (in the bona fide best interests of the company) by the Councillor, in his or her role as a Councillor provided that Councillor Independence will not be lost merely due to a transitory circumstance or event; and
- (b) will be deemed not to be satisfied with respect to a person if that person, or an Affiliated Person, has a material interest as a proprietor, shareholder, director, employee or officer of any business or corporation, or a beneficiary of any trust on behalf of which such a business or corporation operates, that provides goods or services to Policy holders, the costs of which are reimbursable (wholly or partially) from a Fund; and
- (c) will be deemed to be satisfied with respect to a person or a class of persons if the Council in general meeting (at its discretion after due consideration, having regard to any relevant policies adopted by the Council from time to time, and on application by a person) resolves that the circumstance by which Councillor Independence would otherwise be lost is immaterial and insignificant so as to warrant exception.

Director means a person appointed or elected to the office of director of the company in accordance with this Constitution and, where appropriate, includes an alternative director.

Disqualified in relation a person means disqualified under the PHI Act, the *Insurance Act 1973* (Cth), the Corporations Act or any similar legislation applicable to the company or its subsidiaries.

Deputy Chairperson means the person elected to the Office of Deputy Chairperson under Rule 7.2.

Elected Councillor has the meaning given by Rule 3.5.

Family Member means a person's spouse, parent, sibling, child or child of a person's spouse and includes a person who is ordinarily a member of the person's household.

Fund means a health benefits fund as defined by the PHI Act, to which fund contributions may be made by Policy holders and from which fund payments may be made towards the cost of Health Services for Policy holders and their dependants and relatives.

General Councillor means a person elected to membership of the Council in the manner set out in Rule 3.4.

General Meeting means a meeting convened under Rule 12 and includes a special General Meeting and an Annual General Meeting.

Governmental Agency means a government or a governmental, semi-governmental or judicial entity or authority. It also includes a self-regulatory organisation established under statute or a stock exchange.

Health Services includes medical, pharmaceutical, hospital, health care, ambulance and other health related and ancillary services whether preventative, curative, remedial, palliative or otherwise.

Hospital Cover Policy holder means a person who is a Policy holder under a hospital product offered by the company.

Member means a person admitted to the membership of the company in accordance with the provisions of this Constitution, and **Membership** has a corresponding meaning.

Nominated Director means a person who is a Director and who has been nominated as a Board Councillor by a special resolution of the Board, with power for the Board by special resolution of the Board to withdraw such nomination at any time and to nominate another Director in their place.

Participants means:

- (i) a Policy holder;
- (j) policy holder, client or customer of a subsidiary corporation of the company or other entity under the management or control of the company carry on any trading, insurance, service, financial or investment enterprise; or
- (k) a person of a class prescribed in the Regulations, having a relationship with the company (or with another entity associated with the company as prescribed in the Regulations) of a nature prescribed in the Regulations;

and includes such dependants and relatives of Participants as may also be prescribed in the Regulations, provided that a corporation cannot itself be a Participant but may nominate, in manner prescribed in the Regulations, an adult natural person as a Participant on its behalf.

PHI Act means the *Private Health Insurance Act 2007* (Cth).

Policy holder means a person accepted as a policy holder to a Fund.

Registered Policy holder means a person of not less than 10 years continuous standing as a Hospital Cover Policy holder and who has completed and lodged with the company a Registered Policy holder registration form as determined by the Board, and is recorded in the records of the company as a Registered Policy holder.

Regulations means the regulations made under Rule 20.

Rules means this constitution and rules of the company.

Secretary means a person appointed as secretary of the company in accordance with this Constitution.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following Rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- (a) The singular includes the plural and conversely.

- (b) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (c) A reference to any legislation or to any provision of any legislation includes any modification or re enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (d) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

1.3 Replaceable Rules

The replaceable rules contained in the Corporations Act do not apply to the company.

2. Application of the Income and Property of the Company

Until such time as the company is registered as a for profit insurer under the PHI Act, the following provisions will apply:

- (a) Subject to paragraph (b), no part of the income or property of the company may be paid or transferred, directly or indirectly, to any Member of the company by way of dividend, bonus or otherwise.
- (b) Paragraph (a) does not prevent the company from making a payment in good faith to a Member of the company:
 - (i) of reasonable and proper remuneration for services provided to the company;
 - (ii) by way of repayment of money borrowed from that Member plus interest, the interest not exceeding a rate equal to the then current variable lending rate which is published by the company's bank (being a trading bank in Australia);
 - (iii) for goods supplied in the ordinary course of business; or
 - (iv) of reasonable and proper rent for premises let by a Member.

3. Membership

3.1 Members of the Company

- (a) As at the date of registration of the company, the Members of the company shall be those persons who:
 - (i) were admitted to the membership of HBF Health Funds Inc immediately before the date of incorporation; and
 - (ii) had consented to becoming a Member and had applied for and been admitted to the Membership of the company.
- (b) The Members at registration will be listed in schedule 1.

- (c) The Members of the company under Rule 3.1 (a) shall hold the same categories of Membership of the company as they held as members of HBF Health Funds Inc immediately prior to the date of registration of the company and their initial term of membership of the company will be deemed to include the time spent as members of HBF Health Funds Inc immediately prior to the date of registration of the company.
- (d) The Members of the company will have their names entered into the company's register of members maintained by the Secretary and kept at the company's principal place of business.
- (e) Two or more persons cannot be registered as holding a single membership interest, whether as joint tenants or as tenants in common.

3.2 Limited liability of Members

The liability of the Members of the company is limited.

3.3 Membership of the Company

- (a) Membership of the company comprises the following categories of Membership:
 - (i) General Councillors;
 - (ii) Elected Councillors; and
 - (iii) Board Councillors.
- (b) The expression "Councillor" is not a discrete category of Membership, but rather a composite descriptor having the meaning ascribed in Rule 1.1.
- (c) If a Councillor otherwise qualifies as a Councillor under more than one category of Membership, then:
 - (i) if they qualify as both General Councillor and Elected Councillor, that person will be deemed to be an Elected Councillor and not a General Councillor; or
 - (ii) if they qualify as both a Board Councillor and either an Elected Councillor or a General Councillor, that person will be deemed to be a Board Councillor and not either an Elected Councillor or a General Councillor.
- (d) There shall be six Board Councillors.
- (e) Other than for a Board Councillor, a Director may not be a Councillor, and if this Rule would otherwise be offended by a person, then the person must either resign as a Director or as a Councillor.

3.4 General Councillor

- (a) There shall be 12 General Councillors.
- (b) To become a General Councillor, and subject to Rule 4(f), a person:
 - (i) must be a Hospital Cover Policy holder;

- (ii) must not be ineligible to act as a director of a public listed company under the Corporations Act;
 - (iii) must not be an employee, or a Family Member of an employee, of the company;
 - (iv) must be nominated in writing as a General Councillor by 4 existing General Councillors;
 - (v) unless seeking re-election upon retirement under Rule 3.4 (c), (d) or (e), must provide to the Board with the nomination a statement in a form and demonstrating skill and experience attributes determined by the Board from time to time;
 - (vi) must satisfy Councillor Independence; and
 - (vii) must sign such application form for General Councillor nomination and declaration of Councillor Independence as the Board determines from time to time;
- and:
- (viii) may be elected by ordinary resolution at a duly constituted general meeting of General Councillors of which notice of the proposed election of the proposed General Councillor has been duly given;
 - (ix) may be appointed by a special resolution of the Board to fill a Casual Vacancy amongst General Councillors arising from time to time; or
 - (x) may be appointed by a special resolution of the Board to fill a position not otherwise filled in accordance with Rule 3.4(ix).
- (c) Subject to 3.4(e), a General Councillor elected under Rule 3.4(b)(viii) may remain a General Councillor (subject to Rules 3.8 and 4) until the third annual general meeting of General Councillors after the date of election, and is eligible for re-election thereafter.
- (d) A General Councillor appointed under Rule 3.4(b)(ix) or Rule 3.4(b)(x) may remain a General Councillor (subject to Rules 3.8 and 4) until the next annual general meeting of General Councillors after the date of appointment, and is eligible for re-election thereafter.
- (e) At the commencement of each successive annual general meeting of General Councillors one third of the General Councillors (or the next highest integral number of General Councillors) who have held their present term of membership for longer periods than the other General Councillors, shall cease to be General Councillors, but shall be eligible for re-election to membership as General Councillors. In the event of equality of seniority of term of membership between two or more General Councillors, in order to determine retirement, the matter shall be decided by ballot.

3.5 Elected Councillors

- (a) There shall be 6 Elected Councillors.

- (b) To become an Elected Councillor, and subject to Rule 4(f), a person:
- (i) must be a Registered Policy holder;
 - (ii) must not be ineligible to act as a director of a public listed company under the Corporations Act;
 - (iii) must not be an employee, or a Family Member of an employee, of the company;
 - (iv) must be nominated in writing as an Elected Councillor by 4 existing Registered Policy holders;
 - (v) must provide with the nomination a statement in a form and demonstrating skill and experience attributes determined by the Board from time to time;
 - (vi) must satisfy Councillor Independence; and
 - (vii) must sign such application for Elected Councillor nomination and declaration of Councillor Independence as the Board determines from time to time;
- and:
- (viii) may be elected by ballot amongst Registered Policy holders of which notice of the proposed election has been duly given in accordance with these Rules and the Regulations;
 - (ix) may be appointed by a special resolution of the Board to fill a Casual Vacancy amongst Elected Councillors arising from time to time; or
 - (x) may be appointed by a special resolution of the Board to fill a position not otherwise filled in accordance with Rule 3.5(b)(viii).
- (c) Subject to Rule 3.5(e), an Elected Councillor elected under Rule 3.5(b)(viii) may remain an Elected Councillor (subject to Rules 3.8 and 4) until the third general election amongst Registered Policy holders after the date of election, and is eligible for re-election thereafter.
- (d) An Elected Councillor appointed under Rule 3.5(b)(ix) or Rule 3.5(b)(x) may remain an Elected Councillor (subject to Rules 3.8 and 4) until the next general election amongst Registered Policy holders after the date of appointment, and is eligible for re-election thereafter.
- (e) At the commencement of each successive general election of Elected Councillors one third of the Elected Councillors (or the next highest integral number of Elected Councillors) who have held their present term of membership for longer periods than the other Elected Councillors, shall cease to be Elected Councillors, but shall be eligible for re-election to membership as Elected Councillors. In the event of equality of seniority of term of membership between two or more Elected Councillors, in order to determine retirement, the matter shall be decided by ballot.
- (f) The Registered Policy holders have the same standing as they held as registered contributors of HBF Health Funds Inc. immediately prior to the date of registration of the company and those registered contributors recorded in the records

immediately prior to the date of registration of the company will be deemed to be Registered Policy holders on the date of registration of the Company.

3.6 Members' liability on winding up

Each Member undertakes to contribute to the assets of the company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding \$1.00.

3.7 Register of Members and inspection of records

- (a) Every Member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.
- (b) The Secretary shall cause the name of a person who dies or who ceases to be a Member under Rules 3.8 and 4 to be deleted from the register of Members.
- (c) Members may on reasonable notice and at reasonable times inspect the records and documents of the company.

3.8 Resignation of a Member

- (a) A Member who gives notice in writing of his or her resignation from Membership, or a designated category of Membership then applying to him or her, to the Secretary ceases thereupon to be a Member, or as applicable a Member of that designated category of Membership, but without prejudice to any other designated category of Membership that may also apply to that person were it not for the provisions of Rule 3.3(c).
- (b) A Member's membership of the company will automatically cease as a Member of a designated category of Membership on the date that that person ceases to continue to satisfy the criteria by which that person became qualified to be admitted to that category of Membership, without the need for any further action, decision or notice by either the company or the Member.

3.9 Liability after a person ceases to be a Member

A person who ceases to be a Member must pay to the company:

- (a) all amounts owing to the company which are due and unpaid at the date that the person ceases to be a Member; and
- (b) amounts which the Member is liable to pay under Rule 3.6.

4. Expulsion of Councillors of the Company

- (a) If the Board considers that a Councillor should be expelled as a Councillor, because of conduct detrimental to the interests of the company, the Board shall give written notice to the Councillor:

- (i) of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (ii) particulars of that conduct,

not less than 30 days before the date of the Board meeting referred to in paragraph (i).
- (b) At the Board meeting referred to in a notice under Rule 4(a), the Board may, having afforded the Councillor concerned a reasonable opportunity to make representations in writing to the Board, expel or decline to expel that Councillor from Membership as a Councillor, and shall, forthwith after deciding whether or not so to expel that Councillor, notify that decision in writing to that Councillor.
- (c) Subject to Rule 4(e), a Councillor who is expelled under Rule 4(b) ceases to be a Councillor 14 days after the day on which the decision to expel him or her is communicated to him or her.
- (d) A Councillor who is expelled under Rule 4(b) shall, if he or she wishes to appeal against that expulsion, give notice in writing to the Secretary of his or her intention to do so within the period of 14 days referred to in Rule 4(c).
- (e) When notice is given under Rule 4(d):
 - (i) the Councillors at a General Meeting, after having afforded the Councillor who gave that notice an opportunity to make representations in writing to the General Meeting, may confirm or set aside the decision of the Board to expel that Councillor; and
 - (ii) the Councillor who gave that notice does not cease to be a Councillor unless and until the decision of the Board to expel him or her is confirmed under this sub-Rule.
- (f) A Councillor who has been expelled from Membership as a Councillor is not eligible to again become a Councillor otherwise than with the sanction of a special resolution of Councillors.

5. Meetings of General Councillors

5.1 Board may convene meetings

The Board:

- (a) may at any time convene a special general meeting of General Councillors;
- (b) shall convene an annual general meeting of General Councillors not less than 35 days nor more than 49 days before the Annual General Meeting; and
- (c) shall within 21 days of receiving a request in writing to do so from not less than 5 General Councillors, call a special general meeting of General Councillors for the purpose specified in that request which meeting is to be held not later than 2 months after the request is given to the Board.

5.2 General Councillors request for meeting

- (a) The General Councillors making a request referred to in Rule 5.1(c) shall:
 - (i) state in that request the purpose for which the special general meeting of General Councillors concerned is required; and
 - (ii) sign that request.
- (b) If a special general meeting of General Councillors is not convened within the relevant period of 2 months referred to in Rule 5.1(c), the General Councillors who made the request concerned may themselves convene a special general meeting of General Councillors as if they were the Board.
- (c) When a special general meeting of General Councillors is convened under Rule 5.2(b):
 - (i) the Board shall ensure that the General Councillors convening the special general meeting are supplied free of charge with particulars of all General Councillors; and
 - (ii) the company shall pay the reasonable expenses of convening and holding the special general meeting of General Councillors.
- (d) The Secretary shall give to all General Councillors not less than 21 days notice of a general meeting of General Councillors and of any special resolutions or any motions to be moved at the general meeting.
- (e) A notice given under Rule 5.2(d) shall specify:
 - (i) when and where the general meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (f) In the case of an annual general meeting of General Councillors, the order in which business is to be transacted is:
 - (i) first, the election of General Councillors to replace retiring General Councillors; and
 - (ii) second, any other business requiring consideration by that meeting.
- (g) The Secretary may give a notice under Rule 5.2(d) in accordance with Rule 17.1.
- (h) Sending of the notice shall be deemed to be properly effected if sent in accordance with Rule 17.2.
- (i) At a general meeting of General Councillors:
 - (i) four General Councillors present in person or by proxy, constitute a quorum (subject nevertheless to Rule 5.2(k)); and
 - (ii) those in attendance at the meeting shall elect one of their number to preside as chairperson of the meeting.

- (j) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 5.2(d):
 - (i) as a result of a request or notice referred to in Rule 5.1(c) or as a result of action taken under Rule 5.2(b) a quorum is not present, the general meeting lapses; or
 - (ii) otherwise than as a result of a request, notice or action referred to in paragraph (i),

the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (k) If within 30 minutes of the time appointed by Rule 5.2(j)(ii) for the resumption of an adjourned meeting a quorum is not present, the General Councillors who are present in person or by proxy may nevertheless proceed with the business of that general meeting of General Councillors as if a quorum were present.
- (l) The person presiding at a general meeting of General Councillors may, and shall, if so directed by such general meeting, adjourn that general meeting from time to time and from place to place.
- (m) There shall not be transacted at any adjourned general meeting of General Councillors any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (n) When a general meeting of General Councillors is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 5 of the adjourned general meeting as if that general meeting were a fresh general meeting of General Councillors.
- (o) At a general meeting of General Councillors, and subject to Rule 5.2(p):
 - (i) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (ii) a special resolution put to the vote shall be decided by at least 75% of the votes cast on a show of hands.
- (p) At a general meeting of General Councillors, a poll may be demanded by the person presiding at the general meeting or by three or more General Councillors present in person or by proxy and, if so demanded, shall be taken in such manner as the person presiding at the general meeting of General Councillors directs.
- (q) A declaration by the person presiding at a general meeting of General Councillors that a resolution has been passed thereat shall be prima facie evidence of that fact.
- (r) A poll demanded under Rule 5.2(p) on the election of a person to preside over a general meeting of General Councillors or on the question of an adjournment shall be taken forthwith on that demand being made.

6. Elections of Elected Councillors by Registered Policy holders

- (a) The Board shall cause an election by ballot amongst Registered Policy holders to take place, for the purpose of the election of Elected Councillors, not less than 35 days nor more than 49 days before each Annual General Meeting occurring after the first Annual General Meeting held after the date of these Rules coming into force.
- (b) With respect to an election under Rule 6(a), the Board shall comply with the procedures and protocols prescribed in these Rules or the Regulations.
- (c) A declaration by the Chairman of the results of an election under Rule 6(a) shall be prima facie evidence of that fact.

7. Board

7.1 Powers of Board

- (a) Subject to Rules 7.3 (b), (c) and (d), the affairs of the company shall be managed exclusively by the Board consisting of not less than six nor more than nine persons, who may exercise all powers of the company which are not, by the Corporations Act or this Constitution, required to be exercised by the company in General Meeting.
- (b) The Board may delegate functions and powers (other than this power to delegate functions and powers) to subcommittees of the Board established for that purpose from time to time by ordinary resolution of the Board. Without limiting the foregoing the Board will at least establish and delegate powers and functions (other than this power to delegate functions and powers) to committees dealing with Board Nomination, Remuneration, Audit, and Risk Management issues.

7.2 Election of Chairperson and Deputy Chairperson

- (a) Those elected to the Board will, subject to Rule 7.2(c), elect at the first Board meeting after the Annual General Meeting each year, by ballot or ballots, from amongst their number:
 - (i) a Chairperson; and
 - (ii) a Deputy Chairperson;
- (b) to hold office until the first Board meeting after the next ensuing Annual General Meeting, and will also appoint, not necessarily from amongst their number, a person to act as Secretary of the company. Directors retiring from an office are eligible for re-election to that office, subject to Rule 8.4.
- (c) If only one person is nominated for the position of Chairperson and/or Deputy Chairperson:
 - (i) the Secretary shall report accordingly to; and

- (ii) the person presiding at the meeting shall declare that person, or those persons, to be duly elected as Chairperson or Deputy Chairperson, as the case may be at,

the first Board meeting after the Annual General Meeting each year.

7.3 Directors

- (a) At the date of registration of the company, the Directors will be those persons who:
 - (i) were Board members of HBF Health Funds Inc immediately prior to the date of registration of the company;
 - (ii) had consented to being appointed Directors of the company from the date of its registration; and
 - (iii) for the purposes of calculating their initial term of service as Directors of the company under Rule 7.4, the term will be deemed to include the time spent as Board members of HBF Health Funds Inc immediately prior to the date of registration of the company.
- (b) The Board, by ordinary resolution, may co-opt the Chief Executive Officer from time to time of the company to be an additional Director until the Board otherwise so determines by ordinary resolution, and the retirement provisions applicable to Directors will not apply to that person.
- (c) All Directors shall be persons who are:
 - (i) appointed under Rule 7.3 (a);
 - (ii) elected to membership of the Board at an Annual General Meeting; or
 - (iii) appointed under Rule 7.7(a);
- (d) In any event each Director to be elected or appointed must satisfy the following criteria:
 - (i) must not be ineligible to act as a director of a public listed company under the Corporations Act;
 - (ii) must not be a Disqualified person;
 - (iii) must satisfy Councillor Independence (but as if reference to "Councillor" in that definition was reference to "Director" and reference to "Council" in that definition was reference to "Board");
 - (iv) must have signed such consent form for nomination and declaration of Councillor Independence as the Board determines from time to time;
 - (v) must have had their candidacy considered by and reported upon to the Council (in the case of appointment under Rule 7.3(c)(ii) above) and to the Board (if the case of appointment under Rule 7.3(c)(iii) above), by the Board Nomination and Remuneration Committee (referred to in Rule 7.1(b)); and
 - (vi) must not be ineligible to be a Councillor under Rule 4(f).

7.4 Retirement by rotation

At the commencement of each successive Annual General Meeting, one third of the Directors (or the next highest integral number of Directors) who have served in their present term of office for longer periods than the other Directors, shall cease to be Directors, but shall be eligible for re-election to membership of the Board. In the event of equality of seniority of service between two or more Directors, in order to determine retirement the matter shall be decided by ballot.

7.5 Nomination required

Without limiting the requirements of Rule 7.3(d), unless the Board by special resolution of the Board in favour of the proposal waives the requirement, a person is not eligible for election as a Director at an Annual General Meeting unless a Councillor has nominated him or her for election by delivering notice in writing of that nomination, signed by:

- (a) the nominator; and
- (b) the nominee signifying his or her willingness to stand for election,

to the Secretary not less than 35 days before the day on which the Annual General Meeting concerned is to be held.

7.6 General provisions

- (a) The Secretary shall ensure that notice of all persons seeking election as Directors is given to all Councillors when notice is given to those Councillors of the calling of the Annual General Meeting at which that election is to be held.
- (b) If the number of persons nominated for election as Directors does not exceed the number of vacancies to be filled, those persons nominated are not automatically deemed to be elected.
- (c) In order to be elected, a person must gain more votes in favour of their election than votes against their election.
- (d) If the number of persons nominated for election as Directors who gain more votes in favour of their election than votes against their election under Rule 7.6(c) exceed the number of vacancies to be filled, then an election by ballot amongst those Members in attendance at the Annual General Meeting, and eligible to vote, will take place between those qualifying persons to determine the successful candidate(s).

7.7 Casual Vacancies

- (a) When a Casual Vacancy in the membership of the Board occurs or when a position otherwise remains vacant, subject to Rule 7.3(d):
 - (i) the Board may by ordinary resolution appoint a person (whether or not a Councillor prior to such appointment) to fill that vacancy; and
 - (ii) a person appointed under this sub-Rule shall:
 - (A) hold office until the commencement of; and

- (B) be eligible for election to membership of the Board at the next following Annual General Meeting.
- (b) Without fettering the right of the Board to fill a casual vacancy under Rule 7.7(a) or the Councillors to freely elect Directors, it is recognised that the Board, from time to time as a group, should comprise a blend of skills, knowledge, experience and attributes relevant to the effective corporate governance of the company and its operating divisions, having regard to the organisation's strategic direction, business sophistication and areas of operation from time to time.
- (c) Without being exhaustive or definitive of relevant areas of skill and expertise, and recognising that these may change from time to time in accordance with the company's evolution and future requirements, experience and attributes in the fields of Health Services, insurance, commerce, finance, accounting, corporate and general management, capital markets, investment analysis, marketing and communication and law are desirable.

7.8 Remuneration

- (a) Each Director may be awarded for his or her services as a Director such remuneration as is from time to time determined by ordinary resolution of the Board but in any event not exceeding in the aggregate the amount approved from time to time for Board remuneration by an ordinary resolution at a General Meeting of Councillors.
- (b) Directors will be entitled to reimbursement of all reasonable and proper out of pocket expenses incurred by the Director discharging his or her duty as a Director, against vouched receipts.

7.9 Removal of Directors

The company may remove a person as a Director by resolution passed at a General Meeting of Councillors.

8. Chairperson and Deputy Chairperson

8.1 Chairperson and Deputy Chairperson at Date of Registration of the Company

At the date of registration of the company, the Chairperson and Deputy Chairperson will be those persons who:

- (a) held the positions of Chairperson and Deputy Chairperson of HBF Health Funds Inc immediately prior to the date of registration of the company;
- (b) had consented to being appointed as Directors of the company and to the positions of Chairperson and Deputy Chairperson from the date of its registration; and

- (c) for the purposes of calculating their tenure in the positions of Chairperson and Deputy Chairperson of the company under Rule 8.4, the time spent in the positions of Chairperson and Deputy Chairperson of HBF Health Funds Inc immediately prior to the date of registration of the company will be deemed to be included in their initial tenure following the registration of the company.

8.2 Chairperson shall preside

Subject to this Rule, the Chairperson shall preside at all General Meetings and Board meetings.

8.3 Absences

- (a) In the event of the absence from:
 - (i) a General Meeting of:
 - (A) the Chairperson, the Deputy Chairperson; or
 - (B) both the Chairperson and the Deputy Chairperson, a Councillor elected by the other Councillors present at the general meeting, shall preside at the General Meeting; or
 - (ii) a Board meeting of:
 - (A) the Chairperson, the Deputy Chairperson; or
 - (B) both the Chairperson and the Deputy Chairperson, a Director elected by the other Directors present, shall preside at the Board meeting.

8.4 Chairperson and Deputy Chairperson aggregate term of tenure

- (a) A person shall not serve as Chairperson in the aggregate for more than five years provided that the Board, by special resolution of the Board in favour of the proposal, may waive this requirement for a particular year of appointment but in any event on not more than two occasions for the same person.
- (b) A person shall not serve as Deputy Chairperson in the aggregate for more than five years provided that the Board, by special resolution of the Board in favour of the proposal, may waive this requirement for a particular year of appointment but in any event on not more than two occasions for the same person.

9. Casual Vacancies

A Casual Vacancy occurs in the office of a Director/Board Councillor, General Councillor or Elected Councillor, and that office becomes vacant, if the relevant person:

- (a) dies;
- (b) resigns under Rule 3.8 or is expelled under Rule 4 or in the case of a Director/Board Councillor only is removed under Rule 7.9;

- (c) is permanently incapacitated by mental or physical ill-health;
- (d) in the case of a Director/Board Councillor, is absent from more than:
 - (i) two consecutive Board meetings; or
 - (ii) three Board meetings in the same financial year,of which he or she has received notice, without tendering an apology to and obtaining leave of absence from the person presiding at each of those Board meetings;
- (e) ceases to be eligible to hold that office in the terms of these Rules; or
- (f) becomes Disqualified.

10. Proceedings of Board

10.1 Board meetings

- (a) Subject to any applicable law, the Board shall meet together for the despatch of business and adjourn and otherwise regulate their meetings as they determine.
- (b) Reasonable notice must be given to every Director of the place, date and time of Board meetings. Notice may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Directors or at any other address given to the Secretary by the Directors or by any technology agreed to by all the Directors.

10.2 Conduct of Board meetings

- (a) The Chairperson or 3 Directors may at any time convene a meeting of the Board.
- (b) Each Director has a deliberative vote.
- (c) Subject to any express provision in these Rules, the Regulations or the Corporations Act to the contrary, a question arising at a Board meeting shall be decided by a majority of votes on a show of hands, unless in the circumstances the person presiding at the Board meeting determines a secret ballot is to be held.
- (d) The person presiding at the Board meeting shall not have a casting vote in addition to his or her deliberative vote.
- (e) At a Board meeting Directors present in person representing at least 50% of the Board constitute a quorum.
- (f) Subject to these Rules, the procedure and order of business to be followed at a Board meeting shall be determined by the person presiding at the Board meeting unless over-ruled by a 75% majority of the Directors present and voting at the Board meeting.

10.3 Meetings other than in person

- (a) For the purposes of the Corporations Act, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Directors' meeting:
- (i) video conference;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of these technologies.

A Director may withdraw the consent given under this Rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in one location.

10.4 Director conflict of interest

- (a) A Director is not disqualified from contracting with the company in any capacity by reason of holding the office of Director.
- (b) In relation to a contract or arrangement in which a Director is in any way interested:
- (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - (ii) the contract or arrangement may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
 - (iii) the Director will not be liable to account to the company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.

10.5 Material personal interest

- (a) Subject to paragraph (b), a Director who has a material personal interest in a matter that relates to the affairs of the company must give the other Directors notice of his or her interest in accordance with the Corporations Act.

- (b) A Director with a material personal interest in a matter that relates to the affairs of the company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the company;
 - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice;
 - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or
 - (iii) as otherwise permitted under the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of the Directors must not be present while the matter is being considered at the meeting or vote on the matter, except as permitted in accordance with the Corporations Act.
- (d) Nothing in this Rule affects the duty of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of the Directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the Corporations Act or any other law.

10.6 Resolutions

- (a) A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority (or in the case of a special resolution, not less than 75%) of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) is a valid resolution of the Board and is effective when signed by the last of all the Directors or the last of the Directors constituting the majority (or in the case of a special resolution, the 75% majority), as required.
- (b) For the purposes of this Rule, the references to Directors includes any alternative Director appointed by a Director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time but do not include any other alternative Director.
- (c) The resolution may consist of several documents in the same form, each signed by one or more of the Directors.

- (d) A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered to be a document in writing signed by the Director and is deemed to be signed when received in legible form.

10.7 Defects in Appointments

- (a) All acts done by any meeting of the Directors or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director.
- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as a Director or that a person so appointed was Disqualified.

10.8 If less than minimum number of Directors

If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or if calling a General Meeting of the company but for no other purpose.

11. Officers of the Company

11.1 Appointment of Chief Executive Officer

The Directors may appoint a person to be the Chief Executive Officer of the company for such period and on such terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time terminate any such appointment.

11.2 Powers of a Chief Executive Officer

The Directors may delegate, on the terms and conditions and with any restrictions they determine, to the Chief Executive Officer any of the powers exercisable by them under this Constitution and may at any time withdraw, suspend or vary any of those powers. Giving powers to the Chief Executive Office does not prevent the exercise of those powers by the Directors.

11.3 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

11.4 Powers, duties and authorities of Secretary

A Secretary of the company holds office on the terms and conditions, and with the powers, duties and authorities, as the Directors decide.

11.5 Termination of appointment of Secretary

The Directors may at any time terminate the appointment of a Secretary.

11.6 Appointment of other Officers

The Directors may from time to time:

- (a) create any other position or positions in the company with the powers and responsibilities as the Directors may from time to time decide; and
- (b) appoint any person, whether or not a Director, to any position or positions created under paragraph (a).

11.7 Termination of appointment of other Officers

The Directors may at any time terminate the appointment of a person holding a position created under Rule 11.6 and may abolish the position.

12. General Meetings (Councillors)

- (a) The Board:
 - (i) may at any time convene a special General Meeting of Councillors;
 - (ii) shall convene an Annual General Meeting of Councillors within four months after the end of the financial year or such longer period as may in a particular case be permitted under the Corporations Act; and
 - (iii) shall within 2 months of:
 - (A) receiving a request in writing to do so from not less than 5 Councillors, convene a special General Meeting for the purpose specified in that request; or
 - (B) the Secretary receiving a notice under Rule 4(d), convene a special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- (b) The Councillors making a request referred to in Rule 12(a)(iii)(A) shall:
 - (i) state in that request the purpose for which the special General Meeting concerned is required; and
 - (ii) sign that request.
- (c) If a special General Meeting is not convened within the relevant period of 2 months referred to:
 - (i) in Rule 12(a)(iii)(A), the Councillors who made the request concerned may themselves convene a special General Meeting as if they were the Board; or
 - (ii) in Rule 12(a)(iii)(B), the Councillors who gave the notice concerned may himself or herself convene a special General Meeting as if he or she were the Board.

- (d) When a special General Meeting is convened under Rule 12(a)(iii) (A) or (B):
 - (i) the Board shall ensure that the Councillors or Councillor convening the special General Meeting are supplied free of charge with particulars of all Councillors; and
 - (ii) the company shall pay the reasonable expenses of convening and holding the special General Meeting.
- (e) The Secretary shall give to all Councillors not less than 21 days notice of a General Meeting and of any special resolutions or other motions proposed to be moved at the General Meeting.
- (f) A notice given under Rule 12(e) shall specify:
 - (i) when and where the General Meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- (g) In the case of an Annual General Meeting, the order in which business is to be transacted is:
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Directors to replace retiring Directors; and
 - (iii) third, any other business requiring consideration by the company in a General Meeting.
- (h) The Secretary may give a notice under Rule 12(e) in accordance with Rule 17.
- (i) Sending of the notice shall be deemed to be properly effected if sent in accordance with Rule 17.2.

13. Quorum in Proceedings at General Meetings

- (a) At a General Meeting eight Councillors present in person or by proxy, including at least one Board Councillor, at least one Elected Councillor and at least one General Councillor, constitute a quorum (subject nevertheless to Rule 13(c)).
- (b) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rules 12(e):
 - (i) as a result of a request or notice referred to in Rule 12(a)(iii) or as a result of action taken under Rule 12(c) a quorum is not present, the General Meeting lapses; or
 - (ii) otherwise than as a result of a request, notice or action referred to in paragraph (i), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

- (c) If within 30 minutes of the time appointed by Rule 13(b)(ii) for the resumption of an adjourned meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (d) The person presiding at a General Meeting may, and shall, if so directed by a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (e) There shall not be transacted at any adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (f) When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 12 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- (g) At a General Meeting, and subject to Rule 13(h):
 - (i) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (ii) a special resolution put to the vote shall be passed by at least 75% of the votes cast by members entitled to vote on the resolution.
- (h) At a General Meeting, a poll may be demanded by the person presiding at the General Meeting or by three or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the person presiding at the General Meeting directs.
- (i) A declaration by the person presiding at a General Meeting that a resolution has been passed shall be prima facie evidence of that fact.
- (j) A poll demanded under Rule 13(h) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

14. Minutes of Meetings

- (a) The Secretary shall cause proper minutes of all proceedings of all General Meetings, Board meetings and meetings of General Councillors, to be taken and shall cause those minutes to be entered in a timely fashion, in a minute book kept for that purpose.
- (b) The Chairperson shall ensure that the minutes taken under Rule 14(a) are checked and signed as correct by the Chairperson, or other person presiding at the relevant meeting to which those minutes relate, or of the next succeeding relevant meeting, as the case requires.

- (c) When minutes have been entered and signed as correct under this Rule, they shall, unless the contrary is proved, be evidence that:
 - (i) the relevant meeting to which they relate (for the purposes of this sub-Rule the **Meeting**) was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the Meeting did in fact take place; and
 - (iii) all appointments or elections purporting to have been made at the Meeting were validly made.

15. Voting Rights

15.1 Voting rights

- (a) Subject to these Rules:
 - (i) each Councillor present in person or by proxy at a General Meeting is entitled to a deliberative vote;
 - (ii) each General Councillor present in person or by proxy at a meeting of General Councillors is entitled to a deliberative vote; and
 - (iii) each Registered Policy holder, at the record date determined by the Board with respect to the election of Elected Councillors amongst Registered Policy holders, is entitled to vote in that election.
- (b) Participants are conferred no status to vote at any meeting of the company or its Members.
- (c) Registered Policy holder status confers no status to vote at any election concerning, or meeting of, the company or its Members, other than under paragraph (a)(iii).

15.2 Proxies

A Councillor (in this Rule the **Appointing Councillor**) may appoint in writing another Councillor, including the Chairperson of the meeting, who is a natural person to be the proxy of the Appointing Councillor and to attend, and vote on behalf of the Appointing Councillor at any meeting of Council or of General Councillors to which the Appointing Councillor may otherwise be entitled to attend and vote at provided that the form of proxy must substantially be in such usual form (or other form) reasonably approved of by the Secretary, and must be delivered to the company at least 48 hours (or such lesser period as the Secretary may allow on the authority and at the discretion of the Chairperson) before the due time and date for the meeting.

16. Seals

The company may have a common seal and duplicate common seal which are to be used by the company as determined by the Directors.

17. Notices

17.1 Notices generally

Any Member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the company may be served or sent is not entitled to receive any notice.

17.2 How notice may be given

The company may give notice to a Member, in its discretion, by:

- (a) serving it on the Member personally;
- (b) sending it by post to or leaving it at the Member's address as shown in the register of Members or an alternative address supplied by the Member;
- (c) sending it to the fax number or electronic mail address supplied by the Member; or
- (d) serving it in any manner contemplated in this Rule 17.2 on a Member's attorney as specified by the Member under a notice given under Rule 17.3.

17.3 Notices to an attorney

By written notice to the Secretary left at or sent to the registered office, a Member may request that all notices to be given by the company or the Directors be served on the Member's attorney at an address specified in the notice and the company may do so in its discretion.

17.4 Personal service or delivery

A notice served on a Member personally or left at the Member's address is considered to have been served when delivered.

17.5 Notice by post

A notice sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is considered to have been served at the expiration of 24 hours after the notice is posted, provided that it is properly addressed.

17.6 Notice by fax or electronic mail

Any notice sent by fax or electronic mail is considered to have been served on the day it is sent, provided that it is properly addressed.

18. Winding Up or Revocation of Endorsement of the Company

18.1 Winding up or revocation of endorsement

Until such time as the company is registered as a for profit insurer under the PHI Act, the following provisions will apply:

- (a) subject to the PHI Act, on the winding up or dissolution of the company any property whatsoever that remains, after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but must be given or transferred to one or more organisations selected by the Members at or before the time of dissolution or revocation of endorsement which by its Constitution is prohibited from distributing its income, profit or gain and property to its Members, and
- (b) if, by the time specified in paragraph (a), the members are unable to agree on an appropriate organisation to act as transferee of the company's assets pursuant to paragraph (a), the Directors must apply to the Supreme Court for a determination.

18.2 Amalgamation

Until such time as the company is registered as a for profit insurer under the PHI Act, the following provision will apply:

- (a) subject to the PHI Act, where the company decides to amalgamate with any one or more other organisations, the other organisation or organisations must have Rules prohibiting the distribution of its income and property to Members.

19. Indemnity

- (a) The company is to indemnify each officer of the company out of the assets of the company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the company may execute a documentary indemnity in any form in favour of any officer of the company.
- (c) Where the Directors consider it appropriate, the company may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the company against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the company to make the payments.
- (d) Where the Directors consider it appropriate, the company may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and

- (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this Rule 19:
 - (i) **officer** means:
 - (A) a Director or Secretary, Chief Executive Officer, or employee; or
 - (B) a person appointed as a trustee by, or acting as a trustee at the request of, the company,and includes a former officer.
 - (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the company or, where applicable, a subsidiary of the company to any other corporation.
 - (iii) **to the relevant extent** means:
 - (A) to the extent the company is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy;
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and
 - (D) in the case of an employee who is not a Director or Secretary, to the extent that the conduct of the employee did not constitute serious and wilful misconduct.
 - (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

20. Regulations

- (a) The Board may from time to time make, amend or annul Regulations not inconsistent with these Rules for the purposes of regulating processes under or to give effect to the Rules.
- (b) All Regulations so made and for the time being in force will be binding on the company and upon the Members.

21. Transitional Provisions

21.1 Officers of the Company at the Date of Registration

As at the date of registration of the company, the Chief Executive Officer and Secretary of the company will be those persons who held the position of Chief Executive Officer or Secretary of HBF Health Funds Inc immediately before the date of incorporation of the company.

Schedule 1

Initial Members

Each of the people named below as a Member consents to becoming a Member of the company and agrees to the terms of this Constitution.

Name	Address
Cashel D'Arcy James Holman	11 Glengariff Drive, FLOREAT, WA, 6014
John Cunningham Wood	23 Simper Street, WEMBLEY, WA, 6014
Harvey Russell Collins	15 Clarke Way, BASSENDEAN, WA, 6054
Anne Louise Templeman - Jones	40 Edgecliff Road, WOOLLAHRA, NSW, 2025
Valarie Anne Davies	11B Mary Street, WATERMANS BAY, WA, 6020
Peter Wallace	7 Minden Rise, SORRENTO, WA, 6020
Steven John Tilbrook	PO Box 22, LAKE KING, WA, 6356
Anthony Rhys Evans	PO Box 106, COTTESLOE, WA, 6911
David Lees Brown	PO Box 563, NORTH PERTH, WA, 6906
John Woods Agnew	13 Beltana Road, CRAIGIE, WA, 6025
David Oliver Watson	Upper East Side, Apartment 4C, 29 Trafalgar Road EAST PERTH, WA, 6004
Angus Jones	51 Gallop Road, DALKEITH, WA, 6009

Jonathan Gladstone Whittle	22 Abraham Close, BASKERVILLE, WA, 6056
Lindsay Charles Richardson	Unit 175, St Ives Murdoch, 22 Windelya Road , MURDOCH, WA, 6150
Fiona Elizabeth Harris	5 Jutland Parade, DALKEITH, WA, 6009
Richard Ira Krasnoff	15 Viewway, NEDLANDS, WA, 6009
Patricia Verne Kailis	Unit 1, 16 The Avenue, CRAWLEY, WA, 6009
George Xavier Cameron - Dow	23 Plympton Mews, HILLARYS, WA, 6025
Trevor Graeme Hoddy	49 Churchlands Avenue, CHURCHLANDS, WA, 6018
Wendy Newman	PO Box 20, DOWERIN, WA, 6461
John King Atkins	46 Goldsworthy Road, CLAREMONT, WA, 6010
Moiria Therese Watson	21 Vlamingh Parade, MOSMAN PARK, WA, 6012
Michael Anthony Gurry	Winterbrook Farm , 1245 Prosperity Road , MT HELENA, WA, 6082
John Arthur McGurk	4 Yarrimup Close, DUNCRAIG, WA, 6023