



Heart  
Research  
Australia

**CORPORATIONS ACT 2001  
PUBLIC COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION OF  
HEART RESEARCH AUSTRALIA  
ABN 62 002 839 072**

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## **GOVERNANCE & CAPACITY**

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### **1. Name**

The name of the Company is Heart Research Australia.

### **2. Liability of Members**

The liability of Members is limited.

### **3. Constitution**

**3.1** This is the Company's Constitution and describes the way in which the Company is to be internally managed.

**3.2** The Company may modify or repeal this Constitution or any provision of it by Special Resolution from time to time and, subject to clause 3.3, such modification, repeal or adoption takes effect on the date on which the resolution is passed or, if the resolution specifies a date which is later than the date on which the resolution is passed, on that date.

**3.3** No addition, alteration or amendment may be made to this Constitution unless it has been approved by the relevant Ministers of the Crown administering the Act, the Tax Act and the Charitable Fundraising Act 1991 (NSW) on such occasions and in such terms as the relevant act or regulations require.

### **4. Powers of Board**

**4.1** Subject to the Act and to any provision of this Constitution, the business of the Company is to be managed by or under the direction of the Board.

**4.2** The Board may exercise all of the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in general meeting.

### **5. Public Company**

The Company is a public company limited by guarantee.

### **6. Guarantee of Members**

Every Member undertakes to contribute a maximum of one hundred dollars (\$100.00) to the Company for payment of the debts and liabilities of the Company, the costs, charges and expenses of any winding up and the adjustment of the rights of Members amongst themselves, in the event the Company is wound up while the Member is a Member or within one year after the Member ceases to be a Member.

### **7. Prohibited Acts**

**7.1** The Company does not have the power to:

- (a) pay fees to any Director in his or her capacity as a Director;
- (b) issue shares of any kind; or
- (c) pay, transfer, apply, directly or indirectly, any portion of the income and property of the Company, by way of dividend, bonus or otherwise howsoever by way of profit, to or for the benefit of a Member.

**7.2** The Company must not be operated for the purpose of the profit or gain of any Member.

**7.3** Nothing in this Constitution authorises the Company to do an act that is prohibited by law of a State or a Territory of Australia or gives the Company a right that the law of a State or Territory of Australia denies to the Company.

## **8. Income and Property**

**8.1** The income and property of the Company shall be applied solely towards the promotion of the purpose of the Company as described in clauses 10 and 11 and shall not be applied in any manner which is prohibited by this Constitution.

**8.2** Nothing in this clause 8 or this Constitution prevents the Company from paying for:

- (a) professional or technical services actually rendered by a Member to the Company;
- (b) goods supplied to the Company by a Member in the ordinary and usual course of business;
- (c) interest (at a rate not exceeding the lowest rate paid for the time being by the Company's bankers on term deposits) on money borrowed from any Member; or
- (d) reasonable and proper rent for premises demised or let by any Member.

**8.3** Subject always to the prior compliance with any law or regulation governing charities, charitable fund raising bodies or companies licensed pursuant to section 150 of the Act, the Company may pay a Director for:

- (a) out of pocket expenses reasonably incurred by the Director in the performance of any duty as Director where the amount payable does not exceed an amount approved by the Board; and
- (b) any service rendered by him or her to the Company in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more

that an amount which commercially would be reasonable payment for the service.

## **9. Replaceable Rules**

The Replaceable Rules do not apply to this Constitution.

## **PURPOSE**

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### **10. Principal Purpose of the Company**

The purpose of the Company is to fund and promote the development of and research into the understanding, prevention, treatment of and education about cardiovascular disease and related issues.

### **11. Ancillary Purpose of the Company**

In furtherance of the purpose of the Company described in clause 10, the Company has the following purposes:

- (i) Advancing research into the management of the acute heart attack and its consequences.
- (ii) Developing research into the causes and mechanisms of common and uncommon forms of heart failure and their pharmacological and non-pharmacological treatment.
- (iii) Advancing the knowledge of the cause of coronary heart disease.
- (iv) Supporting and promoting investigation into the causes and treatment of high blood pressure.
- (v) Supporting and promoting investigation into the management of patients with disorders of cardiac rhythm and the prevention of sudden cardiac death.
- (vi) Fostering research into new techniques in cardiac surgery and assessing its social and economic implications.

### **12. Limitation**

Even though section 124(1) of the Act may prescribe additional purposes and powers, the Company may only act in furtherance of the purpose described in clauses 10 and 11.

## **LICENCE TO OMIT THE WORD "LIMITED"**

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### **13. Licence**

For so long as the Company is licensed to omit the word "Limited" from its name, at no time may it:

- (a) breach a condition of its licence;
- (b) pursue objects or purposes that would have prevented it being granted the licence;
- (c) apply its profits or other income to promote objects or purposes that would have prevented it being granted the licence;
- (d) pay a dividend to its members; and
- (e) modify its constitution to allow it to do anything set out in paragraphs (a) to (d) above.

## **MEMBERS**

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### **14. Members**

**14.1** There must be at least one Member.

**14.2** The Board may set a limit on the maximum number of Members from time to time.

**14.3** The rights and privileges of every Member are personal to that Member and may not be transferable by any act of that Member or by operation of law.

### **15. Admission & Application**

**15.1** The Board may resolve to invite and admit any person as a Member on terms and conditions set out in this Constitution and as prescribed by the Board from time to time.

**15.2** For the purposes of clause 15.1:

- (a) applications for membership shall be made in such form as may be prescribed by the Board from time to time;
- (b) applications for membership shall be considered by the Board who shall in its discretion accept or reject the application. The Board shall notify applicants of its decision in writing. In no case shall the Board be required to give any reason for its acceptance or rejection of an application;
- (c) the Board shall notify approved applicants of the Subscription, if any, payable by the approved applicant at the time the Board gives written notice pursuant to clause 15.2(b); and
- (d) membership is conditional upon the approved applicant paying the Subscription, if any, within two (2) months of the date of the written notice issued pursuant to clause 15.2(b).

**15.3** Each Member shall sign an undertaking to be bound by this Constitution.



**15.4** Each person who is admitted as a Member shall have his or her name and other particulars determined by the Board entered on the Register of Members.

**15.5** Nothing in this Constitution affects the validity of a Member's membership or the duration and terms of such membership as shown in the Company's Register of Members as at the date of adoption of this Constitution.

## **16. Classes of Members**

Subject to the Act the Board may establish different classes of members and prescribe the qualifications required to become a member in a particular class and the rights and privileges of members of a class from time to time.

## **17. Subscription of Members**

**17.1** Members shall pay such Subscriptions as determined by the Board from time to time.

**17.2** Subject to clause 17.3, the amount of any Subscription or component thereof shall be fixed by the Board and shall be payable by Members at such times and in such manner as determined by the Board from time to time.

**17.3** The Board may:

- (a) determine that no Subscription is payable by a Member or Members (in whole or in part) for any given year;
- (b) extend the time for payment of Subscriptions by any Member or class of Members; and
- (c) waive payment of arrears of subscriptions (but not so as to prefer a member over other members).

## **18. Register of Members**

**18.1** The Secretary shall keep a Register of Members, which shall contain the name of each Member, the date on which the Member's name was entered on the Register of Members, the date of expiry of such membership and such other particulars as the Board from time to time may determine.

**18.2** Each Member shall notify the Secretary of the details of an address in Australia where the Company can send notices and keep the Secretary notified of any change in such address from time to time.

**18.3** If a Member fails to provide an address in accordance with clause 18.2, clause 82.3 shall apply.

## **19. Certificate of Membership**

- 19.1** The Board may issue a certificate of membership to Members in such form and upon payment of such fees as it may prescribe from time to time.
- 19.2** Certificates of membership remain the property of the Company and must be promptly returned to the Company if requested by the Board or if the holder of the certificate ceases to be a Member.
- 19.3** The Board may prescribe from time to time the manner in which certificates of membership of the Company can and cannot be used.
- 19.4** Without limiting clause 19.3, Members with a certificate of membership must not use the certificate to make false or misleading representations about the Company and their membership including representing that they are a Member when membership has ceased.

## **20. Conduct of Members**

- 20.1** Members shall conduct themselves in accordance with this Constitution and any rules and regulations prescribed by the Board as amended from time to time.
- 20.2** Members shall indicate their membership of the Company only in such form and manner as prescribed by the Board from time to time.
- 20.3** Each Member shall notify the Secretary of any change in the circumstances of the Member which may affect the Member's continued entitlement to membership or class of membership.

## **21. End & Suspension of Membership**

- 21.1** A Member ceases to be a member if they:
- (a) die;
  - (b) resign in writing;
  - (c) become of unsound mind or become liable to be dealt with in any way under a law relating to mental health;
  - (d) are convicted of a criminal offence; or
  - (e) are subject to an Insolvency Event.
- 21.2** If the Board sets member Subscriptions in accordance with clause 17 of this Constitution and a Member is in arrears by at least two (2) months of the due date for payment of a Subscription or other monies due to the Company and fails to pay such arrears within one (1) month of a notice issued by the Secretary to do so, the Board may at any time:

- (a) suspend the Member from all privileges of membership including attendance or voting at any meeting of any Committee as relevant; or
- (b) cancel the Member's membership.

**21.3** Subject to 21.1 the Board may resolve to censure, fine, suspend or expel a Member if the Member:

- (a) has engaged in conduct which in the opinion of the Board:
  - (i) is unbecoming of a Member; or
  - (ii) is prejudicial to or not in the best interests of the Company; or
  - (iii) brings discredit on the Company;
- (b) in the opinion of the Board, has engaged in derogatory or discriminatory conduct or harassment;
- (c) has failed to observe a proper standard of professional care, skill or competence;
- (d) no longer meets the criteria for membership of the Company or class of membership of the Company;
- (e) has failed to comply with a written direction issued by the Board in accordance with the Constitution or any rules and regulations of the Company regarding good conduct or administration of the Company;
- (f) in any civil proceedings in a court in Australia or elsewhere, has been found to have acted dishonestly; or
- (g) fails in the opinion of the Board (for any reason) to comply with this Constitution or any rules or regulations of the Company.

**21.4** Any member whose membership has been suspended or cancelled continues to remain liable for:

- (a) all money owing by the member to the Company as at the date of suspension or cancellation including any Subscription; and
- (b) subject to clause 6 the Guarantee.

**21.5** The Board may reinstate a member whose membership has been suspended on the satisfaction of such terms and conditions as the Board thinks fit to apply from time to time, including the payment of all money owing by the member to the Company as at the date their membership was suspended.

**21.6** Before the Board makes a resolution referred to in clause 21.3, the Board must:

- (a) meet to consider the allegation being made;
- (b) provide the member against whom the allegation has been made with at least seven (7) days written notice of this meeting of the Board and details of:
  - (i) the time and place of the Board meeting;
  - (ii) what is alleged against him or her; and
  - (iii) the intended resolution,

and confirmation that he or she has the right to give an oral or written explanation or defence he or she may think fit at the Board meeting; and
- (c) provide the member with a reasonable opportunity to give such oral or written explanation or defence as the Member may reasonably think fit during the Board meeting and before the Board passes its resolution on the allegation.

**21.7** Legal advisors are not permitted to attend the Board meeting referred to in clause 21.6.

**21.8** Whenever any person ceases to be a Member, the Board shall direct that his or her name shall be removed from the Register of Members.

## **GENERAL MEETINGS**

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### **22. Calling of meetings of Members**

**22.1** Three Directors may call a meeting of Members.

**22.2** Subject to clause 22.3, the Board may call a meeting of Members from time to time.

**22.3** The Board must call and arrange to hold a general meeting upon receipt of a request from the Members made in accordance with section 249D of the Act (as amended from time to time).

**22.4** Members with more than 50% of the votes of all of the Members who make a request to call a general meeting under section 249D of the Act may call and arrange to hold a general meeting if the Board does not do so within 21 days after the request is given to the Company in which case section 249E of the Act shall apply.

**22.5** Unless clauses 22.3 or 22.4 apply, Members with at least 5% of the votes that may be cast at a general meeting of the Company (or such greater percentage as may be prescribed pursuant to the Act from time to time) may call, and arrange to hold, a general meeting. The Members calling the meeting must pay the expenses of calling and holding the meeting.

**22.6** A court may order a meeting of Members to be called in accordance with the Act if it is impracticable to call the meeting in any other way.

**22.7** All general meetings other than annual general meetings shall be called extraordinary general meetings.

### **23. Annual general meetings**

The Company must hold an annual general meeting at least once in each calendar year and within five (5) months after the end of its Financial Year (at a place and time determined by the Board) to:

- (a) receive the financial reports, statements and accounts of the Company and reports of the Board and the Auditor for the preceding Financial Year;
- (b) appoint or confirm the appointment of Directors as required;
- (c) appoint or confirm the appointment of the Auditor;
- (d) fix the Auditor's remuneration;
- (e) consider any matter which may be submitted by a Member to the meeting in accordance with the Act or this Constitution; and
- (f) transact any other business which:
  - (i) under this Constitution ought to be transacted at an annual general meeting of the Company; or
  - (ii) which the Board considers appropriate.

All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall require an Ordinary Resolution to be carried.

### **24. Amount of notice of meetings**

Subject to the Act, at least 21 days notice must be given of a meeting of Members.

### **25. Notice of meetings**

**25.1** Subject to clause 25.2, written notice of the meeting of Members must be given individually to each Member entitled to vote at the meeting and to each Director. No other person shall be entitled to receive notices of meetings of Members.

**25.2** The Company shall give notice of meeting of Members in accordance with clause 82.

**25.3** Except for resolutions of Members under section 203D of the Act, the Company may call:

- (a) an annual general meeting on shorter notice if all members entitled to attend and vote at the annual general meeting agree beforehand; and

- (b) any other meeting of Members on shorter notice if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

**25.4** Information included in a notice of meeting of Members shall be as prescribed by section 249L of the Act.

**25.5** The accidental omission to give notice of a meeting to or the non receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

**26. Auditor entitled to notice and other communication**

The Company must give the Auditor:

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communication relating to the general meeting that a Member is entitled to receive.

**27. Members' resolutions**

The Members may propose a resolution to be moved at a general meeting only in accordance with the provisions of Division 4 of Part 2G.2 of the Act. Notice of such proposal must be given to the Secretary in accordance with the Act.

**28. Time and place for meetings of Members**

A meeting of Members must be held at a reasonable time and place.

**29. Members' Meetings - Technology**

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

**30. Quorum**

The quorum for a meeting of Members is seven (7) Members and the quorum must be present at all times during the meeting.

**31. Chairing meetings of Members**

The Chairman shall chair meetings of Members. If the Chairman is not present within fifteen minutes after the time appointed for the holding of the meeting, or is not able to chair the meeting or declines to act as chair of the meeting, a Deputy Chairman shall chair the meeting. If a Deputy Chairman is not present, is not able to chair the meeting or declines to act as chair of the meeting, the Members must elect a chair from the Members present.

**32. Adjourned meetings**

- 32.1** Any person appointed to chair a meeting of Members may adjourn the meeting if the Members present with a majority of votes at the meeting agree or direct that the chair may do so.
- 32.2** No business may be transacted at an adjourned meeting other than the business left unfinished from the earlier meeting from which the adjournment took place.
- 32.3** If a meeting is adjourned for more than 30 days, new notice of the adjourned meeting must be given.

**33. Auditor's right to be heard at meetings of Members**

The Auditor is entitled to attend and be heard at any general meetings of Members.

**34. Proxies and body corporate representatives**

- 34.1** A Member who is entitled to attend and cast a vote at meetings of Members may appoint a proxy or, if the Member is a body corporate, a representative, to attend and cast a vote at that meeting.
- 34.2** Any proxy or representative appointed under clause 34.1 must be appointed in accordance with Division 6 of Part 2G.2 of the Act and shall have the rights as set out in that Division.
- 34.3** The instrument appointing a proxy shall be in writing in the form prescribed in Schedule One or such other form as the Board may approve from time to time. The instrument appointing a proxy is deemed to confer authority on the proxy to demand or join in demanding a poll.
- 34.4** The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a copy certified as a true copy by a person qualified to witness statutory declarations of that power or authority shall be deposited by hand, by mail or by fax at the Registered Office of the Company not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default thereof the instrument of proxy shall not be treated as valid.
- 34.5** A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid despite 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, provided that no intimation in writing of such death, unsoundness of mind or revocation 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.
- 34.6** If a Member appoints a proxy to attend and vote for the Member at a meeting and the Member is present at the meeting for which the proxy

was appointed, the proxy's authority to speak and vote for the Member at the meeting is suspended while the Member is present at the meeting.

### **35. Voting at meetings of Members**

- 35.1** Subject to any rights or restrictions attached to any class of membership, each Member has one vote, both on a show of hands and on a poll.
- 35.2** The chair of a meeting has a casting vote. Such casting vote shall be in addition to any vote the chair has in his or her capacity as a Member.
- 35.3** Only Members who have voting rights and have no outstanding monies due to the Company are entitled to vote at meetings of Members, either personally, by proxy or as proxy for another Member, or be reckoned in a quorum.
- 35.4** A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote whether on a show of hands or on a poll by his or her trustee or by such other person that has or is responsible for the management of his or her estate and any such trustee or other person may vote by proxy or attorney.

### **36. Objections to right to vote**

A challenge to a right to vote at a meeting of Members:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair whose decision is final.

### **37. How voting is carried out**

- 37.1** A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded by the chair or by at least three Members present in person or by proxy and entitled to vote.
- 37.2** On a show of hands, a declaration by the chair is conclusive evidence of the result.
- 37.3** Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against a resolution.

### **38. Matters on which a poll may be demanded**

- 38.1** A poll may be demanded:
- (a) on any resolution including resolutions concerning the election of the chair of the meeting or the adjournment of the meeting; or
  - (b) in accordance with section 250L of the Act.



**38.2** A demand for a poll may be withdrawn.

**38.3** A demand for a poll shall not prevent the continuance of a meeting or the transaction of any business at the meeting other than the question on which the poll has been demanded.

**39. When and how polls must be taken**

**39.1** Subject to clause 39.2, a poll must be taken when and in the manner the chair directs.

**39.2** A poll on the election of a chair or on the question of an adjournment must be taken immediately without adjournment.

**BOARD OF DIRECTORS**

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**40. Directors**

**40.1** Directors shall be Members of the Company.

**40.2** The Company must have not less than three Directors, at least two of whom must ordinarily reside in Australia.

**40.3** The Company may from time to time by Ordinary Resolution in general meeting increase or reduce the number of Directors.

**41. Auditor not Eligible**

The Auditor is not eligible to be elected or appointed as a Director or Alternate Director.

**42. Appointment & Term**

**42.1** Subject to clause 43, a Director is appointed for a term of two (2) years at the end of which he or she shall retire.

**42.2** Unless otherwise resolved by the Company in general meeting, a retiring Director is eligible for re-appointment for further terms.

**42.3** At the first Annual General Meeting held after the adoption of this Constitution, one half of the Directors shall retire. At subsequent Annual General Meetings, one half of the Directors and any other Director who has held office for two years or more since last being appointed, must retire from office.

**42.4** The Directors to retire shall be those who have been the longest in office since their last appointment, but, as between persons who were last appointed as Directors on the same day, those to retire must be determined by lot, unless they otherwise agreed among themselves.

**42.5** Subject to section 201E of the Act Directors shall be appointed by the Company by ordinary resolution in general meeting.

- 42.6** Subject to maintaining the minimum number of Directors prescribed in clause 40.2, the Company may from time to time in general meeting resolve not to replace retiring Directors and Directors who have vacated office.
- 42.7** Nothing in this Constitution affects the validity of appointment or the term of office of any Director (howsoever described) in office as at the date of adoption of this Constitution.

#### **43. Removal & Vacation of Office**

- 43.1** A Director may at any time resign from the Board by giving written notice of resignation to the Secretary at the Registered Office.
- 43.2** Subject to section 203D of the Act, the Members in general meeting may resolve to remove any Director before the expiration of his or her period of office and may by an Ordinary Resolution appoint another person in his or her stead. A person appointed to replace a Director removed under this clause shall hold office until the annual general meeting next following his or her appointment.
- 43.3** The office of Director shall be vacated if he or she:
- (a) resigns or is removed from office pursuant to clauses 43.1 or 43.2;
  - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (c) 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;
  - (d) ceases to be a director by virtue of the Act or becomes prohibited from being a director by reason of any order made under the Act;
  - (e) is absent from meetings of the Board over a period of more than six (6) months without permission of the Board;
  - (f) is convicted of felony or is declared by any Court of competent jurisdiction to have committed any fraud;
  - (g) holds an office of profit under the Company; or
  - (h) ceases to be a Member or is suspended for any period from membership of the Company.

#### **44. Casual Vacancies & Additional Directors**

- 44.1** Subject to clauses 40.1 and 44.2, the Board may appoint a person to fill a vacancy occurring on the Board as a result of clause 43.3 and such replacement Director shall hold office until the annual general meeting next following the occurrence of the casual vacancy.
- 44.2** If the number of Directors becomes less than three (3) as a result of vacancies on the Board, the Board must not act, except for the purposes of

filling vacancies or convening a general meeting, while there are less than three Directors.

- 44.3** Subject to clause 40.1 the Board may from time to time resolve to appoint people as additional Directors. Additional Directors shall hold office until the end of the next annual general meeting following his or her appointment and shall be eligible for re-appointment at that meeting.

**45. Alternate Director**

- 45.1** Subject to the approval by the Board, a Director may appoint a person to be his or her Alternate Director to exercise some or all of the Director's powers for a specified period.
- 45.2** If the appointing Director requests, the Board must give the Alternate Director notice of Board meetings.
- 45.3** When an Alternate Director exercises the Director's powers, the exercise of the powers is just as effective as if the appointing Director exercised the powers.
- 45.4** The appointing Director may terminate the Alternate Director's appointment at any time.
- 45.5** The Board may terminate the Alternate Director's appointment at any time without having to give reasons, in which case the affected Director may, subject to clause 45.1, appoint a new Alternate Director.
- 45.6** An appointment or termination of an Alternate Director must be in writing. A copy of the appointment must be given to the Secretary.

**46. Material personal interest**

- 46.1** Unless an exception in section 191(2) of the Act applies, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the Board notice of the interest.
- 46.2** The notice required by clause 46.1 must:
- (a) include details of:
    - (i) the nature and extent of the interest; and
    - (ii) the relation of the interest to the affairs of the Company; and
  - (b) be given at a Board meeting as soon as practicable after the Director becomes aware of his or her interest in the matter, the details of which must be recorded in the minutes of the meeting.
- 46.3** A Director who has a material personal interest in a matter that is being considered at a Board meeting shall not be present while the matter is being considered at the meeting or vote on the matter unless:
- (a) the interest does not need to be disclosed under section 191 of the Act; or

- (b) the other Directors on the Board who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the Director, the nature of his or her interest in the matter and its relation to the affairs of the Company; and
  - (ii) states that the Board is satisfied that the interest should not disqualify the Director from voting or being present.

A Director who votes when not otherwise authorised to do so under this clause shall have his or her vote discounted.

#### **47. Standing notice about an interest**

A Director with an interest in a matter may give the Board standing notice of the nature and extent of this interest in accordance with the Act. The Director is deemed to have given notice of his interest as the Director.

#### **48. Negotiable instruments**

- 48.1** Any two Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 48.2** The Board may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- 48.3** Receipts for money payable to or receivable by the Company may be signed by a Director or the Secretary or by any other person authorised by the Board to receive money either generally or any particular sum of money on behalf of the Company and such receipt shall be deemed to be valid. Receipts must be issued promptly.

#### **49. Powers & Role**

- 49.1** Subject to the Act, the Board shall manage the business and affairs and have custody and control of the funds and property of the Company.
- 49.2** Without limiting clause 49.1, the role of the Board is to:
  - (a) direct and guide the Company's strategic direction; and
  - (b) monitor and maintain the financial integrity and viability of the Company.
- 49.3** The activities of the Board are subject to any regulation from time to time made, amended and removed by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

#### **50. Board meetings**

- 50.1** The Board shall meet at least once each year.
- 50.2** A Board meeting may be called at any time by three Directors or the Secretary at the written request of three Directors.

**50.3** Notice of Board meetings shall specify the place, date and time of the meeting and the business to be conducted at the meeting.

**50.4** The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.

## **51. Use of Technology**

As long as all Directors consent, a Board meeting may be called or held using any technology which allows all of the Directors participating in the meeting to hear each other at the same time. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

## **52. Office Bearers**

**52.1** Subject to clause 52.6, the Office Bearers shall be the Chairman, up to two Deputy Chairmen and the Honorary Treasurer elected in accordance with this clause.

**52.2** The election of Office Bearers shall take place at each Annual General Meeting following the appointment of Directors in accordance with clause 42.

**52.3** The Office Bearers shall hold office for a term of one (1) year at the end of which they shall each retire as an Office Bearer and shall, subject to remaining a Director in accordance with this Constitution be, eligible for re-election as an Office Bearer.

**52.4** The Chairman shall chair Board meetings.

**52.5** If the Chairman is not present at the meeting within ten minutes after the time appointed for the meeting, a Deputy Chairman shall be the chair or if no Deputy Chairman is present at the meeting then the Directors present shall choose one of their number to chair the meeting.

**52.6** The Board may, prior to the election of Office Bearers, increase or decrease the number of Office Bearers.

## **53. Quorum at Board meetings**

**53.1** The quorum for a Board meeting shall be one third of the Directors rounded down to the nearest whole number, (unless the Board determines otherwise) and the quorum must be present at all times during the meeting.

**53.2** A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board under the Constitution.

## **54. Passing of Board resolutions**

**54.1** A Board resolution must be passed as an Ordinary Resolution.

**54.2** In the case of equality of votes the Chairman has a second or casting vote in addition to any vote the Chairman has in his or her capacity as a Director.

**55. Circulating resolutions of Board**

- 55.1** The Board may pass a resolution without a Board meeting being held if a majority of Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 55.2** Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 55.3** The resolution is passed when the last Director signs.
- 55.4** The requirement for a signature or for signing a document is taken to have been met in relation to an electronic communication if:
- (a) a method is used to identify the person and to indicate the person's approval of the information communicated; and
  - (b) having regard to all the relevant circumstances at the time the method was used, the method was as reliable as was appropriate for the purposes for which the information was communicated.

**56. Delegation**

- 56.1** The Board may delegate any of its powers to any Committee, Director(s), employee of the Company or any other person.
- 56.2** The delegate must exercise the delegated powers in accordance with any directions of the Board.
- 56.3** The effect of the delegate exercising a delegated power is the same as if the Board exercised it.
- 56.4** The Board may withdraw any delegated power at any time.

**57. Committees**

- 57.1** The Board may from time to time establish Committees to advise it on matters affecting the operations of the Company. Clause 57.2 does not limit this clause 57.
- 57.2** Research Advisory Committee:
- (a) The Board shall appoint a Committee to be known as the "Research Advisory Committee".
  - (b) Subject to clause 57.2(c), the Research Advisory Committee shall consist of not less than five (5) members, four (4) of whom in the opinion of the Board are suitably qualified to assess medical research. The Board may appoint, remove and replace members of the Research Advisory Committee from time to time at its discretion.
  - (c) If approval is required the appointment, removal and replacement of members of the Research Advisory Committee is subject to the Board obtaining the written approval of the Secretary of the Department of Health & Aging (or as it might otherwise be known) or such other approval as may be required to comply with the Income

Tax Assessment Act with respect to approved research institutes to the proposed appointment, removal or replacement (as relevant).

- (d) The Research Advisory Committee shall meet and adjourn its meetings as it thinks fit.

**57.3** Nothing in this Constitution affects the validity of appointment or the duration and terms of appointment of any Committee member as at the date of adoption of this Constitution.

## **58. Validity of Actions**

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

## **59. Company's attorney**

The Board may appoint a company, firm, person or body of persons to be the Company's attorney under a power of attorney for:

- (a) any period; and
- (b) for the purposes and with the powers, authorities and discretions vested in or exercisable by the Board under this Constitution.

## **SECRETARY**

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### **60. Appointment of Secretary**

**60.1** The Company must have a Secretary or Secretaries. At least one of them must ordinarily reside in Australia.

**60.2** The Secretary shall be appointed by the Board on such terms and conditions (including as to remuneration) as the Board think fit.

**60.3** The Board may appoint any Member as Honorary Secretary and may remove any person so appointed.

**60.4** A person ceases to be a Secretary or Honorary Secretary of the Company if the person becomes disqualified from managing corporations under Part 2D.6 of the Act, unless ASIC or the Court allows them to take part in the management of the Company.

## **CHIEF EXECUTIVE OFFICER**

### **61. Appointment of Chief Executive Officer**

- 61.1.** The Directors may appoint a Chief Executive Officer for the period and on the terms as they think fit and subject to the provisions of the law may revoke and renew the appointment. The Chief Executive Officer shall continue in office until he or she vacates his or her position as Chief Executive Officer or is removed as Chief Executive Officer by the Directors.
- 61.2.** The Chief Executive Officer shall at all times be subject to the control of the Directors.

## **PATRONS**

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### **62. Patrons**

- 62.1** The Directors may appoint Patrons who shall provide advice and assistance to the Company as may be sought from time to time.
- 62.2** The Patrons shall be appointed for such period as determined by the Board from time to time.
- 62.3** The Patrons may attend Board Meetings at the invitation of the Chairman of the Board.

## **RULES & REGULATIONS**

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### **63. Rules & Regulations**

- 63.1** The Board may from time to time prescribe rules and regulations of the Company on such matters considered necessary or expedient to carry out the purposes of the Company or for the regulation, management and control of the Company's affairs including in respect of its Members and Directors.
- 63.2** Subject to clause 53.1 rules and regulations shall be adopted, amended or repealed by the Board in meeting by a majority of no less than two thirds of the Directors present and entitled to vote on the resolution.
- 63.3** In the event of any inconsistency between this Constitution and any rule or regulation, this Constitution prevails.
- 63.4** The Board must publish rules and regulations adopted or amended pursuant to this clause as soon as practicable.



## MINUTES

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### 64. Minutes

**64.1** The Company must keep minute books in which it records within one month:

- (a) proceedings and resolutions of Members' meetings;
- (b) proceedings and resolutions of Board meetings, including meetings of Committees;
- (c) resolutions passed by the Members without a meeting; and
- (d) resolutions passed by the Board without a meeting.

**64.2** The Company must ensure that minutes of a meeting are signed by the chair of the meeting or the chair of the next meeting within a reasonable time after the meeting.

**64.3** The Company must ensure that resolutions passed without a meeting are signed by a Director within a reasonable time after the resolution is passed.

### 65. Members' access to minutes

Members are entitled to gain access to the minute book of meetings of Members in accordance with the Act.

## FINANCIAL RECORDS

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### 66. Obligation to Keep Financial Records

The Company must keep written financial records that:

- (a) correctly record and explain the transactions and financial position and performance of the Company;
- (b) enable true and fair financial statements to be prepared and audited; and
- (c) permit preparation of any other documents required by the Act or this Constitution.

### 67. Location of Financial Records

The financial records of the Company shall be kept:

- (a) in such manner as to enable them to be conveniently and properly audited;
- (b) for seven (7) years after the completion of the transactions or operations to which they relate; and
- (c) at the Registered Office or at such other place as the Board thinks fit.

**68. Access**

- 68.1** The financial records of the Company shall at all reasonable times be open to inspection by a Director.
- 68.2** The Board shall from time to time determine at what times and places and under what conditions and regulations the financial records of the Company may be open to inspection by Members.

**69. Financial Reporting Obligations**

- 69.1** A financial report in respect of the Company and a Board report must be prepared for each Financial Year.
- 69.2** The financial report for a Financial Year shall consist of:
- (a) the Company's financial statements for the year;
  - (b) the notes to the financial statements; and
  - (c) the Board's declaration about the statements and notes.
- 69.3** The financial statements for the year are the financial statements that are required by and made up in accordance with the Accounting Standards, including those showing the Company's:
- (a) profit and loss for the previous Financial Year of the Company;
  - (b) balance sheet at the date to which the profit and loss account is made up; and
  - (c) cash flows for the year.
- 69.4** The notes to the financial statements are:
- (a) disclosures required by the Act and its regulations;
  - (b) notes required by the Accounting Standards; and
  - (c) any other information necessary to give a true and fair view of the financial position and performance of the Company.
- 69.5** The Board's declaration is a declaration by the Board that, in its opinion:
- (a) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
  - (b) the financial statement and notes are in accordance with the Act.

- 69.6** A Board report shall consist of the matters prescribed in section 298 of the Act.
- 69.7** The financial report in respect of the Company and the Board report for the Financial Year must be sent to all persons entitled to receive notice of general meetings of the Company not less than seven days before the meeting at which they are to be considered.

## **AUDIT**

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### **70. Appointment**

- 70.1** A properly qualified auditor or auditors shall be appointed the Auditor and his, or her or their remuneration shall be fixed and duties regulated in accordance with the Act or other legislation.
- 70.2** Subject to Part 2M.4 of the Act, the Auditor may be:
- (a) an individual;
  - (b) a firm; or
  - (c) a company.
- 70.3** A person shall not be appointed or act as the Auditor if the person is:
- (a) an Officer of the Company;
  - (b) a partner, an employer or employee of an Officer of the Company; or
  - (c) a partner or employee of an employee of an Officer of the Company.
- 70.4** The Company may have more than one Auditor.
- 70.5** The Company must appoint an Auditor at an annual general meeting and appoint an Auditor to fill any vacancy in the office of auditor at each subsequent annual general meeting.
- 70.6** Except where the Auditor is removed from office at the annual general meeting, the Company may appoint an Auditor at an annual general meeting only if a Member gives the Company written notice of the nomination of the individual, firm or company for appointment as the Auditor:
- (a) before the meeting was convened; or
  - (b) not less than 21 days before the meeting.

**71. Term of appointment**

- 71.1** An Auditor holds office until the Auditor dies, is removed or resigns from office or ceases to be capable of acting as Auditor in accordance with the Act.
- 71.2** The Company may resolve in general meeting to remove the Auditor in accordance with section 329 of the Act.
- 71.3** Except where a vacancy has been caused by the removal of the Auditor from office by the Company, the Board must appoint an Auditor to fill a vacancy in the office of Auditor within one (1) month after the vacancy occurs if:
- (a) there is no surviving or continuing Auditor (where the Auditor is a company); and
  - (b) the Company has not appointed an Auditor to fill the vacancy at a general meeting.

**72. Auditor's report**

At least once each year, the Auditor shall provide its report to the Company.

**LOGO AND MARKS**

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**73. Logo & Marks of Company**

The Board may permit or restrict the use of the Company's trade marks, devices, official logo and other intellectual property in such manner as prescribed by it from time to time.

**SEAL**

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**74. Seal of Company**

- 74.1** The Board shall provide a common seal for the Company.
- 74.2** The common seal of the Company shall be kept under such custody and control as the Board shall from time to time prescribe and in the absence of any such prescription shall be kept in the custody of the Secretary.
- 74.3** The common seal of the Company may not be used except by resolution of the Board.
- 74.4** The Board may from time to time destroy the common seal and replace it with a new seal in accordance with section 123 of the Act.
- 74.5** Any deed or document, debenture or security which the Board resolves may be executed under the common seal of the Company must be signed by two Directors or by a Director and the Secretary (or some other person

duly authorised by the Board to countersign such deed or document, debenture or security in place of the Secretary).

**74.6** Nothing in this clause 74 affects the operation of section 127 of the Act.

## **WINDING UP**

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### **75. Distribution of Property**

**75.1.** If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and the liabilities any property whatsoever the same shall be given or transferred to some other institution or institutions in Australia:

- (a) having a purpose similar to the purpose of the Company as set out in clause 10;
- (b) which prohibits the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Company under or by virtue of clause 8; and
- (c) (if at the time of winding up or dissolution the Company is endorsed as an income tax exempt charity pursuant to the Tax Act) which is endorsed as an income tax exempt charity for the purposes of the Tax Act,

such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or any Judge of that Court as may have or acquire jurisdiction in the matter.

**75.2.** If the Company is endorsed or otherwise duly authorised as a deductible gift recipient for the purposes of the Tax Act and the Company maintains a gift fund pursuant to such endorsement, the Company must, on the earlier of the winding up of the gift fund or the Company having its said endorsement or authorisation revoked, transfer any surplus assets of that gift fund to an institution or institutions in Australia:

- (a) having a purpose similar to the purpose of the Company as set out in clause 10;
- (b) which prohibits the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Company under or by virtue of clause 8; and
- (c) which is endorsed as a deductible gift recipient for the purposes of the Tax Act and which maintains a gift fund pursuant to such endorsement,

such institution or institutions to be determined by the Board.

**76. Prohibition**

The Members have no right to participate in any distribution or payment of the assets or property of the Company in the event of the winding up or dissolution of the Company .

**INDEMNITY & INSURANCE**

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**77. Indemnity of Directors**

Every Director shall be indemnified by the Company against a liability incurred as a Director other than:

- (a) a liability owed to the Company or a related body corporate;
- (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
- (c) a liability that is owed to a person other than the Company or a related body corporate and did not arise out of conduct in good faith.

**78. Indemnity of Auditors & Officers**

Every Auditor and other Officer of the Company including the Secretary may by resolution of the Board be indemnified by the Company against a liability incurred as an Auditor or an Officer of the Company other than:

- (a) a liability owed to the Company or a related body corporate;
- (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
- (c) a liability that is owed to a person other than the Company or a related body corporate and did not arise out of conduct in good faith.

**79. Indemnity for legal costs**

Every Director, Auditor and other Officer of the Company including the Secretary may by resolution of the Board be indemnified out of the assets of the Company against a liability for legal costs incurred by that person as a Director, Auditor or other Officer of the Company in defending an action for liability incurred in that capacity unless the costs arise:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clauses 77 or 78;
- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (other than costs incurred in responding to actions

taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or

- (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.

For the purposes of this clause 79, "proceedings" includes the outcome of the proceedings and any appeal in relation to the proceedings.

#### **80. Limit of indemnity**

Subject to the provisions of the Act, a Director, Auditor and other Officer of the Company including the Secretary shall not be liable for:

- (a) the acts, receipts, neglect or defaults of any other Director, Auditor and other Officer of the Company;
- (b) joining in any receipt or other act of conformity or for any loss happening to the Company through:
  - (i) an insufficiency or deficiency of title to any property acquired by order of the Directors, Auditor or other Officer of the Company for or on behalf of the Company; or
  - (ii) an insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested;
- (c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited;
- (d) any loss occasioned by any error of judgment or oversight on the part of a Director, Auditor and other Officer or employee of the Company; or
- (e) any other loss, damage or misfortune which occurs in the execution of the duties of the office of Director, Auditor or other Officer of the Company,

unless the liability was incurred against the Company or through the dishonesty of the Director, Auditor or other Officer of the Company.

#### **81. Payment of insurance premiums**

The Company may by resolution of the Board pay, or agree to pay, either directly or indirectly through one or more interposed entities, a premium in respect of a contract insuring a person who is or has been a Director, Auditor or other Officer of the Company including the Secretary against:

- (a) a liability for legal costs; and
- (b) any other liability except a liability incurred by the person as such a Director, Auditor or other Officer and arising out of conduct involving:

- or
- (i) conduct involving a wilful breach of duty in relation to the Company;
  - (ii) a contravention of section 182 or section 183 of the Act.

## **NOTICES**

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### **82. Notices**

**82.1.** Any notice required to be given under this Constitution or any rule or regulation of the Company must be:

- (a) in writing; and
- (b) given to the recipient:
  - (i) personally;
  - (ii) (if a Member) 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, and otherwise to the recipient's last known place of residence or business; or
  - (iii) by sending it to the fax number or electronic address (if any) nominated by the recipient;

**82.2.** The non-receipt of a notice of meeting of Members shall not invalidate any meeting of Members held pursuant to such notice.

**82.3.** Members who have no place of address in Australia registered with the Company shall notify the Company of an alternative address in Australia for the purposes of this clause.

**82.4.** Any notice sent by:

- (a) post is taken to be given on the next business day after it is posted (if to an address within Australia) or seven business days after it is posted (if to an address outside Australia); and
- (b) fax or electronic message is taken to be given on the same day if it is transmitted on a business day by 5:00pm AEST and otherwise on the next business day.

**82.5.** Unless it is otherwise provided, a given number of days' notice or notice extending over any period includes the day of service but does not include the day on which such notice is to expire. Where at least or not less than a given period is prescribed, then both the day of service and the day on which the period expires are excluded.

**82.6.** Subject to the Act, the signature to any notice given by the Company may be written, printed or typed.



## DEFINITIONS & INTERPRETATION

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### 83. Definitions

In this Constitution, unless the context otherwise requires:

**Accounting Standards** has the meaning ascribed to it in the Act;

**Act** means the Corporations Act 2001 and where any provision of the Act is referred to the reference is to such provision as amended, modified or re-enacted from time to time;

**Alternate Director** means a person appointed to this position pursuant to clause 45;

**ASIC** means the Australian Securities and Investments Commission;

**Auditor** means the Auditor for the time being of the Company;

**Board** means the Board of Directors of the Company;

**Chairman** means the chairman of the Board;

**Committee** means the committees described in clause 57 and such other committees established by the Board from time to time;

**Company** means the company named in clause 1;

**Constitution** means this Constitution as amended from time to time;

**Director** means a member of the Board and includes Office Bearers;

**Financial Year** means the period of twelve months commencing from 1 July and ending on 30 June in the following year;

**Guarantee** means the maximum amount each Member agrees to pay to the Company in accordance with clause 6;

**Insolvency Event** means:

- (a) a Member is or becomes:
  - (i) an externally-administered body corporate;
  - (ii) subject to control by a Controller; or
  - (iii) an insolvent company under administration, as those terms are defined in section 9 of the Act;
- (b) a resolution is passed or a court order made or analogous proceedings are taken for the winding up of the Member other than for the purposes of solvent amalgamation or reconstruction;
- (c) the Member, being a natural person, dies, commits an act of bankruptcy or is declared bankrupt or insolvent or the Member's estate otherwise becomes liable to be dealt with under any law relating to bankruptcy or insolvency or becomes incapable of managing the Member's own affairs by reason of any medical or mental condition;
- (d) the Member, being a partnership, is dissolved or threatens or resolves or is in jeopardy of dissolving;

- (e) the Member ceases or threatens to cease conducting business in the normal manner;
- (f) the Member has received a deregistration notice or applied for deregistration;
- (g) the Member has been issued with a writ of execution; or
- (h) the Member files a voluntary petition in bankruptcy, a petition seeking any re-organisation, arrangement, composition or similar relief under any law regarding insolvency or relief for debtors or makes an assignment for the benefit of the Member's creditors;

**Member** means a person admitted as a member of the Company in accordance with this Constitution;

**Month** means calendar month;

**Office Bearers** means the Directors elected in accordance with the provisions of clause 52;

**Officer** means an Officer of the Company as defined in section 9 of the Act;

**Ordinary Resolution** means any resolution passed by a simple majority of persons entitled to vote;

**Register of Members** means the Register of Members to be kept as required under section 169 of the Act;

**Registered Office** means the registered office for the time being of the Company;

**Registered Tax Agent** means any person or partnership who is or which is registered as a tax agent in accordance with the Income Tax Assessment Act 1936;

**Schedule** means a schedule to this Constitution;

**Secretary** means any person appointed in accordance with this Constitution and the Act as a Secretary of the Company and includes an Honorary, assistant or acting Secretary or any substitute for the time being for the Secretary;

**Special Resolution** means a resolution of which notice as set out in section 249L(c) of the Act has been given and has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution;

**Subscription** means the membership application fees, annual subscriptions and other membership levies payable by a Member, a class of Members or the Members as a whole as determined by the Board from time to time pursuant to clause 17;

**Tax Act** means the Income Tax Assessment Act 1997 (Cth);

**Taxation Laws** means laws relating to taxation including income tax, goods and services tax, capital gains tax, payroll tax, customs and excise duties, stamp duty, land and other property taxes, death, estate and gift duties and taxes and duties of any other kind whatsoever and taxation laws of any foreign country or place which affect in any way residents or citizens of Australia or persons carrying on business either in Australia or with residents or citizens of Australia.

**84. Interpretation**

- (a) Reference to “Constitution” includes its Schedule.
- (b) Words and phrases which are given a special meaning by the Act have the same meaning in this Constitution, unless the contrary intention appears.
- (c) Words in the singular include the plural and vice versa and words importing a gender include all other genders.
- (d) Persons include companies and corporations and vice versa.
- (e) A reference to the Act or any other statute or regulation is to be read as though the words “as modified or substituted or re-enacted from time to time” were added to the reference.
- (f) Headings are inserted for convenience and do not affect the interpretation of this Constitution.
- (g) “Including” and other similar words are not words of limitation.
- (h) General words following words describing a particular class or category are not restricted to that class or category.
- (i) A duty, obligation, covenant or agreement on the part of two or more persons binds them jointly and severally.
- (j) If there is any inconsistency between a clause of this Constitution and the Act, the Act prevails to the extent of such inconsistency.

**SCHEDULE ONE**

**PROXY FORM**

**HEART RESEARCH AUSTRALIA**

I, .....of .....

being a Member of Heart Research Australia hereby appoint:

.....(name of proxy)

.....(address of proxy)

or failing him/her:

.....(name of proxy)

.....(address of proxy)

as my proxy to vote for me on my behalf at the Annual General/or Extraordinary General (as the case may be) Meeting of the Company to be held on:

.....(date of meeting) and at any adjournment thereof.

.....

Signature

Dated:

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

\* *strike out whichever is not desirable. (Unless otherwise instructed the proxy may vote as he/she thinks fit).*