

**CONSTITUTION
OF
AUSTRALIAN ACADEMY OF
HEALTH AND MEDICAL SCIENCES
LIMITED**

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Corporations Act 2001

A Company Limited by Guarantee and not having a Share
Capital

**CONSTITUTION OF
AUSTRALIAN ACADEMY OF HEALTH AND
MEDICAL SCIENCES LIMITED**

1. INTERPRETATION

Definitions

1.1 The meanings of the terms used in this constitution are set out below.

Term	Meaning
Annual general meeting	the general meeting held each year as required by the Corporations Act and this constitution
ACNC	the Australian Charities and Not-for-profits Commission
By-Laws	any by-laws of the Company for the time being in force
Company	Australian Academy of Health and Medical Sciences Limited ACN 167 124 067
Corporations Act	the Corporations Act 2001 (Cth)
Council	the advisory subcommittee established by the Board in accordance with clause 14.12
Deductible Gift Recipient	the same meaning as in the <i>Income Tax Assessment Act 1997</i> (Cth)
Directors or Board of Directors or the Board	the directors of the Company, also referred to as the Executive in Company documents, Board policies and By-Laws
Financial Year	the period from the date of establishment of the Company to the following 30 June, and after that, the period 1 July in a year through to 30 June in the next year or any other period of 12 consecutive months determined by the Board
Member	a member of the Company, also referred to as a Fellow in Company documents, Board policies and By-Laws, or, where the context requires, the representative of a corporate Member and includes Ordinary Members and Non-Ordinary Members
Non-Ordinary Member	any person that holds membership in the Company as a Non-Ordinary Member, also referred to as Honorary Fellows, Overseas Fellows, Retired Fellows and Corresponding Fellows in Company documents, Board policies and By-Laws
Ordinary Member	any person that holds membership in the Company as an Ordinary Member, also referred to as Ordinary Fellows in Company documents, Board policies and By-Laws
President	the Director appointed as President in accordance with any By-Law or Board policy from time to time



Tax Exempt Entities	entities that are exempt from tax pursuant to Division 50 of the <i>Income Tax Assessment Act 1997</i> (Cth)
Virtual Meeting Technology	the same meaning as in the Corporations Act
Voting Member	any Member of the Company that has the right to vote at general meetings of the Company, including Ordinary Members and Non-Ordinary Members

Construction

1.2 In this constitution:

- (a) an expression that is given a special meaning for the purposes of any part of the Corporations Act has that same meaning when used in this constitution;
- (b) words in the singular include the plural and vice versa;
- (c) words indicating any gender indicate the appropriate gender;
- (d) headings are included for convenience only and do not affect interpretation of this constitution; and
- (e) a reference to a statute includes a reference to all enactments amending or consolidating the statute and to an enactment substituted for the statute and any subordinate legislation, including regulations.

2. LIMITED COMPANY

2.1 The liability of the Members is limited by guarantee.

2.2 The name of the Company is **Australian Academy of Health and Medical Sciences Limited**.

2.3 The registered office of the Company will be as the Board of Directors determines.

3. OBJECTS

3.1 The objects for which the Company is established are to be engaged in:

- (a) ensuring the best health outcomes for all Australians through education and research into the causes, prevention or cure of disease in human beings and through promotion of the practice of academic medicine and sustainable evidence based clinical practice;
- (b) promotion of Australian health and medical sciences through engagement with and provision of independent expert assessment and advice to the community, to government, and to other learned Academies;
- (c) provision of a forum for recognition of high achievement in research in medical sciences and for debate and dissemination of knowledge in the field, bringing together the best and brightest in the field as Members, and providing mentorship and support for aspiring academic clinicians and clinically focussed researchers;
- (d) create, sponsor or act as trustee for other organisations or funds having objects similar to those of the Company and that prohibit the distribution of their

income and property amongst Members to an extent at least as great as that imposed on this Company; and

- (e) seek donations and funding from the public and all levels of government to fund the activities of the Company.
- 3.2 The income and property of the Company must be applied solely towards the promotion of its objects as set out in this constitution and cannot be paid or transferred, directly or indirectly, as a dividend, bonus or other distribution to the Members or officers of the Company.
- 3.3 Nothing in clause 3.2 prevents:
- (a) the payment in good faith of reasonable and proper remuneration to any officer or employee the Company or to any Member or other person in return for any services rendered to the Company; or
 - (b) the payment of interest on money borrowed from a Member for any of the purposes of the Company,

provided such payments are approved by the Board.

4. MEMBERSHIP AND MEMBERSHIP FEES

- 4.1 The Members of the Company are:
- (a) those persons who have become Members upon incorporation of the Company;
 - (b) the Ordinary Members;
 - (c) the Non-Ordinary Members; and
 - (d) other parties the Board admits to Membership.
- 4.2 The Board may from time to time establish By-Laws which provide that a class of Members is designated into different categories of Members within that class, provided that the designation of different categories does not constitute a variation of class rights under the Corporations Act.
- 4.3 Members must inform the Secretary in writing of their address for correspondence and of any subsequent change in their address.
- 4.4 The Board may determine what membership fees are payable from time to time for each class of Members and each category of Members within a class and when these fees are payable. The Board may determine that categories of Members within the same class pay different membership fees to other categories of Members in the same class where the category of Members meet specified criteria.
- 4.5 Members who cease to be a Member of the Company during a year or are suspended from being a Member for any period of time will not be entitled to any full or partial refund of the membership fees paid.
- 4.6 The Board may amend the membership fees at its discretion (including in respect of any class or category of Members), by giving notice to the Members in the applicable class or category prior to the new membership fees being due and payable.
- 4.7 Membership fees are quoted exclusive of any applicable GST and:

- (a) if GST is or becomes payable on a taxable supply (as defined by the A New Tax System (Goods and Services Act) 1999 (Cth)) made under or in connection with this document, the party providing consideration for that taxable supply must pay an additional amount equal to the GST payable on the taxable supply; and
- (b) the additional amount payable under clause 4.7 must be paid at the same time as the consideration for the taxable supply or on the date on which the party making the supply delivers a tax invoice (whichever is later).

5. MEMBERS

5.1 Ordinary Members will have the right to:

- (a) receive notice of, attend and participate at any general meeting of the Company;
- (b) vote at any general meeting of the Company;
- (c) hold office as a Director;
- (d) hold position as a member of the Council;
- (e) hold position as a member of any subcommittee of the Board, other than the Council;
- (f) nominate persons to hold office as Directors or positions on the Council or any other subcommittee in accordance with the By-Laws governing such nominations; and
- (g) nominate persons to apply for membership in the Company in accordance with the applicable By-Laws.

5.2 Non-Ordinary Members will have the right to:

- (a) receive notice of, attend and participate at any general meeting of the Company;
- (b) vote at any general meeting of the Company;
- (c) hold position as a member of any subcommittee of the Board, other than the Council;
- (d) nominate persons to hold office as Directors or positions on the Council or any other subcommittee in accordance with the By-Laws governing such nominations; and
- (e) nominate persons to apply for membership in the Company in accordance with the applicable By-Laws,

but will not have the right to hold office as a Director or hold position as a member of the Council.

6. APPLICATION FOR MEMBERSHIP

- 6.1 A person cannot apply for membership in the Company unless first nominated by a Voting Member.
- 6.2 Each calendar year the Board will determine the period of time for which applications for



membership in the Company can be made. Any Voting Member may nominate a person for membership during this period of time.

- 6.3 The nomination must be in a form approved by the Board, contain any particulars relating to the nominated person set out in the By-Laws and be delivered to the Secretary or any other individual nominated by the Board prior to the application period closing as determined under clause 6.2.
- 6.4 A person will be deemed to have applied for membership upon the nominating Voting Member delivering the nomination to the Secretary or other individual nominated by the Board.
- 6.5 To be eligible to apply for membership and to otherwise hold a membership in the Company, the candidate or Member (as applicable) must:
- (a) be a person of good standing in the Company's industry; and
 - (b) comply with any condition or requirement imposed on applying for or holding membership as set out in the By-Laws.

7. APPOINTMENT OF NEW MEMBERS

- 7.1 Membership applications must be submitted to the Board as follows:
- (a) if the By-Laws govern the process of submitting membership applications to the Board, then membership applications must be submitted in accordance with the applicable By-Law; and
 - (b) if the By-Laws do not govern the process of submitting membership applications to the Board, then the Secretary must submit membership applications to the next meeting of the Board immediately following the date on which the membership application period closes as determined under clause 6.2.
- 7.2 The Board has an unfettered discretion to determine whether a candidate will be accepted or rejected for membership. The Board may obtain advice from or deliberate with any person or subcommittee (including the Council) for the purposes of determining an application for membership.
- 7.3 If a membership application is refused, the secretary must notify in writing the Voting Member who nominated the candidate, and that candidate may re-apply to the Board for admission as a Member as follows:
- (a) if the person was not a candidate for the previous three consecutive years, then the person may re-apply during the next application period determined under clause 6.2; or
 - (b) if the person was a candidate for the previous three consecutive years, then the person may only re-apply during the application period that is held at least two years after the date on which the person's candidacy ceased.

8. CESSATION OF MEMBERSHIP

- 8.1 A person ceases to be a Member of the Company if the Member:
- (a) gives notice in writing to the Secretary resigning as a Member;
 - (b) is declared bankrupt or in case of a corporate Member, is placed into liquidation, or has a receiver or manager appointed; or

- (c) dies.
- 8.2 The date of resignation of a Member resigning in accordance with the provisions of clause 8.1 is the date on which the notice of resignation is received by the Secretary.
- 8.3 Subject to the rest of this clause 8, the Board has power to expel a Member if the Member:
- (a) is found guilty of a criminal offence;
 - (b) in the opinion of the Board, acts in their own interests while performing any official duties for the Company;
 - (c) refuses or neglects to comply with the provisions of the constitution or of any By-Law of the Company, including payment of membership fees;
 - (d) engages in any conduct that, in the reasonable opinion of the Board:
 - (i) is prejudicial to the interests of the Company;
 - (ii) is unbecoming of a Member of the Company; or
 - (iii) brings or is likely to bring the Company into disrepute,

subject to the Board being reasonably satisfied that the conduct has occurred following an investigation conducted in accordance with any applicable Board policy; or
 - (e) at any time ceases to meet the eligibility criteria for holding a membership contained in clause 6.5:
- 8.4 At least seven clear days' notice in writing must be given to a Member of the meeting of the Board at which a resolution to expel the Member is to be proposed. The notice must include particulars of the issues of concern to the Board.
- 8.5 The Member must have a reasonable opportunity to respond to the allegation and produce any material they consider relevant at the Board meeting.
- 8.6 The Secretary must immediately notify the Member in writing once a resolution for expulsion is passed.
- 8.7 Any Member who is expelled may lodge a written appeal with the Secretary within 30 days of receipt of notice of expulsion.
- 8.8 If a Member lodges an appeal against their expulsion, the Board must promptly call a general meeting of the Company at which the resolution with respect to the Member's expulsion will be voted upon by Members.
- 8.9 At the general meeting called pursuant to clause 8.8, the Member must be given the opportunity to respond to the allegation and produce any material they consider relevant.
- 8.10 The decision of the Company in general meeting is binding and no further appeal lies from that decision.
- 8.11 If the Board commences an investigation into the conduct of the Member in accordance with any Board policy, the Board shall have the right to immediately suspend the membership of the Member for the earlier of:
- (a) the duration of the investigation;
 - (b) a period of 12 months.

- 8.12 If the membership of a Member is suspended under clause 8.11, for the period of suspension the Member will not be permitted to:
- (a) attend any general meeting of the Company or any event organised or affiliated with the Company or its Members;
 - (b) vote at any general meeting of the Company; or
 - (c) be an officer of the Company (which will constitute a casual vacancy if the Member ceases to be a Director) or hold any position on the Council or a subcommittee,
- but, for the avoidance of doubt, the Member will nonetheless continue to hold a membership for the purposes of this clause 8.

9. ANNUAL GENERAL MEETING

If required, the Company must hold an Annual general meeting each year no later than five months after the end of the previous Financial Year.

10. GENERAL MEETINGS

- 10.1 A general meeting may be convened by the Board at any time and must be convened within two calendar months of receiving a requisition in writing from the Members entitled to exercise at least 5% of the votes that may be cast at a general meeting.
- 10.2 The Company may call or hold a general meeting using any technology allowed under the Corporations Act, provided it gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- Anyone using this technology is taken to be present in person at the meeting.
- General meetings may be held at one or more physical venues, at one or more physical venues using Virtual Meeting Technology or using Virtual Meeting Technology only.
- 10.3 Subject to the provisions of the Corporations Act relating to Special Resolutions, at least 21 days written notice of a general meeting must be given to all Members who are entitled to receive the notice.
- 10.4 A notice of a general meeting must contain all information required by the Corporations Act, including:
- (a) the place, the day and the hour of the meeting; and
 - (b) the general nature of the business to be transacted at the meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business can be transacted at any annual general meeting or general meeting unless a quorum of Voting Members is present in person or by proxy, attorney or representative at the time when the meeting is due to commence.
- 11.2 Unless otherwise determined by the Company in general meeting, a quorum is the lesser of 20% of Voting Members or 20 Voting Members.
- 11.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:



- (a) if convened upon the requisition of Voting Members, is dissolved; or
 - (b) in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairperson may determine.
- 11.4 If a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Voting Members present constitute a quorum.
- 11.5 The chairperson may, with the consent of the Voting Members present at any meeting at which a quorum is present, adjourn the meeting but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.6 When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 11.7 At any general meeting of Members a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded:
- (a) by the chairperson; or
 - (b) by at least 5% of the votes that may be cast on the resolution.
- 11.8 The demand for a poll may be withdrawn.
- 11.9 Before a vote is taken, the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.
- 11.10 Unless a poll is demanded, a declaration by the chairperson is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of votes recorded in favour or against.
- 11.11 If a poll is demanded the chairperson will determine how the poll will be taken, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 11.12 If a poll is demanded on the election of a chairperson or on a question of adjournment, it must be taken immediately.
- 11.13 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson is entitled to a second or casting vote.
- 11.14 A Voting Member may vote in person or by proxy, attorney or representative and every Voting Member present in person or by proxy, attorney or representative has one vote.
- 11.15 A Voting Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under any legislation relating to mental health may vote, by the Voting Member's committee or trustee or by such other person who has the management of their estate, and the committee, trustee or other person may vote by proxy or attorney.
- 11.16 A Voting Member may only appoint one proxy for a particular meeting.
- 11.17 A document appointing a proxy:

- (a) must be in writing and:
 - (i) signed by the appointor or their attorney; or
 - (ii) if the appointer is a corporation, either under seal or signed by an officer or attorney; and
- (b) contain:
 - (i) the Voting Member's name;
 - (ii) the proxy's name or the name of the office held by the proxy; and
 - (iii) the meetings at which the proxy may be used;
- (c) may direct the manner in which the proxy is to vote in respect of a particular resolution in which case the proxy must vote accordance with that direction;
- (d) is taken to confer authority to demand or join in demanding a poll; and
- (e) must be in the following form or in a form that is as similar to the following form as the circumstances allow:

Australian Academy of Health and Medical Sciences Limited

I/we, _____, of _____,
 being a member/members of the Company, appoint
 of _____ or, in their absence,
 of _____
 as my/our proxy to vote for me/us on my/our behalf at the *annual
 general meeting/*general meeting of the Company to be held on
 the _____ day of 2023 and at any adjournment of that meeting.

+This form to be used *in favour of/*against the resolution.

Signed this _____ day of _____ 2023 .

*Strike out whichever is not desired

+To be inserted if desired.

- 11.18 An instrument appointing a proxy is not valid unless the instrument, and the original or notarially certified copy of the power of attorney or other authority under which the instrument is signed, is deposited, not less than 48 hours before the relevant meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- 11.19 The power of attorney or copies must be deposited at the registered office of the Company or any other place specified for that purpose in the notice convening the meeting.
- 11.20 For the purpose of clause 11.19, a document is taken to be deposited at the registered office of the Company if a legible, true copy of a document is received by the Company at the email address determined by the Board from time to time.
- 11.21 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
 - (a) the previous death or unsoundness of mind of the principal;

- (b) the revocation of the instrument (or of the authority under which the instrument was signed) or of the power; or
 - (c) the transfer of the share in respect of which the instrument or power is given,
- if no intimation in writing of any of those events has been received by the Company before the meeting at which the instrument is used or the power is exercised.

11.22 The chairperson at every general meeting will be:

- (a) if a President has been elected, then the President; or
- (b) if a President has not been elected, then the Director that the Directors have elected as chairperson of their meetings.

11.23 Where a general meeting is held and:

- (a) a chairperson has not been elected; or
- (b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Voting Members present must elect one of their number to be chairperson of the meeting.

12. DIRECTORS

12.1 The Board will consist of a maximum of 10 Directors, including the chairperson.

12.2 Subject to clause 12.6, all Directors must be:

- (a) elected by the Members of the Company entitled to vote;
- (b) a member of the Council, unless stated otherwise in any By-Law or Board policy; and
- (c) appointed in accordance with this constitution and procedures set out in By-Laws and Board policies.

The appointment of a Director will be effective from the conclusion of the Annual general meeting at which the election is announced.

A person is not entitled to be appointed as a Director if they have held office with the Company for:

- (a) five terms, regardless of the duration of a term; or
- (b) fifteen years in total.

12.3 Directors will be appointed for terms of three years and, unless their office becomes vacant in accordance with this constitution, a Director:

- (a) will cease to be a Director at the Annual general meeting of the Company held during their third year as a Director or, if no Annual general meeting is held during this year, on the last day of the calendar year of their third year as a Director; and
- (b) must not hold office for more than:
 - (i) five terms, regardless of the duration of a term; or

- (ii) fifteen years in total.

12.4 Subject to clause (b), a Director who retires:

- (a) in accordance with clause (a) will be deemed to have retired with effect from the close of the relevant Annual general meeting or date of his or her resignation, whichever occurs first; and
- (b) is eligible for re-election.

12.5 If the Company is endorsed as a Deductible Gift Recipient, the Board must at all times comprise a majority of persons who are considered to have a degree of responsibility to the community.

Any appointment purporting to replace a Director, which, if it were an effective appointment, would cause this clause to be contravened, will be invalid.

12.6 The Board may appoint any person to fill a casual vacancy or in addition to the number of directors at any time, but:

- (a) the total number of office bearers must not exceed the number fixed in accordance with this constitution; and
- (b) the appointment must not result in a person holding office as a Director for more than:
 - (i) five terms, regardless of the duration of a term; or
 - (ii) fifteen years in total.

Any Director appointed under this clause holds office until the conclusion of the next Annual general meeting. If the Director is elected as a Director by Members at the next Annual general meeting, the period in which they have served on the Board prior to the Annual general meeting will be counted as part of the same term as that immediately after the Annual general meeting.

12.7 The office of a Director becomes vacant if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (b) is prohibited from being a director of a company by reason of any order made under the Corporations Act;
- (c) ceases to be a Director by operation of any provision of the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns as a Director by notice in writing to the Company;
- (f) is absent from three consecutive meetings of the Board without having previously obtained leave of the Board;
- (g) has served as a Director for five terms, regardless of the duration of a term;
- (h) has served as a Director for fifteen years in total;
- (i) is removed by an ordinary resolution of Voting Members;

- (j) ceases to be a director by operation of clause 8.12(c);
- (k) is required by the By-Laws or any Board policy to be a member of the Council and ceases to be a member of the Council.

12.8 The Directors are not entitled to be remunerated for their services as Directors.

12.9 The Directors are entitled to be paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in the execution of their duties as Directors.

13. POWERS AND DUTIES OF THE DIRECTORS

13.1 The management of the Company is the responsibility of the Board and the Board may exercise all powers of the Company as are not, by the Corporations Act or by this constitution, required to be exercised by the Company in general meeting.

13.2 The Board may make By-Laws that are not inconsistent with the constitution and the Corporations Act for the general management and running of the Company.

14. PROCEEDINGS OF THE BOARD AND APPOINTMENT OF CHAIRMAN

14.1 The Board may meet as it thinks fit. A Director may at any time, and the Secretary must, on the requisition of a Director, summon a meeting of the Board.

14.2 The Board must appoint one of its members to chair its meetings and may determine the period for which they will hold office.

14.3 Where a meeting of Directors is held and:

- (a) a chairperson has not been elected; or
- (b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Directors present must elect an alternative chairperson of the meeting.

14.4 Subject to this constitution, questions arising at any meeting of the Board will be decided by a majority of votes.

14.5 The quorum necessary for the transaction of the business of the Board is the lesser of:

- (a) a majority of the then current Directors; and
- (b) five Directors.

14.6 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if their number is reduced below the number fixed by or pursuant to this constitution as the quorum of the Board, the continuing Directors may only act for the purpose of filling a casual vacancy or calling a general meeting.

14.7 A resolution in writing signed by all Directors in Australia for the time being is as valid as if it had been passed at a meeting of the Board. The resolution may consist of several documents in like form, each signed by one or more Directors.

14.8 Subject to the Corporations Act, the Board may delegate any of its powers to one or more subcommittees as the Board thinks fit and the Board may also appoint the

chairperson of any subcommittee.

- 14.9 Each subcommittee must keep proper minutes of its meetings and the provisions regulating proceedings of the subcommittees (other than the Council), including the determination of any questions arising, will be:
- (a) the provisions set out in the applicable Board policies or By-Laws; or
 - (b) if there are no provisions set out in Board policies or By-Laws, the provisions that regulate the proceedings of the Board.
- 14.10 No decision of a subcommittee (including the Council) is binding on the Company unless it is ratified by the Board.
- 14.11 If it is discovered after the event that there was some defect in the appointment of any Director or subcommittee member, or that they were disqualified, anything done by the Board or of the subcommittee or the person acting as a Director or subcommittee member is as valid as if every such person had been duly appointed and was qualified to be a Director or member of the subcommittee.
- 14.12 The Board must establish a subcommittee that will be referred to as the Council, which will act as an advisory committee to the Board. The following provisions will apply to the Council (and not other subcommittees):
- (a) the members of the Council will be appointed in accordance with the process set out in the By-Laws;
 - (b) the proceedings of the Council will be regulated by:
 - (i) the provisions set out in the Board policies or By-Laws; or
 - (ii) if there are no provisions set out in the Board policies or By-Laws, the provisions that regulate the proceedings of the Board;
 - (c) questions arising at meetings of the Council will be determined by:
 - (i) the method set out in the Board policies or By-Laws; or
 - (ii) if there is no method set out in the Board policies or By-Laws, by a majority of the Council members present; and
 - (d) subject to any Members' rights, the Board may establish Board policies or By-Laws from time to time which address any matter relating to the function, powers and responsibilities of the Council.

15. MEETINGS USING TECHNOLOGY

- 15.1 A board meeting may be called or held using any technology allowed under the Corporations Act and consented to by all the Directors.
- 15.2 The consent referred to in clause 15.1 may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

16. ALTERNATE DIRECTORS

- 16.1 Each Director may nominate any Ordinary Member to act as alternate director in their place with the approval of the Board during any temporary period for which they are unable to act or attend as a Director, and may remove that alternate director at any time.



- 16.2 The alternate director is subject to the conditions existing with reference to other Directors and must discharge all the duties and may exercise all the authorities, and powers of the Director he or she represents. An instrument appointing an alternate director must be delivered to the Company. If the Director making the appointment ceases to be a Director, the alternate ceases to be an alternate director.

17. DIRECTORS CONTRACTING WITH THE COMPANY

- 17.1 No Director is disqualified by their office from contracting with the Company.
- 17.2 No contract or arrangement entered into by the Company in which any Director is in any way interested can be avoided because the person has the interest.
- 17.3 A Director who has an interest in any contractual arrangements with the Company is not liable to account to the Company for any profit realised in relation to the contract or arrangement provided the Director has disclosed the nature of their interest at a meeting of the Board.
- 17.4 The declaration must be made at a meeting of the Directors at which the contract or arrangement is determined if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the Director's interest.
- 17.5 A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in any subsequent transaction with the company or firm is sufficient disclosure if:
- (a) the notice states the nature and extent of the interest of the Director in the company or firm; and
 - (b) there has been no material change in the Director's interest in the company or firm when a later transaction is considered by the Board.
- 17.6 A Director who has a material interest in a matter that is being considered at a Directors meeting must not:
- (a) be present at the meeting while the matter is being considered; and
 - (b) must not vote on the matter unless the preceding provisions of this clause 17 have been complied with and the other Directors have passed a resolution in accordance with section 195 of the Corporations Act.
- 17.7 The giving of a general notice under this clause 17 does not entitle a Director to be present or to vote at a meeting in relation to a particular contract unless a resolution of the Board under clause 17.6 has first been passed.
- 17.8 Subject to a Director having complied with this clause 18, the Director may sign or countersign any contract in which they are interested.

18. COMPANY SECRETARY

- 18.1 The secretary of the Company holds office on the terms decided by the Directors and in accordance with the Corporations Act.
- 18.2 Nothing in this constitution prevents the Board from appointing a Member of the Company as Company Secretary.
- 18.3 The Secretary must cause minutes to be made and entered of:

- (a) the names of Directors and other persons present at all meetings of the Company and of the Board; and
 - (b) all proceedings at all meetings of the Company and of the Board.
- 18.4 The minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

19. ACCOUNTS

- 19.1 The auditor of the company is appointed by the Company in general meeting and holds office in accordance with the Corporations Act.
- 19.2 If required by law, the Board must cause:
- (a) proper accounting and other records to be kept;
 - (b) copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report to be distributed to Members as required by the Corporations Act; and
 - (c) a statement of financial position, a statement of financial performance and a statement of cash flow for the preceding Financial Year of the Company to be prepared to a date not more than twelve months before the date of the meeting and sent to every Member with the notice for each Annual general meeting.

20. NOTICES

- 20.1 A Company may give the notice of meeting to a Member either by:
- (a) serving it on the Member personally; or
 - (b) by sending it by post to the Member at the address shown in the register of Members or the address supplied by the Member for the giving of notices; or
 - (c) forwarding it by electronic mail to the electronic mail address shown in the register of Members (if any) or the electronic mail address supplied by the Members for the giving of notices; or
 - (d) in any other way allows by the Corporations Act.
- 20.2 A notice of meeting sent by post is taken to be given three days after it is posted.
- 20.3 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.
- 20.4 Notice of every general meeting must be given in any manner authorised by this constitution to:
- (a) every Member except those Members who have not supplied to the Company an address for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Company.
- 20.5 No other person is entitled to receive notices of general meetings.

21. WINDING UP

- 21.1 If the Company is wound up and any property remains after satisfaction of all its liabilities, that property:
- (a) must not be paid to or distributed among the Members; but
 - (b) if the Company is endorsed as a Deductible Gift Recipient, must be given or transferred to other institutions having similar objects to the Company that are Deductible Gift Recipients (Default Fund);
 - (c) If the Company is endorsed as a Tax Exempt Entity but not a Deductible Gift Recipient, must be given or transferred to other institutions having similar objects to the Company that are Tax Exempt Entities (Default Fund);
 - (d) If neither clause 21.1(b) or (c) applies, must be given or transferred to other institutions having similar objects to the Company that limits the distribution of its assets at least to the same extent as the Company (Default Fund).
- 21.2 The Default Fund will be determined:
- (a) by the Voting Members at or before the time of dissolution; but
 - (b) if no determination is made by the Voting Members, the Default Fund will be determined by a Judge of the Supreme Court of the state in which the registered office of the Company is located.
- 21.3 Every Member undertakes to contribute to the assets of the Company to a maximum of \$10 if the Company is wound up while they are a Member or within one year after they cease to be a Member, for payment of the liabilities of the Company contracted before they cease to be a Member.

22. INDEMNITY

- 22.1 Every Director, Secretary and other officer of the Company is indemnified out of the assets of the Company against any liability incurred by the person as officer except where the Company is prohibited from indemnifying the person under the provisions of the Corporations Act.
- 22.2 The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- 22.3 The Company may pay premiums in respect of contracts insuring current and past officers of the Company against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Company is prohibited from doing so under the Corporations Act.
- 22.4 A Director, manager, secretary or other officer of the Company is not liable for:
- (a) the act, neglect or default of any other Director or officer;
 - (b) any loss or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company;

- (c) the insufficiency or deficiency of any security in or upon which any money of the Company is invested;
 - (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects are deposited or left; or
 - (e) for any other loss or damage that happens in the execution of the duties of his office,
- unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.

23. REGISTRATION WITH THE ACNC

If the Company is registered with the ACNC and a provision in this Constitution is inconsistent with a law applicable to the Company due to its registration with the ACNC, the relevant law overrides the provisions of this Constitution to the extent of any inconsistency.