

# **CONSTITUTION**

**The AusHealth Hospital Research Fund**

**(ABN 85657333858)**

A Company Limited by Guarantee  
*Corporations Act 2001 (Cth)*

## PART A PRELIMINARY

---

### 1. Definitions

In this Constitution, the following definitions apply unless the context requires otherwise:

**ACNC** means the Australian Charity and Not-for-profit Commission;

**ATO Endorsed Entity** means an entity which is charitable at law and has rules prohibiting the distribution of its assets and income to its members and which is endorsed by the ATO as a deductible gift recipient in accordance with Division 30 of the ITAA 1997;

**Auditor** means the Organisation's auditor appointed in accordance with the Constitution;

**Board** means the board of Directors of the Organisation;

**Business Day** means a day except a Saturday, Sunday or public holiday in South Australia;

**Chair** means a person appointed as chair of the Board;

**Chief Executive Officer** or **CEO** means person appointed as CEO;

**Committee** means any of the committees established by the Board;

**Confidential Information** means information that is by its nature confidential or:

- (i) is designated by the person disclosing the information as confidential;
- (ii) the person receiving the information knows or ought to know is confidential,

but does not include:

- (iii) information that is, or becomes, public knowledge otherwise by breach of this Constitution or any other confidentiality obligation; or
- (iv) information which is known to the person receiving the information other than through a breach of this Constitution or any other confidentiality obligation.

**Constitution** means the constitution of the Organisation;

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

**Deductible Contribution** means a contribution of money or property as described in item 7 or item 8 of the table in Section 30-15 of the ITAA 1997;

**Deputy Chair** means the person appointed as deputy chair of the Board;

**Director** means any person occupying the position of director of the Organisation;

**Financial Year** means a 12-month period ending on 30 June each year;

**Founding Member** means AusHealth Corporate Pty Ltd;

**General Meeting** means a general meeting of Members, and includes an annual general meeting and any extraordinary general meetings;

**Gift** means a gift as described in item 1 or item 2 of the table in Section 30-15 of the ITAA 1997 to the company;

**Insolvency Event**, in relation to an entity, means:

- (i) becoming insolvent or bankrupt, including the inability to pay its debts when they are due or inability to pay its debts within the meaning of the Corporations Act;
- (ii) the suspension of payment of its debts generally;
- (iii) being the subject of winding up proceedings;
- (iv) the appointment of any receiver, receiver and manager, administrator, trustee or similar official over any of the assets or undertaking of the entity, or appointment of an investigator to investigate its affairs;
- (v) steps taken by a mortgagee to take possession or dispose of the whole or any part of the entity's assets, operations or business;
- (vi) the entry into or resolution to enter into any arrangement, composition or compromise with, or assignment for the benefit of, its creditors or any class of them; or
- (vii) any application or order being made for liquidation of, or the appointment of a provisional liquidator to the entity or any resolution being passed or steps being taken to pass any resolution for the liquidation of the entity except for the purpose of any amalgamation or reconstruction;

**ITAA 1997** means the Income Tax Assessment Act 1997 (Cth);

**Member** means a person, firm, corporation, company, organisation or other entity admitted as a member of the Organisation in accordance with this Constitution;

**Objects** means the objects of the Organisation;

**Office** means the Organisation's registered office;

**Organisation** means the company governed by this Constitution, being a company limited by guarantee known as The AusHealth Hospital Research Fund (ABN      );

**Policies** means any policies, procedures, regulations, rules, codes or by-laws of the Organisation as may be prescribed from time to time;

**Representative** means a person appointed as a Member's representative in accordance with this Constitution, and who has the legal capacity to act for, and the authority to legally bind, the Member; and

**Secretary** means any person appointed as company secretary.

## 2. Interpretation

In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa, and words importing a general include other genders;
- (b) a reference to a person includes a natural person, their estate, a corporation, a charity, a company limited by guarantee, an authority, an association or a joint venture (whether incorporated or not), a partnership and a trust;
- (c) headings are for convenience only and do not affect interpretation;
- (d) words or expressions defined in the Corporations Act have the same meaning when used in this Constitution;
- (e) a reference to a rule or schedule is to a rule or schedule of this Constitution;

- (f) a reference to a document, including this Constitution, is to that document as modified or repealed;
- (g) a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, policies, regulations, rules and statutory instruments (however described) issued under it; and
- (h) while the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.

## **PART B THE ORGANISATION**

---

### **3. Company limited by guarantee**

- 3.1. The name of the company is The AusHealth Hospital Research Fund (ABN ).
- 3.2. The Organisation is incorporated as a company limited by guarantee, and:
  - (a) will operate for the promotion, development and attainment of the Objects;
  - (b) will apply any profits or income in promoting the Objects; and
  - (c) is not carried on for the purpose of profit or gain to its individual Members.

### **4. Interaction with Corporations Act**

- 4.1. The replaceable rules in the Corporations Act do not apply to the Organisation.

### **5. Objects of the Organisation**

- 5.1. The purpose of the Organisation is to promote the prevention and management or control of disease in human beings, (Charitable Purpose) achieved through the following Objects:
  - (a) To promote medical, healthcare and scientific research in hospitals, medical research bodies and institutes, and across Australia;
  - (b) To encourage and advance investigation into the cause, prevention, diagnosis and treatment of human diseases (including infectious diseases such as COVID-19), and associated conditions (for example in the areas of cancer, cardiovascular, chronic respiratory and neurological conditions);
  - (c) To assist in the medical, healthcare and scientific research effort, primarily by supporting and funding research grants and/or provision of equipment, technical or administrative assistance and associated facilities where this may be required to enable carriage of research investigations;
  - (d) To encourage collaboration and communication between hospital researchers, health practitioners, university researchers and others where this is designed to facilitate further advancement in medical, healthcare and scientific research for the enhancement of human health and wellbeing; and
  - (e) To engage in any other activities for promoting any of the Objects or any like Objects.

#### **5.2. Activities**

The activities through which the Organisation will pursue the Objects and may include:

- (a) engaging in medical research and related activities that explore and promote such research in hospitals, universities, institutes and research facilities in Australia;

- (b) influencing policy development, through evidence-based research, that influences Australian medical research, education, training and skill development;
- (c) promoting, encouraging and delivering medical research, education and training, including publishing and making available research or scientific works as the Board may considered advantageous for the purposes of the Objects;
- (d) promoting and establishing awards, prizes and scholarships for education and training purposes, in furtherance of the Objects of the Organisation;
- (e) assisting and supporting any educational, technological, economic, scientific, innovative, training or like bodies whose activities are considered by the Organisation to further the Objects of the Organisation;
- (f) monitoring and facilitating the professional education and training of health workers involved in the research activities;
- (g) entering into and performing agreements or arrangements for the purposes or connection with the Objects;
- (h) raising funds and seeking financial support and at t Board's discretion, accepting any gift endowment or bequest made to the Organsiation, and doing all such other lawful acts as may be incidental or conducive to the promotion or carrying out of the Objects or any of them; and
- (i) procuring the Organisation to be recognised across Australia;
- (j) any other activities ancillary to or necessary for the fulfilment of the Charitable Purpose.

## **6. Powers**

6.1. The Organisation may only exercise the powers in section 124(1) of the Corporations Act to:

- (a) carry out the Objects; and
- (b) do all things incidental or convenient in relation to the exercise of power under rule (a).

## **PART C INCOME AND PROPERTY**

---

### **7. Not for profit**

7.1. The income and property of the Organisation will only be applied towards the promotion of the Objects, and no portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members.

7.2. The Organisation must not distribute, pay or transfer to the Members directly or indirectly by way of dividend, bonus or otherwise any of the property or income of the Organisation provided that nothing will prevent the payment in good faith of remuneration to any officers or servants of the Organisation or to any Member in return for any services actually rendered to the Organisation or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at reasonable and proper commercial rates on money borrowed from any Members or reasonable and proper rent for premises demised or let by any Member.

### 7.3. Establishment and operation of Gift Fund

If the Organisation at any stage operates a fund, authority or institution that is an ATO Endorsed Entity, the Organisation must maintain for the purpose of pursuing the objects and purpose of that fund, authority or institution, a fund (*Gift Fund*):

- (k) to which Gifts and Deductible Contributions are to be made;
- (l) to which any money received by the Organisation because of those Gifts and Deductible Contributions is to be credited;
- (m) that does not receive any other money or property; and
- (n) in respect of which the Company will maintain a separate bank account.

If the Organisation as a whole is at any stage an ATO Endorsed Entity, the Organisation need not but may maintain a Gift Fund in accordance with the above.

### 7.4. Winding up of the Gift Fund and revocation of status as an ATO Endorsed Entity

At the first occurrence of:

- (a) the winding up of the Gift Fund (including where the Organisation ceases to operate a fund, authority or institution that is an ATO Endorsed Entity); or
- (b) the Organisation ceasing to be an ATO Endorsed Entity (including the revocation of the Company's endorsement as a deductible gift recipient under Subsection 30-BA of the ITAA 1997),

any surplus assets of the Gift Fund, remaining after payment of liabilities attributable to it must be transferred to 1 or more ATO Endorsed Entities, (whether or not such ATO Endorsed Entities are Members) that satisfy the requirements of rules **Error! Reference source not found.** and 7.2, as the Board in its discretion determines.

## 8. Limited liability

Each Member undertakes to contribute to the Organisation's property if the Organisation is wound up while a Member or within one year after it ceases to be a Member, for payment of the Organisation's debts and liabilities contracted before it ceased to be a Member and of the costs, charges and expenses of winding up and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding ten dollars (\$100.00).

## 9. Winding up

- 9.1. If any surplus remains following the winding up of the Organisation, the surplus must not be paid to or distributed amongst Members, but will be given or transferred to another organisation which, by its constitution, is:

- (a) a not-for-profit organisation;
- (b) required to pursue charitable purposes only;
- (c) required to apply its profits (if any) or other income in promoting its objects similar to those of the Organisation; and

- (d) prohibited from making any distribution to its members, such organisation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of South Australia.

## **PART D MEMBERSHIP**

---

### **10. Membership**

- 10.1. The number of Members is unlimited.
- 10.2. On the date of adoption of this Constitution, AusHealth Corporate Pty Ltd will be the initial Member.
- 10.3. The Members will consist of:
  - (a) the Founding Member, AusHealth Corporate Pty Ltd;
  - (b) the persons who consent to become members of the Organisation on incorporation of the Organisation; and
  - (c) any other organisation, firm, corporation, company or person that the Board admits to membership in accordance with this rule 10.
- 10.4. Pre-condition to Membership

A person is entitled to become a Member if:

  - (a) that person agrees to assume the liability to pay the Members Guarantee Amount;
  - (b) that person agrees to contribute to the fulfilment of the Organisation's objects and activities; and
  - (c) the Board has approved that person as a potential Member.
- 10.5. The Board may establish different classes of membership and the rights (including voting rights), obligations and privileges of those classes of Members from time to time.

### **11. Application for membership**

- 11.1. A person may apply to be a Member in accordance with the Policies prescribed by the Board from time to time, and such application must:
  - (a) be lodged in a form approved by the Board, and accompanied by any requisite information as determined by the Board;
  - (b) be signed by the applicant; and
  - (c) be accompanied by such payment as the Board may from time to time prescribe.
- 11.2. The lodging of any application for membership is conclusive evidence that the applicant has agreed to become a Member, and to be bound by this Constitution and any Policies.
- 11.3. The Organisation reserves the right to refuse an application for membership or the appointment of a Representative by a Member for any reason, and in no case will the Organisation provide its reason(s) for the refusal.

- 11.4. The rights and privileges of every Member are personal to each Member and are not transferable.

## **12. Admission to membership**

If the Organisation accepts a membership application, the applicant's name and other details will be entered into the register of Members, provided that the applicant has paid the Fees (if any). On the applicant's name being entered into the register, the applicant will immediately become a Member.

## **13. Representatives**

- 13.1. Subject to rules 11 and 12, each Member may appoint a Representative to act on behalf of the Member in all matters connected with the Organisation.
- 13.2. A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the Member can exercise if it were a natural person; and
  - (b) be counted towards a quorum on the basis that the Member is present at a general meeting by its Representative.
- 13.3. At any time the Board may decide (at its sole discretion and for any reason) to remove a Representative. As soon as practicable after the making of such decision, the Secretary shall remove the Representative's name from the register of Members, and send the Member written notice of the decision requesting the Member appoint a different Representative.
- 13.4. A Member may otherwise remove or replace its Representative at any time by providing written notice to the Organisation.

## **14. Ceasing to be a Member**

- 14.1. A Member will cease to be a member of the Organisation if they:
- (a) resign by written notice to the Organisation;
  - (b) are subject to an Insolvency Event;
  - (c) die;
  - (d) are convicted of a criminal offence;
  - (f) are expelled from membership in accordance with this Constitution; or
  - (g) have not responded to a written request from the Organisation that they confirm in writing that they want to remain a Member within the prescribed time period.
- 14.2. The cessation of membership does not relieve any liability to the Organisation by the Member that accrued prior to such cessation of membership.

## **15. Conduct of Members**

- 15.1. The Board may resolve to warn, suspend or expel a Member from the Organisation if the Board considers that:
- (a) the Member has breached this Constitution;
  - (b) the Member has behaved in any way that the Board considers is unbecoming of a member, or unethical or prejudicial to the interests of the Organisation; or



- (c) the Member's behaviour is causing, has caused, or is likely to cause harm to the Organisation.
- 15.2. At least fourteen (14) days before the Board meeting at which a resolution under rule 15 will be considered, the Secretary must notify the Member in writing:
  - (a) that the Board is considering a resolution to warn, suspend or expel the Member;
  - (b) the nature of the resolution that has been proposed;
  - (c) that the resolution will be considered at a Board meeting and the date of that meeting;
  - (d) what the Member is said to have done or not done; and
  - (e) that the Member may provide an explanation to the Board, and details of how to do so.
- 15.3. Before the Board passes any resolution under rule 15, the Member must be given a chance to explain themselves by:
  - (a) sending the Board, a written explanation before the Board meeting (provided that the explanation is no longer than 1,000 words and is not defamatory); and
  - (b) speaking at the meeting.
- 15.4. After considering any explanation provided under rule 15.3, the Board may:
  - (a) take no further action;
  - (b) warn the Member;
  - (c) suspend the Member for a period;
  - (d) expel the Member;
  - (e) refer the decision to an independent person on conditions that the Board consider appropriate (provided that the independent person can only make a decision that the Directors could have made under this rule); or
  - (f) require the matter be determined at a General Meeting.
- 15.5. The Board cannot fine a Member.
- 15.6. The Secretary must give written notice to the Member of the decision under rule 15 as soon as practicable after the decision of the Board.
- 15.7. There will be no liability for any loss or injury suffered by the Member as a result of any decision made under this rule 15.

## **16. Effect of Cessation of Membership**

- 16.1. If any Member ceases to be a Member for any reason, then the Secretary will note the cessation of membership on the relevant register and notify the Member.
- 16.2. Any Member ceasing to be a Member will remain liable for any Fees or other moneys which were due and unpaid to the Organisation as at the date of ceasing to be a Member.

## **17. Fees**

- 17.1. The Board may from time to time prescribe Policies in relation to subscriptions for Members and the terms of payment of such subscriptions (**Fees**).

- 17.2. Subject to rule 17.1 (and any relevant Policies), unless a Member gives not less than the requisite notice in writing to the Organisation on or before the due date for the payment in any year of its intention to resign as a Member, the Member may be liable for the Fees for the following Financial Year.
- 17.3. If the Fees remain unpaid for 90 days after they become payable, the Member ceases to be entitled to any of the rights or privileges of the membership, including but not limited to, being able to vote at any General Meeting or have a representative appointed as a Director.
- 17.4. The Organisation may provide the Member with a notice that the Fees are overdue. If the Fees remain unpaid for a further 30 days (in addition to the 90-day period referred to in rule 17.3), the Board may expel the Member from the Organisation.
- 17.5. The Organisation may, from time to time, give notice to Members or to any particular Member:
- (a) revoking or postponing the Fees;
  - (b) extending the time for payment of Fees;
  - (c) allowing for payment of Fees by instalments or with a discount; or
  - (d) stipulating the amount, the time, the method and the place of payment of Fees.

## **PART E GENERAL MEETINGS**

---

### **18. Who can call General Meetings**

- 18.1. Subject to the Corporations Act, the Board may call a General Meeting at a time and place as the Board determined.
- 18.2. Members may only request the Board call a General Meeting in accordance with the Corporations Act.

### **19. Notice of General Meetings**

- 19.1. Subject to the Corporations Act, at least 21 days' written notice of any General Meeting must be given to all Members and any other person entitled to receive notices of such meetings from the Organisation.
- 19.2. Subject to the Corporations Act, a notice calling a General Meeting must:
- (a) specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
  - (b) state the general nature of the business to be transacted at the meeting;
  - (c) if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution; and
  - (d) if a Member is entitled to appoint a proxy, contain a statement setting out whether the Member has a right to appoint a proxy and specify a place, and electronic address for the purposes of how a Member must provide a proxy appointment to the Organisation for the meeting.
- 19.3. Subject to the Corporations Act, shorter notice of a general meeting may be given if the calling of the notice of the general meeting on shorter notice is agreed to:

- (a) in the case of an annual general meeting, by all Members entitled to attend and vote at the meeting; and
- (b) in the case of any other general meeting, by 75% of the Members entitled to attend and vote at the general meeting agree before the meeting,

and accordingly, any such general meeting will be treated as having been duly convened.

- 19.4. The business transacted at an annual general meeting may, regardless of whether stated in the notice of meeting, include:
- (a) confirming the minutes of the previous annual general meeting, and any other general meetings held since;
  - (b) considering the annual financial report, Directors' report and the Auditor's report;
  - (c) electing Directors; and
  - (d) appointing auditors.
- 19.5. The Board may postpone the holding of any General Meeting whenever it sees fit (other than a meeting requisitioned by Members pursuant to the Corporations Act) for not more than 28 days after the date for which it was originally called.
- 19.6. Whenever any meeting is postponed in accordance with rule 19.5 (as distinct from being adjourned), the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called.
- 19.7. The accidental omission to give notice of any General Meeting to or the non-receipt of the notice by any person entitled to receive notice of a General Meeting does not invalidate the proceedings or any resolution passed at the meeting.

## **PART F PROCEEDINGS AT GENERAL MEETINGS**

---

### **20. Quorum**

- 20.1. No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business. If a quorum is present at the commencement of the meeting, it is taken to be present throughout the meeting unless the chair of the meeting otherwise determines.
- 20.2. A quorum for a General Meeting is the Founding Member present in person or by proxy. The quorum must include the Founding Member be present at all times during the general meeting.
- 20.3. In determining whether a quorum is present:
- (a) where a person is present as a Member and as a proxy or attorney of another Member, that person is counted separately for each appointment; and
  - (b) where a person is present as a proxy or attorney for more than one Member each of whom is entitled to vote at the meeting, that person is counted separately for each appointment.

### **21. Meetings in multiple locations**

- 21.1. A General Meeting may be held in two or more places linked together by any technology that:
- (a) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;

- (b) enables the chair of the meeting to be aware of proceedings in each place;  
and
- (c) enables the Members in each place to vote on a show of hands and on a poll.

21.2. If a General Meeting is held in two or more places under rule 21.1:

- (a) a Member present at one of the places is taken to be present at the meeting;  
and
- (b) the chair of that meeting may determine at which place the meeting is taken to have been held.

## **22. Chair**

22.1. The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and willing and able to act) chair each General Meeting.

22.2. If, at a General Meeting:

- (a) there is no Chair;
- (b) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
- (c) the Chair is present within that time but is not willing or able to chair all or part of that meeting,

then the Deputy Chair, or in default of the Deputy Chair, another Director or a Member elected by majority vote of Directors present, will chair all or part of the meeting.

## **23. Body corporate representative**

23.1. Appointment of corporate representative

- (a) If a Member is a body corporate, it may appoint a natural person as its representative to exercise on its behalf any or all of the powers it may exercise:
  - (i) at general meetings;
  - (ii) relating to resolutions to be passed without meetings.
- (b) The appointment of a corporate representative may be a standing one.

23.2. Authority to act as corporate representative

- (a) An appointment of a corporate representative must be in writing and be signed by the body corporate appointing the representative and state:
  - (i) the Member's name and address;
  - (ii) the Organisation's name;
  - (iii) the representative's name or the name of the office held by the representative;  
and
  - (iv) the general meeting at which the representative may act, or if the appointment is a standing one, a clear statement to that effect.

23.3. Revocation and appointment of corporate representative

The appointment of a corporate representative may be revoked by the Member who appointed the corporate representative by notice to the Organisation from the Member.

**24. Decisions on questions**

24.1. Voting rights

(a) Each Member has the right to exercise one vote:

- (i) on a show of hands at a meeting of Members;
- (ii) on a poll at a meeting of Members; and
- (iii) when voting upon a resolution to be determined without a meeting.

(b) An objection to the qualification of a person to vote at a general meeting:

- (i) must be raised before or immediately after the result of the resolution for which the vote objected to is given; and
- (ii) must be referred to the chair of the meeting, whose decision is final.

(c) A vote not disallowed by the chair of a meeting is valid for all purposes.

24.2. Subject to the Corporations Act, a resolution of Members is passed if more votes are cast in favour of the resolution by Members present and entitled to vote on the resolution than are cast against it.

24.3. A resolution put to the vote at a General Meeting is to be decided on a show of hands. Subject to this Constitution, each Member (including via proxy), is entitled to one vote.

24.4. A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

24.5. If there is a dispute at a general meeting about a question of procedure, the chairperson of the general meeting may determine the question.

24.6. A declaration by the chair of the meeting that a resolution has been passed on a show of hands, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, is sufficient evidence of that fact, unless proved incorrect.

24.7. Subject to the Corporations Act and this Constitution, the chair of a General Meeting is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting and rulings by the chair on such matters made in good faith shall be binding on the meeting and its Members.

24.8. The chair of a General Meeting must give those entitled to attend and speak at such meetings a reasonable opportunity to ask questions and make comments at the meeting (including the auditor (if any)).

24.9. The chair of a General Meeting may delegate any power conferred on them by this Constitution or by law.

- 24.10. In the case of an equality of votes on a resolution at a General Meeting, the chair of that meeting has a casting vote on that resolution whether on a show of hands or on a poll, in addition to any vote the chair of the meeting has in respect of that resolution.

## **25. Polls**

- 25.1. A poll may be demanded on any resolution at a General Meeting except:
- (a) the election of a chair of that meeting; or
  - (b) the adjournment of that meeting.
- 25.2. A poll on a resolution at a General Meeting may be demanded by:
- (a) at least five Members present and entitled to vote on that resolution; or
  - (b) the chair of that meeting.
- 25.3. A poll on a resolution at a General Meeting must be demanded:
- (a) before a vote on that resolution is taken; or
  - (b) before, or immediately after, the result of the vote on that resolution on a show of hands is declared.
- 25.4. A demand for a poll may be withdrawn.
- 25.5. A poll demanded on a resolution at a General Meeting must be taken in the manner and at the time and place the chair directs.
- 25.6. The result of a poll demanded and taken on a resolution of a General Meeting is a resolution of that meeting.
- 25.7. A demand for a poll on a resolution of a General Meeting does not prevent the continuance of that meeting or that meeting dealing with any other business pending the taking of the poll or the declaration of the result of the poll.

## **26. Adjourned, cancelled and postponed meetings**

- 26.1. Subject to the Corporations Act, the chair of a General Meeting:
- (a) may; and
  - (b) must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the chair to do so, adjourn a General Meeting to any day, time and place.
- 26.2. No person other than the chair of a General Meeting may adjourn that meeting.
- 26.3. Notice of an adjourned meeting is only required if the period of adjournment exceeds 21 days.
- 26.4. Only business left unfinished is to be transacted at a General Meeting resumed after an adjournment.
- 26.5. Subject to the Corporations Act and this rule 26, the Board may at any time postpone or cancel a General Meeting by giving notice, not less than 3 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.

- 26.6. A general meeting called under rule 18 must not be cancelled by the Board without the consent of the Members who requested the meeting.
- 26.7. A notice adjourning or postponing a General Meeting must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

## **27. Resolutions without meetings**

### **27.1. Written resolutions**

Subject to the Corporations Act and rule 17.2, the Company may pass a resolution without a general meeting being held, if notice of the resolution is sent to all the Members and seventy five percent (75%) of the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

### **27.2. For the purposes of rule 27.1:**

- (a) the document may be sent to voting members in any manner;
- (b) the resolution is passed when 75% (seventy five percent) of voting Members sign;
- (c) separate copies of a document may be used for signing by voting Members if the wording of the resolution and statement is identical in each copy;
- (d) a signature of a voting Member transmitted to the company electronically is sufficient evidence of signature;
- (e) A vote may be cast using any other technological method provided the identity of the Member is verifiable.

### **27.3. Where a document is signed in accordance with rule 27.3 the document is to be taken as a minute of the passing of the resolution.**

## **28. Votes by Proxy or Attorney**

### **28.1. If a Member appoints a proxy or an attorney, the proxy or attorney may:**

- (a) vote on a show of hands;
- (b) demand or join in demanding a poll;
- (c) may vote on a resolution; and
- (d) may vote or abstain as he or she chooses except where the appointment of the proxy or attorney directs the way the proxy or attorney is to vote on a particular resolution.

### **28.2. A proxy or attorney need not be a Member.**

## **29. Document Appointing Proxy or Attorney**

### **29.1. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by the Corporations Act. The Directors will determine that the appointment of proxy is valid.**

### **29.2. An appointment received at an electronic address will be taken to be signed by the Member if:**

- (a) a personal identification code has been included with the appointment; or
- (b) the appointment has been verified in another manner approved by the Directors.

- 29.3. A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.

### **30. Meetings conducted using technological means**

- 30.1. Subject to the Corporations Act and this Constitution, the contemporaneous linking together by a form of technology of a number of members sufficient to constitute a quorum constitutes a general meeting.
- 30.2. Where a general meeting is held at two or more venues using any form of technology:
- (a) a Member participating in the meeting is taken to be present in person at the meeting;
  - (b) the conduct of the meeting must comply with any policies and procedures relating to the meetings conducted using technological means as determined by the Directors from time to time.
- 30.3. Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
    - (i) any amendment moved to the proposed resolutions (other than special resolutions in accordance with the Corporations Act) and on any motion that the proposed resolution not be put or any similar motion; and
    - (ii) any procedural motion, including any motion to elect the Chair, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
  - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 30.4. If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chair may cast as proxy.
- 30.5. The written appointment of a proxy or attorney must be received by the Organisation, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee is intended to vote; or
  - (b) the taking of a poll on which the appointee is intended to vote.
- 30.6. The Organisation receives an appointment of a proxy or attorney and any power of attorney or other authority under which the appointment was executed when they are received at:
- (a) the Organisation's registered office; or
  - (b) a place or electronic address specified for that purpose in the notice of meeting.



## **PART G THE BOARD**

---

### **31. Number of Directors**

- 31.1. The Organisation will have not less than two (2) and no more than seven (7) Directors.
- 31.2. If the number of Directors is below the minimum number set out in rule 31.1, the Board will take all reasonable steps to cause to be appointed one or more additional Directors, including as may be required, calling a meeting of Members for the purpose of electing a Director or Directors to ensure the Organisation has at least the minimum number of Directors required by this rule 31.
- 31.3. Notwithstanding rule 31.1, in the event that the number of Directors fall below the minimum number prescribed by this Constitution, the remaining Directors may continue to act for all purposes.

31.4. Right to appoint Directors

For so long as the Founding Member remains a Member, the Founding Member may from time to time, appoint one or more Directors and appoint the Chair.

### **32. Board Composition**

- 32.1. The Board will comprise the following:
- (a) the Chair;
  - (b) at least one(1) Director appointed by the Founding Member
  - (c) a Director or Directors appointed as a causal vacancy upon the resignation of a Director
  - (c) may include the CEO, if appointed as a Director,
- 32.2. All Directors must have the skills, experience and attributes as prescribed by the Board from time to time, which should include relevant scientific, business, professional, financial and corporate governance experience.
- 32.3. In consenting to their appointment, each Director agrees to comply at all times with this Constitution, the Policies, procedures and other regulations of the Organisation, and the confidentiality obligations required of a Director.

### **33. Appointment of Directors**

- 33.1. All Directors hold office subject to this Constitution and the Corporations Act and ACNC Act.
- 33.2. Upon exercise of its right to appoint a Director, the Founding Member must give a Notice of Appointment to the Organisation and each Member.
- 33.3. Subject to the satisfaction of the requirements of the Corporations Act in relation to the consent and eligibility of directors, a person named in a Notice of Appointment becomes a Director on receipt by the Organisation of the Notice of Appointment and the Board must confirm such appointment at the next Board meeting following delivery of the relevant Notice of Appointment.
- 33.4. The Founding Member has the right to remove a Director appointed by it and must give a Notice of Removal to the Organisation and each Member.

33.5. A Director named in a Notice of Removal ceases to be a Director on receipt of the Notice of Removal by the Organisation and such removal must be confirmed by the Board at the next meeting following receipt of the relevant Notice of Removal.

33.6. **Initial Directors**

On the date of adoption of this Constitution:

- (a) Greg Johansen
- (b)
- (c)

will be the initial Directors of the Company.

33.7. The Board will prescribe from time to time, the form and procedure or Policy to be followed with respect to:

- (a) the nomination of a Director;
- (b) the manner of presentation to the Members of any nomination for consideration by the Members; and
- (c) any matters relating to voting for Directors required of Members.

33.8. **Term of Appointment**

- (a) Directors will be appointed for a term of up to 3 years, commencing at the end of the General Meeting at which they were elected and ending on the date determined in accordance with rule 32.
- (b) For the avoidance of doubt, a retiring Director is eligible for re-appointment by the Members.

33.9. The Directors may appoint a person to fill a casual vacancy.

33.10. Directors appointed to fill a casual vacancy will be deemed, for the purposes of the operation of this rule 33, to have commenced his or her appointment on the date on which the Director replaced commenced his or her term provided that the appointment of the Director is confirmed at the AGM immediately following their appointment.

33.11. A retiring Director remains in office until the end of the general meeting at which a resolution is passed to fill the vacancy left by his or her retirement.

33.12. A retiring Director is eligible for nomination and reappointment or election as a Director provided that the Director:

- (a) has not been removed from office by a resolution of the Company in general meeting passed by a Special Majority – Members; and
- (b) has only served one (1) three-year term as a Director.

33.13. The Chair will, at the Annual General Meeting, declare the result of the election of a Director and advise the Members. All Board members will continue in office until the end of the meeting.

33.14. If appointed at a Board meeting, the Director will be taken to have been appointed at the end of that meeting unless the Board otherwise determines.

33.15. An appointment of a person as a Director is not effective unless a signed consent to the appointment is provided by that person to the Organisation. The appointment of a person as a

Director will take effect on the later of the date of appointment and the date on which the Organisation receives the signed consent.

33.16. If a person is appointed as a Director by the Board, the Organisation must confirm the appointment at the next annual general meeting.

**33.17. Removal of Director**

- (a) The Organisation may remove a Director by resolution at a general meeting.
- (b) At least 2 months' notice must be given to the Organisation of the intention to move a resolution to remove a Director at a general meeting.
- (c) If notice of intention to move a resolution to remove a Director at a general meeting is received by the Organisation, a Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director may:
  - (i) submit a written statement to the Organisation for circulation to the Members before the meeting at which the resolution is put to a vote; and
  - (ii) speak to the motion to remove the Director at the general meeting at which the resolution is to be put to a vote.
- (e) At least 21 days' notice must be given to the Members of a general meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.
- (f) the Board does not resolve that the Director should not cease to be a Director.

**34. Vacation of office**

34.1. A Director may resign from office by giving the Organisation notice in writing.

34.2. Subject to the Corporations Act:

- (a) the Members may at any time by ordinary resolution, remove a Member Elected Director from office; and
- (b) the Board may at any time by ordinary resolution, remove a Board Appointed Director from office.

34.3. A Director automatically ceases to be a Director if the Corporations Act so provides or if that Director:

- (a) is prohibited by the Corporations Act or other legislation from holding office or continuing as a Director;
- (b) dies;
- (c) becomes of unsound mind;
- (d) is absent without the consent of the Board from all meetings of the Board held during a period of 3 months and the other Directors resolve that his or her office be vacated;
- (e) resigns or is removed from office under this Constitution; or
- (f) becomes ineligible to be a Director either under this Constitution, a Policy or by law.

### **35. No Alternate Directors**

A Director may not appoint a person as his or her alternate Director.

### **36. Remuneration**

- 36.1. Subject to this Constitution, a Director may be paid or provided remuneration for their services as a Director, provided that the total amount or value of remuneration must not exceed an amount that would be reasonable in the circumstances.
- 36.2. A Director may be paid for any service rendered to the Organisation in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service.
- 36.3. Directors may be reimbursed for reasonable travelling, hotel and other expenses properly incurred in attending and returning from meetings of the Directors or any Committee or general meetings of the Organisation or otherwise in connection with the Organisation's business.

### **37. Officeholders**

- 37.1. The officeholders of Organisation will be elected from members of the Board, and will include
  - (a) the Chair of the Board;
- 37.2. The officeholders will be elected by the Board in accordance with procedures determined by the Board from time to time.
- 37.3. Any Director is eligible for election as an officeholder.
- 37.4. Each officeholder serves in their capacity as officeholder for a maximum of two (2) terms of up to three (3) years each.
- 37.5. An officeholder ceases to be an officeholder if they cease to be a Director.
- 37.6. If the Chair vacates that office for any reason the Deputy Chair (if any) succeeds to the office of Chair until the next annual general meeting.
- 37.7. The Members will be advised of the appointment of officeholders at the annual general meeting following election of the relevant officeholder.
- 37.8. Each Director standing for election as an officeholder must be proposed by another Director and, if more than one Director is nominated at the relevant Board meeting, the Board will vote on which Director will take up the contested appointment.
- 37.9. If an officeholder vacates their office for any reason, the Board may elect a replacement.
- 37.10. In the absence of the Chair, the Deputy Chair, or such other Director as nominated by the Board, will assume the role and responsibilities of the Chair.

### **38. Powers of Directors**

- 38.1. The Board will manage the business and affairs and control the funds and property of the Organisation.

- 38.2. In addition to the powers and authorities expressly conferred upon the Board by this Constitution, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Organisation and are not by this Constitution or by the Corporations Act expressly directed or required to be exercised or done by the Organisation in general meeting.
- 38.3. Every Director and other agent or officer of the Organisation must act at all times, in good faith, in a bona fide manner and in the interests of the Organisation. Failure to do so may result in removal of the Director from the Board.
- 38.4. No rule made or resolution passed by the Company in general meeting can invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.
- 38.5. Every Director and other agent or officer of the Organisation must keep confidential all Confidential Information and comply with applicable privacy law, except:
- (a) to the extent necessary to enable the person to perform his or her duties to the Organisation;
  - (b) as required by law; or
  - (c) when requested by the Board to disclose information, to the Auditor or a General Meeting.

## **PART H PROCEEDINGS OF DIRECTORS**

---

### **39. Duties of Directors**

- 39.1. The business of the Company is governed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 39.2. Each Director of the Organisation must:
- (a) exercise the Director's powers and discharge the Director's duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Organisation;
  - (b) act in good faith in the Organisation's best interests and further the purposes of the Organisation;
  - (c) not misuse the Director's position;
  - (d) not misuse information obtained in the performance of the Director's duties as a Director of the Organisation; and
  - (e) ensure that the Organisation's financial affairs are managed in a responsible manner.
- 39.3. Business judgment
- (a) A Director who makes a business judgment is taken to meet the requirements of rule 39.3, and their equivalent duties at common law and in equity, in respect of the judgment if they:
    - (i) make the judgment in good faith for a proper purpose; and
    - (ii) do not have a material personal interest in the subject matter of the judgment; and

- (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (iv) rationally believe that the judgment is in the best interests of the Organisation.
- (b) A Director's belief that the judgment is in the best interests of the Organisation is a rational one unless the belief is one that no reasonable person in their position would hold.
- (c) For the purposes of this rule 39.3, business judgment means any decision to take or not take action in respect of a matter relevant to the business operations of the Organisation.

#### **40. Board meetings**

- 40.1. The Board may meet, adjourn or otherwise regulate its meetings as it see fit.
- 40.2. The Chair, or two (2) other Directors jointly, may call a meeting at any time by notice to the Secretary. On receiving notice, the Secretary must call a meeting of the Board.
- 40.3. A Board meeting must be called on at least 48 hours' notice of a meeting to each Director, however in the case of an emergency or other corporate urgency, a meeting may be called on short notice without formal notice of the meeting at the behest of the Chair, Deputy Chair or the CEO.
- 40.4. Notice of a meeting of the Board must be given to each Director, and should set out:
  - (a) the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
  - (b) the general nature of the business of the meeting.
- 40.5. A Director may waive the notice requirement in writing to the Organisation to that effect.
- 40.6. A Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The place of the meeting is deemed to be the place where the Chair is physically located.
- 40.7. A quorum must always include the representative of the Founding Member and is a majority of Directors.
- 40.8. A quorum for a meeting of the Board must be present at all times during the meeting provided that a person who has declared a conflict of interest and has absented themselves (or abstained from deliberating and voting) on a matter before the meeting will still be counted as being present for the purposes of a quorum.
- 40.9. Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chair of the meeting of Directors may call a general meeting to deal with the matter.
- 40.10. The Board may invite persons who are not Directors to attend or participate in Board meetings. Such invitees may not vote on any resolution.

#### **41. Remuneration of Directors**

- 41.1. The Directors may be paid or provided remuneration for their services as Directors, provided that:
- (a) the total amount or value of remuneration to all Directors must not exceed an aggregate maximum amount determined by the Members of the Organisation in general meeting;
  - (b) The aggregate sum to be paid under rule 41.1 will be divided among the Directors in such proportion and manner as the Directors may determine.
- 41.2. Directors may also be paid reasonable travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Board Committee or general meetings of the Organisation or otherwise in connection with the Organisation's business.
- 41.3. The Organisation may also pay a premium for a contract insuring a person who is or has been a Director against liability incurred by the person as a Director, except in circumstances prohibited by the Corporations Act.

#### **42. Decision on questions**

- 42.1. Subject to this Constitution, questions arising at a Board meeting are to be decided by a majority of votes of the Directors present and entitled to vote, with each Director having one vote.
- 42.2. Resolutions as to Special Majority Issues (as may be required by law), require a 75% majority of votes cast by Directors to be in favour.
- 42.3. The chair of a Board meeting will have a casting vote in addition to his or her deliberative vote.

#### **43. Conflicts of Interest**

- 43.1. A Director must disclose the nature and extent of any actual or perceived material conflict or interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) to the other Directors
- 43.2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 43.3. Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) must not, except as provided under rule 43.4:
- (a) be present at the meeting while the matter is being deliberated; or
  - (b) vote on the matter.
- 43.4. A Director may still be present and vote if:
- (a) their interest arises because they are a Member, and the other Members have the same interest;
  - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director;
  - (c) their interest relates to a payment by the Organisation under an indemnity provided in accordance with this Constitution or any contract relating to an indemnity that is allowed under the Corporations Act;
  - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or

- (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Organisation; and
  - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

#### **44. Directors' interests**

- 44.1. A Director may be paid for a service rendered to the Organisation by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service.
- 44.2. No contract made by a Director with the Organisation and no contract or arrangement entered into by or on behalf of the Organisation in which any Director may be in any way interested is voided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 44.3. No Director contracting with or being interested in any arrangement involving the Organisation is liable to account to the Organisation for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 44.4. A Director is not disqualified merely because of being a Director from contracting with the Organisation in any respect.
- 44.5. Subject to a disclosure in accordance with this rule 44, a Director or a body or entity in which a Director has a direct or indirect interest may:
  - (a) enter into any agreement or arrangement with the Organisation;
  - (b) hold any office or place of profit other than as Auditor; and
  - (c) act in a professional capacity other than as Auditor,
  - (d) and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Organisation or from holding an office or place of profit in or acting in a professional capacity with the Organisation.
- 44.6. Any Director having a direct or indirect material personal interest in any contract or arrangement that the Organisation proposes to enter into will declare his or her interest immediately by written notice to the Directors.
- 44.7. A notice that the Director is an employee of a particular Member and is to be regarded as interested in all transactions with that Member will be a sufficient disclosure under this rule 44 as regards such Director and the said transactions and it will not be necessary for such Director to give a special notice relating to any particular transaction with that Member.

#### **45. Committees**

- 45.1. The Board may establish on such terms and for such period as it determines, the following:
  - (a) Committees with powers delegated by the Directors; and
  - (b) Committees, with no delegated powers, to advise on specified matters.



- 45.2. Unless otherwise agreed by the Directors, meetings of any Committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Committee member was a Director.

#### **46. Delegation**

- 46.1. The Board may, upon any terms and conditions or restrictions as they see fit, delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to:
- (a) a Committee;
  - (b) a Director;
  - (c) an employee of the Organisation; or
  - (d) any other person.
- 46.2. A Committee to which, or person to whom, any powers have been delegated must exercise their powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- 46.3. A Committee to which, or person to whom, any powers have been delegated may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it. The Committee that sub-delegates any of the powers vested in it must ensure that the entity to which or person to whom, any powers have been sub- delegated must exercise the powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- 46.4. The Board may at any time revoke any delegation of power.

#### **47. Resolutions**

- 47.1. The Board may pass a resolution, without a meeting of the Board being held, if a copy of the proposed resolution is sent to all Directors and not less than 50% of Directors entitled to vote on the resolution, assent to a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 47.2. A Director may signify assent by signing the document or by notifying the Organisation of that assent in a manner determined by the Board from time to time.
- 47.3. Any document referred to in this rule may be in the form of an electronic transmission.

#### **48. Validity of acts of Directors**

Even if it is discovered that:

- (a) there was a defect in the appointment of a person as a Director; or
- (b) any of the circumstances specified in rule 34 applied to a person appointed as a Director,

all acts of the Board before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

#### **49. Attorney or agent**

- 49.1. The Board may appoint any person to be attorney or agent of the Organisation for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves.

- 49.2. The Board may delegate any of their powers (including the power to delegate) to an attorney or agent.
- 49.3. The Board may revoke or vary:
- (a) an appointment under rule 33; or
  - (b) any power delegated to an attorney or agent.

## **PART J MANAGEMENT**

---

### **50. CEO**

- 50.1. The Board may appoint a Chief Executive Officer (**CEO**) for such period and on such terms as the Board resolves.
- 50.2. A CEO may attend Board meetings as required by the Board and may hold office as a Director and if so, will be entitled to vote.
- 50.3. The Board may delegate such of their powers (including the power to delegate) to the CEO as required.
- 50.4. Subject to any agreement between the Organisation and the CEO, the Board may:
- (a) revoke or vary the appointment of the CEO;
  - (b) revoke or vary any power delegated to the CEO; and
  - (c) suspend the appointment of the CEO or suspend the delegation of powers to the CEO for such period and on such terms as the Board may determine in good faith.
- 50.5. The CEO must exercise the powers delegated to him or her in accordance with any lawful directions of the Board, and the exercise of a delegated power by the CEO is as effective as if the Board exercised the power.

### **51. Secretary**

- 51.1. The Board will appoint a person as Secretary for such period and on such terms as the Board resolves.
- 51.2. The Secretary is entitled to attend and be heard on any matter at all Board meetings, Committee meetings and General Meetings.
- 51.3. The Directors may, subject to the terms of the Secretary's contract, suspend, remove or dismiss the Secretary.

### **52. Policies and procedures**

- 52.1. In addition to the provisions of this Constitution, the Board may make, vary or revoke Policies to govern and regulate the Organisation.
- 52.2. Members and Directors must comply with the Policies as if they were part of this Constitution.

### **53. Minutes and Registers**

- 53.1. The Board must cause minutes to be made of:
- (a) the names of the Directors and other persons present at all Board meetings and meetings of Committees;
  - (b) proceedings and resolutions of general meetings, Board meetings and meetings of Committees;
  - (c) resolutions passed by the Board;
  - (d) appointments of officers (as that term is defined in the Corporations Act);
  - (e) orders made by the Board and Committees; and
  - (f) disclosures of interests made under rule 42.
- 53.2. Minutes must be signed by the chair of the meeting or by the chair of the next meeting of the relevant body.
- 53.3. The Organisation must keep all registers required by this Constitution and the Corporations Act.

### **54. Indemnity**

- 54.1. To the extent permitted by the Corporations Act, the Organisation indemnifies:
- (a) every person who is or has been an officer (and including the CEO) of the Organisation; and
  - (b) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Organisation;
- against any liability incurred by that person in his or her capacity as an officer of the Organisation or of the related body corporate (as the case may be):
- (c) to any other person (other than the Organisation or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
  - (d) for costs and expenses:
    - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
    - (ii) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the law.

### **55. Insurance**

- 55.1. To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Organisation may, where the Board considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Organisation against any of the following liabilities incurred by the person as such an officer, namely:
- (a) any liability which does not arise out of conduct involving:
    - (i) a wilful breach of duty in relation to the Organisation; or
    - (ii) a contravention of section 199A of the Corporations Act; and

- (b) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever the outcome, and without the qualifications set out in this Constitution.
- 55.2. Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Organisation or of a related body corporate.
- 55.3. Every employee who is not a Director, Secretary or executive officer of the Company may be indemnified out of the property of the Organisation against a liability:
  - (a) incurred by the employee acting in that capacity; and
  - (b) for the costs and expenses incurred by an employee:
    - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
    - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Corporations Act.

## **PART K FINANCIAL AND RELATED RECORDS**

---

### **56. Financial Year**

The financial year of the Organisation ends on 30 June in each year.

### **57. Financial Records**

- 57.1. The Organisation must:
  - (a) keep written financial records and allow access to such financial records; and
  - (b) prepare, disclose, report and lodge financial reports (as required), in accordance with the Corporations Act.
- 57.2. True accounts will be kept of the income, expenditure, assets and liabilities of the Organisation, the sums of money received and expended by the Organisation.
- 57.3. Once at least in every year the accounts of the Organisation will be examined by a properly qualified Auditor who will report to the Members in accordance with the provisions of the Corporations Act.

### **58. Auditor**

- 58.1. The Organisation will appoint an Auditor and provide assistance to the Auditor in accordance with the Corporations Act as and when required.
- 58.2. If the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.
- 58.3. The Auditor must be notified of, and may attend, any general meeting. The Auditor is entitled to be heard at any general meeting it attends on any part of the business of the general meeting which concerns the Auditor.

## **59. Inspection of Records**

- 59.1. Except as otherwise required by the Corporations Act and this Constitution, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, the registers and other documents of the Organisation or any of them will be open for inspection by Members other than Directors.

## **PART L NOTICES**

---

### **60. Notices**

- 60.1. In addition to rule 60.2, a notice required to be given by any rule of this Constitution may be served in writing upon any Member (or Representative) or Director either personally or by post in a letter to the address entered in the register or by sending it via electronic means as nominated by the person. The non-receipt of such notice will not invalidate the proceedings of any meeting referred to in the notice.
- 60.2. Any notice may be given by the Organisation to Members by advertisement:
- (a) in a published newspaper in print form; or
  - (b) in electronic form on an online media portal and which is generally available and accessible to Members (even if a subscription fee is payable); or
  - (c) in electronic form on the Organisation's website(s).
- 60.3. A notice posted on the Organisation's internet or advertised in accordance with rule 60.2 is taken to be given on the date the notice is first published on the Organisation's website or the date on which it is first advertised (as applicable).
- 60.4. A person may give notice to the Organisation:
- (a) by leaving it at the registered office of the Organisation;
  - (b) by sending it by prepaid post to the registered office of the Organisation;
  - (c) by sending it to the electronic or digital address (if any) nominated by the Organisation for that purpose.
- 60.5. Any notice sent by:
- (a) post will be deemed to have been served five Business Days after; and
  - (b) electronic message will be deemed to have been served on the same day if transmitted on a business day by 5:00pm local time in the place of service and otherwise the next Business Day.
- 60.6. Signatures
- The Board may decide, generally or in a particular case, that a notice given by the Organisation be signed by mechanical, electronic or other means.

## **PART M AMENDING THE CONSTITUTION**

---

### **61. Amending the Constitution**

- 61.1. This Constitution may only be amended in accordance with the Corporations Act.