

**Constitution of Australia  
New Zealand  
Gynaecological Oncology  
Group**

**ACN 138 649 028**

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**Reference**

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# Contents

<b>1.</b>	<b>PREAMBLE</b>	<b>1</b>
<b>2.</b>	<b>PRELIMINARY</b>	<b>1</b>
2.1	Replaceable rules do not apply	1
2.2	Definitions	1
2.3	Interpretation of this document	3
<b>3.</b>	<b>NAME AND STRUCTURE OF THE COMPANY</b>	<b>3</b>
3.1	Name of the Company	3
3.2	Company limited by guarantee	4
<b>4.</b>	<b>PURPOSE AND OBJECTS OF THE COMPANY</b>	<b>4</b>
4.1	Purpose of the Company	4
4.2	Objects of the Company	4
4.3	Application of income and property	5
4.4	Certain payments allowed	5
<b>5.</b>	<b>MEMBERSHIP</b>	<b>6</b>
5.1	Membership	6
5.2	Limited liability of members	6
5.3	Full Member	6
5.4	Industry Members	7
5.5	Community Members	7
5.6	Sustaining Members	8
5.7	Associate Members	8
5.8	Application for membership	9
5.9	Consideration of application	9
5.10	Fees	9
5.11	Transitional arrangements for membership	10
5.12	Resigning as a Member	10
5.13	Power to suspend or expel a member	10
5.14	Cessation of membership	11
5.15	Declaration of member's interests	11
5.16	Conversion of membership	11
5.17	Recording in Register	11
5.18	Continuation of liability	11
<b>6.</b>	<b>DIRECTORS</b>	<b>12</b>
6.1	Number of Directors	12
6.2	Board composition	12
6.3	Chairperson	12
6.4	Residency and other requirements	12
6.5	Board Appointed Directors	12
6.6	Executive Director	12
6.7	Elected Directors	13
6.8	Committee Chair Directors	13
6.9	Process for electing Elected Directors	13
6.10	Term of appointment	14

6.11	Time of retirement	15
6.12	Cessation of Director's appointment	15
6.13	Casual vacancies	15
6.14	Removal from office	16
6.15	Too few Directors	16
6.16	Transitional arrangement for Board	16
<b>7.</b>	<b>POWERS AND DUTIES OF DIRECTORS</b>	<b>16</b>
7.1	Powers of the Board	16
7.2	Exercise of powers	16
7.3	Delegation of powers	16
7.4	Terms of delegation	16
7.5	Powers of Executive Directors	17
7.6	Appointment of attorney	17
7.7	Committees	17
7.8	Executing negotiable instruments	18
<b>8.</b>	<b>DIRECTORS' DUTIES AND INTERESTS</b>	<b>18</b>
8.1	Compliance with duties under the Corporations Act and general law	18
8.2	Director can hold other offices etc	18
8.3	Disclosure of interests	18
8.4	Director interested in a matter	18
8.5	Agreements with third parties	19
<b>9.</b>	<b>DIRECTORS' REMUNERATION</b>	<b>19</b>
9.1	Restrictions on payments to Directors	19
9.2	Payments to Directors with Board approval	19
<b>10.</b>	<b>OFFICERS' INDEMNITY AND INSURANCE</b>	<b>19</b>
10.1	Indemnity	19
10.2	Insurance	20
10.3	Former officers	20
10.4	Deeds	20
<b>11.</b>	<b>BOARD MEETINGS</b>	<b>20</b>
11.1	Convening Board meetings	20
11.2	Notice of Board meeting	20
11.3	Use of technology	20
11.4	Chairing Board meetings	20
11.5	Frequency	21
11.6	Quorum	21
11.7	Majority decisions	21
11.8	Procedural rules	21
11.9	Written resolution	21
11.10	Valid proceedings	21
<b>12.</b>	<b>GENERAL MEETINGS</b>	<b>21</b>
12.1	Annual general meeting	21
12.2	Calling meetings of members	21
12.3	Notice of meeting	22
12.4	Short notice	22
12.5	Postponement or cancellation	22
12.6	Business at postponed meeting	22

12.7	Proxy, attorney or Representative at postponed meeting	22
12.8	Technology	22
12.9	Non-receipt of notice	23
<b>13.</b>	<b>PROCEEDINGS AT GENERAL MEETINGS</b>	<b>23</b>
13.1	Quorum	23
13.2	Quorum not present	23
13.3	Appointment of chairperson of general meeting	23
13.4	Attendance at general meetings	23
13.5	Conduct of general meetings	23
13.6	Adjournment of general meeting	24
13.7	Notice of adjourned meeting	24
<b>14.</b>	<b>PROXIES, ATTORNEYS AND REPRESENTATIVES</b>	<b>24</b>
14.1	Appointment of proxies	24
14.2	Member's attorney	24
14.3	Deposit of proxy appointment forms and powers of attorney	24
14.4	Representatives	25
14.5	Appointment for particular meeting, standing appointment and revocation	25
14.6	Suspension of proxy or attorney's powers if member present	25
14.7	Priority of conflicting appointments of attorney or Representative	25
14.8	More than two current proxy appointments	25
14.9	Continuing authority	25
<b>15.</b>	<b>ENTITLEMENT TO VOTE</b>	<b>26</b>
15.1	Number of votes	26
15.2	Casting vote of chairperson of general meeting	26
15.3	Voting restrictions	26
15.4	Member's rights suspended while membership fee in arrears	26
15.5	Decision on right to vote	26
<b>16.</b>	<b>HOW VOTING IS CARRIED OUT</b>	<b>26</b>
16.1	Method of voting	26
16.2	Demand for a poll	27
16.3	When and how polls must be taken	27
16.4	Questions decided by majority	27
<b>17.</b>	<b>SECRETARY</b>	<b>27</b>
17.1	Appointment of Secretary	27
17.2	Suspension and removal of Secretary	27
17.3	Powers, duties and authorities of Secretary	27
<b>18.</b>	<b>MINUTES</b>	<b>28</b>
18.1	Minutes must be kept	28
18.2	Minutes as evidence	28
18.3	Inspection of minute books	28
<b>19.</b>	<b>COMPANY SEALS</b>	<b>28</b>
19.1	Common seal	28
19.2	Use of seals	28
19.3	Fixing seals to documents	28

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<b>20.</b>	<b>FINANCIAL REPORTS AND AUDIT</b>	<b>29</b>
20.1	Company must keep financial records	29
20.2	Financial reporting	29
20.3	Audit	29
20.4	Conclusive reports	29
<b>21.</b>	<b>INSPECTION OF RECORDS</b>	<b>29</b>
21.1	Inspection by members	29
21.2	Right of a member to inspect	29
<b>22.</b>	<b>REGISTER</b>	<b>29</b>
<b>23.</b>	<b>WINDING UP</b>	<b>30</b>
<b>24.</b>	<b>DEDUCTIBLE GIFT RECIPIENT STATUS</b>	<b>30</b>
24.1	Compliance with Tax Act requirements	30
24.2	Compliance with applicable guidelines and directives	30
<b>25.</b>	<b>NOTICES</b>	<b>30</b>
25.1	Notices by Company	30
25.2	Overseas members	30
25.3	When notice is given	31
25.4	Business days	31
25.5	Counting days	31
<b>Appendix</b>		
<b>A</b>	<b>INITIAL DIRECTORS OF THE COMPANY</b>	<b>32</b>

# Constitution of Australia New Zealand Gynaecological Oncology Group

## 1. PREAMBLE

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This constitution was adopted by special resolution passed at the annual general meeting of members on 2 April 2009, and takes effect from the date of the Company's incorporation.

## 2. PRELIMINARY

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### 2.1 Replaceable rules do not apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this document and do not apply to the Company.

### 2.2 Definitions

The following definitions apply in this document.

**Associate Member** means a member of the Company who is eligible to become a member under rule 5.7(a).

**Audit Committee** means a Committee which is responsible for (among other things) monitoring audit programs undertaken by the Company in respect of trials initiated by the Company or conducted on behalf of international groups and sponsors.

**Board** means the Directors acting collectively under this document.

**Board Appointed Director** means a person is appointed as a Director pursuant to rule 6.5(a).

**Chairperson** means the chairperson of the Board from time to time.

**Company** means the company named at the beginning of this document whatever its name is for the time being.

**Committee** means a committee of persons (including at least one Director) constituted under rule 7.3(c).

**Committee Chair** means the chairperson of a Committee.

**Committee Chair Director** means a Committee Chair who is appointed as a Director pursuant to rule 6.8(a), 6.8(b), 6.8(c), 6.8(d) or 6.8(e).

**Community Member** means a member of the Company who is eligible to become a member under rule 5.5(a).

**Consumer and Community Committee** means a Committee which is responsible for providing guidance, support, information and advice to those persons who have been affected by gynaecological cancer and the wider community.

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

**Director** means a person who is, for the time being, a director of the Company.

**Elected Director** means a person who is appointed as a Director pursuant to rule 6.9.

**Executive Director** means a Director appointed pursuant to rule 6.6(a) who holds an executive position in the Company.

**Full Member** means a member of the Company who is eligible to become a member under rule 5.3(a).

**Fundraising and Finance Committee** means a Committee which is responsible for (among other things) developing and overseeing fundraising initiatives of the Company and managing the allocation and use of funds raised by the Company.

**Industry Member** means a member of the Company who is eligible to become a member under rule 5.4(a).

**Institution** means a hospital, medical centre or research institute.

**member** means a person whose name is entered in the Register as a member of the Company from time to time.

**ordinary resolution** means a resolution of the Board or Voting Members passed by a majority of the votes cast by Directors or Voting Members (whichever is applicable) entitled to vote on the resolution.

**Pharmaceutical Industry** means the industry which develops and/or markets pharmaceutical products and devices.

**Register** means the register of members of the Company under the Corporations Act.

**Representative** means a person appointed to represent a corporate member at a general meeting of the Company in accordance with the Corporations Act.

**Research and Advisory Committee** means a Committee which is responsible for (among other things) providing recommendations to the Board to proceed with clinical trials and reviewing approved clinical trials.

**Scientific Meeting** means a meeting of the Company where research and scientific objectives of the Company are discussed, considered and developed (and, for the avoidance of doubt, does not include a general meeting of members).

**Secretary** means, during the term of that appointment, a person appointed under rule 17.1 as a secretary of the Company.

**special resolution** means a resolution of the Board or Voting Members passed or required to be passed by Directors or Voting Members (whichever is applicable) that together hold not less than 75% of the total voting rights of all Directors or Voting Members (whichever is applicable) entitled to vote on the resolution.

**Study Coordinators Committee** means the Committee which is responsible for identifying and facilitating the needs of study coordinators and data managers and providing necessary guidance, support and information.

**Sustaining Member** means a member of the Company who is eligible to become a member under rule 5.6(a).

**Tax Act** means, jointly, the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth).

**Voting Member** in relation to a general meeting, or meeting of a class of members, means a member who has the right to be present and to vote on at least one item of business to

be considered at that meeting. For the avoidance of doubt, Voting Members include all Full Members and Associate Members (and excludes Sustaining Members, Community Members and Industry Members).

### 2.3 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
  - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
  - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
  - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
  - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in rule 2.2) which is defined by the Corporations Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Corporations Act.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Corporations Act.

## 3. NAME AND STRUCTURE OF THE COMPANY

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### 3.1 Name of the Company

The name of the Company is Australia New Zealand Gynaecological Oncology Group.

### 3.2 Company limited by guarantee

The Company is limited by guarantee and the liability of members is limited as provided in this document.

## 4. PURPOSE AND OBJECTS OF THE COMPANY

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### 4.1 Purpose of the Company

The Company has been formed with the charitable purpose of improving the outcomes and quality of life for women with gynaecological cancers through conducting and promoting cooperative clinical trials and undertaking multidisciplinary research into the causes, prevention and treatments of gynaecological cancers.

### 4.2 Objects of the Company

In pursuit of the charitable purpose described in rule 4.1, the objects of the Company are set out in rules 4.2(a) and 4.2(b).

#### (a) Scientific objects

The scientific objects of the Company are:

- (i) to encourage the community to participate in the conduct of clinical trials in gynaecological cancers;
- (ii) to promote the use of clinical trials in evaluating new treatments in gynaecological cancer in an effort to improve the standard of care and outcomes of women with gynaecological cancers;
- (iii) to promote, design and conduct medical research for the prevention and treatment of gynaecological cancers;
- (iv) to foster the advancement of knowledge and the professional expertise of its members;
- (v) to improve clinical practice through professional meetings and educational symposia by working in collaboration with Institutions, professional societies, to pursue the objectives in rules 4.2(a)(i) to 4.2(a)(iv) (inclusive);
- (vi) to encourage and promote the best practice and highest ethical standards in the design and conduct of clinical trials;
- (vii) to promote public education and awareness of clinical trials in gynaecological cancer;
- (viii) to support and represent its members at professional meetings and educational symposia and at state and government levels to further the objectives of the Company;
- (ix) to assist and promote good liaison and communication between all bodies and professional organisations including State and federal health authorities to further the objectives of the Company;
- (x) to widely publish the results of research; and
- (xi) to act in an advisory capacity with regard to the management of gynaecological malignancy in Australia and New Zealand.

**(b) Administrative objects**

The administrative objects of the Company are:

- (i) to open and operate financial and other bank accounts and to enter into financial transactions necessary to achieve the purpose and objects of the Company;
- (ii) subject to such consents as may be required by law, to borrow and raise money for the purpose and objects of the Company on such terms and conditions and on such security as may be thought fit by the Board;
- (iii) to invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit by the Board, subject nevertheless to such conditions (if any) and such consents (if any) as may be imposed or required by law
- (iv) to accept monies by way of grants, gifts, bequests or otherwise for the purpose and the objects of the Company;
- (v) to fundraise to meet the purpose and objects of the Company;
- (vi) to appoint, employ, remove or suspend staff as may be necessary for the purpose and objects of the Company;
- (vii) to make all necessary steps for the provision and payment of benefits and entitlements for staff all applicable laws;
- (viii) to prepare, print and publish and release any material that the Company deems necessary for the promotion of its purpose and objects;
- (ix) to cooperate with Institutions, voluntary bodies, charities and statutory authorities to further the purpose and objects of Company;
- (x) to enter into collaborative agreements and or service contracts with Institutions and authorities at national, international and local levels which will enable the Company to carry out its purpose and objects; and
- (xi) to buy, lease, take in, exchange or dispose of or mortgage any property and equip such property for any use necessary to achieve the purpose and objects of the Company.

**4.3 Application of income and property**

Subject to rules 4.4 and 10, the Company must apply its receipts and income solely towards promoting the purpose and object of the Company as stated in rules 4.1 and 4.2. No part of the Company's income may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members.

**4.4 Certain payments allowed**

Rule 4.3 does not prevent the payment of reasonable remuneration to any officer or employee of the Company or to any member of the Company or other person in return for service rendered to the Company. In addition, rule 4.3 does not prevent the Company paying to a member:

- (a) interest on money lent by the member to the Company at a rate not exceeding the prevailing bank interest rate for similar amounts and circumstances;

- (b) reasonable remuneration for goods supplied by the member to the Company in the ordinary course of business; and
- (c) reasonable rent for premises lent by the member to the Company.

## **5. MEMBERSHIP**

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### **5.1 Membership**

Subject to rules 5.11 and 5.13, the members are:

- (a) the initial members named in the application for the Company's registration; and
- (b) any other person the Board admits to membership in accordance with this document.

### **5.2 Limited liability of members**

If the Company is wound up each member undertakes to contribute to the assets of the Company up to an amount not exceeding \$100, plus any additional outstanding membership fees payable in accordance with rule 5.10, for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a person ceases to be a member.

### **5.3 Full Member**

- (a) Subject to rule 5.3(b), a person is eligible to become a Full Member if they are involved with gynaecological cancer research and/or treatment in a professional capacity. This includes medical oncologists, gynaecological oncologists, radiation oncologists, pharmacists, psycho oncologists, psychologists, pathologists, nurses, data managers, research nurses, clinical trial staff or other clinical, scientific or professional disciplines that relate to the purpose and objects of the Company in rules 4.1 and 4.2.
- (b) A person is not eligible to be a Full Member if they are an employee or director of an organisation operating in the Pharmaceutical Industry, or a related industry. A person who serves on a scientific advisory board of, or has a limited consultancy with, an organisation in the Pharmaceutical Industry is eligible to become a Full Member.
- (c) A Full Member must pay an annual membership fee.
- (d) A Full Member is entitled to:
  - (i) vote at meetings of members;
  - (ii) participate in clinical trials run by the Company;
  - (iii) put forward concepts for new clinical trials;
  - (iv) participate in protocol design of clinical trials;
  - (v) where appropriate, register and treat patients in accordance with appropriate protocols;
  - (vi) be invited to attend and vote at Scientific Meetings and general meetings;
  - (vii) receive Company newsletters and correspondence including communications in relation to clinical trials;

- (viii) participate in determining the policies and strategic direction of the Company; and
- (ix) participate in the fundraising and promotional activities of the Company.

#### **5.4 Industry Members**

- (a) A person is eligible to become an Industry Member if they are an employee or director of an organisation operating in the Pharmaceutical Industry or a related industry, and are interested in the purpose and objects of the Company.
- (b) An Industry Member must pay an annual membership fee.
- (c) An Industry Member is entitled to:
  - (i) attend Scientific Meetings;
  - (ii) receive Company newsletters and general communications;
  - (iii) participate in the fundraising and promotional activities of the Company; and
  - (iv) access the members only section of the Company's website, except for any Board of Committee papers and documents.
- (d) An Industry Member is not entitled to:
  - (i) attend or vote at meetings of members; or
  - (ii) be nominated or appointed to any position on the Board of the Research and Advisory Committee.

#### **5.5 Community Members**

- (a) A person is eligible to become a Community Member if they:
  - (i) wish to support the purpose and objects of the Company;
  - (ii) have been personally affected by some form of gynaecological cancer;
  - (iii) have been or are a carer of someone who is suffering, or has suffered, from any form of gynaecological cancer; or
  - (iv) otherwise have an interest in gynaecological cancers and their treatment and prevention.
- (b) A Community Member must pay an annual membership fee.
- (c) A Community Member is entitled to:
  - (i) attend general meetings;
  - (ii) participate in clinical trials run by the Company;
  - (iii) participate in the fundraising and promotional activities of the Company;
  - (iv) put forward concepts for new clinical trials;
  - (v) be invited to attend and vote at Scientific Meetings; and

- (vi) receive Company newsletters and correspondence including information on clinical trials.
- (d) A Community Member is not entitled to:
  - (i) vote at meetings of members;
  - (ii) be nominated or appointed any position on:
    - (A) the Board, unless the member is a Committee Chair; or
    - (B) the Research and Advisory Committee.

## 5.6 Sustaining Members

- (a) The Board may (in its absolute discretion) from time to time, by ordinary resolution, invite a person to be a Sustaining Member where:
  - (i) the person supports the purpose and objects of the Company and wishes to support the Company's activities through sustained, continuous and substantial sponsorship of the Company; or
  - (ii) the person is a representative of an organisation (being a director or appropriate senior executive) where the organisation supports the purpose and objects of the Company and wishes to support the Company's activities through sustained, continuous and substantial sponsorship of the Company.
- (b) A Sustaining Member is not required to pay an annual membership fee.
- (c) A Sustaining Member is entitled to:
  - (i) participate in the fundraising and promotional activities of the Company;
  - (ii) be invited to attend (but not vote at) Scientific Meetings and general meetings; and
  - (iii) receive Company newsletters and correspondence including information on clinical trials.
- (d) A Sustaining Member is not entitled to vote at meetings of members.

## 5.7 Associate Members

- (a) The Board may (in its absolute discretion) from time to time, invite a person to be an Associate Member where that person is not eligible to be a Full Member, and is a Director or a member of a Committee.
- (b) An Associate Member must pay an annual membership fee.
- (c) An Associate Member is entitled to:
  - (i) vote at meetings of members;
  - (ii) participate in clinical trials run by the Company;
  - (iii) put forward concepts for new clinical trials;
  - (iv) be invited to attend and vote at Scientific Meetings and general meetings;

- (v) receive Company newsletters and correspondence including communications in relation to clinical trials;
- (vi) participate in determining the policies and strategic direction of the Company; and
- (vii) participate in the fundraising and promotional activities of the Company.

### **5.8 Application for membership**

- (a) If a person meets the eligibility criteria to become a Full Member (as set out in rule 5.3(a)), Industry Member (as set out in rule 5.4(a)) or Community Member (as set out in 5.5(a)), then that person must apply for membership in accordance with the process determined by the Board from time to time.
- (b) The membership application determined by the Board pursuant to rule 5.8(a):
  - (i) must provide that the applicant must be nominated for membership by two members of the Company; and
  - (ii) may be by electronic means.

### **5.9 Consideration of application**

Once an application for membership as a Voting Member is received, the Board must:

- (a) consider the application at the next meeting of the Board; and
- (b) consider whether the applicant is fit and proper to be a member (which will involve considering factors such as whether, for example, the applicant meets the eligibility criteria and supports the purpose and objects of the Company in rule 4); and
- (c) notify the applicant in writing of the outcome of the application, but it need not provide reasons why an applicant was rejected; and
- (d) where an application is accepted, must request the applicant in the written notification in rule 5.9(c) to pay the annual membership fee determined in accordance with rule 5.10(a) within 28 days of the notice.

### **5.10 Fees**

- (a) The amounts payable for annual membership fees, if any, shall be determined by the Board. Until otherwise determined by the Board in accordance with this rule 5.10, annual membership fees for members (other than Sustaining Members) are:
  - (i) \$50 for Full Members;
  - (ii) \$500 for Industry Members;
  - (iii) \$25 for Community Members; and
  - (iv) \$25 for Associate Members.
- (b) All members (other than Sustaining Members) must pay the annual membership fee determined in accordance with rule 5.10(a) within 28 days of the day on which the person became a member, and then within 28 days of each anniversary of the day on which the person became a member for so long as the person is a member of the Company.

### 5.11 Transitional arrangements for membership

All persons who are members of the Company as at 1 April 2009 will be entitled to become a member of the Company if they meet the following conditions:

- (a) the person responds to a notice from the Company confirming their eligibility as either a Full Member, Industry Member, Community Member, Sustaining Member or Associate Member; and
- (b) (except in the case of Sustaining Members) the Company receives the annual membership fee of the person within 28 days of when the notice under rule 5.11(a).

### 5.12 Resigning as a Member

A member may resign from the Company by giving 28 days written notice to the Board.

### 5.13 Power to suspend or expel a member

- (a) The Board may, by ordinary resolution:
  - (i) suspend a member with immediate effect; and/or
  - (ii) resolve to call a Board meeting for the purpose of considering a resolution to expel a member from the Company or expel from the Company,  
where the member:
    - (iii) does not comply with this document or any Board-approved codes or protocols of the Company;
    - (iv) is found guilty of an indictable offence;
    - (v) has a condition or restriction imposed by an authority on the member's registration or right to practice their profession; or
    - (vi) engages inappropriate conduct, including conduct which, in the opinion of the Board, is prejudicial to the interests of the Company.
- (b) If a member is suspended, then they are not entitled to vote at meetings of members or all of their member entitlements will be suspended, unless otherwise determined by resolution of the Board.
- (c) The Board may at any time resolve, by ordinary resolution, to lift a suspension made under rule 5.13(a)(i) with immediate effect.
- (d) A suspension made by the Board under rule 5.13(a)(i) will lapse after 28 days unless the Board has made a determination under rule 5.13(a)(ii).
- (e) If the Board makes a determination under rule 5.13(a)(ii):
  - (i) the Company must send a notice to the member which must state:
    - (A) the proposed resolution of the Board to expel the member and the grounds on which it is based;
    - (B) the date, time and place of the meeting at which the resolution to expel the member will be considered by the Board; and

- (C) that the member, or the member's representative, has an opportunity at the meeting to address the allegations either orally or in writing;
- (ii) the Board meeting must be held no less than 14 days and no more than 28 days after the date of the notice sent by the Company under rule 5.13(e)(i);
- (iii) at the meeting, the Board must:
  - (A) give due consideration to any oral address or written statement given by the member, or the member's representative; and
  - (B) vote on the resolution to expel the member; and
- (iv) if the resolution to expel the member is passed, then the expulsion of the member takes immediate effect.
- (f) A member expelled from the Company does not have any claim on the Company, its funds or property.

#### **5.14 Cessation of membership**

A member will automatically cease to be a member of the Company if they:

- (a) die or become incapacitated by illness or a mental defect;
- (b) become insolvent, bankrupt or subject to any form of insolvent administration;
- (c) fail to pay the annual membership fee within 3 months of the date of receiving a written reminder from the Company that the annual membership fee is overdue;
- (d) are determined by the Board as no longer holding the qualifications that are required for holding the category of membership; or
- (e) are expelled by resolution of the Board pursuant to rule 5.13.

#### **5.15 Declaration of member's interests**

Any member serving on a Committee must declare to the Board any potential conflicts of interest, including advisory board and consultancy appointments in accordance with the Company's conflict of interest policy, as amended from time to time.

#### **5.16 Conversion of membership**

Where a member (other than an Industry Member) becomes an employee or director in an organisation operating in the Pharmaceutical Industry or any related industry, that person's membership will be automatically converted to that of an Industry Member, save where any potential conflict of interest has been cleared by the Board in accordance with the Company's conflict of interest policy.

#### **5.17 Recording in Register**

The Board must procure the necessary entries be made in the Register to record the suspension and/or removal of a member under rule 5.13 or rule 5.14.

#### **5.18 Continuation of liability**

The estate of a deceased member will not be released from any liability to the Company in respect of the deceased's membership of the Company.

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## 6. DIRECTORS

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### 6.1 Number of Directors

The Company must at all times consist of a minimum of 8 Directors.

### 6.2 Board composition

The Board is to consist of:

- (a) the Board Appointed Directors, who may be appointed by the Board under rule 6.5(a);
- (b) the Executive Director, who may be appointed by the Board under rule 6.6(a);
- (c) the Elected Directors, who must be appointed upon election by the members of the Company under rule 6.8; and
- (d) the Committee Chair Directors who must be appointed by the Board under rule 6.8.

### 6.3 Chairperson

- (a) The Chairperson is to be selected from amongst the Directors on a bi-yearly appointment basis by the majority of the Board.
- (b) The Chairperson:
  - (i) is appointed for the term specified in their appointment which must not exceed 2 years; and
  - (ii) may be reappointed by the Board for an additional term of office.
- (c) Upon incorporation of the Company, the Chairperson will be Professor Michael Quinn.

### 6.4 Residency and other requirements

- (a) At all times there must be:
  - (i) at least one Director who is a New Zealand resident; and
  - (ii) at least 6 Directors who are Full Members;
- (b) An Industry Member or a person who is an employee or director of an organisation in the Pharmaceutical Industry or a related industry must not be appointed as a Director.

### 6.5 Board Appointed Directors

- (a) The Board may, by ordinary resolution, appoint up to 4 Board Appointed Directors to ensure that the Board possesses an appropriate range of skills and expertise.
- (b) A Board Appointed Director is not required to be a member.

### 6.6 Executive Director

- (a) The Board may, by ordinary resolution, appoint only 1 Executive Director;
- (b) An Executive Director is not required to be a member.

## 6.7 Elected Directors

- (a) There may be up to 13 Elected Directors, as determined by the Board from time to time.
- (b) Each Elected Director must be a member at all times while they hold the office as an Elected Director.
- (c) An Elected Director will immediately cease to be a Director if they are suspended, expelled or otherwise cease to be a member.
- (d) Each Elected Director must be elected as a Director in accordance with rule 6.9.

## 6.8 Committee Chair Directors

The Board must appoint the following persons as Committee Chair Directors:

- (a) the Committee Chair of the Research and Advisory Committee;
- (b) the Committee Chair of the Study Coordinators Committee;
- (c) the Committee Chair of the Audit Committee;
- (d) the Committee Chair of the Consumer and Community Committee; and
- (e) the Committee Chair of the Fundraising and Finance Committee.

## 6.9 Process for electing Elected Directors

The Elected Directors must be elected according to the following process:

- (a) At least 21 days before the date of each annual general meeting, the Secretary must circulate to members a notice which must include:
  - (i) the number of Elected Director positions on the Board that will be vacant at the next annual general meeting;
  - (ii) any residency or membership requirements referred to in rule 6.3 that must be satisfied for any of the vacancies on the Board;
  - (iii) a request for nominations for the vacant positions on the Board; and
  - (iv) a copy of the form approved by the Board for nomination of Elected Directors.
- (b) Any 5 Voting Members of the Company may nominate any person to serve as an Elected Director, provided that person is not:
  - (i) an Industry Member;
  - (ii) employed by the Company; or
  - (iii) employed by a coordinating centre conducting clinical trials on behalf of the Company.
- (c) The nomination must be:
  - (i) in writing;
  - (ii) signed by a proposing member, a seconding member and the candidate; and

- (iii) lodged with the Secretary at least 14 days before the meeting at which the election is to take place.
- (d) If the number of candidates is equal to or less than the number of vacancies, the Board may appoint the candidates on the appointment date without holding a ballot.
- (e) If a ballot is required, the Secretary must notify the Voting Members in writing or by electronic means of the list of candidates in alphabetical order at least 7 days before the date of the annual general meeting.
- (f) Subject to rule 6.9(h), Voting Members may vote in person at the annual general meeting or by an electronic method prescribed by the Board.
- (g) A Voting Member is not entitled to vote if the member's annual membership fee is more than 28 days in arrears.
- (h) Votes will be recorded as follows:
  - (i) the number of electronic votes received (if applicable) will be recorded in the minutes of meeting;
  - (ii) each Voting Member personally present at the general meeting at which the election is to take place, and who has not voted by electronic means (if applicable), will be given a ballot listing the names of candidates in alphabetical order and will be entitled to one vote for each position on the Board;
  - (iii) the number of votes personally cast at the general meeting will be recorded in the minutes of meeting; and
  - (iv) the votes by electronic means received in accordance with the method permitted by the Board and the votes cast at the general meeting will be counted and the final tally will be recorded in the minutes of meeting.
- (i) The candidates with the highest number of votes in the ballot will be elected to fill each vacancy on the Board unless their election would conflict with the residency and other requirements set out in rule 6.3, in which case the candidate with the highest number of votes that satisfies the relevant requirement will be elected to the Board even if that candidate does not have the highest number of votes overall.

#### **6.10 Term of appointment**

- (a) An Elected Director:
  - (i) is appointed for a term of 2 years from the date of the annual general meeting at which they are elected;
  - (ii) retains office until the second annual general meeting after the director was elected, when the director must retire from office; and
  - (iii) may seek re-election at an annual general meeting, provided at least 21 business days (or any other period as the Board may determine) before the annual general meeting the Elected Director has given the Board notice of their intention to do so. If the Director gives such a notice,
- (b) A Board Appointed Director:

- (i) is appointed for a term of determined by the Board which must not exceed 2 years; and
  - (ii) may be reappointed by the Board under rule 6.5(a) for an additional term of office.
- (c) Unless the Board determines otherwise by ordinary resolution, an Executive Director:
- (i) is appointed for the duration of that person's employment as an executive of the Company; and
  - (ii) ceases to be a Director immediately upon termination or their ceasing to be employed by the Company in an executive position.

### **6.11 Time of retirement**

A Director's retirement under rule 6.10(a)(ii) takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

### **6.12 Cessation of Director's appointment**

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Corporations Act (or an order made under the Corporations Act) to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend 3 consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 6.13;
- (g) ceases to be eligible to act as a Director under rule 6.5;
- (h) is an Executive Director and ceases to hold an executive positioning the Company;  
or
- (i) is a Committee Chair Director and ceases to be a Committee Chair of the Research and Advisory Committee, Consumer and Community Committee, Study Coordinators Committee or Audit Committee.

### **6.13 Casual vacancies**

Any casual vacancy occurring in the office of an Elected Director may be filled by the Board provided that the person who fills the vacancy will hold office only until the next annual general meeting following the person's appointment and will be eligible for re-election at the next annual general meeting.

#### **6.14 Removal from office**

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D.

#### **6.15 Too few Directors**

If the number of Directors is reduced below the minimum required by rule 6.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

#### **6.16 Transitional arrangement for Board**

As of the date of incorporation of the Company, the initial Directors of the Company will be the persons named in Appendix A.

### **7. POWERS AND DUTIES OF DIRECTORS**

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#### **7.1 Powers of the Board**

The business of the Company is to be managed by the Board, who may exercise all such powers of the Company as are not, by the Corporations Act or this document, required to be exercised by the Company in general meeting.

#### **7.2 Exercise of powers**

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 11; or
- (b) in accordance with a delegation of the power under rule 7.3.

#### **7.3 Delegation of powers**

The Board may delegate any of its powers to:

- (a) an Executive Director of the Company in accordance with rule 7.5;
- (b) an attorney in accordance with rule 7.6;
- (c) a Committee in accordance with rule 7.7; and
- (d) otherwise, as the Board see fit, in accordance with section 198D.

#### **7.4 Terms of delegation**

A delegation of powers under rule 7.3, may be made for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers (whether or not the delegation is expressed to be for a specified period).

## 7.5 Powers of Executive Directors

The Board may:

- (a) confer on an Executive Director such of the powers exercisable by them, on such terms and conditions and with such restrictions, as they think fit; and
- (b) withdraw or vary any of the powers conferred on an Executive Director.

## 7.6 Appointment of attorney

The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as the Board thinks fit.

## 7.7 Committees

- (a) The Board may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of at least one Director and may include persons who are not Directors (as agreed by the Board).
- (b) The Committees will include:
  - (i) the Research and Advisory Committee;
  - (ii) the Study Coordinators Committee;
  - (iii) the Audit Committee;
  - (iv) the Consumer and Community Committee;
  - (v) the Fundraising and Finance Committee; and
  - (vi) any other Committee the Board forms from time to time.
- (c) The Board must appoint a Committee Chair to each of the Committees.
- (d) A Committee must exercise any powers which have been delegated by the Board in accordance with any lawful directions of the Board.
- (e) The Board must approve a written charter for each Committee, which must set out:
  - (i) the role of the Committee;
  - (ii) the composition of the Committee;
  - (iii) the rules that apply to the Committee; and
  - (iv) the procedures that must be followed by the Committee.
- (f) Subject to the terms on which a power of the Board is delegated to a Committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.
- (g) All decisions of Committees must be by majority vote, failing which the matter in question will be referred by the Committee to the Board.
- (h) An Industry Member must not be appointed to any Committee of the Board.

## **7.8 Executing negotiable instruments**

The Board may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

## **8. DIRECTORS' DUTIES AND INTERESTS**

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### **8.1 Compliance with duties under the Corporations Act and general law**

Each Director must comply with his or her duties under the Corporations Act and under the general law.

### **8.2 Director can hold other offices etc**

Subject to rules 6.4(b) and 8.1, a Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor; or
- (c) be a creditor of any corporation (including the Company) or partnership;
- (d) enter into any agreement with the Company.

### **8.3 Disclosure of interests**

Each Director must comply with the general law in respect of disclosure of conflicts of interest and with section 191 in respect of disclosure of material personal interests.

### **8.4 Director interested in a matter**

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, rule 8.4(c) applies only if it is disclosed before the transaction is entered into.

## 8.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

## 9. DIRECTORS' REMUNERATION

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### 9.1 Restrictions on payments to Directors

Subject to rules 9.2 and 10, the Company must not pay fees or other remuneration to a Director.

### 9.2 Payments to Directors with Board approval

With the approval of the Board the Company may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (b) reasonable remuneration for any service rendered by the Director to the Company (other than in their capacity as a director of the Company);
- (c) reasonable remuneration where the Director is an employee of the Company and the terms of employment and remuneration have been approved by the Board;
- (d) interest on money lent by the Director to the Company at the prevailing bank interest rate for similar amounts and circumstances;
- (e) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
- (f) reasonable rent for premises leased by the Director to the Company.

## 10. OFFICERS' INDEMNITY AND INSURANCE

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### 10.1 Indemnity

Subject to and so far as permitted by Corporations Act, the *Trade Practices Act 1974* (Cth) and any other applicable law:

- (a) the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

## **10.2 Insurance**

Subject to the Corporations Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

## **10.3 Former officers**

The indemnity in favour of officers under rule 10.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

## **10.4 Deeds**

Subject to the Corporations Act, the *Trade Practices Act 1974* (Cth) and any other applicable law, the Company may, without limiting a person's rights under this rule 10, enter into an agreement with a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 10 on any terms and conditions that the Board thinks fit.

# **11. BOARD MEETINGS**

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## **11.1 Convening Board meetings**

A Director may at any reasonable time, and a Secretary must on reasonable request from a Director, convene a Board meeting.

## **11.2 Notice of Board meeting**

The convenor of each Board meeting:

- (a) must give at least 48 hours notice of the meeting (and, if it is adjourned for more than 7 days, of its resumption) individually to each Director who is in Australia; and
- (b) may give that notice orally (including by telephone) or in writing and must give the notice in writing in the case of a special meeting,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

## **11.3 Use of technology**

A Board meeting may be called or held using any technology provided each Director participating can hear and be heard by each and every other Director or in any other way permitted by the Corporations Act.

## **11.4 Chairing Board meetings**

If the Chairperson is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

### 11.5 Frequency

The Board must meet at least 4 times during each 12 month period at such place and time as determined by the Board.

### 11.6 Quorum

- (a) Unless the Board decides otherwise, the quorum for a Board meeting is 3 Directors and a quorum must be present for the whole meeting.
- (b) A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

### 11.7 Majority decisions

- (a) A resolution of the Board must be passed by ordinary resolution, unless otherwise specified by this document or the Corporations Act.
- (b) The Chairperson has a casting vote if an equal number of votes is cast for and against a resolution.

### 11.8 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

### 11.9 Written resolution

The Directors may pass a resolution without a Board meeting being held if all of the Directors 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. Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

### 11.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a Committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

## 12. GENERAL MEETINGS

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### 12.1 Annual general meeting

The Company must hold an annual general meeting as required by section 250N.

### 12.2 Calling meetings of members

A general meeting of Members:

- (a) may be convened at any time by the Board or a Director; and

- (b) must be convened by the Board when required by section 249D or by order made under section 249G.

### **12.3 Notice of meeting**

Subject to rule 12.4, at least 21 days' notice of a general meeting in written or electronic form must be given individually to each member entitled to vote at the meeting, to each Director and to the auditor (if any). Subject to any regulation made under section 249LA, the notice of general meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

### **12.4 Short notice**

Subject to section 249H(4):

- (a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a general meeting of which less than 21 days' notice has been given.

### **12.5 Postponement or cancellation**

Subject to section 249D(5), the Board may postpone or cancel a general meeting by written notice given individually to each person entitled to be given notice of the meeting. If a meeting of members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

### **12.6 Business at postponed meeting**

The only business that may be transacted at a general meeting the holding of which is postponed, is the business specified in the original notice convening the meeting.

### **12.7 Proxy, attorney or Representative at postponed meeting**

Where by the terms of an instrument appointing a proxy or attorney or an appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then, by force of this rule 12.7, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the member appointing the proxy, attorney or Representative gives to the Company notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

### **12.8 Technology**

The Company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

### **12.9 Non-receipt of notice**

The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

## **13. PROCEEDINGS AT GENERAL MEETINGS**

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### **13.1 Quorum**

The quorum for a general meeting is 25 Voting Members present in person or by proxy, attorney or Representative. Each individual present may only be counted once toward a quorum. If a Voting Member has appointed more than one proxy or Representative, only one of them may be counted towards a quorum.

### **13.2 Quorum not present**

If a quorum is not present within 15 minutes after the time for which a general meeting is called:

- (a) if called as a result of a request of members under section 249D, the meeting is dissolved; and
- (b) in any other case:
  - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
  - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

### **13.3 Appointment of chairperson of general meeting**

The Chairperson may chair meetings of members. If the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, a member or Director chosen by a majority of the Voting Members present in person or by proxy, attorney or Representative may preside as chair of the meeting.

### **13.4 Attendance at general meetings**

- (a) Every member has the right to attend all general meetings.
- (b) Every Director has the right to attend and speak at all general meetings.
- (c) The auditor has the right to attend any general meeting and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

### **13.5 Conduct of general meetings**

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;

- (b) may require the adoption of any procedure which is in the chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairperson under this rule is final.

### **13.6 Adjournment of general meeting**

- (a) The chairperson of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and place, but:
  - (i) in exercising the discretion to do so, the chairperson may, but need not, seek the approval of the members present in person or by proxy, attorney or Representative; and
  - (ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (b) Unless required by the chairperson, a vote may not be taken or demanded by the members present in person or by proxy, attorney or Representative in respect of any adjournment.

### **13.7 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

## **14. PROXIES, ATTORNEYS AND REPRESENTATIVES**

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### **14.1 Appointment of proxies**

A member may appoint a proxy to attend and act for the member at a general meeting. An appointment of a proxy must be made by written or electronic notice to the Company that complies with section 250A(1) or in any other form and mode that is, and is signed or otherwise authenticated by the member in a manner, satisfactory to the Board. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of those votes, unless the instrument appointing the proxies specifies the proportion or number of the member's votes that each proxy may exercise.

### **14.2 Member's attorney**

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of members. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

### **14.3 Deposit of proxy appointment forms and powers of attorney**

An appointment of a proxy or an attorney is not effective for a particular meeting of members unless:

- (a) in the case of a proxy, the proxy appointment form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

#### **14.4 Representatives**

A member that is a body corporate may appoint an individual to act as its Representative at meetings of members as permitted by section 250D.

#### **14.5 Appointment for particular meeting, standing appointment and revocation**

A member may appoint a proxy, attorney or Representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

#### **14.6 Suspension of proxy or attorney's powers if member present**

A proxy or attorney has no power to act for a member at a meeting at which the member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by Representative.

A proxy has no power to act for a member at a meeting at which the member is present by attorney.

#### **14.7 Priority of conflicting appointments of attorney or Representative**

If more than one attorney or Representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Representative appointed under a standing appointment; and
- (b) subject to rule 14.7(a), an attorney or Representative appointed under a more recent appointment may act to the exclusion of an attorney or Representative appointed earlier in time.

#### **14.8 More than two current proxy appointments**

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than two proxies of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

#### **14.9 Continuing authority**

An act done at a meeting of members by a proxy, attorney or Representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;

- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

## **15. ENTITLEMENT TO VOTE**

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### **15.1 Number of votes**

Subject to section 250A(4):

- (a) each Voting Member has one vote on a show of hands or a poll; and
- (b) a Voting Member who is present and entitled to vote and is also a proxy, attorney or representative of another Voting Member has one vote on a show of hands.

### **15.2 Casting vote of chairperson of general meeting**

If an equal number of votes is cast for and against a resolution at a general meeting, the chairperson has a casting vote whether or not the chairperson is a member.

### **15.3 Voting restrictions**

If:

- (a) the Corporations Act requires that some members are not to vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,

those members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in circumstances that contravene section 250A(4), on a show of hands the vote is invalid and the Company must not count it and on a poll rule 16.3(c) applies.

### **15.4 Member's rights suspended while membership fee in arrears**

If a member's membership fee is more than 28 days in arrears, the member is deemed to not be a Voting Member, and is not permitted to speak, or vote at, or be counted in the quorum for, a general meeting.

### **15.5 Decision on right to vote**

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairperson, whose decision is final.

## **16. HOW VOTING IS CARRIED OUT**

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### **16.1 Method of voting**

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 16.2 either before or on declaration of the result of

the vote on a show of hands. Unless a poll is demanded, the chairperson's declaration of a decision on a show of hands is final.

#### **16.2 Demand for a poll**

A poll may be demanded on any resolution (except a resolution concerning the election of the chairperson of a meeting) by:

- (a) at least one member entitled to vote on the resolution; or
- (b) the chairperson of the general meeting.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

#### **16.3 When and how polls must be taken**

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 16.3(c), in the manner that the chairperson of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 16.3(c), in the manner that the chairman of the meeting directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

#### **16.4 Questions decided by majority**

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

### **17. SECRETARY**

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#### **17.1 Appointment of Secretary**

The Company may, but need not, have one or more Secretaries who are to be appointed by the Directors.

#### **17.2 Suspension and removal of Secretary**

The Board may suspend or remove a Secretary from that office.

#### **17.3 Powers, duties and authorities of Secretary**

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Board.

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**18. MINUTES**

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**18.1 Minutes must be kept**

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 7.3;
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A.

**18.2 Minutes as evidence**

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

**18.3 Inspection of minute books**

The Company must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with section 251B.

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**19. COMPANY SEALS**

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**19.1 Common seal**

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

**19.2 Use of seals**

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123.

**19.3 Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two Directors;
- (b) by one Director and one Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

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## 20. FINANCIAL REPORTS AND AUDIT

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### 20.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
  - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director and the auditor to inspect those records at all reasonable times.

### 20.2 Financial reporting

The Board must cause the Company to prepare a financial report and a directors' report that comply with Part 2M.3 and must report to members in accordance with section 314 no later than the deadline set by section 315.

### 20.3 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 3 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

### 20.4 Conclusive reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within three months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

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## 21. INSPECTION OF RECORDS

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### 21.1 Inspection by members

Subject to the Corporations Act, the Directors may determine whether, to what extent, at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of members (other than Directors).

### 21.2 Right of a member to inspect

A member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or as authorised by the Directors.

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## 22. REGISTER

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The Company must set up and maintain the Register, which must contain the following information:

- (a) the name and address of each member;
- (b) the date on which the entry of the member's name in the Register is made;

- (c) the name and details of each person who stopped being a member within the last 7 years;
- (d) the date on which the person stopped being a member; and
- (e) an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.

## **23. WINDING UP**

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If the Company is wound up any surplus property must not be paid to members but must be paid or transferred to another corporation which complies with section 150(1).

## **24. DEDUCTIBLE GIFT RECIPIENT STATUS**

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### **24.1 Compliance with Tax Act requirements**

Any provisions that are required from time to time in order to maintain the status of the Company as a company to which gifts can be deducted under the Tax Act are deemed to form part of this document.

### **24.2 Compliance with applicable guidelines and directives**

The Board must ensure that the Company complies with all relevant guidelines that apply to the Company and any reasonable directives issued to the Company by an authority in a jurisdiction in which the Company conducts fundraising activities.

## **25. NOTICES**

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### **25.1 Notices by Company**

A notice is properly given by the Company to a person if it is:

- (a) in written or electronic form signed on behalf of the Company (by original, printed or electronic signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
  - (i) delivered personally;
  - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
  - (iii) sent by fax to the fax number (if any) nominated by that person; or
  - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

### **25.2 Overseas members**

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

### **25.3 When notice is given**

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
  - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
  - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
- (b) if it is sent by mail:
  - (i) within Australia - 1 business day after posting; or
  - (ii) to a place outside Australia - 3 business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

### **25.4 Business days**

For the purposes of rule 25.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

### **25.5 Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

## Appendix A

### INITIAL DIRECTORS OF THE COMPANY

Name	Type of Director
Dr Sally Elizabeth Baron-Hay	Elected Director
Dr David Linton Morris Bernshaw	Elected Director
Dr Alison Hillary Brand	Elected Director
Ms Belinda Jane Egan	Elected Director
Professor Michael Leonard Friedlander	Elected Director
Ms Karen Maree Livingstone	Elected Director
Dr Nicole Jean McCarthy	Elected Director
Dr Linda Rose Mileschkin	Elected Director
Associate Professor Andreas Obermair	Elected Director
Professor Michael Anthony Quinn	Elected Director
Associate Professor Danny Rischin	Elected Director
Dr Christopher Bryce Steer	Elected Director
Dr Michelle Margaret Vaughan	Elected Director
Ms Lakmini Ayanthie Salgado	Executive Director

The date of each initial Elected Director's appointment to the Board will be deemed to be 2 April 2009 for the purposes of retirement and/or re-election.