

# **CONSTITUTION OF THE SAX INSTITUTE**

**19 November 2010**

## TABLE OF CONTENTS

1.	NAME OF THE COMPANY.....	1
2.	INTERPRETATION.....	1
3.	REPLACEABLE RULES.....	1
4.	OBJECTS .....	1
5.	POWERS.....	2
6.	INCOME AND PROPERTY .....	5
7.	MEMBERS CONTRIBUTION.....	5
8.	WINDING UP.....	5
9.	ACCOUNTS .....	5
10.	PURPOSE OF COMPANY.....	5
11.	MEMBERSHIP.....	6
11.1	Number of Members .....	6
11.2	Initial Members .....	6
11.3	Classes of Membership .....	6
11.4	University Members.....	6
11.5	Ordinary Members .....	7
11.6	Associate Members .....	7
11.7	Form of Application for University Member .....	8
11.8	Form of Application for Ordinary Member.....	8
11.9	Board to Consider Applications.....	8
11.10	Notice to be given to Applicants.....	8
11.11	Cessation Of Membership.....	8
11.12	Grounds for Expulsion .....	8
11.13	Transfer of membership – University and Ordinary Members.....	9
12.	GENERAL MEETINGS.....	10
12.1	First General Meeting.....	10
12.2	Annual General Meeting.....	10
13.	CONVENING GENERAL MEETING .....	10
13.1	Convening by director.....	10
13.2	Convening by requisition .....	10
14.	BUSINESS .....	10
14.1	Special Resolutions .....	10
14.2	Business at Meetings.....	10
15.	PROCEEDINGS AT GENERAL MEETINGS.....	11
15.1	Quorum for Business.....	11
15.2	Effect of Lack of Quorum.....	11
15.3	Chairman to Preside at Meetings.....	11
15.4	Chairman may Adjourn Meeting .....	11

16.	DECISIONS AT GENERAL MEETINGS.....	11
16.1	Voting entitlements .....	11
16.2	Decision by Show of Hands.....	12
16.3	Method of determining vote - University Members.....	12
16.4	Method of determining vote – Ordinary Members .....	12
16.5	When a poll may demanded.....	12
16.6	Chairman to declare result .....	12
16.7	Meeting to be informed about proxies.....	13
16.8	Poll.....	13
16.9	No Casting Vote .....	13
17.	PROXIES .....	13
17.1	Entitlement to Appoint Proxy .....	13
17.2	Proxy to be Signed .....	13
17.3	Form of Proxy.....	13
17.4	Proxy to be given to Company.....	14
17.5	Validity of vote by Proxy .....	14
18.	DIRECTORS AND OFFICERS.....	14
18.1	Officers .....	14
18.2	Board of Directors .....	14
18.3	Term of Office of Directors .....	15
19.	ELECTION OF DIRECTORS .....	15
19.1	Secretary as Returning Officer.....	15
19.2	Interpretation for Election Rules.....	16
19.3	Election Of University Members Directors.....	16
19.4	Election Of Ordinary Member Directors.....	16
19.5	No Rights To Associate Members .....	17
19.6	Timing In Elections .....	17
19.7	Elections By Post.....	17
19.8	Notice Of Ballot To Be Published .....	17
19.9	Contents Of Notice Of Ballot .....	17
19.10	Nominations .....	18
19.11	Rejection Of Nominations .....	18
19.12	Declaration Of Appointment.....	18
19.13	Election If Excess Candidates.....	18
19.14	Death Of Candidate .....	18
19.15	Secret Ballot .....	18
19.16	Prohibition On Disclosure Of Voters Preference .....	18
19.17	Preparation of Ballot Paper .....	19
19.18	Voting Papers To Be Sent.....	19
19.19	Method Of Voting .....	19
19.20	Formalities Of Vote.....	19
19.21	Completed Ballot Papers.....	20
19.22	Completed Ballot Papers To Be Held Securely .....	20
19.23	Election Remains Valid.....	20
19.24	Returning Officer May Declare Election Invalid .....	20
19.25	Scrutineers .....	20
19.26	Candidate Not Eligible .....	20
19.27	Inspection By Scrutineer .....	20

### III

19.28	Informal Vote .....	21
19.29	Tally Sheet.....	21
19.30	Formal Ballot Papers .....	21
19.31	Counting For One Position .....	21
19.32	Counting For More Than One Position .....	22
20.	BOARD OF DIRECTORS .....	23
20.1	Independent Chairman .....	23
20.2	Number of Directors.....	23
20.3	Casual Vacancies.....	23
20.4	Removal Of Director .....	24
20.5	Events Causing Vacancy.....	24
21.	BUSINESS OF THE BOARD .....	25
21.1	Powers And Duties Of The Board .....	25
21.2	Financial Powers .....	25
21.3	Cheques .....	25
21.4	Minutes .....	25
22.	PROCEEDINGS OF THE BOARD.....	26
22.1	Meetings .....	26
22.2	Board Voting .....	26
22.3	Director Not To Vote Where Interested .....	26
22.4	Quorum For Board .....	26
22.5	Continuing Directors May Act.....	26
22.6	Chairman To Preside At Board Meetings .....	26
23.	BOARD MAY DELEGATE .....	27
24.	COMMITTEES .....	27
24.1	Chairman of Committees .....	27
24.2	Procedure Of Committees.....	27
24.3	Defects In Appointment .....	27
25.	PAPER RESOLUTION OF BOARD .....	27
26.	SECRETARY .....	27
27.	ACCOUNTS .....	28
28.	RECORD KEEPING AND INSPECTIONS .....	28
29.	AUDIT .....	28
30.	NOTICES .....	28
31.	PERSONS ENTITLED TO NOTICE .....	28
32.	COMMON SEAL .....	29
33.	EXECUTION UNDER SEAL.....	29
34.	INDEMNITY .....	29
35.	BY LAWS .....	29

## **CONSTITUTION OF THE SAX INSTITUTE**

### **1. NAME OF THE COMPANY**

The name of the Company is The Sax Institute.

### **2. INTERPRETATION**

In this Constitution:

**"Board"** means the board of Directors of this Company.

**"Constitution"** means this Constitution and all supplementary substituted or amending Constitution for the time being in force;

**"Company"** means the Company abovenamed;

**"Corporations Act"** means the Corporations Act including any amendment or re-enactment thereof for the time being in force;

**"members"** means University Members, Ordinary Members, and Associate Members and "member" means a person or body admitted to membership as a University Member, Ordinary Member, or Associate Member;

**"Secretary"** means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary;

**"State"** means the State of New South Wales.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in the visible form;

Words or expressions contained in this Constitution shall be interpreted in accordance with Division 10 of Part 1.2 of the Corporations Act as in force at the date at which this Constitution become binding on the Company.

### **3. REPLACEABLE RULES**

The Replaceable Rules contained in the Corporations Act do not apply to the Company.

### **4. OBJECTS**

The objects for which the Company has been established are:

- (a) to engage in research in public health and health services and to promote and to assist such research by other individuals and organisations and to publish the results of such research.

- (b) to promote by way of communication, advice, advocacy, consultancy and by any other lawful means the application in health policy and practice of the results of its research and research undertaken by like bodies.
- (c) to consult and liaise with relevant national, international and institutional authorities and agencies in Australia and overseas in the interest of promoting, developing, fostering and supporting research into public health and health services.
- (d) to maintain close co-operation with departments and agencies of the Governments of Australia and of its States and Territories in order to be fully informed as to government policies relating to public health and health services.
- (e) to print, publish, acquire or dispose of books, journals, magazines, articles, reports and monographs and any other requisites and materials of every description relating to or for the purposes of the Company.
- (f) to affiliate with and enter into arrangements for reciprocity, joint action and co-operation with other organisations of a similar or related character within both Australia and overseas.
- (g) to establish and manage a fund to be used solely for the purpose of supporting research into public health and health services.

## **5. POWERS**

For the sole purpose of carrying out the aforesaid objects the Company has the power and capacity to do all such acts, deeds and things as a Company has capacity and power to do pursuant to the Corporations Act including but without limiting the generality of the forgoing:

- (a) to accept or refuse any gift, endowment or bequest made to or acquired by the Company generally for the objects herein set forth or for the purpose of any specific object and to undertake execute and carry out any charitable or other trust which may be considered expedient or desirable in the interests of the Company.
- (b) to take such lawful steps by personal or written appeal public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company in the form of donations, annual subscriptions or otherwise.
- (c) to publish or to contribute to the publication of any periodical, journal or magazine and to print and circulate books, papers, pamphlets and information to provide and circulate any annual or other report of the Company and its proceedings and work.
- (d) to subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the Company shall not subscribe to or support with its funds any association or organisation which does

not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 6 of this Constitution;

- (e) in furtherance of the objects of the Company to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Company or persons frequenting the Company's premises;
- (f) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (g) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (h) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company;
- (i) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- (j) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (k) to invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds and any other investments as might be made by a prudent investor.
- (l) to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's

property (both present and future), and to purchase, redeem or pay off any such securities;

- (m) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) in furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- (o) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;
- (p) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (f) of this Clause 5 of this Constitution;
- (q) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise;
- (r) to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
- (s) in furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 6 of this Constitution;
- (t) in furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
- (u) in furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the Companies, institutions, societies or associations with which the Company is authorised to amalgamate;
- (v) to make donations for patriotic or charitable purposes; and
- (w) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

Without limiting the generality of the foregoing the Company has the powers set out in Section 124 of the Corporations Act.



## **6. INCOME AND PROPERTY**

The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Company.

## **7. MEMBERS CONTRIBUTION**

Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00).

## **8. WINDING UP**

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company being an institution to which approval has been granted pursuant to Section 30-15 of the Income Tax Assessment Act 1997 as amended and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 of this Constitution such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

## **9. ACCOUNTS**

True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Act.

## **10. PURPOSE OF COMPANY**

The Company is established for the purposes set out in this Constitution.

## **11. MEMBERSHIP**

### **11.1 Number of Members**

The number of members with which the Company proposes to be registered is 100 but the Board may from time to time register an increase of members.

### **11.2 Initial Members**

The persons who consent to be the initial members in the application for registration of this Company and such other persons as the Board shall admit to membership in accordance with this Constitution shall, subject to this Clause, be members of the Company.

### **11.3 Classes of Membership**

The membership of the Company shall be divided into the following classes:

- (a) University Members being representatives of Universities who satisfy the criteria for membership;
- (b) Ordinary Members being representatives of research organisations nominated by University Members and being organisations that satisfy the criteria for organisations which may be represented by ordinary members; and
- (c) Associate Members being representatives of research organisations or universities nominated by University Members and being organisations that do not satisfy the criteria for organisations represented by Ordinary Members or University Members but satisfy the criteria for organisations which may be represented by an Associate Member,

and each class of membership carries the rights to attend meetings, and to voting and appointment of directors as provided in this Constitution.

### **11.4 University Members**

Any applicant seeking to be admitted to membership as a University Member must establish to the reasonable satisfaction of the Board that:

- (a) the applicant has been duly authorised to apply for membership as representative of a University established under an Act passed by a State or Territory government or the government of the Commonwealth of Australia;
- (b) the University has an established research facility in public health or health services; and
- (c) the University has a philosophy consistent with objects of the Company and has a commitment to the pursuit of excellence in research,

PROVIDED THAT at no time can any one University have more than one University Member.

### **11.5 Ordinary Members**

Any applicant seeking to be admitted to membership as an Ordinary Member must establish to the reasonable satisfaction of the Board that:

- (a) a University Member has nominated an established research group or incorporated research centre of national or international standing in public health and health services research (the "Centre");
- (b) the applicant has been duly authorised to apply for membership as representative of the Centre;
- (c) the Centre satisfies the criteria for representation by an Ordinary Member as prescribed by the Board in the by-laws;
- (d) the Centre is involved in public health and/or health services research under the Australian Standard Research Classification (ASRC) 1998, listed by the Australian Bureau of Statistics or such similar discipline under any successor method of classification;
- (e) the applicant is a researcher of standing nationally or internationally; and
- (f) the applicant has a philosophy consistent with objects of the Company and has a commitment to the pursuit of excellence in research.

PROVIDED THAT at no time can any one Centre have more than one Ordinary Member.

### **11.6 Associate Members**

Any applicant seeking to be admitted to membership as an Associate Member must establish to the reasonable satisfaction of the Board that:

- (a) University Member has nominated an established research group or incorporated research centre in public health and health services research;
- (b) the applicant has been duly authorised to apply for membership as representative of the Centre;
- (c) the Centre satisfies the criteria for representation by an Associate member as prescribed by the Board in the by-laws;
- (d) the Centre is involved in public health and/or health services research under the Australian Standard Research Classification (ASRC) 1998, listed by the Australian Bureau of Statistics or such similar discipline under any successor method of classification;
- (e) the applicant is a researcher of standing nationally;
- (f) the applicant has a philosophy consistent with objects of the Company and has a commitment to the pursuit of excellence in research.

### **11.7 Form of Application for University Member**

Every applicant for membership of the Company as a University Member shall be proposed by one University Member and seconded by any other University Member of the Company. The applicant shall be personally known to the proposer and the seconder. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.

### **11.8 Form of Application for Ordinary Member**

Every applicant for membership of the Company as an Ordinary or Associate Member shall be proposed by a University Member of the Company. The applicant shall be personally known to the proposer. The application for membership shall be made in writing, signed by the applicant and his proposer and shall be in such form as the Board from time to time prescribes.

### **11.9 Board to Consider Applications**

At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board who shall thereupon determine upon the deferral of consideration of the application, admission or rejection of the applicant. In no case shall the Board be required to give any reason for the deferral of consideration or rejection of an applicant.

### **11.10 Notice to be given to Applicants**

When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of acceptance. The notice shall set out the class into which the applicant has been admitted. Upon acceptance the applicant shall become a member of the Company in the nominated class.

### **11.11 Cessation Of Membership**

A member may at any time by giving notice in writing to the Secretary resign from membership of the Company but shall continue to be liable for any sum not exceeding \$10.00 for which the member is liable as a member of the Company under Clause 7 of the Constitution of the Company.

### **11.12 Grounds for Expulsion**

If:

- (a) any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company; or
- (b) any member shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company;
- (c) any member shall cease to satisfy the criteria for admission to membership of the class in which the member has been admitted;

- (d) in the case of an Ordinary Member, the research organisation that the member represents no longer satisfies the criteria for membership in clause 11.5(c) and (d),

the Board shall have power to expel the member from the Company and erase the member's name from the Register of Members provided that:

- (e) at least one week before the meeting of the Board at which a resolution for the member's expulsion is passed the member shall have had notice of such meeting and the allegations against the member and of the intended resolution for the member's expulsion and that the member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence the member may think fit;
- (f) any such member may by notice in writing lodged with the Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for the member's expulsion is to be considered by the Board elect to have the question of the member's expulsion dealt with by the Company in General Meeting; and
- (g) in that event a General Meeting of the Company shall be called for the purpose of sub clause (e) hereof, and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and the member's name removed from the Register of Members.

### **11.13 Transfer of membership – University and Ordinary Members**

Any University Member or Ordinary Member of the company may transfer their membership provided that the following conditions are satisfied:

- (a) the application for transfer of membership is in the form approved by the Board from time to time;
- (b) the application is fully completed and signed by the transferor and the transferee;
- (c) the transferee satisfies the criteria for membership for the category of membership being transferred;
- (d) in the case of a proposed transfer by an Ordinary Member, the transferee provides evidence satisfactory to the Board, that the research organisation which the member represents will satisfy the criteria in clause 11.5(c) and (d) after the transfer;
- (e) the transferee provides to the Company such evidence as may be required by the Board from time to time confirming consent to the transfer of:
  - (i) in the case of a proposed transfer by a University Member, the University who nominated the University Member under clause 11.4(a); or

- (ii) in the case of a proposed transfer by an Ordinary Member, the research organisation nominated by a University who nominated the Ordinary Member under clause 11.5(a).

## **12. GENERAL MEETINGS**

### **12.1 First General Meeting**

The first General Meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the registration of the Company and at such place as the Board may determine.

### **12.2 Annual General Meeting**

An Annual General Meeting of the Company shall be held in accordance with the provisions of the Corporations Act. All Meetings other than the Annual General Meetings shall be called General Meetings.

## **13. CONVENING GENERAL MEETING**

### **13.1 Convening by director**

Any director, or the Chairman, or the Secretary may whenever the person thinks fit convene a General Meeting and General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Corporations Act.

### **13.2 Convening by requisition**

A general meeting shall also be convened on requisition as is provided for by the Corporations Act or in default maybe convened by such requisitionists as empowered to do so by the Corporations Act.

## **14. BUSINESS**

### **14.1 Special Resolutions**

Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company. If a special resolution is to be proposed at the meeting the notice must set out an intention to propose the special resolution and state the resolution.

### **14.2 Business at Meetings**

All business shall be special that is transacted at a general Meeting and also all that is transacted at any Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the Board and Auditors, the election of

officers and other members of the Board in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

## **15. PROCEEDINGS AT GENERAL MEETINGS**

### **15.1 Quorum for Business**

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, six (6) members present (or only one member if the Company has one member), which six (6) shall include three (3) University Members and three (3) Ordinary Members, shall be a quorum. For the purpose of this Clause "member" includes a person attending as a proxy.

### **15.2 Effect of Lack of Quorum**

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum.

### **15.3 Chairman to Preside at Meetings**

The Chairman shall preside at every General Meeting of the Company, or if there is no Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

### **15.4 Chairman may Adjourn Meeting**

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.

## **16. DECISIONS AT GENERAL MEETINGS**

### **16.1 Voting entitlements**

The members are entitled to cast a vote as follows:

- (a) University Members shall be entitled to collectively cast one (1) vote;
- (b) Ordinary Members shall be entitled to collectively cast one (1) vote; and

- (c) Associate Members shall not be entitled to vote at any meeting of the Company but shall be entitled to speak at meetings.

### **16.2 Decision by Show of Hands**

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded.

### **16.3 Method of determining vote - University Members**

University Members shall determine the way in which to cast their vote in accordance with the view of the majority of them. In the case of an equality of votes the University Members shall exercise their vote against the resolution. The Chairman shall call for a show of hands by the University Members. The Chairman shall declare the result of the show of hands which shall be the way in which the University Members shall vote unless a poll is demanded:

- (a) by at least three (3) University Members present in person or by proxy; or
- (b) by the Chairman.

### **16.4 Method of determining vote – Ordinary Members**

Ordinary Members shall determine the way in which to cast their vote in accordance with the view of the majority of them. In the case of an equality of votes the Ordinary Members shall exercise their vote against the resolution. The Chairman shall call for a show of hands by the Ordinary Members. The Chairman shall declare the result of the show of hands which shall be the way in which the Ordinary Members shall vote unless a poll is demanded:

- (a) by at least three (3) Ordinary Members present in person or by proxy; or
- (b) by the Chairman.

### **16.5 When a poll may demanded**

A poll may be demanded:

- (a) before a vote is taken;
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

### **16.6 Chairman to declare result**

Unless a poll is so demanded a declaration by a Chairman that University Members cast their vote in a particular way in relation to a resolution, Ordinary Members cast their vote in a particular way in relation to a resolution or a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall



be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

### **16.7 Meeting to be informed about proxies**

Before a vote is taken the Chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.

### **16.8 Poll**

If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

### **16.9 No Casting Vote**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

## **17. PROXIES**

### **17.1 Entitlement to Appoint Proxy**

A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

### **17.2 Proxy to be Signed**

The instrument appointing a proxy shall be in writing under the hand of the appointor or of the member's attorney duly authorised in writing or, if the appointor is a corporation, then executed in the manner authorised by the Corporations Act or attorney duly authorised. The signature of the appointor or his attorney shall be witnessed by a person other than the proxy. A proxy need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote freely.

### **17.3 Form of Proxy**

The instrument appointing a proxy may be in the following form or in a common or usual form.

I \_\_\_\_\_ of  
 being a member of \_\_\_\_\_  
 hereby appoint \_\_\_\_\_ of

or in the event of failure by the first appointee of  
 as my proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the Company to be held on the      day of      and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour of/\*against the following resolutions:-

Signed this                      day of                      20   .

Note: in the event of the member desiring to vote for or against any resolution the member shall instruct their proxy accordingly, however unless otherwise instructed, the proxy may vote freely.

#### **17.4 Proxy to be given to Company**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

#### **17.5 Validity of vote by Proxy**

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

### **18. DIRECTORS AND OFFICERS**

#### **18.1 Officers**

The officers of the Company shall consist of a Chairman and Secretary.

#### **18.2 Board of Directors**

The Board of the Company shall consist of five (5) directors until the annual general meeting in 2003 after which the Board shall consist of:

- (a) an independent Chairman;
- (b) three (3) University Members directors and:

- (i) whilst the University of Sydney shall have a representative as a University Member, it shall be entitled to appoint one of the directors,
  - (ii) whilst the University of New South Wales shall have a representative as a University Member, it shall be entitled to appoint one of the directors, and
  - (iii) whilst the University of Newcastle shall have a representative as a University Member, it shall be entitled to appoint one of the directors,;
- (c) a representative appointed by the New South Wales Minister for Health (the "Minister");
  - (d) three (3) Ordinary Members directors;
  - (e) the Chief Executive Officer of the Company; and
  - (f) up to four (4) other directors with relevant expertise,

so that the total number of directors constituting the Board is not less than nine (9) and not more than thirteen (13).

### **18.3 Term of Office of Directors**

Subject to this clause the directors appointed under clause 18.2(a), (b), (d) and (f) shall hold office for a period of three (3) years. The director appointed under clause 18.2(c) shall hold office until removed by the Minister. At the first annual general meeting after their appointment, one of the directors appointed under clause 18.2(d) shall retire from office and shall be eligible for re-appointment. At the second annual general meeting after their appointment, one of the other two (2) directors initially appointed under clause 18.2(d) shall retire from office and shall be eligible for re-appointment. At the Annual General Meeting of the Company in each subsequent year the director appointed under clause 18.2(d) whose term expires shall retire and they shall be eligible for re-appointment. The director appointed under clause 18.2(d) who is to retire in each of the first two years shall be determined by lot.

## **19. ELECTION OF DIRECTORS**

### **19.1 Secretary as Returning Officer**

The Secretary of the Company shall act as returning officer for all elections under clauses 19.2 and 19.3. The returning officer's decision is final in connection with any matter affecting the conduct of an election including, without limitation, eligibility of candidates and the results of any election. The returning officer may authorise another person to exercise any function of the returning officer under this rule. Any function exercised by that authorised person is taken to have been exercised by the returning officer.

## 19.2 Interpretation for Election Rules

For the purposes of these rules:

*absolute majority of votes* means an amount greater than 50% of valid votes.

*election* means an election held for the purposes of clauses 19.2 or 19.3.

*exhausted ballot paper* means a ballot paper containing votes which can no longer be allocated according to the procedure in these rules and which is to be set aside as having been finally dealt with.

*notice of ballot* means a notice of an election given by the returning officer under rule 46 or 47.

*poll* means an election poll conducted in accordance with this constitution.

*primary votes* means:

- (a) in the case of elections to fill one position only — votes on ballot papers marked "1", and
- (b) in the case of elections to fill more than one position — votes on a ballot paper marked "1", "2" and so on up to the number of positions to be filled.

*roll* means the register of members maintained by the Company.

*secondary vote* means the first preference vote marked on a ballot paper beyond the primary votes.

## 19.3 Election Of University Members Directors

If there shall be any vacancy in directors appointed under clause 18.2(b) and any one or more of the University Members are not a member or does not appoint a directors as entitled pursuant to clause 18.2(b)(i), (ii) and (iii) then the University Members shall be entitled to elect directors to fill the vacancy. The election of the University Members directors of the Board shall take place in accordance with the election procedures provided in these rules.

## 19.4 Election Of Ordinary Member Directors

The Ordinary Members shall be entitled to appoint three (3) directors. At the annual general meeting of the company in 2003, the Ordinary Members shall elect the directors under clause 18.2(d) from those present at the meeting and thereafter, the election of the Ordinary Members directors of the Board shall take place in accordance with the election procedures provided in this constitution.

### **19.5 No Rights To Associate Members**

Associate Members shall not be entitled to appoint any director.

### **19.6 Timing In Elections**

In any election, there must be:

- (a) no less than 14 days between the date on which publication of a notice of ballot occurs and the date on which nominations close, and
- (b) no more than 28 days between the date on which nominations close and the date of issue of ballot papers, and
- (c) no less than 14 days between the date of issue of ballot papers and the date on which the poll is to be conducted.

### **19.7 Elections By Post**

Each election must be by a postal ballot.

### **19.8 Notice Of Ballot To Be Published**

A notice of ballot for election of University Member directors and Ordinary Member directors must be published by forwarding to all University Members and Ordinary Members of the Company the notice.

### **19.9 Contents Of Notice Of Ballot**

A notice of ballot must specify the following:

- (a) that an election is to be held for University Member directors and/or Ordinary Member directors,
- (b) the category or categories of persons who are eligible to stand for election,
- (c) the number of vacancies to be filled in each category,
- (d) the term of office of each category,
- (e) an invitation for nominations for election,
- (f) the form in which nominations must be made,
- (g) the date and time when nominations close,
- (h) who is eligible to vote in the election,
- (i) the date of the poll,
- (j) the method of election,

- (k) the time and place where the poll is to be conducted,
- (l) any other information about the election that the returning officer decides is appropriate to be included.

### **19.10 Nominations**

Nominations for any election close at 12.00 noon on the date specified in the notice of ballot.

### **19.11 Rejection Of Nominations**

The returning officer must reject a nomination paper if satisfied that the nomination does not comply with the requirements of these rules. If a nomination is rejected, then the returning officer must, within seven days of receiving that nomination, send or deliver a notice to each person who has signed or endorsed that nomination paper that the nomination has been rejected.

### **19.12 Declaration Of Appointment**

If the number of nominations received is less than or equal to the number of positions to be filled, the returning officer must declare those nominees elected.

### **19.13 Election If Excess Candidates**

If the number of nominations received is greater than the number of positions to be filled, the returning officer must conduct an election in accordance with these rules.

### **19.14 Death Of Candidate**

If, before the declaration of a poll for an election, a candidate at the election dies or becomes no longer eligible for election, the election must proceed as if:

- (a) the candidate was not nominated for election, and
- (b) the candidate's name was not on the ballot papers printed for the election, and
- (c) any vote for that person was not cast.

### **19.15 Secret Ballot**

An election must be conducted by secret ballot.

### **19.16 Prohibition On Disclosure Of Voters Preference**

A person involved in administering the conduct of an election (including any scrutineer appointed under rule 19.25) must not disclose or assist another person to disclose any information as to how a person voted at that election.

### **19.17 Preparation of Ballot Paper**

The returning officer must prepare ballot papers that contain:

- (a) instructions for completing the voting paper, and
- (b) the names of all candidates for election, arranged in an order determined by drawing lots, and
- (c) a box opposite and to the left of the name of each candidate.

### **19.18 Voting Papers To Be Sent**

The returning officer must send the following to each member at the member's address as listed in the register of members:

- (a) a relevant ballot paper,
- (b) a notice describing:
  - (i) how the ballot paper must be completed, and
  - (ii) the date and time by which the ballot paper must be returned to the returning officer, and
  - (iii) the address where the ballot paper is to be returned to the returning officer,
- (c) a declaration form requiring the voter to state his or her name and that he or she is eligible to vote,
- (d) 2 envelopes, one marked "Voting Paper" and the other a returning envelope addressed to the returning officer.

### **19.19 Method Of Voting**

Voters must vote by marking the ballot paper with the numbers 1, 2, 3 and so on, next to the name of each candidate, in order of preference.

### **19.20 Formalities Of Vote**

Voters:

- (a) must express their order of preference for a number of candidates at least equal to the number of vacancies to be filled, and
- (b) may express their order of preference for as many of the other candidates as have been nominated.

### **19.21 Completed Ballot Papers**

Voters must, after completing the ballot paper:

- (a) enclose and seal that ballot paper in the envelope marked "Voting Paper", and
- (b) enclose and seal that envelope in the returning envelope addressed to the returning officer, together with the signed declaration of eligibility to be given under clause 61(c), and
- (c) send by post or deliver the envelope to the returning officer so that the returning officer receives it no later than the closing date for ballots.

### **19.22 Completed Ballot Papers To Be Held Securely**

The returning officer must ensure that all ballot papers received are stored securely until the counting of votes begins.

### **19.23 Election Remains Valid**

An election is not invalid because of any one or more of the following:

- (a) an eligible voter did not receive a ballot paper or did not see a notice of election,
- (b) an eligible voter's vote has not been accepted at the election.

### **19.24 Returning Officer May Declare Election Invalid**

Notwithstanding subclause (1) and without limiting any of the returning officer's other powers, the returning officer may at any time declare an election invalid because, in his or her opinion, one or more of the events described in that subclause has materially affected, or is likely to materially affect, the outcome of that election.

### **19.25 Scrutineers**

Each candidate for election may appoint one person to be present as that candidate's scrutineer at any counting of votes for that election. Any appointment under this clause must be in writing, signed by the candidate, and given to the returning officer before counting of votes commences.

### **19.26 Candidate Not Eligible**

A candidate for election is not eligible to be a scrutineer.

### **19.27 Inspection By Scrutineer**

A scrutineer may inspect any ballot paper provided that, in the opinion of the returning officer, that scrutiny does not delay the counting of votes unreasonably.



**19.28 Informal Vote**

A ballot paper is informal if, and only if that ballot paper:

- (a) contains any mark or writing that, in the opinion of the returning officer, enables any person to identify the voter, or
- (b) is not validated by the returning officer, or
- (c) in the opinion of the returning officer, contains no vote, or does not include a vote for a number of candidates at least equal to the number of vacancies to be filled.

**19.29 Tally Sheet**

The returning officer must keep a tally sheet for each ballot containing the following information:

- (a) total number of ballot papers,
- (b) total number of informal ballot papers,
- (c) a list of candidates,
- (d) primary votes allocated to each candidate,
- (e) secondary votes allocated to each candidate,
- (f) exhausted ballot papers,
- (g) progressive total votes for each candidate.

**19.30 Formal Ballot Papers**

At each stage of counting, the total number of votes divided by the number of candidates to be elected must correspond with the total number of formal ballot papers (including exhausted ballot papers).

**19.31 Counting For One Position**

In an election to fill one position only, the returning officer must follow the following procedure for counting votes, in the order specified:

- (a) exclude all informal ballot papers,
- (b) count the primary votes for each candidate on the formal ballot papers,
- (c) enter the total number of primary votes for each candidate next to that candidate's name on the tally sheet,

- (d) if a candidate receives an absolute majority of primary votes, declare that candidate elected,
- (e) if no candidate receives an absolute majority of primary votes, distribute secondary votes according to paragraphs (f) to (l) inclusive until one candidate receives an absolute majority of votes,
- (f) exclude the candidate with the fewest primary votes,
- (g) for each ballot paper where the excluded candidate received a primary vote, allocate the next active secondary vote to the remaining candidates,
- (h) indicate on the tally sheet the excluded candidate and that the next active secondary vote has been allocated,
- (i) add together the primary votes and the allocated secondary votes for each remaining candidate, and exclude the candidate with the lowest number of total votes,
- (j) if, after the exclusion of a candidate, the next active secondary vote is to an excluded candidate, disregard that secondary vote and distribute the next active secondary vote,
- (k) repeat the process described in paragraphs (f) to (j) inclusive until one candidate receives an absolute majority of votes,
- (l) if on any count, 2 or more candidates have an equal number of votes, and that number is the lowest on that count, the returning officer must:
  - (i) eliminate the candidate with the lowest number of primary votes, or
  - (ii) if the number of primary votes is equal, in the presence of any scrutineers present, draw lots with the candidate drawn first remaining in the ballot.

### **19.32 Counting For More Than One Position**

In an election to fill more than one position, the returning officer must follow the following procedure for counting votes, in the order specified:

- (a) exclude all informal ballot papers,
- (b) count the primary votes for each candidate on the formal ballot papers,
- (c) enter the total number of primary votes for each candidate next to that candidate's name on the tally sheet,
- (d) exclude the candidate with the fewest primary votes,
- (e) for each ballot paper where the excluded candidate received a number 1 vote, allocate the next active secondary vote to the remaining candidates,

- (f) indicate on the tally sheet the excluded candidate and that the next active secondary vote has been allocated,
- (g) add together the primary votes and the allocated secondary votes for each remaining candidate and exclude the candidate with the lowest number of total votes,
- (h) if, after the exclusion of a candidate, the next active secondary vote indicates an excluded candidate, disregard that preference and allocate the next active secondary vote,
- (i) repeat the process described in paragraphs (d) to (h) inclusive until only the number of candidates required to fill the vacancies remain,
- (j) if on any count, 2 or more candidates have an equal number of votes and that number is the lowest on that count, the returning officer must:
  - (i) eliminate the candidate with the lowest number of primary votes, or
  - (ii) if the number of primary votes is equal, in the presence of any scrutineers present, draw lots with the candidate first drawn remaining in the ballot,
- (k) in order to determine which candidate is next in order of preference:
  - (i) the votes counted for any excluded candidate must not be considered further, and
  - (ii) the order of voters' preferences must be determined on the next available preference indicated on the ballot papers.

## **20. BOARD OF DIRECTORS**

### **20.1 Independent Chairman**

The Board shall appoint the independent Chairman and the other directors under clause 18.2(a) and clause 18.2(f). The Board shall appoint the Chairman in consultation with the Minister. The directors shall have such relevant qualifications in law, accounting, business or other discipline as the Board considers appropriate.

### **20.2 Number of Directors**

The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of officers or other members of the Board but not so as to reduce the numbers of directors from any of the classifications provided in clause 18.2.

### **20.3 Casual Vacancies**

The Board shall have power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing officers or other members of the Board but so that the total number of officers or other members of the

Board shall not at any time exceed the number fixed in accordance with these regulations and provided that the appointment of any person to fill a casual vacancy of a director appointed in clause 18.2(b), (c), (d) or (e) shall be with the consent and approval of the persons or members entitled to appoint such director. Any officer or other member of the Board so appointed shall hold office only until the next following Annual General Meeting.

#### **20.4 Removal Of Director**

The Company may by ordinary resolution remove any officer or other member of the Board other than a director appointed clause 18.2(b), (c), or (d) before the expiration of their period of office, and may by an ordinary resolution appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting. The directors appointed under clause 18.2(b), (c), or (d) may only be removed by the Minister for Health in respect of the director appointed under clause 18.2(c) and by a resolution of the members of the relevant class of members passed at a meeting held for that purpose for directors appointed under clause 18.2(b), or (d).

#### **20.5 Events Causing Vacancy**

The office of a member of the Board shall become vacant if the member:

- (a) ceases to be a member of the Board by virtue of the Corporations Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a Director of a Company by reason of any order made under the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns their office by notice in writing to the Company;
- (f) for more than six (6) months is absent from meetings of the Board held during that period or from three (3) consecutive meetings provided that where the director has provided to the Board a prior explanation for the absence from one or more Board meetings and the Board has resolved at the next meeting that the explanation is reasonable in all the circumstances then each such absence shall not be taken into account under this provision;
- (g) except in the case of the chief executive officer, holds any office of profit under the Company;
- (h) shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member of the Board or prejudicial to the interests of the Company;
- (i) if the director was nominated by a member, that member ceases to be a member of the Company; or

- (j) is directly or indirectly interested in any contract or proposed contract with the Company provided however that a member shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies, referred to in the proviso of Clause 6 of this Constitution of the Company and if the member shall have declared that nature of the member's interest in the manner required by the Corporations Act,

Provided always that nothing in this Clause shall affect the operation of Clause 6 of the Constitution of the Company.

## **21. BUSINESS OF THE BOARD**

### **21.1 Powers And Duties Of The Board**

The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Corporations Act or by the provisions of this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of this Constitution and of the Corporations Act, and to such regulations being not inconsistent with the provisions of this Constitution as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

### **21.2 Financial Powers**

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability, or obligation of the Company.

### **21.3 Cheques**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) members of the Board or in such other manner as the Board from time to time determines.

### **21.4 Minutes**

The Board shall cause minutes to be made of:

- (a) all appointments of officers and servants;
- (b) the names of members of the Board present at all meetings of the Company and of the Board; and

(c) all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting, or if the minutes are unavailable at the next meeting then at the earliest opportunity afforded by a subsequent meeting.

## **22. PROCEEDINGS OF THE BOARD**

### **22.1 Meetings**

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board.

### **22.2 Board Voting**

Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

### **22.3 Director Not To Vote Where Interested**

A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which the member has an interest, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.

### **22.4 Quorum For Board**

One half of the Directors holding office at the time of the meeting are required to be present to constitute a quorum unless a greater number is otherwise determined by the Directors. The quorum must be present at all times during the meeting.

### **22.5 Continuing Directors May Act**

The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or summoning a General Meeting of the Company but for no other purpose.

### **22.6 Chairman To Preside At Board Meetings**

The Chairman shall preside at every meeting of the Board, or if there is no Chairman or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting then the members may choose one of their number to be Chairman of the meeting.

**23. Board May Delegate**

The Board may delegate any of its powers to sub-Boards or Committees consisting of such member or members of the Board together with or without other person or persons approved by the Board as they think fit; any sub-Board or Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

**24. COMMITTEES****24.1 Chairman of Committees**

A sub-Board or Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

**24.2 Procedure Of Committees**

A sub-Board or Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

**24.3 Defects In Appointment**

All acts done by any meeting of the Board or of a sub-Board or Committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

**25. PAPER RESOLUTION OF BOARD**

A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

**26. SECRETARY**

The Secretary shall in accordance with the Corporations Act be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary and any members so appointed shall forthwith become an officer of the Company and, if not already a member of the Board, ex officio a member of the Board and shall be subject to the provisions of Clause 6 of this Constitution.

**27. ACCOUNTS**

The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Corporations Act provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting.

**28. RECORD KEEPING AND INSPECTIONS**

The Board shall from time to time determine in accordance with Clause 9 of the Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by Clause 9 of the Constitution or authorised by the Board or by the Company in General Meeting.

**29. AUDIT**

A properly qualified Auditor or Auditors shall be appointed and the remuneration for their services fixed and duties regulated in accordance with PART 3.7 of the Corporations Act and Clause 9 of the Constitution.

**30. NOTICES**

A notice may be given by the Company to any member:

- (a) personally; or
- (b) by sending it by post to the member's registered address, or (if the member has no registered address within the State) to the address, if any, within the State supplied by the member to the Company for the giving of notices to the member: where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting 3 days after it is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post; or
- (c) By sending it to the fax number or electronic address (if any) nominated by the member: A notice sent by fax or other electronic means is to be given on the business day after it is sent.

**31. PERSONS ENTITLED TO NOTICE**

Notice of every General Meeting shall be given in any manner hereinbefore authorised to:



- (a) every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
- (b) the Auditor or Auditors for the time being of the Company; and
- (c) each member of the Board.

### **32. COMMON SEAL**

The Board may provide for the safe custody of the Seal. The Seal shall only be used by the authority of the Board, or of a committee of the Board authorised by the members of the Board to authorise the use of the Seal. Every document to which the Seal is affixed shall be signed by a member of the Board and countersigned by another member of the Board, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

### **33. EXECUTION UNDER SEAL**

The Company may execute a document without using the Seal if the document is signed by:

- (a) two members of the Board; or
- (b) a member of the Board and the Secretary

### **34. INDEMNITY**

Every member of the Board, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Corporations Act in which relief is granted to them by the Court in respect of any negligence default or breach of trust.

### **35. BY LAWS**

Notwithstanding anything contained herein the Company may adopt any by-laws standing orders or constitutional rules as may be passed from time to time at any General Meeting of the Company with respect to any matter that is necessary or convenient for the carrying out of these Articles or in respect of a matter.