

## Annexure A

# Constitution

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## Australia and New Zealand Sarcoma Association Limited

ABN 73 132 759 525

Adopted by the members by special resolution on 12 October 2018



### **KPMG Law**

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Liability limited by a scheme approved under Professional Standards Legislation

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# Constitution

## **Australia and New Zealand Sarcoma Association Limited**

### **A company limited by guarantee.**

#### **1 Company's name**

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The name of the Company is the Australia and New Zealand Sarcoma Association Limited.

#### **2 Company's purposes**

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The Company is established to be a non-profit charitable organisation with the purpose of paying and applying its income and property in order to improve the survival of patients affected by sarcoma and related tumours by establishing and fostering:

- (a) a collaborative network of dedicated specialist sarcoma units providing expert clinical care and conducting research into these diseases;
- (b) an education program to raise awareness, exchange ideas and disseminate scientific and clinical knowledge among professionals;
- (c) strategies to encourage and advance the quality of research;
- (d) a national, integrated clinical database;
- (e) advocacy in respect of public and government awareness of these diseases and access to the best available treatment; and
- (f) partnerships with other peak bodies leading the treatment, research and funding support for these diseases.

#### **3 Company's powers**

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Solely for carrying out the Company's purposes, without limiting the Company's powers under the Corporations Act, the Company may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships, personal or public appeals or in any other manner;
- (b) provide funds, facilities or other material benefits;
- (c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
- (d) engage or dismiss any employee, agent, contractor or professional person;
- (e) accept and undertake trusteeships, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (f) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (g) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (h) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;

- (i) construct, improve, maintain, develop, work, manage and control real or personal property;
- (j) enter into contracts and deeds;
- (k) appoint an attorney or agent with powers (including the power to sub-delegate) and on terms the Company thinks fit, and procure registration or recognition of the Company in any other country or place;
- (l) enter into arrangements with any government or authority;
- (m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Company's property (both present and future) and purchase, redeem or pay off those securities;
- (n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (o) print and publish information in hard copy or by electronic means;
- (p) accept any gift of real or personal property, whether subject to any special trust or not and decline to accept any gift;
- (q) appoint patrons of the Company;
- (r) make donations for charitable purposes;
- (s) arrange conferences, meetings and other forums; and
- (t) do all other things that are incidental or conducive to carrying out the Company's purposes.

## 4 Not for profit

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### 4.1 Application of the Company's income and property

- (a) The Company's income and property must be applied solely towards promoting the Company's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member or director.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

### 4.2 Payments of directors' fees

No directors' fees may be paid to the directors.

### 4.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the Company; or
- (b) a service rendered to the Company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the Company, where:
  - (1) the provision of the service has the prior approval of the directors; and
  - (2) the amount payable is not more than an amount that commercially would be reasonable payment for the service.

## 5 Membership

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### 5.1 Application

- (a) The members are:
  - (1) the directors;
  - (2) those persons listed in the Company's Register of Members from time to time; and
  - (3) any other persons the directors admit to membership in accordance with this constitution.
- (b) In order to become a member of the Company, a person (except for the directors, who are automatically admitted to membership upon their appointment as a director of the Company) must apply for membership in the form and manner outlined in this rule 5.1(b), as follows:
  - (1) complete the membership application form as available on the Company's website (**Membership Application Form**); and
  - (2) upload the Membership Application Form to the relevant portal on the Company's website or otherwise provide the Membership Application Form to the Company by way of email or post,  
or by any other means approved by way of resolution of the directors.
- (c) Following receipt of a completed Membership Application Form, the directors (or a delegate approved by the directors) must consider the application at the next meeting of the Board after its receipt and determine, in the Board's discretion, the admission or rejection of the applicant. The directors need not give any reason for rejecting an application or granting a particular category of membership to the applicant.
- (d) If an applicant is accepted for membership to the Company, the Board must notify the applicant of admission in the form of a receipt for the applicable membership fee, if any, or in such other form as the Board determines.
- (e) All members admitted to membership by the Board will be added to the Register of Members.
- (f) The number of members with which the Company proposes to be registered is unlimited.

### 5.2 Classes of Membership

The Company shall have four classes of membership, unless the Company in general meeting increases or decreases that number. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- (a) **Ordinary Member:** Limited to accepted qualified clinicians and researchers, resident in Australia or New Zealand who demonstrate significant interest in the problems of sarcoma and related tumours. Applicants for Ordinary Membership must be Ordinary Members or Fellows (as defined) of their respective specialist professional associations in Australia or New Zealand or equivalent bodies as determined by the directors. Consumer and patient advocates, and those from non-clinical backgrounds that have a vested interest in sarcoma research and wish to contribute to the aims of the Company are also eligible to be Ordinary Members. An Ordinary Member must demonstrate continuing interest in the subject and affairs of the Company and is expected to devote a significant component of their professional activity towards the research, science or treatment of connective tissue tumours or sarcoma. An Ordinary Member may attend meetings, vote and hold office in the Company. Ordinary Members shall pay annually such membership fees as determined by the directors.

- (b) **Associate Member:** An Associate Member may be any person resident in Australia or New Zealand, not eligible for Ordinary Membership, who in the judgment of the directors is making significant contributions to the study and/or treatment of connective tissue tumours or sarcoma. Persons who are taking part in a Fellowship or other training programme concerning the treatment of sarcoma shall be entitled to be an Associate Member. Trainee clinicians and researchers may apply for Ordinary Member status upon achieving specialist recognition or equivalent as determined by directors. An Associate Member may attend annual meetings and participate in discussions but shall not have voting rights and cannot be a candidate for elected office or committee appointments. An Associate Member shall annually pay such membership fees as determined by the directors.
- (c) **Life Members:** A Life Member may be any person resident in Australia and New Zealand who was an Ordinary Member or an Associate Member for at least five years, and who has made a significant contribution to the Company's purposes during the term of their membership. Life members will pay an annual membership fee and have a right to vote. Upon the five year anniversary of an Ordinary Member or Associate In addition, an individual may also be eligible for Life Membership if they have retired from their practice as a qualified clinician or researcher but hold or previously held a position as an Ordinary Member or Fellow (as defined) of their respective specialist professional associations in Australia or New Zealand or equivalent bodies as determined by the directors, and hold a continuing interest in the subject and affairs of the Company. Applications for Life Members will be considered by the Board.
- (d) **Corresponding Members:** A Corresponding Member may be any person who would be eligible for Ordinary Membership or Associate Membership with the Company, but for the fact that they are not resident in either Australia or New Zealand. A Corresponding Member may attend meetings and participate in discussions but shall not have voting rights and cannot be a candidate for elected office or committee appointments.

### 5.3 Roll of Active Members

- (a) The Company may publish from time to time, as seen fit by the directors, either electronically or in hard print, a list of Active Members.
- (b) Active Members shall be limited to Ordinary Members and Life Members.
- (c) Active Members are obliged to attend the Annual Scientific Meeting of the Company every year unless dispensation is approved by the Directors.

## 6 When membership ceases

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### 6.1 Death, resignation and other events

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the secretary of the Company;
- (c) ceases to be a director;
- (d) becomes of unsound mind or the person is, or their estate is, liable to be dealt with in any way under a law relating to mental health;
- (e) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (f) is expelled under rule 6.2; or
- (g) becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.

## 6.2 Expulsion

- (a) The directors may by resolution expel a member who is not a director from the Company if, in their absolute discretion, they decide it is not in the interests of the Company for the person to remain a member.
- (b) If the directors intend to consider a resolution under rule 6.2(a), at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and
  - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

## 7 Liability of member

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The liability of the members is limited to the amount of the guarantee given in rule 8.

## 8 Guarantee by member

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Every member must contribute an amount not more than \$50.00 to the property of the Company if the Company is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the Company's debts and liabilities contracted before the time he or she ceased to be a member; and
- (b) costs, charges and expenses of winding up.

## 9 Winding up

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- (a) If, on the winding up or dissolution of the Company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
  - (1) that is charitable at law;
  - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and
  - (3) gifts to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a health promotion charity under item 1.1.6 of the table in section 30-20.
- (b) The identity of the institution referred to in rule 9(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the Company and, if the members do not decide, by the Supreme Court of the state or territory in which the Company is registered.

## 10 Establishment and operation of Gift Account

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### 10.1 Maintaining a Gift Account

The Company must maintain a management account (**Gift Account**):

- (a) to identify and record Gifts and Deductible Contributions;



- (b) to identify and record any money received by the Company because of those Gifts and Deductible Contributions; and
- (c) that does not record any other money or property.

## **10.2 Limits on use of Gift Account**

The Company must use the Gift Account only for its principal purpose.

## **10.3 Revocation of deductible gift recipient endorsement**

- (a) Upon:
  - (1) the winding up of the Company; or
  - (2) the Company ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97,  
whichever is earlier, any surplus Gifts and Deductible Contributions and money received by the Company because of those Gifts and Deductible Contributions must be transferred to an institution:
    - (3) which is charitable at law;
    - (4) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and
    - (5) gifts to which are deductible under Division 30 of ITAA 97 on the basis that it is characterised as a health promotion charity as described in item 1.1.6 of the table in section 30-20.
- (b) The identity of the institution referred to in rule 10.3(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the Company and, if the members do not decide, by the Supreme Court of the state or territory in which the Company is registered.

## **10.4 Receipts**

Receipts for Gifts or Deductible Contributions must state the information required in the applicable provisions of section 30-228 of the ITAA 97.

## **11 Altering this constitution**

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The Company must not pass a special resolution altering the constitution in accordance with the Corporations Act, if, as a result, the Company will cease to be a charity.

## **12 Accountability to members**

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### **12.1 Accountability to members**

- (a) The Company must be accountable to the members within the terms of the law, including, as applicable, the Corporations Act, the Australian Charities and Not-for-profit Commission Act and this constitution.
- (b) The directors may decide the manner in which the Company will be accountable to the members and the manner in which they will provide an adequate opportunity for members to raise any concerns about the governance of the Company.

### **12.2 Annual General Meetings**

- (a) A general meeting, called the annual general meeting, must be held once in every calendar year at such time and place as may be determined by the directors (**Annual General Meeting**).

- (b) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members of the Company to ask questions about and make comments on the management of the Company.

### **12.3 Calling general meetings**

- (a) The directors may, at any time, call a general meeting.
- (b) If members who are entitled to vote with at least 5% of the votes that may be cast at a general meeting make a written request to the Company in accordance with section 249D of the Corporations Act for a general meeting to be held, the directors must:
  - (1) within 21 days of the members' request, give all members notice of a general meeting, and
  - (2) hold the general meeting within 2 months of the members' request.
- (c) The percentage of votes that members have (in rule 12.3(b)) is to be calculated as at midnight on the day before the members request the meeting.
- (d) The members who make the written request for a general meeting must:
  - (1) state in the request any resolution to be proposed at the meeting;
  - (2) sign the request; and
  - (3) give the request to the Company.
- (e) Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

### **12.4 General meetings called by members**

- (a) Members who are entitled to vote with more than 50% of the votes of all of the members who are entitled to vote, who make a request under rule 12.3(b), may call and arrange to hold a general meeting if the directors do not do so within 21 days after the request is given to the Company in accordance with section 249E of the Corporations Act.
- (b) To call and hold a meeting under rule 12.3(b) the members must:
  - (1) as far as possible, follow the procedures for general meetings set out in this constitution;
  - (2) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost; and
  - (3) hold the general meeting within three months after the request was given to the Company.
- (c) The Company must pay the members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

### **12.5 Notice of general meetings**

- (a) Notice of every general meeting must be given in any manner authorised by rule 18 not less than 21 clear days prior to the general meeting to:
  - (1) every member entitled to attend, except a member who has not supplied the Company with an address in Australia or New Zealand for giving notices; and
  - (2) each director.
- (b) No other person is entitled to receive notice of general meetings, unless required by law.
- (c) A notice of a general meeting must:
  - (1) specify the date, time and place of the meeting; and
  - (2) except as provided by the Corporations Act, state the general nature of the business to be transacted at the meeting.

- (d) A person may waive notice of a general meeting by written notice to the Company.
- (e) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule does not invalidate anything done or resolution passed at the general meeting if:
  - (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the person has waived or waives notice of that meeting under rule 12.5(d), or has notified or notifies the Company of the person's agreement to that thing or resolution by written notice to the Company.
- (f) A person's attendance at a general meeting waives any objection that person may have to:
  - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
  - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

## **12.6 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 members who are entitled to vote is present when the meeting proceeds to business.
- (b) A quorum consists of at least 5 members entitled to vote and who are present in person or in proxy at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 12.6(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

## **12.7 General meetings by technology**

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

## **12.8 Chairperson of general meetings**

- (a) The chairperson of directors must preside as chairperson at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If there is no chairperson of directors or both the conditions in rule 12.8(a) have not been met, the members present must elect another chairperson of the meeting.

- (c) A chairperson elected under rule 12.8(b) must be:
  - (1) another director who is present and willing to act; or
  - (2) if no other director present at the meeting is willing to act, a member who is present and willing to act.

## **12.9 Conducting and adjourning general meetings**

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, 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.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 12.9(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **12.10 Decisions of the members**

- (a) The directors may decide the manner voting is held at a meeting or, where a meeting is not required, by postal, electronic or any other means of voting.
- (b) Except where by law a resolution requires a special majority, resolutions must be decided by a majority of the votes cast by the members either in person or by proxy. Such a decision is for all purposes a decision of the members.
- (c) Where the votes on a proposed resolution are equal:
  - (1) the chairperson does not have a second or casting vote; and
  - (2) the proposed resolution is taken as lost.
- (d) A resolution put to the vote of a general meeting must be decided by members who are entitled to vote, on a majority vote, either by a show of hands, or if more than 20 members are present at a general meeting, any electronic means of processing votes that may be implemented by the Company acting reasonably in its absolute discretion unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll is demanded by:
  - (1) the chairperson of the meeting;
  - (2) at least 2 members present and with the right to vote on the resolution.
- (e) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll has been demanded.
- (f) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a vote been:
  - (1) carried;
  - (2) carried unanimously;
  - (3) carried by a particular majority; or
  - (4) lost,

and an entry to that effect in the book containing the minutes of the Company's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (g) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.
- (j) If the Company has only one member, the Company may pass a resolution by the member recording it and signing the record.

### **12.11 Voting rights**

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, every member has one vote (except for 'Corresponding Members' who shall have no entitlement to vote).
- (b) A proxy (if any), attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (c) If the directors decide, direct voting may be permitted in addition to or instead of proxy voting. The directors must decide the manner direct votes are to be given.
- (d) An objection to the qualification of a person to vote must be:
  - (1) raised before the vote objected to is counted; and
  - (2) referred to the chairperson, whose decision is final.
- (e) A vote not disallowed by the chairperson under rule 12.11(d) is valid for all purposes.

### **12.12 Representation at general meetings**

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote as decided by the directors:
  - (1) in person or, where a member is a body corporate, by its representatives;
  - (2) by one proxy (if permitted);
  - (3) by one attorney; or
  - (4) by direct vote (if permitted).
- (b) A proxy, attorney or representative may, but need not, be a member of the Company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

### **12.13 Authority of a proxy, attorney or representative**

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
  - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this constitution; and
  - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Corporations Act has been given.
- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative on how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
  - (1) 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;

- (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
  - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) Subject to rule 12.13(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed, or a certified copy of the authority, are:
  - (1) received at the registered office of the Company, a fax number at the Company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
  - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (3) in the case of a poll, produced when the poll is taken.
- (f) The directors may waive all or any of the requirements of rules 12.13(d) and 12.13(e) and in particular, may, on production of other evidence to prove the valid appointment or a proxy, attorney or representative required by the directors, accept:
  - (1) an oral appointment of a proxy, attorney or representative;
  - (2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 12.13(d); and
  - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or a power of attorney or other authority under which the instrument is signed.
- (g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or the authority under which the instrument was executed, if no written notice of the revocation has been received by the Company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative must be deposited, tabled or produced under rule 12.13(e).
- (h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

## 13 Directors

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### 13.1 Appointing and removing directors

- (a) The minimum number of directors of the Company is 5. The maximum number of directors is to be fixed by the directors, but may not be more than 12, unless the Company in general meeting resolves otherwise. The directors must not fix a maximum which is less than the number of directors in office at the time.

- (b) To assist the directors in their governance role and duties, the directors will adopt a board charter and board policies. The charter or policies may set out specific requirements in relation to amendments to those documents. Subject to the terms of any board charter or policy adopted by the directors on the composition of the Board, the directors may appoint any individual as a director, either to fill a casual vacancy or as an addition to the existing directors, provided:
- (1) the number of directors does not exceed the maximum number fixed under rule 13.1(a); and
  - (2) before appointing the director, that individual signs a consent to act as a director; and
  - (3) the director is not disqualified from managing a corporation under the Corporations Act nor disqualified from being a responsible entity under the ACNC Act.

## **13.2 Nomination of Directors**

- (a) A person, other than a Retiring Director, is not eligible for election as a director at a general meeting unless the person, or a member who intends to propose the person, has provided to the secretary of the Company a written notice signed by him or her:
- (1) giving the person's consent to the nomination; and
  - (2) stating either that the person is a candidate for the office of director or that the member intends to propose the person for election.
- (b) A person must be a current Ordinary or Life Member of the Company to be eligible for election as a director at a general meeting.
- (c) A notice given in accordance with rule 13.2(a) must be provided to the secretary of the Company at least 30 days before the relevant general meeting.
- (d) A written notice referring to all director vacancies and each candidate for election, must be sent to all members at least seven days before every general meeting at which an election of a director will take place.
- (e) If the number of candidates for the position of director exceed the number of vacant positions, a ballot list shall be prepared containing the names of the candidates for position as a director, in alphabetical order. Each member present in person or by proxy at the general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. The directors appointed to fill the vacant positions shall be those directors that receive the highest percentage of votes.
- (f) Where there is not a sufficient number of candidates nominated to meet the minimum number of directors required, the Board may fill the remaining vacancy or vacancies by way of a casual vacancy nominee.

## **13.3 Term of Office**

- (a) Directors shall be appointed for a term of three years. Directors that are appointed must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or three years, whichever is longer.
- (b) A Retiring Director, being a director that has reached the end of their three year term, may stand for re-election at the Annual General Meeting. Subject to the majority of the Board approving otherwise, a director will only be able to serve a maximum of three terms (being a total of nine years) as a director. Following the completion of the three terms, and unless the board resolves by a majority vote that a certain director be eligible to immediately stand for re-election for a fourth term only, a director must have a break of one year before that director may again stand for election.

- (c) At each Annual General Meeting one-third of the directors or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office. The directors to retire at each Annual General Meeting shall be those who have been longest in office since their last election but as between persons who became directors on the same day shall (unless they otherwise agree between themselves) be determined by a vote of the directors. Nothing in this rule shall prevent any other directors from retiring at an Annual General Meeting and seeking re-election.
- (d) A Retiring Director remains in office until the end of the Annual General Meeting and will be eligible for re-election at the meeting or deemed re-elected under this rule 13.3.

### **13.4 Vacation of office**

The office of a director becomes vacant:

- (a) in the circumstances outlined in the Corporations Act;
- (b) if the director becomes of unsound mind or a director is, or their estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) if the director is removed from office by resolution of the members;
- (d) if the director is disqualified from managing a corporation under the Corporations Act or disqualified from being a responsible entity under the ACNC Act;
- (e) except to the extent of a leave of absence granted by the directors, if the director fails to attend at least 3 consecutive meetings of the directors or at least 4 meetings over a period of 365 days; or
- (f) if the director resigns by written notice to the Company.

### **13.5 Casual vacancy**

- (a) Any casual vacancy created by a director vacating office may be filled by the directors passing a resolution by a majority of the Board appointing an additional director or directors.
- (b) Any person so appointed holds office only until the date of the annual general meeting immediately following their appointment.

### **13.6 Directors conflict of interest**

- (a) A director must disclose a perceived or actual material conflict of interest to the other directors.
- (b) Unless the directors otherwise decide and where permitted by law, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
  - (1) be present while the matter is being considered at the meeting; or
  - (2) vote on the matter.
- (c) The directors may make a policy or rules relating to disclosure of interests and subsequent requirements of the directors. Any policy or rules will bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the policy or rules.
- (d) A director is not disqualified from contracting or entering into an arrangement with the Company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (e) A contract or arrangement entered into by or on behalf of the Company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.



- (f) A director who is interested in an arrangement involving the Company is not liable to account to the Company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under this constitution, any policy or rules adopted by the directors, and under the Corporations Act and ACNC Act regarding that interest.
- (g) A director may hold any other office or position (except auditor) in the Company or related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the directors decide.

### **13.7 Powers and duties of directors**

- (a) The directors are responsible for carrying out the Company's purposes and for managing the Company's affairs in order to further the purposes.
- (b) The directors may exercise to the exclusion of the Company in general meeting all the Company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the Company in general meeting.
- (c) The directors must ensure they are aware of and comply with their duties as directors.
- (d) The directors must ensure the Company's financial affairs are managed in a responsible manner, including:
  - (1) deciding how payments are to be approved or executed by or on behalf of the Company; and
  - (2) ensuring the Company does not continue to operate while insolvent.
- (e) The directors may:
  - (1) appoint or employ an officer, agent or attorney of the Company with the powers, discretions and duties vested in or exercisable by the directors, on the terms the directors decide;
  - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (3) subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (f) A power of attorney may contain provisions for the protection and convenience of the attorney or persons dealing with the attorney that the directors think fit.

### **13.8 Proceedings of directors**

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.

- (e) If, before or during the 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 meeting.

### **13.9 Convening meetings of directors**

- (a) A director may convene a meeting of the directors whenever he or she thinks fit.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors.

### **13.10 Notice of meetings of directors**

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting; and
  - (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A director may waive the right to notice of a meeting of directors by notifying the Company to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate anything done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) the director has waived or waives notice of that meeting under rule 13.9(c) before or after the meeting;
  - (3) the director has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
  - (4) the director attended the meeting.
- (e) Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.

### **13.11 Quorum at meetings of directors**

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of at least 50% of directors who must be present at the meeting.
- (c) If there is a vacancy in the office of a director then, subject to rule 13.10(d), the remaining directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

### **13.12 Chairperson of directors**

- (a) A Chair will be elected by a majority vote of the directors and shall chair meetings of directors.

- (b) A Vice-Chair will be elected by a majority vote of the directors.
- (c) If the Chair is not present within 10 minutes after the time appointed for the meeting, or is unable or unwilling to act, the Vice-Chair shall chair the meeting.

### **13.13 Decisions of directors**

- (a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.
- (c) Where the votes on a proposed resolution are equal:
  - (1) the chairperson of the meeting does not have a second or casting vote; and
  - (2) the proposed resolution is taken as lost.

### **13.14 Written resolutions of directors**

- (a) A resolution is taken to have been passed by a meeting of directors if:
  - (1) all the directors (except any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Corporations Act from voting on the resolution in question) sign or consent to a written resolution; and
  - (2) the directors who sign or consent to the resolution would have constituted a quorum at a directors' meeting held to consider that resolution.
- (b) A director may consent to a resolution by:
  - (1) signing the document containing the resolution (or a copy of that document);
  - (2) giving to the Company at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the chairperson of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
  - (3) telephoning the secretary or the chairperson of directors and signifying assent to the resolution and clearly identifying its terms.

### **13.15 Minutes of meetings and minutes of resolutions**

- (a) The directors must ensure:
  - (1) minutes of general meetings, directors' meetings and committee meetings (including all resolutions proposed); and
  - (2) records of resolutions passed by members, directors and committees, without a meeting,are recorded and kept as part of the Company's records. The records must be made within one month after the relevant meeting is held or written resolution passed.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.

### **13.16 Committees of directors**

- (a) The directors may delegate any of their powers to one or more committees consisting of the number of directors and others as they think fit.
- (b) A committee to which powers have been delegated must exercise those powers delegated in accordance with directions given by the directors.
- (c) Provisions of this constitution that apply to meetings and resolutions of directors apply,

as far as they can, with any necessary changes, to meetings and resolutions of a committee of directors.

### **13.17 Delegation to individual directors**

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom powers have been delegated must exercise those powers delegated in accordance with directions given by the directors.

### **13.18 Validity of acts**

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the directors or the committee (as applicable) when the act was done:

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

## **14 Executive Directors and Chief Executive Officer**

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### **14.1 Executive directors**

Unless otherwise determined by the directors, there will be no executive directors of the Company.

### **14.2 Chief Executive Officer**

- (a) The directors may hold a meeting of directors to appoint a Chief Executive Officer (**CEO**) of the Company on such terms as are agreed between them.
- (b) The CEO will be appointed to carry out the key administrative functions of the Company. The CEO will not be a director of the Company and will carry out its functions separately from the Board. The CEO is not entitled to attend or vote at any meetings of the directors but may be present by invitation.
- (c) The CEO will report to the Board.

### **14.3 Secretary**

- (a) If required by the Corporations Act, there must be at least one secretary of the Company appointed by agreement of the directors for a term and on conditions agreed between the parties.
- (b) The secretary may also be the CEO of the Company.

### **14.4 Provisions that apply to all executive officers**

- (a) A reference in this rule 14.4 to an executive officer is a reference to the CEO and the secretary of the Company.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.
- (c) Subject to any contract between the Company and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
  - (1) confer on an executive officer the powers, discretions and duties (including

- any powers, discretions and duties vested in or exercisable by the directors) they think fit;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person when the act was done:
- (1) a defect in the person's appointment as an executive officer; or
  - (2) the person being disqualified to be an executive officer.

## 15 Executive Committee

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### 15.1 Members of the Executive Committee

The Executive Committee of the Company will comprise the following persons, and any other persons as agreed by the directors:

- (a) Chair;
- (b) Vice-Chair;
- (c) Chair of the Scientific Advisory Committee; and
- (d) Chair of the Orthopaedic Committee,

each an **Executive** of the Company.

### 15.2 Role of the Executive Committee

The role of the Executive Committee will be as detailed in the board charter of the Company as may be amended by the directors from time to time.

### 15.3 Election of the Executive Committee

- (a) **Chair:** the Chair is elected in accordance with rule 13.12 of this constitution.
- (b) **Vice-Chair:** the Vice-Chair is elected in accordance with rule 13.12 of this constitution.
- (c) **Secretary:** the Secretary is elected in accordance with rule 14.3 of this constitution.
- (d) **Chair of the Scientific Advisory Committee:** the Chair of the Scientific Advisory Committee will be a director of the Company that is elected by the Board of directors at a duly convened Board meeting to fill this position for any period of time that may be decided by the Board of directors, subject to rule 15.4.
- (e) **Chair of the Orthopaedic Committee:** the Chair of the Orthopaedic Committee will be a director of the Company that is elected by the Board of directors at a duly convened Board meeting to fill this position for any period of time that may be decided by the Board of directors, subject to rule 15.4.

### 15.4 Term of office

Subject to their ongoing appointment as a director of the Company (except in the case of the secretary) the Executives will hold office for a maximum period of three years terms. An Executive will only be able to serve a maximum of three terms (being a total of nine years) as an Executive.

Following the completion of the three terms, an Executive must have a break of one year before that Executive may again stand for election.

### **15.5 Duties of the Chair**

- (a) The Chair shall preside at all meetings of the Board and all general meetings of the Company.
- (b) The Chair may sign with the Secretary or any other proper officer of the Company authorised by the Board any deeds, mortgages, bonds, contracts or other instruments which the Board has authorised to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board or by this constitution or by the Corporations Act to some other officer or agent of the Company.
- (c) In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.
- (d) In the absence of the Chair or in the event of their inability or refusal to act the Vice-Chair shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.
- (e) Fulfil any other role as may be agreed in the board charter of the Company from time to time.
- (f) The Chair shall be a member (and chair) of the Executive Committee constituted under rule 16.

### **15.6 Duties of the Secretary**

- (a) The Secretary shall keep the minutes of the meetings of the members and of the Board, shall give all notices in accordance with provision of this constitution or as required by law, be custodian of the Company records and the seal of the Company and fix the seal of the Company to all documents the execution of which on behalf of the Company under its seal is duly authorised in accordance with this constitution.
- (b) The Secretary shall be responsible for managing the Company's Register of Members, including the email and postal addresses of members which will be furnished to the Secretary by each member.
- (c) In general, perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

### **15.7 Duties of the Chair of the Scientific Advisory Committee and the Chair of the Orthopaedic Committee**

- (a) The duties of the Chair of the Scientific Advisory Committee and the Chair of the Orthopaedic Committee will be as defined in the Company's board charter from time to time.

### **15.8 General Powers**

- (a) The Board may delegate the management and control of the Company to the Executive Committee which in addition to any powers and authorities conferred by this constitution may exercise all such powers and do all such things as are within the objects of the Company and are not by the Corporations Act or by this constitution required to be done by the Company in general meeting.
- (b) The Executive Committee shall have power to appoint such employees as are required to carry out the objects of the Company and shall appoint a public officer required by the Corporations Act.

### **15.9 Regular Meetings**

- (a) A regular annual meeting of the Executive Committee may be held without other notice than this rule at the same place as the Annual General Meeting of the Company.

- (b) The quorum is more than 50% of the members of the Executive Committee
- (c) The Executive Committee may provide by resolution the time and place for the holding of additional regular meetings of the Executive Committee without other notice than such resolution. The Executive Committee should hold at least six meetings per calendar year.

### **15.10 Special Meetings**

Special meetings of the Executive Committee may be called by or at the request of the Chair or any two (2) members of the Executive Committee. The person or persons authorised to call special meetings of the Executive Committee may fix any place as the place for holding any special meetings of the Executive Committee called by them.

### **15.11 Technology**

A meeting of the Executive Committee may be held at two or more venues using any technology that gives the Executive Committee a reasonable opportunity to participate.

## **16 Indemnity and insurance**

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### **16.1 Persons to whom the indemnity and insurance apply**

The indemnity and insurance referred to in this rule 16 applies to Indemnified Officers.

### **16.2 Indemnity**

- (a) The Company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Company.
- (b) This indemnity:
  - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the Company; and
  - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

### **16.3 Insurance**

The Company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the Company where the directors consider it appropriate to do so.

### **16.4 Savings**

Nothing in this rule 16:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom this rule 16 does not apply.

## **17 Financial Reports and Audit**

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- (a) The Board must cause the Company to keep written financial records that:

- (1) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance;
  - (2) would enable true and fair financial statements to be prepared and audited, and must allow a director and the auditor to inspect those records at all reasonable times.
- (b) The Company must appoint a properly qualified auditor whose duties will be regulated in accordance with the Corporations Act.
  - (c) A member who is not a director does not have any right to inspect any document of the Company except as authorised by the Board or by law.
  - (d) The financial year of the Company shall be the 12-month period commencing on 1 July and ending on 30 June in each year.

## 18 Notices

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### 18.1 Notices by the Company to members

The Company may give notices, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

### 18.2 Notices by the Company to directors

Subject to this constitution, a notice may be given by the Company to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) sending it to the fax number or electronic address supplied by the director to the Company for giving notices.

### 18.3 Notices by member or directors to the Company

Subject to this constitution, a notice may be given by a member or director to the Company by:

- (a) serving it on the Company at the registered office of the Company;
- (b) sending it by post in a prepaid envelope to the registered office of the Company; or
- (c) sending it to the principal fax number or the principal electronic address of the Company at its registered office.

### 18.4 Time of service

- (a) A notice properly addressed and posted is taken to be served:
  - (1) in the case of a notice of a general meeting, at 10.00am on the day after the date it was posted; or
  - (2) in any other case, at the time the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, the notice is taken as served at the time the fax is sent if the correct fax number appears on the fax report produced by the sender's fax machine.
- (c) Where a notice is sent by an electronic messaging system with a delivery verification



function, the notice is taken as served on generation of a delivery verification notice, log entry, or other confirmation by the electronic messaging system.

- (d) Where a notice is sent by email or other electronic messaging system (not covered by rule 18.4(c)), the notice is served on delivery to:
  - (1) the addressee's email or electronic messaging system account if the addressee is a natural person; or
  - (2) the corporation's computer systems if the addressee is a corporation.
- (e) If service under rules 19.4(b), 19.4(c) and 19.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

## **18.5 Other communications and documents**

Rules 19.1 to 19.4 (inclusive) apply, as far as they can, with any necessary changes, to the service of any communication or document.

## **18.6 Notices in writing**

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

## 19 Definitions and interpretation

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### 19.1 Definitions

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

| <b>Term</b>                      | <b>Meaning</b>   |
|----------------------------------|--|
| <b>ACNC Act</b>                  | the <i>Australian Charities and Not for Profit Commission Act 2012</i> (Cth) and all regulations.  |
| <b>Annual Scientific Meeting</b> | the Company will hold the annual Scientific Meeting to provide a forum for sarcoma experts from Australia, New Zealand and regionally to present research, conduct education sessions and engage in best practice discussions.   |
| <b>Business Day</b>              | a day on which banks are open for business in Melbourne excluding a Saturday, Sunday or a public holiday in that city.   |
| <b>Corporations Act</b>          | the <i>Corporations Act 2001</i> (Cth).  |
| <b>Deductible Contribution</b>   | a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the Company.  |
| <b>Gift</b>                      | a gift to the Company as described in item 1 of the table in section 30-15 of the ITAA 97.   |
| <b>Indemnified Officer</b>       | <ol style="list-style-type: none"><li>1 each person who is or has been a director or executive officer (within the meaning of rule 14.2(a)) of the Company; and</li><li>2 any other officers or former officers of the Company as the directors in each case decide.</li></ol> |
| <b>ITAA 97</b>                   | the <i>Income Tax Assessment Act 1997</i> (Cth).   |
| <b>Register of Members</b>       | means the list of members maintained by the Company in accordance with the requirements of the Corporations Act, as updated from time to time.   |
| <b>Registered Address</b>        | a member's address as notified to the Company by the member and recorded in the Company's records.   |
| <b>Retiring Director</b>         | a person who has been a director of the Company and has completed their three year term.   |

## 19.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting, all documents and other communications from the Company to its members;
- (b) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (d) a reference to writing and written includes printing, lithography, electronic means of writing (eg fax, email) and other ways of representing or reproducing words in a visible form;
- (e) the singular includes the plural and the plural includes the singular; and
- (f) headings and bold type are used for convenience only and do not affect the interpretation of this constitution.

## 20 Replaceable Rules and Operation of Corporations Act

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- (a) The provisions of this constitution displace each provision of a section or subsection of the Corporations Act that applies (or would apply but for this rule) to the Company.
- (b) While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.  

Note: Certain provisions of the Corporations Act do not apply to the Company if it is registered under the ACNC Act (Corporations Act, ss. 111K and 111L).
- (c) If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- (d) A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.