

29 September 2025

Dear Member

**UNITED PROTESTANT ASSOCIATION OF NSW LIMITED (UPA or the Company):  
2025 ANNUAL GENERAL MEETING**

On behalf of the UPA Board of Directors, I am pleased to invite you to participate in the 2025 Annual General Meeting (AGM or Meeting) of UPA, to be held:

On: Saturday 25 October 2025  
At: 9:00 a.m. (AEDT)

The meeting will be held virtually, via Teams connections facilitated at UPA's Regional Offices.

**How to attend**

To attend the AGM, eligible Members may attend one of the UPA Regional Offices listed below from which there will be a Teams 'virtual' connection to the AGM.

**Office 1** - Sydney: 123-157 Bungaree Road, Pendle Hill NSW 2145

Contact: Dee Gautier

Telephone: 0439 403 355

Email: [diana.gautier@sydney.upa.org.au](mailto:diana.gautier@sydney.upa.org.au)

**Office 2** - Central West: 68 Nile Street, East Orange NSW 2800

Contact: Tracy Thurston

Telephone: M: 0491 049 786

Email: [Tracy.Thurston@yeoval.upa.org.au](mailto:Tracy.Thurston@yeoval.upa.org.au)

**Office 3** - Western: 315 Macquarie Street, Dubbo NSW 2830

Contact: Wilfred Orjay

Telephone: 0258524700/ internal 5101/M: 0466 244 387

Email: [Will.Orjay@dubbo.upa.org.au](mailto:Will.Orjay@dubbo.upa.org.au)

**Office 4** - North Coast: Shop 3, 101-103 Main Street, Alstonville NSW 2477

Contact: Fran Holmes

Telephone: 0429 322 001

Email: [fran.holmes@northcoast.upa.org.au](mailto:fran.holmes@northcoast.upa.org.au)

**Office 5** - Hunter: 100 Lake Road, Wallsend NSW 2287

Contact: Kim Cunningham

Telephone: 0490 298 037

Email: [kim.cunningham@upahunter.org.au](mailto:kim.cunningham@upahunter.org.au)

**Corporate Office**

5 Munderah St/PO Box 273

Wahroonga NSW 2076

ph 02 8998 5600 | [info@upa.org.au](mailto:info@upa.org.au)

United Protestant Association of NSW is a company limited by guarantee



**Office 6** -Riverina Murray: 342 Wagga Road, Lavington NSW 2641

Contact: Sue Gordon

Telephone: 0401 348 161

Email: [Suzanne.gordon@sydney.upa.org.au](mailto:Suzanne.gordon@sydney.upa.org.au)

Please contact one of the offices above to indicate your intention to attend to ensure that we reserve a space for you.

### **How to ask questions**

Members who are entitled to attend the Meeting will be able to ask questions during the Meeting.

We also welcome your questions in advance of the Meeting, preferably by 5:00 pm Thursday 23 October 2025. Members can also submit written questions by email to the Company Secretary:

[hanna.myllyoja@upa.org.au](mailto:hanna.myllyoja@upa.org.au).

### **The formal items of business**

This Notice of Meeting (that includes the attached Agenda and Explanatory Statements) details the formal business to be dealt with at the Meeting.

The Notice of Meeting is also available on the Company's website at <https://www.upa.org.au/upa-member-invite>.

### **How to vote**

Members who are entitled to vote will be asked to raise a yellow card indicating their vote in favour or against the Resolution, that will be counted by the UPA manager at the Regional Office, who will convey the results to the Company Secretary and me at the time.

If you have any questions in the meantime, please forward them to the Company Secretary :

[hanna.myllyoja@upa.org.au](mailto:hanna.myllyoja@upa.org.au)

We look forward to your participation.

Yours sincerely

*Mark Ferguson*

Mark Ferguson  
President and Chair



**UNITED PROTESTANT ASSOCIATION OF N.S.W. LIMITED  
A.B.N. 71 050 057 620**

**Notice of 2025 Annual General Meeting**

**Saturday 25 October 2025**

Virtual Teams meeting connected to UPA Regional Offices

Commencing at 9:00am

**AGENDA**

**1. WELCOME, ACKNOWLEDGMENT OF COUNTRY and PRAYER**

**2. APOLOGIES**

**3. DECLARATION OF VOTING REGISTER and QUORUM**

**4. ORDINARY BUSINESS**

**4.1 Confirmation of Minutes of Extraordinary General Meeting held 26th June 2025**

*Proposed resolution 1: That Members RESOLVE to approve the minutes of the Extraordinary General Meeting held 26 June 2025, as attached.*

**4.2 Ratification of appointment of Chair and President: Mark Ferguson**

*Proposed Resolution 2: That Members RESOLVE to ratify the appointment of Mark Ferguson as Chair and President.*

**4.3 Ratification of appointment of Vice President: Christine Duffield**

*Proposed Resolution 3: That Members RESOLVE to ratify the appointment of Christine Duffield as Vice President.*

**4.4 Ratification of appointment of Vice President: Colin Isaac**

*Proposed Resolution 4: That Members RESOLVE to ratify the appointment of Colin Issac as Vice President.*

**4.5. PRESIDENT'S REPORT**

**Mark Ferguson**

*Proposed resolution 5: That Members RESOLVE to note the President's Report*

**4.6 CEO's REPORT including REPORTS ON OPERATIONS and REGIONS**

**Tim Thorndyke**

**4.7. CONSOLIDATED STATUTORY FINANCIAL  
ACCOUNTS and REPORTS FY2024/2025**

**Sam Song, Financial  
Controller**

**4.8. RE-ELECTION and ELECTIONS OF DIRECTORS**

The following Directors, are either offering themselves for re-election or election having been appointed by the Board in 2024-2025 to fill casual vacancies and identified skills gaps. Members are asked to confirm their appointments pursuant to para 6.7 (e) of the UPA Constitution:

Proposed resolutions: To consider, and if appropriate, pass the following as separate ordinary resolutions:

- a. Proposed resolution 6 That **Joyce Dench**, who has served 3 years as a Director and who retires in accordance with the Constitution and offers herself for re-election, is elected as a Director up UPA (with Joyce Dench abstaining).
- b. Proposed resolution 7 That **Dr Stephen Nolan**, who, having been appointed a director of UPA in accordance with the UPA Constitution, and, being eligible, is elected as a director of UPA (with Stephen Nolan abstaining)
- c. Proposed resolution 8 That **Ms Cheryl Chantry**, who, having been appointed a director of UPA in accordance with the UPA Constitution, and, being eligible, is elected as a director of UPA (with Cheryl Chantry abstaining)
- d. Proposed resolution 9 That **Mr Jeff Cummings**, who, having been appointed a director of UPA in accordance with the UPA Constitution, and, being eligible, is elected as a director of UPA ( with Jeff Cummings abstaining).
- e. Proposed resolution 10 That **Ms Meighan Heard**, who, having been appointed a director of UPA in accordance with the UPA Constitution, and, being eligible, is elected as a director of UPA (with Meighan Heard abstaining)

## 5. SPECIAL BUSINESS : PROPOSAL FOR NEW CONSTITUTION

Proposed Resolution 11: that Members **RESOLVE**, as a **Special Resolution**, to approve the new Constitution for the Company, effective at the conclusion of the 2025 Annual General Meeting.

Proposed Resolution 12: that members **RESOLVE** that the Board is empowered to give effect to these resolutions and make consequential amendments to the Constitution as required for ASIC, ACNC and ATO approvals including notifications to the ACNC as required.

## 6. OTHER BUSINESS

## 7. CLOSE & BENEDICTION

Ms Joyce Dench will be asked to lead the Benediction as the meeting comes to an end.

## Explanatory Statements

### 1. Voting Register and Quorum

The Chair will declare the meeting open, subject to a quorum being present, being at least 50% of the Voting Delegates (paragraph 14.2 of the Constitution).

The Voting Delegates for this meeting include those who were elected by Members at the 26 June 2025 Extraordinary General Meeting as Voting Delegates, minutes of which meeting are provided (Agenda item 4.1).

### 2. Agenda item 4 : ORDINARY BUSINESS

#### Agenda item 4.1 : Confirmation of Minutes of EGM 26 June 2025

Members will be asked to confirm that the Minutes as attached are a true and correct record of the Extraordinary General Meeting held on 26<sup>th</sup> June 2025.

#### Agenda items 4.2 – 4.4 : Ratification of appointments of Chair/President and Vice Presidents

The Constitution requires under paragraph 6.7 (g) that Members elect a President and two Vice Presidents at the Annual General Meeting of UPA.

Agenda item 4.2, that concerns Mark Ferguson, the President and Chair, will be presented by the CEO, Tim Thorndyke.

The former President (and Chair) Ian Morante, resigned from the UPA Board on 29 January 2025. At that time, the two elected Vice Presidents were Sue Herbertson and Mark Ferguson.

The Board appointed **Mark Ferguson** as its Chair /President on 30 January 2025, to be ratified by Members at the 2025 Annual General Meeting under paragraph 6.7 (g) of the Constitution.

Given that the appointment of Mr Ferguson as President resulted in a vacancy of one of the Vice President positions, the Board appointed **Christine Duffield** as Vice President on 27 February 2025, to be ratified by Members at the 2025 Annual General Meeting.

Sue Herbertson, who was due to retire from the Board at the 2025 Annual General Meeting, announced her early retirement on 28 March 2024, resulting in another Vice President vacancy.

The Board appointed **Colin Isaac** as Vice President on 10 April 2025, to be ratified by Members at the 2025 Annual General Meeting.

### 3. Agenda item 4.5: PRESIDENT's REPORT

Mark Ferguson, who was appointed to the role of President and Chair on 30 January 2025, replacing Ian Morante who retired in January, will provide a brief report on his and the Board's areas of focus over the year.

#### 4. Agenda item 4.6: CEO's REPORT

Tim Thorndyke will provide a report on the Company's performance over the year and the operational and strategic achievements and challenges across the Company's business streams, corporate support services and geographical regions.

#### 5. Agenda item 4.7: FINANCIAL ACCOUNTS AND STATUTORY REPORT for FY25

The Company's Financial Report for FY2024/2025 has been completed and audited and copies will be available at the meeting. During this Agenda item, Members at the meeting can comment on and ask questions about the Company's performance and financial position. There will be no formal resolution put to the meeting in relation to the Financial Report.

Mr Sam Song, UPA's Financial Controller, will present the Report, on behalf of Mr Abinesh Ram, the Company's Chief Financial Officer, who is on leave. A representative of the Company's Auditor, Stewart Brown, will also be in attendance and Members will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company and the independence of the Auditor in relation to the conduct of the audit.

#### 6. Agenda item 4.8: Elections and re-election of Directors

Agenda item 4.8 deals with elections and re-elections of non-executive directors. Each resolution will be voted on separately.

The UPA Directors unanimously recommend that you vote in favour of the elections of Ms Dench, Dr Nolan, Ms Chantry, Mr Cummings, and Ms Heard respectively (with each candidate having abstained from recommending their own elections).

- (a) **Ms Joyce Dench** was elected to the Board as a non-executive director on 29 October 2022. Pursuant to paragraphs 6.7 and 7.9 of the Constitution, Ms Dench retires and offers herself for re-election for a further term of 3 years. Ms Dench's biographical details are as follows:

*Qualifications and experience:*

*Member of the UPA Sydney Regional Executive/Regional Advisory Committee since March 2011.*

*Ordained into pastoral ministry in 1975 in NZ. In 1991, together with her husband, pioneered and established Reach Church Parramatta, currently serving on the Executive Board.*

*Responsible for organising and leading numerous overseas missions over 25 years to undertake humanitarian work in the Philippines and India.*

*Established LifeLinks Parramatta Inc., a NFP organisation providing services to those in need in our local community.*

- (b) **Dr Stephen Nolan** was appointed to the Board as a non-executive director on 30 November 2025, to fill a vacancy on the Board created by a number of resignations in 2024 and to enhance the Board's skills in the areas of health care and medicine. Pursuant to paragraph 6.7 of the Constitution, Members are asked to confirm Dr Nolan's appointment by electing him to the Board as a non-executive director. Dr Nolan's biographical details are as follows:

Qualifications and experience:

*Bachelor of Medicine and Surgery (1st Hons)*

*Fellow Royal Australasian College of Physicians (FRACP)*

*Fellow College of Intensive Care Medicine (FCICM)*

*Fellow Thoracic Society of Australia and New Zealand (FTSANZ), Master of Education (M.Ed).*

*Dr Nolan has held numerous positions of leadership in both the public and private health sector at local, national and international levels over the past 25 years. He received an Order of Australia (OAM) in 2014 for his service to international humanitarian and health care organisations and to medicine. Dr Nolan has interests in patient centred care delivery, patient safety and clinical governance.*

- (c) **Ms Cheryl Chantry** was appointed to the Board as a non-executive director, effective 4 August 2025, to fill vacancies on the Board created by a number of resignations in 2024 and 2025 and to enhance the Board's skills in the areas of human resources, risk management and strategic planning. Pursuant to paragraph 6.7 of the Constitution, Members are asked to confirm Ms Chantry's appointment by electing her to the Board as a non-executive director. Ms Chantry's biographical details are as follows:

Qualifications and Experience:

*Cheryl is a highly experienced and well regarded industry governance committee member, senior executive, and executive coach, with significant expertise in Board engagements across the ASX Top 50 finance and insurance sector.*

*She brings a strength in governance, strategy, operations (including P&L management), change management and people leadership, and is known for her inclusive, collaborative and transformative approach. Her deep career history the Australian General Insurance industry, with over 20 years at an executive level, demonstrates her ability to create sustained strategic delivery and high-performance outcomes. Cheryl now runs her own business as an internationally credentialled executive coach and consultant across a broad range of industries, advising and developing executive leadership and driving culture transformation.*

*She lives in deep alignment with a sense of purpose and values aligned to community, care and well-being. Cheryl is a Graduate of the Australian Institute of Company Directors, and holds a Masters of Science in Coaching Psychology and a Masters of Business Administration.*

- (d) **Mr Jeff Cummings** was appointed to the Board as a non-executive director, effective 4 August 2025, to fill vacancies on the Board created by a number of resignations in 2024 and 2025 and to enhance the Board's skills in areas including property development and property portfolio management. Pursuant to paragraph 6.7 of the Constitution, Members are asked to confirm Mr Cummings' appointment by electing him to the Board as a non-executive director. Mr Cummings' biographical details are as follows:

Qualifications and Experience:

*B Bus, FAICD*

*Jeff has been engaged in the property industry for over 35 years as a senior executive and director. For the past 25 years he has been self-employed as a consultant and strategic advisor to both government*

agencies (Landcom and NSW Dept. of Health) and corporate entities, both public and private, through his trading entity, The Urban Partnership. His principal activities have been in residential land development and housing.

Jeff is a Non-Executive Director of Hume Community Housing Association Company Limited, one of the largest Tier 1 community housing providers in NSW. He is Chair of the Growth, Development & Sustainability Committee and a member of the People & Culture Committee of Hume Housing.

Jeff has been a Non-Executive Director of Devine Limited, Sekisui House Australia Holdings Pty Ltd and Nordcon Pty Ltd.

He has also had extensive involvement in voluntary humanitarian work throughout the South Pacific, particularly Papua New Guinea and New Zealand and is currently the Deputy Chairman of SEIROS Limited, a not-for-profit research organisation.

- (e) **Ms Meighan Heard** was appointed to the Board as a non-executive director, effective 4 August 2025, to fill vacancies on the Board created by a number of resignations in 2024 and 2025 and to enhance the Board's skills in the areas of not-for-profit law, compliance and governance. Pursuant to paragraph 6.7 of the Constitution, Members are asked to confirm Ms Heard's appointment by electing her to the Board as a non-executive director. Ms Heard's biographical details are as follows:

Qualifications and Experience:

Meighan has qualifications in law, business and governance, including an MBA from Macquarie Business School.

Meighan has over 20 years' experience in governance, risk, legal and compliance in both executive and non-executive roles. Her experience spans a diverse range of sectors, including aged care, retirement living, community housing, social services, construction, engineering and education.

Meighan is currently the Head of Legal and Compliance with Grays eCommerce Group Limited where she is responsible for legal, compliance and claims management. She has held previous appointments as the General Manager (Governance and Legal) for BaptistCare NSW & ACT and as a Non-Executive Director for Bedford College.

Meighan is a member of the Law Society of NSW, a Graduate of the Australian Institute of Company Directors and a Certified Chair with the Advisory Board Centre. She also volunteers with the Sydney Alliance and continues to support the work of BaptistCare NSW & ACT in the area of domestic violence through their Halo Ball Committee.

## 7. Agenda item 5 – SPECIAL BUSINESS

### Proposed new Constitution

#### Background

The new Aged Care Act 2024 (Cth), which commences on 1 November 2025, includes increased responsibilities and liabilities upon approved providers (to be known as Registered Providers) and their Board members with increased governance requirements.

In response to the regulatory changes and against a background of organisational restructuring and centralisation to form 'One UPA', amendments to the UPA Constitution were approved by Members at the



2023 Annual General Meeting, resulting in the current Constitution (**Current Constitution**). (Attached at Appendix A)

The amalgamation (or transformation) process for a “One UPA” is an ongoing journey as UPA prepares to ‘future proof’ itself, with optimal corporate and operational structures and enhanced efficiencies, to ensure its long-term sustainability in an increasingly challenging and highly regulated environment.

UPA’s region specific operations have been under review in the last 2 years, including in relation to overall strategic direction, the management of finances, investment decisions, property acquisitions and development, and various clinical and corporate governance principles and protocols. The process of streamlining, consolidation and centralization, to better utilize limited resources and achieve more robust decision making and controls, is an ongoing one.

Consequently, the UPA Board determined to shift away from a geographical or regional structure, to focus on 3 key business streams:

- Residential Aged Care
- Home Care
- Retirement Villages

These service streams still operate throughout UPA’s homes, facilities and hostels across NSW and are supported by centralised services, including Strategy and Risk Management, Finance & Investments, IT, Property Portfolio Development and Management, Clinical Governance, Consumer Experience, People & Culture and Legal & Compliance Support.

It was always intended, and communicated to Members, that the Constitution would be reviewed again to ensure it is fit for purpose as the Company navigates its way through a tighter regulatory landscape. The Board wishes to ensure that the Constitution better serves the needs of a modern Australian Aged Care Solutions provider that allows it to pivot and adjust its business structures and processes as it addresses new and emerging challenges to ensure its long term sustainability.

Rather than further amend the 2023 Constitution, it is recommended that a new modern Constitution be adopted, that reflects best practice in the Australian Not-For-Profit sector and that affords sufficient flexibility to allow the UPA Board to pivot as required to meet new demands.

The proposed new Constitution (**Proposed Constitution**) (attached as Appendix B) has been drafted by Ms Alison Choy Flannigan, Partner and Co-lead Health & Care of Hall & Wilcox lawyers, who has worked with UPA for over 10 years. Ms Choy-Flannigan has been invited to attend the AGM to assist Members with any questions they may have.

Because it is a new form of Constitution, it is not practical to present tracked changes or a mark-up of all the variations. However, a summary and comparison of key principles and provisions in the Current Constitution and the Proposed Constitution is set out below, with some commentary for Members’ consideration and approval.

The UPA Board unanimously recommends that Members **RESOLVE**, as a **SPECIAL RESOLUTION**, to replace the Constitution approved in October 2023 with the Constitution presented to Members at the 2025 Annual General Meeting.

It should be noted that to be effective, a Special Resolution must be passed by at least 75% of Members in attendance and eligible to vote.

Some of the most material amendments are, in summary:

- (a) Regions are not expressly provided for in the Constitution, to embrace One UPA and allow for greater flexibility in how UPA engages with its communities;
- (b) Modern terminology to appoint a Chair consistent with the Corporations Act (not a Chair and President);
- (c) the appointment of an Ambassador;
- (d) the simplification of membership to Ordinary Members and Voting Members;
- (e) the Voting Members are approved by the Board rather than nominated by the Regions;
- (f) insertion of express clauses to allow for directors' remuneration in order to attract directors with the appropriate skills and experience;
- (g) to allow for proxies; and
- (h) the better organisation of a new Constitution in accordance with modern standards as the previous one was amended on an ad-hoc basis over the years.

| Key Provisions    | Proposed Constitution                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Current Constitution approved by 2023 AGM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. OBJECTS</b> | <p>(a) The objects of the Company are to undertake public charitable activities in Australia for the direct relief of poverty, sickness, suffering misfortune, destitution, helplessness or disability and ancillary activities in the manner the directors or members decide and, in particular, but without limitation, by:</p> <p>(i) promoting care based on Christian principles demonstrating the love of God as revealed in Jesus Christ;</p> <p>(ii) offering within a Christian environment, services and facilities for</p> | <p>2.6 Objects</p> <p>The objects for which the UPA is established are -</p> <p>(a) To promote care based on Christian principles demonstrating the love of God as revealed in Jesus Christ.</p> <p>(b) To offer within a Christian environment, services and facilities for people in need, including aged and/or disabled people, disadvantaged children, young people and families.</p> <p>(c) To aim to offer care of the highest possible standard, consistent with the UPA's Christian commitment acknowledging the demands and expectations of society and government at all levels,</p> |

|                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                           | <p>people in need, including aged and/or disabled people</p> <p>(iii) aiming to offer care of the highest possible standard, consistent with the UPA's Christian commitment acknowledging the demands and expectations of society and government at all levels, without regard to gender, marital status, ethnic status, or religion;</p> <p>(iv) applying for and receiving grants, financial assistance or other help in furtherance of the above purposes and for any other not-for-profit objectives of the Company; and</p> <p>(v) for the purpose of carrying out the above objects and, the Company has all the powers conferred on it by the Corporations Act.</p> <p>The Objects retain UPA's Christian identity and ethos while embracing Australia's multicultural community (refer para 2.5).<br/>Commentary: This reflects UPA's values, particularly around inclusivity and its commitment to treating and caring for all people of all faiths (or none) with dignity and respect. This is essential for UPA's future as it seeks to expand and grow, particularly in multicultural communities.</p> | <p>without regard to gender, marital status, ethnic status, or religion.</p> <p>(d) To apply for and receive grants, financial assistance or other help in furtherance of the above purposes and for any other not-for-profit objectives of the UPA.</p> <p>(e) Solely for the purpose of carrying out the aforesaid objects and not otherwise, the UPA has all the powers conferred on it by the Corporations Act.</p> <p>Paras 2.5 and 2.6</p> |
| <p><b>2. STRUCTURAL CHANGES</b></p> <p><b>2.1 President and Chair</b></p> | <p><u>Board</u> may elect one Chair (no ref to President) cl 7.5 (a) and can determine term of office</p> <p><u>Board</u> may elect one Vice Chair cl 7.5 (c )</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <p>References to President and 'Chairman';- elected by members (cl. 6.7 g)</p> <p>2 Vice Presidents required- elected by Members in general meeting (cl 6.7 (g))</p>                                                                                                                                                                                                                                                                             |

|                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                   |
|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                         | <p><u>Commentary:</u><br/>One Chair and one Vice-Chair are sufficient for UPA's governance purposes. It allows for greater efficiency and reflects common practice in Australian companies.<br/>The Board has no current plans to make changes to the appointments of the Chair (as ratified at this meeting) and one of the Vice Presidents (as ratified at this meeting) as Vice Chair, with the other Vice President to stand down.</p> |                                                                                                                                                                                   |
| <b>2.2 Regions, Regional Managers</b>   | <p>No express provisions for Regions, or Regional Managers</p> <p><u>Commentary:</u> As UPA has transformed to a service stream structure with centralized governance, provisions for Regions are no longer needed in the Constitution. UPA will continue to engage with communities in accordance with local needs regulatory requirements, led by the Director of Consumer Experience.</p>                                               | <p>Regions cl 7.15 (c)<br/>Regional Managers (cl16.1): appointed by Board on CEO's recommendation</p> <p>Meetings of members of Regions cl 6.9</p>                                |
| <b>2.3 Regional Voting Delegates</b>    | <p>Regional Voting Delegates have been replaced by Voting Members.<br/>Please refer to our comments above and below para 3.</p>                                                                                                                                                                                                                                                                                                            | <p>Regional Voting Delegates- cl 6.7 (j)</p>                                                                                                                                      |
| <b>2.4 Regional Advisory Committees</b> | <p>The term "Regional Advisory Committees" have been replaced by a reference to 'advisory bodies' ( para 6.5 (e)) to allow the Board to set up a broader range of bodies to provide it with advice as it might desire from time to time</p> <p><u>Commentary:</u></p>                                                                                                                                                                      | <p>7.15 Board establishment of Committees, Regions and Regional Advisory Committees and Delegation</p> <p>Voting Delegates elected by Members at general meeting (cl 6.7 (j))</p> |

|                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |         |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
|                                                     | <p>The term 'Regional Advisory Committees' are therefore not expressly provided for in the Constitution. Note:</p> <ol style="list-style-type: none"> <li>1- Removal from the Constitution does not prevent a "region", community or facility from setting up its own advisory groups ;</li> <li>2- The proposed Constitution allows for the Board to set up various advisory bodies if it wishes (para 6.5).</li> <li>3- Provisions remain for Advisory Bodies required under the Aged Care Rules (the Consumer Advisory Body and Quality Care Advisory Body) (para 6.5(f) of the Proposed Constitution)</li> </ol> <p>-</p> |         |
| <b>2.5 Transition of Region Executive Directors</b> | <ul style="list-style-type: none"> <li>- Clause on Transition of Regional Executive Directors removed</li> <li>- <u>Commentary</u>: no longer required)</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                            | cl.7.11 |
| <b>2.6 New provision for "Ambassador"</b>           | <ul style="list-style-type: none"> <li>- Cl 6.3 : New Provision for "Ambassador"( see Definitions)</li> </ul> <p><u>Commentary</u>: this may assist in the future with attracting a prominent person to represent UPA with fund raising or high level promotional activities. This is not an uncommon feature with leading NFPs and charities.</p>                                                                                                                                                                                                                                                                            | N/A     |

|                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>3. Membership:</b></p> <ul style="list-style-type: none"> <li>- <b>Minimum numbers</b></li> <li>-</li> <li>- <b>Ordinary Members</b></li> <li>- <b>Voting Members</b> (only class of Members that votes)</li> <li>- Other classes of Members as may be</li> </ul> | <p>Cl 4.1(a): must have at least 1 member ; Board can determine max. number.</p> <p>Cl 4.1 (b) (i) Classes: <b>Voting Members</b> and <b>Ordinary Members</b><br/><b>Other Member Classes</b> as determined by the Board.</p> <p>cl 4.1 (b) (ii) <b>Voting Members</b> include the current Directors and other persons who the Board approves as Voting Members from time to time<br/>NOTE: TO BE READ IN CONJUNCTION WITH A (NEW) BOARD POLICY – indicative draft is attached to show the types of factors / criteria the Board may take into account when determining Voting Members (Appendix C).</p> <p><u>Commentary:</u> It is considered that the interests of UPA are better served by having Voting Members who have a demonstrable background, experience or expertise in aged care, regardless of their locations.<br/>It is the UPA Board’s current intent to keep the composition of Voting Members inclusive of the current Voting Delegates whose appointments were ratified at the 26 June 2025 EGM for a 12 month period, at least until the conclusion of the 2026 AGM.</p> <p>Cl 4.1 (b) (iii) <b>Other classes</b> as determined by the Board (including Life Members that the Board intends to retain)</p> | <p>No minimum / maximum number specified</p> <p>Ordinary Members<br/>Life members/Financial Members<br/>Junior Membership</p> <p>Ordinary Members do not vote, only Voting Delegates may vote (defined in cl 6.2)</p> <p>Reference to Life Member/ Financial Member (recommended by Board, approved by members – cl 3.6) Junior Membership ( see Definitions);</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                            |
|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| determined by the Board                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                            |
| <b>4. How Members are appointed by the Board</b>                                      | CI 4.2, 4.3 and 4.4 – Completed Form submitted to and approved by Board- <b>Board resolution</b> required                                                                                                                                                                                                                                                                                                        | CI 3.2 (a) and (b)- by ordinary resolution of the Board                                                                                                                                                                                                                                                                                    |
| <b>5. Members' meetings</b>                                                           | CI 9 re General Meetings<br>Par 9.2 (a) (ii)- a general meeting can be requisitioned by Voting Members                                                                                                                                                                                                                                                                                                           | CI 6.1- can be called by a Board meeting or requisitioned by Members                                                                                                                                                                                                                                                                       |
| <b>6. Quorum for Members' Meetings</b>                                                | CI 9.5 (c):<br>The quorum for a general meeting or an adjourned general meeting is three Voting Members and the quorum must be present at all times during the meeting, unless the Company only has one Voting Member in which case that Voting Member constitutes a quorum.                                                                                                                                     | CI 14.2 (b) : at least 50% of the Voting Delegates of UPA                                                                                                                                                                                                                                                                                  |
| <b>7. Proxies &amp; Representatives</b>                                               | CI 9.8 – new clauses reflect customary provisions whereby Voting Members can appoint a proxy to attend meetings on their behalf.                                                                                                                                                                                                                                                                                 | N/A                                                                                                                                                                                                                                                                                                                                        |
| <b>8. Directors</b><br>- <b>Elected Directors</b><br><br>- <b>Appointed Directors</b> | CI . 5.2: <u>Company in general meeting</u> may appoint Director (election) consistent with Corp Act.<br><br>CI 5.5 – allows for <u>Board to appoint</u> Directors to fill any casual vacancies.<br><br>The Board can also appoint directors to complete an appropriate skills mix until the next AGM.<br><br>All Board appointed Directors will need to have their appointments confirmed by the following AGM. | CI 6.7 (b) (iii)<br><br>CI 7.17: Casual vacancies on the Board shall be filled by the Board<br><br>CI.7.18: Board may by resolution appoint up to 2 additional <b>independent directors</b> who are able to bring <b>additional skills and experience</b> to the Board . The term shall be 1, 2 or 3 years at the discretion of the Board. |

|                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>- <b>Executive Directors</b></p><br><br><br><br><br><p>- <b>Min and Max # Directors</b></p> | <p>Cl 5.5 (b) re CEO- Board can appoint CEO as a (executive) Director (or Managing Director) for the period of their appointment as CEO.</p><br><br><p>Cl 5.1 (a) (i) – Board must have at least 3 Directors<br/>Cl 5.1 (a) (ii) – max no of Directors on Board is 11 unless otherwise resolved by Voting Members</p> <p>-majority must be Independent Directors (cl 5.1 (a) (iv) also see Definition<br/>-must have at least 1 Director with experience in clinical care (cl 5.1 (a) (v) ) as required under the Aged Care Act</p> <p><b>Definition of Independent Director:</b><br/>“..means a non-executive director who is not a member of management or an employee of the Company (and has not been an employee of the Company for the last three years) and who, in the opinion of the Board on a case by case basis, is free from any business or other relationship that could materially interfere (or could reasonably be perceived to materially interfere) with the independent exercise of that director’s judgement.”</p><br><br><br><p>-All (non exec) Directors who are directors as at 2025 AGM will be deemed to have been first appointed from the 2025 AGM date) para 5.1 (f)</p> | <p>Cl 7.3 (c) and 7.4: Board appoints CEO who is also a Director</p><br><br><p>Cl 7.4 requires max of 11 as follows:<br/> (a) A President<br/> (b) 2 Vice Presidents<br/> (c) The CEO<br/> (d) 5 other Directors voted/elected at AGM under cl 6.7(e)<br/> (e) Up to 2 as Independent Directors based on skill set under cl 7.18</p><br><p>Independent Director definition:<br/> <b>“.. An ‘Independent Director’ means a non-executive director who is not a member of management or an employee (and has not been an employee of UPA for the last three years) and who, in the opinion of the Board on a case by case basis, is free from any business or other relationship that could materially interfere (or could reasonably be perceived to materially interfere) with the independent exercise of that director’s judgement.”</b></p> |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|



|                                                               |                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9. Removal of Director by Voting Members</b>               | Cl 5.7 (c) ordinary resolution of Voting Members as required by s.203D Corporations Act                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>10. Members electing Directors (Elected Directors)</b>     | Cl 5.2: Company in general meeting may elect a Director by Ordinary Resolution                                                                                                                                                                                                                                                 | Cl 6.7 (e) and cl 6.7 (g)                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>11. Resignation, cessation or retirement of a Director</b> | Cl 5.7 (a) Vacation of office-<br>-when a Director resigns (pursuant to cl 5.7 (b) (i) )<br>-if a Director is removed from office by Voting Members (cl. 5.7 (a)(i) (B)<br>-if a Director fails to attend 3 consecutive Board meetings without leave of absence from Board or from Chair on behalf of Board.cl 5.7 (a) (i)(E). | Cl 7.19, 7.20                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Period of Appointment NEDs</b>                             | Par 5.1 (e) – 3 lots of 3 years terms<br><br><b>Retirement of Elected Directors by rotation</b> Cl 5.4 . 1/3 must retire at each AGM                                                                                                                                                                                           | <b>Retirement by rotation : 1/3 of Directors must retire at each AGM: cl 7.9</b><br><br><i>“..there shall be a rotational system so that at each Annual General Meeting of the UPA, one third of the Directors (rounded up to the nearest whole number if necessary) must retire, except for the Chief Executive Officer.”</i><br><br>Cl 7.10 (d): On and from 2022 AGM, all Directors having held office for 3 consecutive years shall retire any may stand for election |
| <b>11. Board meetings</b>                                     | -Cl 7.2: at least 6 Board meetings per calendar year must be held<br><u>Commentary</u> : allows meetings to be scheduled when needed, not arbitrarily “once every 2 months”                                                                                                                                                    | Cl 7.13 – must meet at least bi-monthly (once every 2 months)                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>12, Quorum for Board meetings</b>                          | Cl 7.7 (a) – half of the total number of Directors<br><u>Commentary</u> - no change                                                                                                                                                                                                                                            | Cl 14.2 (b) (ii) – majority of the Directors                                                                                                                                                                                                                                                                                                                                                                                                                              |

|                                                      |                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>13. Board resolutions without meetings</b></p> | <p>CI 7.1(b) – process for a Director to connect consent to a written resolution</p> <p><u>Commentary</u>: allows for consents to be communicated in ways that do not require a Director to have access to a printer/scanner at a given time</p> | <p>CI 14.7:</p> <p><i>“The persons entitled to vote at a meeting other than a General Meeting may pass a resolution in writing without holding a meeting if the following conditions are met:</i></p> <p>(a) <i>The resolution is set out in a document or documents indicating that all of the persons entitled to vote at a meeting are in favour of it.</i></p> <p>(b) <i>All persons who are entitled to vote on the resolution (excluding those persons who have been given leave of absence) sign the document or documents or identical copies of it or them.</i></p> |
|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>14. Directors' Fees / remuneration</b></p> | <p>CI 5.9 :</p> <p><b><i>"5.9 (a) Directors fees</i></b><br/> <i>Subject to chapter 2E of the Act, the Directors may be paid such remuneration for serving as Directors as is determined by the resolution of the Voting Members in general meeting.</i></p> <p><b><i>5.9 (b) Remuneration of Directors for extra services</i></b><br/> <i>If the Company requests a Director to perform services in addition to those provided in his or her capacity as a Director, the Company may remunerate the Director in any manner the Company thinks fit.</i><br/> <i>Any remuneration paid as contemplated by this clause is in addition to remuneration paid under clause 5.9(a).</i></p> <p><b><i>5.9 (c) Reimbursement of expenses incurred by Director</i></b><br/> <i>a Director is entitled to reimbursement of the travelling and other expenses that the Director properly incurs:</i><br/> <i>(i) in attending Board meetings or any meetings of a committee of Directors;</i><br/> <i>(ii) in attending any general meeting of the Company;</i><br/> <i>(iii) in connection with the Company's business; or</i><br/> <i>(iv) in the case of a Chief Executive Officer, in connection with carrying out or managing the Company's business.</i><br/>         Commentary: reflects decision of members at the June 2025 EGM so that the Company can attract directors with the appropriate skills set.</p> | <p>Currently silent on Directors' Fees per se but contains the following provisions:</p> <p><b>2.8 Income and Property:</b></p> <p><i>All income and property of the UPA shall be applied solely towards the promotion of the objects of the UPA as set out in this Constitution; and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, to the members of the UPA, provided that nothing in this Constitution shall prevent the payment, in good faith, of:</i></p> <p><i>(a) reasonable and proper remuneration to any Staff of the UPA, or member of the UPA in return for any services actually rendered to the UPA,</i></p> <p><i>(b) interest at a rate not exceeding the lowest rate of interest for the time being charged by financial institutions for loans of a similar nature,</i></p> <p><i>(c) reasonable and proper rent for premises let by any member of the UPA to UPA, and</i></p> <p><i>(d) reasonable expenses incurred by members, staff and volunteers in the course of UPA work.</i></p> <p><b>4.2</b> <i>The Board may approve from time to time organisational structures, reporting and subcommittees, including Board subcommittees for planning, projects, audit &amp; risk, remuneration, work,</i></p> |
|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                              |                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                              |                                                                                                                                 | <p><i>health and safety and clinical governance.</i></p> <p><i>32.6 In the event that a Director or a business, corporation, society or association in which they have an interest (other than an excluded interest) enters into a contract with the UPA then the details of such contract, conditions of such contract and remuneration payable pursuant to such contract shall be ratified by a General Meeting of the UPA.</i></p> <p><i>32.8 Details of all contracts entered into by the UPA in which a member of the UPA has an interest or in which any business, corporation, society or association in which they have an interest (other than an excluded interest) shall be recorded in the minutes of the Board.</i></p> <p><i>32.9 The appointment, conditions of service, remuneration of, and the supply of goods and services by a Director are to be ratified at the Annual General Meeting of the UPA and must be disclosed in the annual accounts and minutes of the Annual General Meeting of the UPA.</i></p> |
| <b>15. Board Delegations</b> | <p>Cl 6.5:</p> <p><b><i>Delegation by the Board</i></b></p> <p><i>(a) Subject to the Act, the Board may delegate any of</i></p> | <p>Cl. 4.2The Board may approve from time to time organisational structures, reporting and subcommittees,</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                            |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p><i>its powers to:</i></p> <p><i>(i) a committee of Directors;</i></p> <p><i>(ii) a Director;</i></p> <p><i>(iii) an employee of the Company; or</i></p> <p><i>(iv) any other person.</i></p> <p><i>(b) The delegate must exercise the powers delegated to it under any directions of the Board.</i></p> <p><i>(c) The effect of the delegate exercising a power is the same as if the Board exercised it.</i></p> <p><i>(d) The Board may at any time revoke or vary any delegation to a person or committee.</i></p> <p><i>(e) The Board may at any time establish advisory bodies to advise and assist it on matters that the Board sees fit.</i></p> <p><i>(f) The Board must establish the following advisory bodies in accordance with the Aged Care Act:</i></p> <p><i>(i) a Quality Care Advisory Body; and</i></p> <p><i>(ii) a Consumer Advisory Body.</i></p> <p><u>Commentary:</u> this more generalized, non-prescriptive approach is preferred as it allows for greater flexibility. Specific types of “advisory bodies” should not necessarily be embedded in the</p> | <p>including Board subcommittees for planning, projects, audit &amp; risk, remuneration, work, health and safety and clinical governance.</p> <p>CI 4.3: includes requirement for a Quality Care Advisory Body (QCAB) and Consumer Advisory Body (CAB)</p> |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                  |                                                                                                                                                                                        |  |
|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|                  | Constitution, as it needs to serve the Board's / Company's needs from time to time and be responsive to changes in aged care requirements including amendments to the Aged Care Rules. |  |
| <b>16. Other</b> | References to "facsimiles" removed from various paragraphs<br><u>Commentary</u> : redundant communications technology                                                                  |  |