

AMAROO CARE SERVICES INC.

CONSTITUTION

*Amended
Special Board of Directors Meeting
16 April 2008*

Attachment 9.4.2

CONSTITUTION

AMAROO CARE SERVICES INC.

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CONSTITUTION

4 BOARD OF DIRECTORS

- 4.1 Amaroo Care Services Inc. shall be governed and controlled by a Board of Directors, which was formed at the incorporation of Amaroo Cottages for Senior Citizens (Inc) (this being the former name of the organisation).
- 4.2 The Board of Directors shall at all times be comprised of members who are not currently:
- 4.2.1 residents of Amaroo Village,
- 4.2.2 associated with any other residential aged care provider as a director or senior Manager other than companies that are wholly owned subsidiaries of the organisation.
- 4.3 The Board of Directors shall at all times consist of no more than eight (8) members and no less than five (5) members.
- 4.4 The Board of Directors will be appointed for four-year terms, commencing from the 1998 Annual General Meeting.

At the conclusion of the four-year term, Board of Directors will cease to be Members but shall be eligible for re-election to membership of the Board of Directors.

A person who is eligible for election or re-election under this Rule, may at the Annual General Meeting concerned:

- 4.4.1 propose or second himself for election or re-election
- and
- 4.4.2 vote for himself
- 4.5 A maximum of three (3) Board Members' terms of office will expire at the Annual General Meeting.
- 4.5.1 Those members to retire each year will be determined, by ballot, by the Board of Directors in the first year prior to the Annual General Meeting.
- 4.6 Should any Member or Members of the Board of Directors resign or be unwilling to act upon the Board, become incapable to act, die, resolve to reside permanently out of the State of Western Australia, or for any reason whatsoever, cease to act as a Member of the Board, then such Members as remain upon the Board shall appoint a new Member or Members so as to meet the requirements as stated under Section 4.3.

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- 5.5 To establish, assist or support, or aid in the establishment or support of any Institution or Association established for the said general objectives of the Organisation or some of them, and for such purpose transfer any of the property of the Organisation whether real or personal by sale or gift to any such Institution or Association.
- 5.6 To make by-laws, rules or regulations, and other proceedings for the due maintenance of the Organisation and for regulating the duties, control and conduct of persons in the employ or under the care or control of the Organisation.
- 5.7 To do all such other lawful things as may be incidental or to be deemed to be conducive to the attainment of, or execution of, the foregoing objects and powers, or any of them, and generally to manage properties of the Organisation.
- 5.8 The Board shall have and exercise the sole control, direction, and management of Amaroo Care Services Inc. and the occupancy of properties erected, owned or controlled by it, and shall receive and determine applications for admission to properties and may make by-laws governing and regulating applications for admission to, and the occupancy of, the homes, and the conduct and welfare of the occupants.
- 5.9 That the Board of Directors shall have sole authority in the appointment of the Organisation's Senior Management and such persons as it thinks fit to ensure the efficient management of the organisation, and the care of its residents. The Board of Directors shall also be the sole authority in the rescission of such appointment or appointments.

6 MEETINGS

- 6.1 The Board of Directors shall meet at least monthly, excluding the month of January, on a day to be agreed by the majority of Members of the Board of Directors, from time to time.
- 6.2 Minutes of all Resolutions and Proceedings of the Board of Directors shall be entered in a book for the purpose, and shall be confirmed at the next succeeding meeting of the Board of Directors.
- 6.3 The Annual General Meeting of the Board of Directors shall be held in the month of October for:
 - 6.3.1 Adoption of the Audited Annual Accounts
 - 6.3.2 The election of Members of the Board of Directors

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7 ALTERATION OF RULES

- 7.1 The Constitution may from time to time be amended, rescinded or added to by a special resolution made by 75% of Board Members at a Special Meeting of the Board of which notice in writing of intention to alter, add or amend the Constitution has been delivered to each Member of the Board of Directors.
- 7.2 The amendments or additions to the Constitution shall have the same affect and authority as if originally included in the Constitution.
- 7.3 No alterations shall be made to the Constitution which shall authorise the utilisation of the Organisation funds for any purpose other than a purpose as defined in the Income Tax Assessment Public Charitable Purpose Act, in force in Australia.
- 7.4 A Board Member's vote for the resolutions presented at a Special Meeting of the Board may be by Proxy vote, provided that the Proxy vote is on the Amaroo Care Services Inc Proxy Form. (A sample of that form is provided in the appendix of the Constitution.)

8 INCOME

- 8.1 The assets and income of the Organisation shall be applied solely in the furtherance of its objectives.
- 8.2 No assets or monies shall be distributed directly or indirectly to its Members except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Organisation.
- 8.3 In all circumstances, funds of the Organisation shall **only** be expended on the authority of the Board of Directors.

9 DELEGATION OF AUTHORITY

- 9.1 The Board of Directors may delegate its authority to a Committee or Senior Management Staff, directed to carry out duties on behalf of the Board of Directors.
- 9.2 In general, members of the Committee(s) shall be Members of the Board, or other persons who in the wisdom of the Board of Directors, considers them fit for delegation of authority.
- 9.3 The Committee(s) formed must conform to the Constitution of the Organisation and any other regulations which may be imposed on the members of the Committee(s) by the Board of Directors.

Proxy Form



Amaroo Care Services Inc.
Caring for Seniors
 ABN: 56 630 732 275

2 Wreford Court, Gosnells, Western Australia 6110
 Telephone: 61 08 9490 3899
 Fax: 61 08 9398 4923
www.Amaroovillage.com.au

Mark this box with an 'X' if you have made any changes to your address details (see revers.,

Appointment of Proxy

(This area contains a large, faint, and mostly illegible form for the appointment of a proxy, likely containing names and addresses.)



IMPORTANT: FOR ITEMS 1 AND 3 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Items 1 and 2 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 1 and 2 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

Voting directions to your proxy - please mark to indicate your directions

For Against Abstain*

- Item 1
- Item 2
- Item 3

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Director

Contact Name _____ Contact Daytime Tel. _____ Date ___/___/___

INDEPENDENT LIVING UNITS - DENMARK

Cost Centres	Residents Funds (Salary Fees)	Amaroo Funds	Budget 2009/2010	Jul-09 31	Aug-09 31	Sep-09 30	Oct-09 31	Nov-09 30	Dec-09 31	Jan-10 31	Feb-10 28	Mar-10 31	Apr-10 30	May-10 31	Jun-10 30
OPERATING INCOME		0.2308													
Service Fees	78,785	-	78,785	5,772	6,076	5,979	6,355	6,458	6,673	6,673	6,314	7,030	6,864	7,415	7,176
Donations	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Recoup Sundrys	-	2,400	2,400	200	200	200	200	200	200	200	200	200	200	200	200
Ingoing Contribution	-	163,938	163,938	12,307	13,048	12,827	13,048	13,344	13,789	13,813	13,156	14,566	14,096	15,319	14,825
Rental Units - Village	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Sale of Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Income	\$78,785	\$166,338	\$245,123	\$18,279	\$19,324	\$18,806	\$19,603	\$20,002	\$20,662	\$20,686	\$19,670	\$21,796	\$21,160	\$22,934	\$22,201
OPERATING EXPENDITURE															
Accounts & Audit	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Accreditation Consultancy	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Administration Charge	10,444	3,134	13,578	1,153	1,153	1,116	1,153	1,116	1,153	1,153	1,043	1,153	1,116	1,153	1,116
Advertising	-	14,975	14,975	1,095	1,095	1,095	2,930	1,095	1,095	1,095	1,095	1,095	1,095	1,095	1,095
Consultancies & Professional Fees	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Cleaning Costs	-	186	186	66	68	68	68	68	68	68	65	68	68	68	68
Computer Operations	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Contract Cleaning	-	139,003	139,003	11,806	11,806	11,425	11,806	11,425	11,806	11,806	10,661	11,806	11,425	11,806	11,425
Depreciation	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Donations	667	464	1,131	96	96	93	231	241	241	241	251	251	251	271	271
Electricity & Gas	2,932	-	2,932	231	231	231	231	231	231	231	231	231	231	231	231
Emergency Call Expenses	420	-	420	35	35	35	35	35	35	35	35	35	35	35	35
Equipment under \$350	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Flowers & Notices	672	5,491	6,163	514	514	514	514	514	514	514	509	514	514	514	514
Insurance-Other	518	282	800	67	67	67	67	67	67	67	63	67	67	67	67
Lighting Replacement	1,315	485	1,800	150	150	150	150	150	150	150	150	150	150	150	150
Maintain Grounds - General	1,403	517	1,920	160	160	160	160	160	160	160	160	160	160	160	160
Other Expenses	438	162	600	50	50	50	50	50	50	50	50	50	50	50	50
Pest Control	396	-	396	33	33	33	33	33	33	33	33	33	33	33	33
Postage	708	-	708	59	59	59	59	59	59	59	59	59	59	59	59
Printing & Stationery	4,905	1,807	6,712	542	550	550	550	558	558	558	566	566	566	566	574
Rates-Council/Rubbish	1,228	452	1,680	140	140	140	140	140	140	140	137	140	140	140	140
Rates-Water & Sewerage	3,420	1,260	4,680	390	390	390	390	390	390	390	390	390	390	390	390
Rates - Water Usage	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
R & M-General	2,446	734	3,180	265	265	265	265	265	265	265	265	265	265	265	265
R & M-RFU	219	81	300	25	25	25	25	25	25	25	25	25	25	25	25
Recultivation/Replacement	438	162	600	50	50	50	50	50	50	50	50	50	50	50	50
Roadworks	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Security Service	-	-	-	64	64	64	64	64	64	64	64	64	64	64	64
Special Catering	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Staff Engagement	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Staff Training Courses	314	94	408	34	34	34	34	34	34	34	34	34	34	34	34
Subscriptions & Memberships	3,871	2,332	6,203	527	527	510	527	510	527	527	474	527	510	527	510
Supranuation - Apportionment	-	420	420	35	35	35	35	35	35	35	35	35	35	35	35
Telephone	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Uniforms	-	-	-	177	177	179	179	179	179	179	179	179	179	179	179
Valuation Fees	-	2,144	2,144	0	0	0	0	0	0	0	0	0	0	0	0
Village Paths	-	-	-	0	0	0	0	0	0	0	0	0	0	0	0
Village Support Services	295	161	456	38	38	38	38	38	38	38	38	38	38	38	38
Village Vehicles-Running Costs	40,429	24,957	65,386	5,553	5,553	5,374	5,553	5,374	5,553	5,553	5,019	5,553	5,374	5,553	5,374
Wages - Apportionment	-	-	-	223,347	223,365	222,750	225,202	222,771	223,385	223,385	221,537	223,403	222,786	223,451	222,814
Total Operating Expenditure	\$78,871	\$199,748	\$278,619	\$23,347	\$23,365	\$22,750	\$25,202	\$22,771	\$23,385	\$23,385	\$21,537	\$23,403	\$22,786	\$23,451	\$22,814
OPERATING SURPLUS/DEFICIT		(\$86)	(\$33,496)	(\$5,068)	(\$4,041)	(\$3,944)	(\$5,599)	(\$2,769)	(\$2,723)	(\$2,699)	(\$1,867)	(\$1,607)	(\$1,626)	(\$497)	(\$613)
NON-OPERATING INCOME															
Total Non Operating Income	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NET PROFIT/(LOSS)		(\$86)	(\$33,496)	(\$5,068)	(\$4,041)	(\$3,944)	(\$5,599)	(\$2,769)	(\$2,723)	(\$2,699)	(\$1,867)	(\$1,607)	(\$1,626)	(\$497)	(\$613)

