

Constitution

The Australian Society for Medical Research

A Public Company Limited by Guarantee

Note: this Constitution was adopted at an Extraordinary General Meeting of ASMR Members on 8 November 2025, and replaces the 1969 Articles of Association.

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1. Name of the Company

The name of the company is The Australian Society for Medical Research.

2. Definitions and interpretation

2.1 Definitions

Accounting Period means each period of twelve months ending on 30 June in each year or any other period that the Board decides.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

ACNC Commissioner means the Commissioner of the Australian Charities and Not-for-profits Commission for the purposes of the ACNC Act.

Annual Subscription Fee has the meaning given to it in rule 6.8(a).

Associate Member means a Member who is an Associate Member in accordance with rule 6.

ASIC means the Australian Securities and Investments Commission.

Auditor means the auditor, if any, of the Company under rule 18.2.

Board means the board of Directors of the Company.

Business Day means a day which is not a Saturday, Sunday, public holiday or bank holiday in the city of Perth, Western Australia.

Chairperson means either the President or a Director elected to be the chairperson for any Board meeting under rule 10.6(e) or any general meeting under rule 13.11(b).

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the ITAA97

Committee means a committee established and governed by rule 14.

Company means the company named in rule 1.

Conflict of Interest means a material personal interest in a matter that relates to the affairs of the Company.

Constitution means this constitution and any amendments to or substitutions for it.

Contribution means:

- (a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or
- (b) a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,

held for the Objects.

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

Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Commissioner under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97.

Director means a person appointed as a director of the Company under rule 9.

Director Identification Number means a unique identifier that directors are required to apply for under Part 9.1A of the Corporations Act.

ITAA97 means the *Income Tax Assessment Act 1997* (Cth).

Legal Costs of a person means legal costs incurred by that person in defending an action for a Liability of that person.

Liability of a person means any liability incurred by that person as an officer of the Company or a subsidiary of the Company.

Life Member means a Member who is a Life Member in accordance with rule 6.

Member means any person who is a member of the Company under rule 6, being either an Ordinary Member, Associate Member or a Life Member.

Nominee has the meaning given to it in rule 6.4.

Objects means the objects referred to in rule 4.1.

Ordinary Member means a Member who is an Ordinary Member in accordance with rule 6.

President means the Director appointed under rule 10.6(a).

Proxy includes an attorney, or in the case of a corporation, trust or association, its nominee.

Register of Members means the list of Members of the Company maintained under rule 8.

Registered Charity means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act.

Relevant Officer means each person who is or has been a Director or Secretary and any other officers or former officers of the Company or of its related corporations that the Board determines.

Research Fund means the A.S.M.R Research Fund established by Deed dated 17 December 1990 by the Company.

Secretary means any person appointed as a secretary of the Company under rule 11.

Special Resolution means a resolution of the Company (of which written notice has been provided in accordance with rule 13.3) passed at a general meeting by not less than 75% of the votes cast by Voting Members who are present at the meeting and are entitled to vote on a resolution.

Transitional Provisions means the provisions in Schedule 3.

Voting Members means Ordinary Members and Life Members.

2.2 Interpretation

- (a) This interpretation rule applies unless inconsistent with the context.
- (b) A reference to **resolve**, **resolution** or **ordinary resolution** means a resolution (other than a Special Resolution) which is passed, as applicable:
 - (i) at a general meeting by the majority of the Voting Members who are present and entitled to vote;
 - (ii) at a Board meeting by the majority of Directors who are present and entitled to vote; or
 - (iii) in writing in accordance with rules 10.9 or 13.12.
- (c) If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.
- (d) The singular includes the plural and vice versa.
- (e) A reference to a gender includes any gender.
- (f) The word *includes* and similar words are not words of limitation and do not restrict the interpretation of a word or phrase in this Constitution.
- (g) A reference to a document includes a variation or replacement of it.
- (h) A reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either.
- (i) A reference to a person includes a reference to an individual, company, body corporate, trust, partnership, incorporated association, unincorporated body, joint venture, organisation and any other form of entity.
- (j) A reference to a Member present at a general meeting is a reference to a Member present in person, by technology, by Nominee or by Proxy.
- (k) A reference to a Director present at a Board meeting is a reference to a Director present in person, by technology or by their alternate nominated under rule 9.7.
- (l) A reference to notices includes formal notices of meetings and all documents and other communications from the Company to Members.
- (m) A reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form.

- (n) If the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day.
- (o) If a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event.
- (p) Headings are used for convenience only and do not affect the interpretation of this Constitution.

3. Application of the Corporations Act and the ACNC Act

- (a) Subject to rule 2, a word or expression used in a rule that deals with a matter dealt with by a provision of the Corporations Act or the ACNC Act has the same meaning as in that provision.
- (b) The replaceable rules do not apply to the Company except those which operate as mandatory rules for public companies limited by guarantee under the Corporations Act.
- (c) Except as otherwise expressly provided in this Constitution, whilst the Company is a Registered Charity, the provisions of the Corporations Act which do not apply to a body corporate registered under the ACNC Act by virtue of section 111L of the Corporations Act, do not apply to the Company.

4. Objects and not for profit

4.1 Objects

The objects of the Company are to:

- (a) promote, assist and facilitate medical research and research in allied disciplines to raise awareness on the prevention, control, diagnosis and treatment of disease;
- (b) fund research on the prevention, control, diagnoses and treatment of disease and provide assistance to persons conducting such research to obtain funding from other sources;
- (c) provide a forum in which medical research papers and research papers in allied disciplines may be presented for comment, criticism and discussion;
- (d) promote, assist and facilitate the dissemination of knowledge and information concerning medical research;
- (e) promote, assist and facilitate interest (including public interest) in treatment of disease and allied disciplines;
- (f) act as the trustee for the Research Fund; and
- (g) undertake any other things or activities which are incidental or ancillary to the attainment of the above objects.

4.2 Promotion of Objects

The Company must operate solely for the purpose of promoting and advancing the Objects. However, the Company is not required to promote all of the Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any particular Object at any given time.

4.3 Not for profit

- (a) Subject to rule 4.3(b), the income and property of the Company must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Director or Member.
- (b) Rule 4.3(a) does not prohibit making a payment, transfer or distribution:
 - (i) for out-of-pocket expenses incurred by a Director in performing a duty as Director of the Company;
 - (ii) for any reasonable remuneration of a Director determined under rule 9.10;
 - (iii) in good faith for a good or service supplied to the Company by a Director (other than in the capacity as a Director of the Company) or Member, where:
 - (A) the supply has the prior approval of the Board; and
 - (B) the amount payable is not more than an amount which commercially would constitute reasonable payment for the services;
 - (iv) of reasonable and proper interest on money borrowed from a Member or Director by the Company;
 - (v) of reasonable and proper rent for premises let by any Member or any Director to the Company; or
 - (vi) for indemnification of or payment of premiums on contracts of insurance for any Director to the extent permitted by law and this Constitution.

5. Company powers

The Company has the powers conferred on it by the Corporations Act.

6. Membership

6.1 Membership Classes

Membership of the Company consists of the following 3 classes:

- (a) Ordinary Members;
- (b) Life Members; and
- (c) Associate Members.

6.2 Membership Eligibility

- (a) Ordinary Membership of the Company is open to any person who:
 - (i) if the person is an individual, is 18 years of age or over;
 - (ii) has paid the Annual Subscription Fee set by the Board from time to time (if any); and
 - (iii) supports the Objects of the Company.
- (b) Life Membership of the Company is open to any person who:
 - (i) is an individual;
 - (ii) in the opinion of the Board confirmed by an ordinary resolution of the Board, has rendered exceptionally distinguished services to medical science or to the promotion of medical research; and
 - (iii) is approved as a Life Member by a Special Resolution of the Voting Members.
- (c) Associate Membership of the Company is open to any person who:
 - (i) is an individual;
 - (ii) supports the Objects of the Company; and
 - (iii) if the Board has approved a written policy containing criteria for Associate membership, satisfies that written criteria.
- (d) For the avoidance of any doubt, if the Board has approved a written policy containing criteria for Associate membership, the Board may revoke, delete or amend that policy or adopt a new policy by ordinary resolution.

6.3 Admission to Membership

- (a) The Board may from time to time determine terms and conditions for the approval of membership applications.
- (b) A person who wishes to become an Ordinary Member or Associate Member must apply for membership to the Board in writing, in the form that the Board determines, and which requires the person to declare that they agree to:
 - (i) comply with the terms of the Constitution; and
 - (ii) support the Objects.
- (c) The Board or its delegate must consider each application made under rule 6.3(b) and must accept or reject the application.
- (d) The Board is not required to provide reasons as to why a membership application was rejected.

- (e) A person will become a Member (as an Ordinary Member or Associate Member) with effect from the time that both of the following are satisfied:
 - (i) the person has paid the applicable Annual Subscription Fee (if applicable); and
 - (ii) the person is entered on the Register of Members.
- (f) A person cannot apply to be a Life Member and Life Membership can only be granted in accordance with the process in rule 6.2(b).

6.4 Appointment of Nominee representatives

- (a) Within 21 days of admission to membership, an Ordinary Member who is a corporation, trust or association must nominate a person to act as its representative and exercise its powers at general meetings (**Nominee**).
- (b) A person can only be the Nominee for one Ordinary Member at any time.
- (c) The nomination must be made in writing to the Board.
- (d) An Ordinary Member may at any time nominate a new Nominee in place of its existing Nominee.

6.5 Rights of Members

- (a) If they elect to do so, Members are entitled to receive a copy of the annual financial report, Directors' report or Auditor's report (if any) of the Company within the time frame specified in the Corporations Act.
- (b) Voting Members are entitled to:
 - (i) receive notices of, attend and be heard at any general meeting; and
 - (ii) vote at any general meeting (one vote only on any given resolution).
- (c) Associate Members are entitled to receive notices of, attend and be heard at any general meeting but for the avoidance of any doubt, are not entitled to vote at any general meeting, including voting on or approving any procedural matter.

6.6 Duties of Members

Each Member must comply with the terms of this Constitution and:

- (a) act honestly, diligently and with reasonable care;
- (b) act respectfully towards each other Member;
- (c) advance the Objects in accordance with this Constitution, the Corporations Act and the ACNC Act;
- (d) not make improper use of information or opportunities received through being a Member of the Company; and
- (e) not make any public statement on behalf of the Company unless authorised by the Board.

6.7 Liability of Members

- (a) The Company is a public company limited by guarantee and accordingly, the liability of the Members is limited.
- (b) Ordinary Members and Associate Members undertake to contribute an amount not more than **\$20.00** to the property of the Company if it is wound up while they are a Member or within one year after they cease to be a Member for:
 - (i) payment of the Company's debts and liabilities incurred before the time they ceased to be a Member; and
 - (ii) the costs, charges and expenses of winding up.

6.8 Subscription of Members

- (a) The Board may determine from time to time the amount of the Annual Subscription Fee (if any) payable by Ordinary Members and Associate Members and may set a different Annual Subscription Fee for:
 - (i) Ordinary Members that are individuals and Ordinary Members that are a corporation, trust or association, including, without limitation, setting a higher Annual Subscription Fee for Ordinary Members that are a corporation, trust or association;
 - (ii) Ordinary Members and Associate Members; and
 - (iii) individuals within the same membership class so that, for example, one or more individuals within a membership class may pay a higher or lower Annual Subscription Fee than one or more other individuals in that same membership class.
- (b) Life Members are not required to pay an Annual Subscription Fee.
- (c) Each Ordinary Member and Associate Member must pay the Annual Subscription Fee annually on or before 30 June, or any other date the Board determines.
- (d) An Ordinary Member or Associate Member whose Annual Subscription Fee is not paid within 3 months after the relevant date fixed by or under rule 6.8(c) ceases on the expiry of that period to be a Member, unless the Board decides otherwise.

6.9 Cessation of Membership

A Member automatically ceases to be a Member of the Company if the Member:

- (a) being an individual, dies, is or becomes a person whose property is liable to be dealt with in any way under a law relating to mental health;
- (b) being a corporation, trust or association, is wound up or is or becomes insolvent;
- (c) resigns as a Member by giving written notice to the Company;

- (d) in respect of an Ordinary Member or Associate Member, fails to pay their Annual Subscription Fee within the time period specified in rule 6.8(d);
- (e) ceases to be eligible to be a Member under rule 6; or
- (f) is expelled under rule 7.

6.10 Consequences of cessation of Membership

- (a) If a person ceases to be a Member under rule 6.9, the Member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) in the case of an Ordinary Member and Associate Member, is not entitled to a refund, rebate, relief or credit of their Annual Subscription Fee.
- (b) When a person's membership ceases, the Secretary (or their delegate) must remove the person's name from the Register of Members as soon as practicable.

7. Suspension or expulsion of Membership

7.1 Decision of the Board

- (a) The Board may resolve to suspend or expel a Member from the Company at a Board meeting if:
 - (i) the Member fails to comply with this Constitution; or
 - (ii) the Member's conduct is considered by the Board to be prejudicial or detrimental to the interests of the Company.
- (b) The Board must give a Member who is the subject of a proposed resolution under rule 7.1(a) written notice of the proposed suspension or expulsion, not less than 21 days prior to the date of the Board meeting, specifying:
 - (i) the time, date and place of the Board meeting at which the question of the suspension or expulsion will be considered; and
 - (ii) particulars of the Member's conduct which is the subject of the notice.
- (c) A Member who is the subject of a proposed resolution under rule 7.1(a) may:
 - (i) make written representations (of a reasonable length) and provide these to the Company for circulation to the Directors prior to the relevant Board meeting;
 - (ii) speak to the motion at the relevant Board meeting; and
 - (iii) elect to bring a support person, who is not a legal representative, to the relevant Board meeting.
- (d) The Company must give a copy of the representations referred to in rule 7.1(c)(i) to each Director, unless those representations are defamatory.

- (e) The Board must resolve whether to suspend, expel or decline to suspend or expel the Member at the Board meeting referred to in rule 7.1(a) and must communicate that decision to the relevant Member as soon as possible after the decision is made.
- (f) A Member may be suspended for any period of time that the Board determines in its absolute discretion.
- (g) Subject to rule 7.2, a decision of the Board to suspend or expel a Member takes effect 14 days after the day on which the decision to suspend or expel the Member is communicated to the Member under rule 7.1(e).

7.2 Right of appeal

- (a) A Member who is suspended or expelled from membership under rule 7.1(e) (**Appealing Member**) may appeal the decision, by providing written notice to the Company within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under rule 7.1(e).
- (b) Upon receiving a notice under rule 7.2(a), the Board must give written notice to the Appealing Member, specifying the time, date and place of a general meeting at which the question of the Appealing Member's suspension or expulsion will be considered by the Voting Members, which must not be more than 90 days after receiving the notice.
- (c) The Appealing Member may:
 - (i) make written representations (of a reasonable length) and provide these to the Company for circulation to the Members prior to the relevant general meeting;
 - (ii) speak to the motion at the relevant general meeting; and
 - (iii) elect to bring a support person, who is not a legal representative, to the relevant general meeting.
- (d) The Company must give a copy of the representations referred to in rule 7.2(c)(i) to each Member, unless those representations are defamatory.
- (e) The Voting Members must confirm or set aside the decision of the Board to suspend or expel the Appealing Member by ordinary resolution at the relevant general meeting.
- (f) If the Voting Members set aside the decision of the Board to expel the Appealing Member, the Voting Members may determine that the Appealing Member be suspended in the alternative, and must determine the period of the suspension.
- (g) An Appealing Member's suspension or expulsion does not take effect unless and until the decision of the Board to suspend or expel the Appealing Member is confirmed or varied, as the case may be, under rule 7.2(e) or 7.2(f).

7.3 Consequences of suspension

- (a) During the period of suspension, the Member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) in the case of an Ordinary Member or Associate Member, is not entitled to a refund, rebate, relief or credit of their Annual Subscription Fee.
- (b) When a person's membership is suspended, the Secretary (or their delegate) must record in the Register of Members:
 - (i) that the person's membership is suspended;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Secretary (or their delegate) must record in the Register of Members that the person's membership is no longer suspended.

8. Register of Members

- (a) The Company must update the Register of Members to reflect the appointment or cessation of a person as a Member, as soon as practicable after the change occurs.
- (b) A person's name must not be entered on the Register of Members unless that person has paid their Annual Subscription Fee (if any).
- (c) The Register of Members must contain the information required by the Corporations Act and the class of membership of each Member.
- (d) The Register of Members shall be available for inspection by written application to the Company at its registered address consistent with the Corporations Act. Only the information required to be maintained in the Register of Members under the Corporations Act shall be available for inspection.

9. Directors

9.1 Number and composition of Directors

- (a) There must be no less than 5 Directors and no more than 11 Directors which must:
 - (i) comprise:
 - (A) a majority of Directors who have medical research experience; and
 - (B) a majority of Directors who are also Ordinary Member; and

- (ii) not comprise of more than 50% of Directors who reside in any one State or Territory of Australia (for the avoidance of doubt, the Present's State or Territory of residence is included towards this percentage).
- (b) The Voting Members may by ordinary resolution passed at a general meeting increase or reduce the number of Directors.
- (c) If at any time the number of Directors falls below the minimum number stated in rule 9.1(a) or determined under rule 9.1(b) or the applicable criteria in any of rules 9.1(a)(i) or 9.1(a)(ii) is not satisfied, the remaining Director or Directors may continue to act with all powers for a period of 3 months commencing from the time that the number of Directors falls below the minimum number or the time that the applicable criteria in any of rules 9.1(a)(i) or 9.1(a)(ii) ceases to be satisfied.
- (d) If the 3 month period referred to in rule 9.1(c) has ended and the number of Directors remains below the minimum number stated in rule 9.1(a) or determined under rule 9.1(b) or the applicable criteria in any of rules 9.1(a)(i) or 9.1(a)(ii) remains unsatisfied, the remaining Director or Directors may only act:
 - (i) in an emergency requiring them to act;
 - (ii) to appoint the minimum number of Directors necessary to satisfy
 - (A) rule 9.1(a); or
 - (B) the number of Directors determined under rule 9.1(b); or
 - (C) the applicable criteria in in any of rules 9.1(a)(i) or 9.1(a)(ii); or
 - (iii) for the purpose of convening a general meeting of the Company.
- (e) A person appointed as a Director under rule 9.1(d)(ii) holds office for such period determined by the remaining Director or Directors, provided that the period is no longer than 9 months. For the avoidance of doubt, a person who has served their 6 year maximum term of office as a Director under rule 9.3(c) is eligible to be appointed as a Director under rule 9.1(d)(ii) and the period so served by that person under that rule is counted in determining whether that person has satisfied the 2 year period under rule 9.3(c).

9.2 Qualifications of Directors

- (a) In assessing whether a person has medical research experience (for the purposes of rule 9.1(a)(i)), the Board may have regard to any information supplied by that person and any information obtained from other sources.
- (b) A person is prohibited from being a Director if that person is disqualified from being a director under the Corporations Act or has been disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

9.3 Rotation and term of Directors

- (a) Unless otherwise stated in this Constitution, a Director's term of office starts at the end of the annual general meeting at which they are appointed and ends at the conclusion of the annual general meeting of their appointment term, which appointment term must be no longer (but may be shorter) than the second annual general meeting following their appointment. If a person is appointed as a Director by the Members otherwise than at an annual general meeting, that Director's term of office starts at the end of the general meeting at which they are appointed and ends at the conclusion of the second annual general meeting following their appointment.
- (b) Subject to rule 9.3(c), a Director is deemed, upon the passing of the service period determined under this rule 9.3 or this Constitution, to have retired from their office of Director and is eligible to be re-elected to the Board.
- (c) Subject to rule 9.3(d), a Director must not hold office for a continuous period of more than 6 years, calculated from the time of their commencement as a Director. A person who has held office as a Director for a continuous period of 6 years is eligible for appointment as a Director again, provided that a period of 2 years has elapsed since the end of that Director's last term as a Director.
- (d) If a person is elected as President under rule 10.6:
 - (i) the period in which that person serves as President is not counted towards the calculation of their 6 year maximum term of office as a Director under rule 9.3(c); and
 - (ii) if the person serves as President for a period of:
 - (A) at least 2 years, their 6 year maximum term of office as a Director under rule 9.3(c) resets so that from the time the person ceases to be the President, that person is again eligible to be a Director for a maximum continuous period of 6 years in accordance with clause 9.3(c); or
 - (B) less than 2 years and also serves their maximum continuous 6 years as a Director under rule 9.3(c) (as modified by rule 9.3(d)(i)), in calculating whether a period of 2 years has elapsed for the purposes of rule 9.3(c), such 2 year period is reduced by the period in which that person served as President so that after the expiration of that reduced period, that person is eligible to be a Director for a maximum continuous period of 6 years in accordance with clause 9.3(c).
- (e) Schedule 1 and Schedule 2, which form part of this Constitution, contain examples of the operation of rule 9.3.
- (f) For the avoidance of doubt, the period a person is appointed to fill a casual vacant position under rule 9.4(d) and rule 9.1(d)(ii) does not count towards the calculation of their 6 year maximum term of office as a Director under rule 9.3(c).

- (g) The Transitional Provisions apply in accordance with their terms as if set out in this Constitution in full. In the case of any inconsistency between the Transitional Provisions and any other provision of this Constitution, the Transitional Provisions will prevail. The Transitional Provisions have continuing force and effect in accordance with their terms.

9.4 Appointment and removal of Directors

- (a) Subject to rules 9.1 to 9.3, the Voting Members may elect Directors by ordinary resolution at a general meeting.
- (b) If a person is appointed as President for a second and final 2 year term under rule 10.6, then the Directors will be deemed to have appointed that person as a Director for a period of 2 years commencing from the time that such person starts their second and final 2 term as President (for the avoidance of any doubt, such deemed appointment will not be the filling of a casual vacancy and the person's current term as a Director will come to an end). For the avoidance of any doubt, if a person ceases to be President for any reason before the expiration of their second and final 2 year term, that person's deemed appointment as a Director under this rule is not affected and such person will continue as a Director for the remainder of their 2 year term.
- (c) The Board may determine the rules which govern the nomination and appointment of Directors.
- (d) The Board may appoint a person as a Director to fill a vacant position on the Board subject to rules 9.1 and 9.2, and that appointed person holds office for such period determined by the Board, provided that the period is no longer than 9 months. For the avoidance of doubt, a person who has served their 6 year maximum term of office as a Director under rule 9.3(c) is eligible to be appointed as a Director to fill a vacant position under this clause and the period so served by that person under this rule is counted in determining whether that person has satisfied the 2 year period under rule 9.3(c).
- (e) A person must not be appointed as a Director unless, prior to his or her appointment, that person has:
 - (i) provided a signed consent to act as a Director of the Company; and
 - (ii) applied for, or has, a Director Identification Number.
- (f) The Voting Members may, at any time by ordinary resolution, remove any Director from office for any reason and appoint a replacement by ordinary resolution.

9.5 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of Director becomes vacant if a Director:

- (a) dies;
- (b) resigns from office by written notice to the Company;
- (c) becomes a person whose property is liable to be dealt with in any way under a law relating to mental health;

- (d) is or becomes Bankrupt;
- (e) is absent without the consent of the Directors from 3 consecutive Board meetings and the Directors resolve that the office of that Director be vacated;
- (f) is removed by the Voting Members under this Constitution or in accordance with the process under section 203D of the Corporations Act;
- (g) becomes disqualified from being a Director under the Corporations Act; or
- (h) becomes prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

9.6 Leave of absence

- (a) Where a Director is unable to fulfil some or all of their duties as a Director due to extenuating circumstances, the Board may grant that Director a leave of absence for any period that the Board may determine by ordinary resolution, provided that the period must not exceed 12 months.
- (b) Despite any other rule in this Constitution, for the purposes of calculating whether a quorum of Directors is satisfied, a Director granted a leave of absence is to be excluded from that calculation for the period of their leave of absence.
- (c) The Board may make policies in relation to the granting of a leave of absence, including the rights and obligations of Directors granted a leave of absence and their right to access Board papers, agendas and minutes.

9.7 Alternate Directors

- (a) A Director may, with the written approval of the other Directors, appoint a person to be an alternate or substitute Director in his or her place for any period he or she determines.
- (b) An alternate Director is entitled to receive notice of Board meetings and if the appointer is not present, is entitled to attend and vote in his or her place.
- (c) An alternate Director may exercise any powers that the appointer may exercise and the exercise of any power by the alternate Director is deemed to be the exercise of the power by the appointer.
- (d) The appointment of an alternate Director may be terminated at any time by the appointer notwithstanding that the period of the appointment of the alternate Director has not expired, and terminates in any event if the appointer's office as a Director is vacated.
- (e) An appointment or the termination of an appointment of an alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and served on the Company.

9.8 Duties of officers of the Company

The Directors must, at all times, comply with the duties contained in regulation 45.25(2) of the ACNC Regulations.

9.9 Disclosure of Conflicts of Interest

- (a) A Director who has a Conflict of Interest in a matter being considered or about to be considered by the Board must:
 - (i) disclose the nature of that interest at a Board meeting as soon as possible after the relevant facts have come to his or her knowledge, and a record of that disclosure must be made in the minutes of that meeting; and
 - (ii) not be present while the Board is considering the matter nor cast any vote in relation to that matter.
- (b) The Board may make regulations requiring the disclosure of Conflicts of Interest that a Director, and any person considered by the Board to be related to or associated with a Director, may have in relation to any matter concerning the Company or a related corporation.

9.10 Director's fees

Each Director is entitled to such reasonable remuneration to the extent permitted by law, under the ACNC Act and as the Voting Members decide in general meeting by ordinary resolution.

9.11 Directors' access to documents

- (a) A Director has a right of access to the financial records of the Company at all reasonable times.
- (b) If the Directors agree, the Company must give a Director access to:
 - (i) certain documents, including documents provided for or available to the Directors; and
 - (ii) any other documents referred to in those documents.
- (c) A former Director is only entitled to access those records and documents of the Company which the law permits a former Director to access.

10. Board powers and meetings

10.1 Powers of the Board

- (a) The Board is vested with the management of the Company's affairs and the control of the funds and other property of the Company.
- (b) The Board may exercise all of the powers of the Company except those which must, under this Constitution or the Corporations Act, be exercised by the Voting Members at a general meeting.
- (c) A power of the Board can only be exercised:
 - (i) by resolution at a meeting of Directors;
 - (ii) by written resolution under rule 10.9;

- (iii) in accordance with a delegation of powers; or
 - (iv) by any other means permitted by this Constitution or the Corporations Act.
- (d) The Board must comply with any Board policies, governance rules and codes of conduct as developed and updated by the Board.
- (e) Subject to this Constitution, the provisions of the Corporations Act, the provisions of the ACNC Act and any regulations prescribed by the Company in general meeting, no regulation made by the Company in general meeting invalidates any prior act of the Board that would have been valid if that regulation had not been made.
- (f) The Board may by power of attorney appoint any person, whether nominated directly or indirectly by the Board, to be the attorney of the Company for any purposes, with any powers, authorities, and discretions for any period and subject to any conditions that the Board determines.
- (g) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board to:
 - (i) a Committee;
 - (ii) a Director;
 - (iii) an officer of the Company; or
 - (iv) the Chief Executive Officer.
- (h) The Board may revoke or vary a delegation previously made whether or not the delegation is expressed to be for a specified period.
- (i) The Directors may continue to exercise all of their powers despite any delegation.

10.2 Convening Board meetings

- (a) The President or any 2 Directors may convene a Board meeting at any time.
- (b) The Secretary must, on the request of the President or any 2 Directors, convene a meeting of the Board.

10.3 Notice of Board meetings

- (a) Subject to this Constitution, notice of a Board meeting must be given to each person who is, at the time of giving the notice, a Director, except a Director on a leave of absence approved by the Board under rule 9.6.
- (b) A notice of a Board meeting:
 - (i) must specify the date, time and place of the meeting;

- (ii) must state if the meeting is to be held in 2 or more places, or by using virtual meeting technology only, and if virtual technology is to be used, must also state the technology that will be used to facilitate the meeting;
 - (iii) must state the nature of the business to be transacted at the meeting; and
 - (iv) may be given in person or by post, fax or other electronic means.
- (c) A Director may waive notice of a Board meeting by notifying the Board to that effect.
- (d) The date, time or place of a Board meeting must not unreasonably prevent a Director from attending.
- (e) The non-receipt of notice of a Board meeting by, or a failure to give notice of a Board meeting to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error; or
 - (ii) before or after the meeting, the Director:
 - (A) waives notice of that meeting; or
 - (B) notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
 - (iii) the Director attends the meeting.

10.4 Quorum at Board meetings

- (a) No business may be transacted at a Board meeting unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum of a Board meeting is a majority of Directors in office as at the date of the relevant Board meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the Board meeting, the meeting stands adjourned to the date, time and place as the Board decides.

10.5 Meeting procedures

- (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate their Board meetings as they determine.
- (b) A Board meeting may be held at 2 or more venues, or by using virtual meeting technology only, using any technology that gives the Board members entitled to be heard at a Board meeting a reasonable opportunity to participate.
- (c) All the rules in this Constitution relating to Board meetings apply, so far as they can and with any necessary changes, to Board meetings using technology.

- (d) A Board meeting using technology is taken to be held at the place decided by the Chairperson of the Board meeting, as long as at least one of the Directors involved was at that place for the duration of the Board meeting.
- (e) If, before or during the Board meeting, a technical difficulty occurs which means that one or more Directors cease to participate, the Chairperson may adjourn the meeting until the difficulty is remedied or may, if a quorum of Directors remains present, continue with the Board meeting.
- (f) The Board may extend an invitation to any person or representative of a corporation it deems appropriate to attend a Board meeting, provided that the invitee is not entitled to vote on matters.

10.6 President

- (a) The Board must, in accordance with rule 10.6(c), elect one of the Directors as President of the Board and the appointed Director will hold the office of President for a period of 2 years commencing from the date of appointment or commencing from the date otherwise determined by the Board (for the avoidance of any doubt, this rule allows the Board to appoint a President elect). Subject to rule 10.6(b), the appointed Director is eligible for reappointment as President.
- (b) A Director must not hold office as President for a continuous period of more than 4 years (2 terms of 2 years each). A Director who has held the office of President for a continuous period of 4 years is eligible to be appointed again as President provided that a period of 2 years has elapsed since the end of that Director's last term as President.
- (c) The election process for President is as follows:
 - (i) If there is only 1 candidate standing for election as President, then that Director must be elected President.
 - (ii) If there are 2 or more candidates standing for election as President, then the candidate that receives greater than 50% of the votes of the Board at a Board meeting will be elected as President.
 - (iii) If there are 2 or more candidates standing for election as President and 2 candidates (**Primary Candidates**) receive an equal percentage of votes at a Board meeting (**First Board Meeting**), then the following process must be followed:
 - (A) A second Board meeting must be arranged within 2 weeks of the First Board Meeting (**Second Board Meeting**).
 - (B) At the Second Board Meeting, a second vote will take place for President in respect of the Primary Candidates and the Primary Candidate that receives greater than 50% of the votes of the Board at the Second Board Meeting will be elected as President.
 - (C) If the Primary Candidates again receive an equal number of votes at the Second Board Meeting, then the Chief Executive Officer will have a final and casting vote, and the Primary Candidate who receives that final and casting vote will be elected as President.

- (iv) For the avoidance of any doubt, if a Primary Candidate withdraws their nomination to be President at any time before or at the Second Board Meeting, then the other Primary Candidate will be elected as President.
- (d) Subject to this Constitution, the President must preside as chairperson at each meeting of the Board.
- (e) The Directors present at a Board meeting must elect one of the Directors as chairperson of the meeting if:
 - (i) there is no President;
 - (ii) the President is not present within 15 minutes after the time appointed for the meeting; or
 - (iii) the President is present within that time but is unable or not willing to act as chairperson of the meeting.

10.7 Decisions of Directors

- (a) A Board meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board under this Constitution.
- (b) Subject to this Constitution, questions arising at a Board meeting must be decided by an ordinary resolution of the Directors present and entitled to vote, and an ordinary resolution passed by the Directors is for all purposes deemed a decision of the Board.
- (c) Where the votes on a proposed resolution are equal, the Chairperson does not have a casting vote in addition to his or her vote as a Director.

10.8 Minutes

- (a) The Secretary must cause minutes of all proceedings of the Board and of Committees to be taken and then to be entered, within 30 days after the relevant meeting is held, in a minute book kept for that purpose.
- (b) The Secretary must ensure that all minutes, except resolutions in writing treated as determinations of the Board, are signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

10.9 Resolutions in writing

- (a) The Directors may pass a circular resolution without a Board meeting being held.
- (b) A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 10.9(c).
- (c) Each Director may sign or otherwise agree to a circular resolution by:
 - (i) signing a single document setting out the resolution and containing a statement that they agree to the resolution;

- (ii) signing separate copies of a document setting out the resolution and containing a statement that they agree to the resolution, as long as the wording of the resolution is the same in each copy; or
- (iii) notifying the Company of their agreement to the resolution by post, electronic means or other method of written communication.
- (d) A resolution in writing may consist of several documents in like form, each signed or otherwise agreed by one or more Directors and if so agreed, it takes effect on the latest date on which a Director signs or otherwise agrees to the resolution in the manner set out in rule 10.9(c).

10.10 Validity of acts

An act done by a person acting as a Director or at a Board or a Committee meeting attended by a person acting as a Director, is not invalidated merely because of:

- (a) a defect in the appointment of the person;
- (b) the person being disqualified or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the Board (as applicable) when the act was done.

11. Secretary

- (a) The Company must have a Secretary at all times.
- (b) The Board must appoint and may terminate the appointment of the Secretary.
- (c) The Board may determine the terms and conditions of appointment and removal of a Secretary, including remuneration (if any).

12. Annual general meetings

12.1 Holding annual general meetings

The Company must hold an annual general meeting each year.

12.2 Business of annual general meetings

The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (a) confirmation of the minutes of the previous general meeting;
- (b) the consideration of the reports (if any) that are required under the ACNC Act;
- (c) the remuneration of the Directors (if any);
- (d) the appointment and remuneration of the Auditor (if any); and
- (e) asking questions about the management of the Company and asking questions of the Auditor (if any).

13. General meetings

13.1 Convening of general meetings by Directors

- (a) The Board may convene a general meeting of the Members at any time.
- (b) The Board must convene a general meeting if Voting Members with at least 5% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held.

13.2 Convening of general meetings by Members

The Voting Members of the Company may convene a general meeting of the Members provided that the requirements in sections 249E or 249F of the Corporations Act are satisfied.

13.3 Notice of general meeting

- (a) 21 days' notice of every general meeting convened under rules 13.1 or 13.2 must be given to:
 - (i) each Member;
 - (ii) each Director; and
 - (iii) the Auditor (if any).
- (b) A notice of general meeting must specify:
 - (i) the date, time and place of the meeting;
 - (ii) if the meeting is to be held in 2 or more places, or by using virtual meeting technology only, the technology that will be used to facilitate the meeting;
 - (iii) the general nature of the business to be transacted at the meeting;
 - (iv) if any Special Resolution is to be proposed at the meeting, the proposed Special Resolution set out in full; and
 - (v) any other matters required by the ACNC Act or Corporations Act.
- (c) The Board may extend an invitation to any person, corporation or other entity to attend a general meeting, provided that any invitee is not entitled to vote on matters.

13.4 Waiving notice

- (a) A person may waive notice of a general meeting by written notice to the Company or by attendance at the general meeting.

- (b) The non-receipt of notice of a general meeting, or a failure to give notice of a general meeting to any person or entity entitled to receive notice of a general meeting does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (i) the non-receipt or failure occurred by accident or error; or
 - (ii) before or after the meeting, the Member:
 - (A) waives notice of that meeting; or
 - (B) notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
 - (iii) the Member attends the meeting.

13.5 Postponing or cancelling a meeting

- (a) Subject to rule 13.5(b), the Board may change the venue for, postpone or cancel a general meeting at its own discretion by providing such notice to Members as the Board determines is reasonably practicable and appropriate in the circumstances.
- (b) If a general meeting is called and arranged to be held by the Voting Members, the Board may not cancel it without the consent of the Voting Members.

13.6 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of Voting Members is present.
- (b) A quorum for a general meeting is 30 Voting Members (rounded down to the nearest whole number).
- (c) For the purpose of determining whether a quorum is present under rule 13.6(b), a person attending as a Nominee or proxy of a Voting Member is deemed to be a Member.
- (d) If a quorum is not present within 30 minutes after the time appointed for a general meeting, the meeting must be dissolved.

13.7 Proxies

- (a) A Voting Member may appoint a proxy in accordance with, and subject to, rules 13.7(b) to 13.7(h) inclusive.
- (b) A proxy may, but need not be, a Member of the Company.
- (c) A proxy may be appointed for:
 - (i) any number of general meetings; or
 - (ii) a particular general meeting.

- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy is taken to confer authority:
 - (i) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to speak to any proposed resolution on which the proxy may vote;
 - (iii) to demand or join in demanding a poll on any resolution on which the proxy may vote;
 - (iv) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (v) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the office of chairperson or to adjourn the meeting;
 - (vi) to act generally at the meeting; and
 - (vii) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the rescheduled or adjourned meeting or at the new venue.
- (e) If the Company has approved a form for the appointment of a proxy by a Voting Member, the appointing Voting Member must use that form.
- (f) A proxy is not entitled to vote on a show of hands (but this does not prevent a Voting Member appointed as a proxy from voting as a Voting Member on a show of hands).
- (g) Subject to any other rule in this rule 13.7, a proxy is entitled to a separate vote for each Voting Member the person represents, in addition to any vote the person may have as a Voting Member in his or her own right.
- (h) The appointment of a proxy is revoked by the appointor attending and taking part in the general meeting.
- (i) The following clauses will apply in respect of an Associate Member:
 - (i) An Associate Member may appoint a proxy and such proxy may be appointed for any number of general meetings or for a particular general meeting.
 - (ii) A proxy may, but need not be, a Member of the Company.
 - (iii) A proxy appointed by an Associate Member only has the right to attend and be heard at the applicable general meeting, consistent with rule 6.5(c), but has no other rights whatsoever.
 - (iv) The appointment of a proxy is revoked by the appointor attending the general meeting.

- (v) If the Company has approved a form for the appointment of a proxy by an Associate Member, the appointing Associate Member must use that form.

13.8 Electronic voting

- (a) The Board may decide that a Voting Member who is entitled to attend and vote on a resolution at a general meeting may cast their vote:
 - (i) in real time during the general meeting by electronic means; or
 - (ii) in advance of the general meeting by recording their vote with the Company using electronic or other means.
- (b) Where the Board has determined that a Voting Member may lodge an electronic vote, the Board must make policies and procedures (consistent with this rule 13.8 and the Corporations Act) for the casting of electronic votes, including in respect of:
 - (i) the form, method and manner of voting by electronic means; and
 - (ii) when electronic votes must be received by the Company to be valid and effective.

13.9 Resolutions put to the vote

- (a) The Directors may decide the manner in which voting is to take place at a general meeting which may include by a show of hands or by electronic means or a combination of both.
- (b) In the absence of a determination under rule 13.9(a), a resolution put to the vote at any general meeting must be resolved by the Voting Members on a show of hands unless a poll is demanded under rule 13.10.
- (c) Before a vote is taken, the Chairperson must inform the meeting whether any electronic or proxy votes have been received and how the electronic or proxy votes are cast.
- (d) Except where stipulated by law or the rules of this Constitution, a resolution put to a vote at a general meeting is to be decided by an ordinary resolution of the votes cast by the Voting Members entitled to vote at the general meeting either:
 - (i) in person;
 - (ii) by electronic means; or
 - (iii) by proxy.
- (e) Where the votes on a proposed resolution are equal, the Chairperson of the meeting does not have a casting vote in addition to his or her vote as a Voting Member (if applicable).
- (f) A challenge to a right to vote at a general meeting:
 - (i) may only be made at the general meeting; and

- (ii) must be determined by the Chairperson, whose decision is final.
- (g) A vote not disallowed by the Chairperson of a meeting under this rule is valid for all purposes.
- (h) If a poll is not duly demanded under rule 13.10(a), a declaration by the Chairperson which reflects a show of hands, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the result of the vote on a particular resolution. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded for or against a resolution.

13.10 Resolutions put to a poll

- (a) A poll may only be demanded by:
 - (i) the Chairperson of the meeting;
 - (ii) at least 2 Voting Members present in person or by their proxy or Nominee; or
 - (iii) Voting Members present in person and representing at least 5% of the total votes that may be cast on the resolution on a poll.
- (b) The demand for a poll may be withdrawn.
- (c) If a poll is duly demanded at a general meeting, it must be carried out as a vote by secret ballot.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business, except the question on which the poll has been demanded.
- (e) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (f) Rules 13.9(c) to 13.9(g) (inclusive) apply to any vote undertaken by a poll.

13.11 Chairperson of general meetings

- (a) Subject to this Constitution, the Director elected as President of the Board must preside as chairperson at each general meeting.
- (b) The Directors present at the meeting must elect one of the Directors as chairperson of the meeting if:
 - (i) there is no President;
 - (ii) the President is not present within 30 minutes after the time appointed for the meeting; or
 - (iii) the President is present within that time but is not willing or able to act as chairperson of the meeting.

- (c) Subject to the terms of this Constitution, a ruling of the Chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final.
- (d) The Chairperson may expel a Member or any Director from a general meeting if the Chairperson reasonably considers that the Member's or Director's conduct is inappropriate behaviour, including:
 - (i) the use of offensive or abusive language which is directed to any person, object or thing; and
 - (ii) attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance.

13.12 Resolutions in writing

- (a) Subject to rule 13.12(b), a resolution in writing signed by each of the Voting Members and containing a statement that they are in favour of the resolution is valid as if it had been passed at a duly convened general meeting.
- (b) A resolution in writing cannot be used:
 - (i) for a resolution to remove the Auditor, appoint a Director or remove a Director;
 - (ii) for passing a Special Resolution; or
 - (iii) where the Corporations Act or this Constitution requires a meeting to be held.
- (c) A resolution in writing may consist of several documents in like form, each signed by one or more of the Voting Members and if so signed, it takes effect on the latest date on which a Voting Member signs one of the documents.
- (d) A document generated by electronic means which purports to be a facsimile of a resolution of the Voting Members is to be treated as a resolution in writing.
- (e) A document bearing a facsimile or e-mail of a signature is to be treated as signed and an e-mail approving a resolution is also to be treated as a signature.

13.13 Auditor's right to be heard

The Auditor (if any) is entitled to attend and be heard at a general meeting on any part of the business of that meeting that concerns the Auditor (if any) in their professional capacity.

13.14 Use of technology at general meetings

Subject to the Corporations Act:

- (a) the Company may hold a general meeting at 2 or more venues, or by using virtual meeting technology only, using any technology that gives the Members entitled to be heard at a general meeting a reasonable opportunity to participate as determined by the Directors; and

- (b) if, before or during the general meeting, a technical difficulty occurs which means that one or more Members cease to participate, the Chairperson may adjourn the general meeting until the difficulty is remedied or may, if a quorum of Voting Members remains present, continue with the general meeting.

13.15 Adjourning general meetings

- (a) The Chairperson of a general meeting may, and must if so directed by the Voting Members, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (c) Where a meeting is adjourned, the Directors may change the venue for, postpone or cancel the adjourned meeting, unless the meeting was called and arranged to be held under the Corporations Act.
- (d) Any resolutions or Special Resolutions passed at the adjourned meeting take effect on the date of the adjourned meeting.

13.16 Minutes

- (a) The Secretary must cause proper minutes of all proceedings of general meetings to be taken and then to be entered within 30 days after the holding of each general meeting in a minute book kept for that purpose.
- (b) The Secretary must ensure that all minutes are checked and signed as correct by the Chairperson of the general meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting.
- (c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the general meeting to which they relate (in this rule called "the meeting") was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (d) During business hours all Members have the right to inspect signed minutes of general meetings.

14. Committees

14.1 Establishment of Committees

The Board may establish Committees to advise the Company on any matter relating to the Company.

14.2 Composition and role of Committees

Unless inconsistent with this Constitution, the Board may:

- (a) appoint and remove Committee members, or make provision for the appointment and removal of Committee members;
- (b) determine the responsibilities and powers of any Committee; and
- (c) make and amend the rules governing the proceedings and conduct for each Committee.

15. Chief Executive Officer

- (a) The Board may appoint a Chief Executive Officer who is responsible for the day to day management of the business and affairs of the Company and has the powers and undertakes the responsibilities as determined and in the manner determined by the Board.
- (b) The Chief Executive Officer will be remunerated in the manner and amounts as the Board determines.

16. Dispute resolution

- (a) The dispute resolution procedure set out in this rule 16 applies to disputes arising in relation to this Constitution between a Director, a Member or the Company.
- (b) The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days of the date of the meeting, arrange to hold a meeting in the presence of a registered mediator.
- (d) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (e) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (f) The mediator must not determine the dispute.
- (g) The mediation must be confidential and without prejudice.

17. Directors' indemnity and insurance

17.1 Indemnity and insurance

To the extent permitted by law, the Company:

- (a) must indemnify each Relevant Officer against:
 - (i) a Liability of that person; and
 - (ii) Legal Costs of that person;
- (b) may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in relation to Legal Costs of that person;
- (c) must pay, or agree to pay, a premium for a contract insuring (including appropriate runoff insurance) a Relevant Officer against:
 - (i) a Liability of that person; and
 - (ii) Legal Costs of that person; and
- (d) may enter into an agreement or deed with a Relevant Officer under which the Company must do all or any of the following:
 - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
 - (ii) indemnify that person against any Liability of that person;
 - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in relation to Legal Costs of that person; and
 - (iv) keep that person insured in relation to any act or omission by that person while a Relevant Officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

17.2 No limits

Nothing in rule 17:

- (a) affects any other right or remedy that a person to whom those rules apply may have in relation to any loss or liability referred to in those rules; or
- (b) limits the capacity of the Company to indemnify or provide insurance for any person to whom those rules do not apply.

18. Accounts audit and records

18.1 Accounts

- (a) The Board must cause proper accounting and other records to be kept in respect of the Company under all applicable laws.

- (b) The Company must prepare a financial report for each Accounting Period under all applicable laws.

18.2 Auditor

- (a) The Company must have its financial report (including any documents required to be attached to or prepared with the financial report) audited if required by law.
- (b) The remuneration of the Auditor must be fixed by the Board.

19. Records and rights of inspection by Member

- (a) Unless otherwise determined by the Board, the Members are entitled to inspect only those documents of the Company required to be available for inspection under the Corporations Act or the ACNC Act.
- (b) The Board may determine at what time and place a Member is entitled to inspect Company documents and under what conditions.

20. Notices

- (a) Subject to this rule, a notice is anything written to or from the Company under any rule in this Constitution.
- (b) Written notice under this Constitution may be given to the Company by:
 - (i) delivering it to the Company's registered office;
 - (ii) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided; or
 - (iii) sending it to an email or other electronic address notified by the Company.
- (c) Written notice under this Constitution may be given to a Member or officer of the Company:
 - (i) by delivering it to them in person;
 - (ii) by posting it to, or leaving it at, in respect of:
 - (A) a Member, at the address of the Member recorded in the Register of Members, or such alternative address nominated by the Member; or
 - (B) an officer, the address nominated by the officer for service of notices;
 - (iii) sending it to an email address nominated by the Member or officer for service of notices; or

- (iv) by notifying the Member or officer at an email or other electronic address nominated by them as a means of receiving notices, that the notice is available at a specified place or address approved by the Board (including an electronic address, an electronic link to any website, document or attachment to the electronic address).
- (d) A notice is taken to be given when:
 - (i) delivered in person, or left at the recipient's address, on the day it is delivered;
 - (ii) sent by post, on the third day after it is posted;
 - (iii) sent by email, on the Business Day it was sent or if it was not sent on a Business Day, on the first Business Day immediately following the day it was sent; and
 - (iv) if given under rule 20(c)(iv), on the first Business Day immediately after the notification that the notice is available was sent.

21. Amending this Constitution

This Constitution may be amended by a Special Resolution of the Voting Members.

22. By-laws and regulations

- (a) The Directors may pass a resolution to make, amend, replace or delete By-laws or regulations to give effect to this Constitution, including regulations in respect of the Research Fund.
- (b) By-laws and regulations are binding on the Company, its officers and Members.

23. Winding up

23.1 General winding up

- (a) The Company may resolve to wind up by Special Resolution of the Voting Members.
- (b) If upon the winding up of the Company there remains, after satisfaction of all its debts and liabilities, any assets, the assets must not be paid to or distributed among the Members but must be transferred to one or more institutions, funds or authorities which:
 - (i) have objects similar to the Objects;
 - (ii) is a Registered Charity;
 - (iii) is a Deductible Gift Recipient; and
 - (iv) prohibit distribution of its income and property among its members and directors to an extent at least as great as is imposed on the Company by rule 4.2.

23.2 Distribution of assets on loss of endorsement

If, upon the revocation of the Company's endorsement as a Deductible Gift Recipient, there remains, after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or Contributions, they must not be paid to, or distributed among, the Members, but must be transferred to one or more institutions, funds or authorities which:

- (a) have objects similar to the Objects;
- (b) is a Registered Charity;
- (c) is a Deductible Gift Recipient; and
- (d) prohibit distribution of its income and property among its members and directors to an extent at least as great as is imposed on the Company by rule 4.2.

23.3 Other

- (a) The identity of the institutions, funds or authorities referred to in rule 23.1(b) 23.2 must be decided by Special Resolution of the Voting Members.
- (b) Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.

Schedule 1 – Example 1

Person A is appointed as a Director on 1 July 2025. Person A is reappointed as a Director at the second annual general meeting following Person A's appointment, which was held on 1 July 2027. Following the expiration of Person A's second term, Person A has served as a Director for a continuous period of 4 years, ending on 1 July 2029.

Person A is reappointed as a Director for a third term at the annual general meeting which takes place on 1 July 2029. Also on 1 July 2029, person A is appointed as the President.

Person A serves their first 2 year term as President which ends at the conclusion of 30 June 2031. At this time, Person A has served as a Director for 6 continuous years and under rule 9.3(c), is not eligible to serve as a Director for a further term.

However, under rule 9.3(d)(i), the period in which Person A has been President is not counted towards the continuous 6 year period in rule 9.3(c). Accordingly, as Person A has been President for 2 years, by virtue of the operation of rule 9.3(d)(i), Person A has only been a Director for a continuous period of 4 years.

Person A is reappointed as President for a second and final 2 year term under rule 10.6, commencing from 1 July 2031. As Person A has been appointed President for a second and final 2 year term, under rule 9.4(b), Person A is deemed to be appointed as a Director by the Directors for a term of 2 years without the need for the Members to appoint Person A as a Director.

In addition, because Person A has served as President for a period of at least 2 years, rule 9.3(d)(ii)(A) has operation meaning that, at the conclusion of Person A's second and final 2 year term as President, Person A is eligible to be a Director for a continuous period of 6 years. If Person A is appointed as a Director commencing from 1 July 2033 following the expiration of their second and final 2 year term as President, then Person A is eligible to be a Director until the conclusion of 30 June 2039 under rule 9.3(c).

Schedule 2 – Example 2

Person B is appointed as a Director on 1 July 2025.

On 1 July 2026, Person B is appointed as the President.

At the second annual general meeting following Person B's appointment as a Director, Person B is reappointed as a Director for a second term commencing on 1 July 2027.

On 1 July 2027, Person B resigns as President.

On 1 July 2027, Person B has been a Director for a continuous period of 2 years and been President for a period of 1 year.

As Person B has been President for a period of 1 year, rule 9.3(d)(i) has operation meaning that the 1 year period in which Person B was President is not counted towards the continuous 6 year period in rule 9.3(c).

Accordingly, for the purposes of the continuous 6 year rule in 9.3(c), Person B has only been a Director for 1 year meaning that Person B is eligible to be a Director continuously until 1 July 2032.

Assuming that Person B is a Director continuously until 1 July 2032, rule 9.3(c) requires that 2 years must have elapsed before Person B is eligible to be appointed as a Director again.

However, as Person B has been a President for 1 year, rule 9.3(d)(ii)(B) has operation meaning that the 2 year period in rule 9.3(c) is reduced by 1 year (the period in which Person B was President).

Accordingly, Person B is eligible to be appointed as a Director as from 1 July 2033.

Schedule 3 – Transitional Provisions

1. For the purposes of these Transitional Provisions:
 - (a) **Effective Date** means the date this Constitution is adopted by Special Resolution of the Members; and
 - (b) terms defined in the Constitution and used in these Transitional Provisions will have those defined meanings.
2. With respect to those persons holding office as a Director at the Effective Date, the following provisions apply:
 - (a) Each Director listed in column 1 of Table A will retire and vacate their office as a Director as at the date listed in column 2 of Table A against each of their names, without prejudice to their opportunity to be re-appointed to office, subject to the provisions of the Constitution.
 - (b) For the purposes of calculating whether a Director has reached their maximum continuous 6 year term of office under rule 9.3(c), the date listed in column 3 of Table A against each of their names is deemed to be the start date of each Director's first term as a Director.
 - (c) The President listed in column 1 of Table B:
 - (i) is the President on and from the Effective Date and is deemed to be elected President under rule 10.6;
 - (ii) will retire and vacate their office as President as at the date listed in column 2 of Table B (without prejudice to their opportunity to be re-appointed to office, subject to the provisions of the Constitution) and that date will be deemed to be the end of the President's first 2 year term as President for the purposes of rule 10.6(a);
 - (iii) on the assumption that such President is re-appointed for a further 2 year term as President under rule 10.6 (and therefore, a further 2 year term as a Director under rule 9.4(b)), will reach their maximum continuous 4 year term of office as President under rule 10.6(b) and will retire and vacate their office as a Director (without prejudice to their opportunity to be re-appointed to the office of Director, subject to the provisions of the Constitution) as at the date listed in column 3 of Table B; and
 - (iv) for the purposes of calculating whether such President (as a Director) has reached their maximum continuous 6 year term of office under rule 9.3(c) (which calculation is subject to rule 9.3(d) and any other relevant provisions of the Constitution), the date listed in column 4 of Table B is deemed to be the start date of the President's first term as a Director.

TABLE A		
Column 1	Column 2	Column 3
Name of Director	Deemed date of retirement from office as a Director under rule 9.3(b)	Start date of first term as a Director
Angelica Merlot	26/11/2026	28/11/2024
Chantal Bagnato	26/11/2026	23/11/2021 (note: 1 year served as President in current period)
Conor McCafferty	27/11/2025	08/12/2023
Dona Jayakody	26/11/2026	19/11/2020
Emily Colvin	27/11/2025	19/11/2020
Emma Solly	26/11/2026	28/11/2024
Eric Chow	26/11/2026	28/11/2024
Jocelyne Mulangala	26/11/2026	28/11/2024
Marloes Dekker Nitert	27/11/2025	08/12/2023
Razia Zakarya	27/11/2025	08/12/2023

TABLE B			
Column 1	Column 2	Column 3	Column 4
Name of President	Date of retirement from office as President under rule 10.6(a)	Date of 4 year maximum continuous term of office as President being reached under rule 10.3(b)	Start date of first term as a Director
Tony Kenna	26/11/2026	23/11/2028	19/11/2020