

Constitution

The Human Genetics Society of Australasia Limited

A Public Company Limited by Guarantee

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1 Name of the Company

The name of the Company is The Human Genetics Society of Australasia Limited.

2 Type of Company

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) Subject to this Constitution, each person who is a Member and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:
 - (i) payment of debts and liabilities of the Company;
 - (ii) payment of the costs, charges and expenses of winding up; and
 - (iii) any adjustment of the rights of the contributories among Members.
- (c) The amount that each Member or past Member is liable to contribute is limited to \$10.00.

3 Replaceable Rules

This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

4 Definitions and Interpretation

4.1 Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

ACNC Act means *Australian Charities and Not-for-Profits Commission Act 2012* (Cth);

ACNC Regulations means *Australian Charities and Not-for-profits Commission Regulations 2022* (Cth);

Advisory Council means the Committee established pursuant to **clause 44(a)(i)**;

Affiliate Member means a Member of the Company in the Membership class defined in **clause 7(f)**;

AGM means annual general meeting;

Australasia means Australia and New Zealand;

Australian Qualifications Framework is the policy for regulated qualifications in the Australian education and training system, as updated from time to time;

Board means the board of Directors of the Company;

Boards of Censors in Fields of Human Genetics Practice are the boards responsible for training, education, administration of assessment processes for applicants for MHGSA and FHGSA (as outlined in the By-Laws) and the ongoing registration requirements for genetic counsellors;

Branch means a branch of the Company established under **clause 45**;

Branch Committee means the committee established by a Branch, in accordance with the By-Laws, for the purpose of undertaking the governance tasks of that Branch, as delegated by the Board;

Branch Secretary means the person appointed as a secretary of a Branch, in accordance with the By-Laws;

Business Day means a day that is not a Saturday, Sunday or public holiday in New South Wales;

By-Laws means the by-laws of the Company as described at **clause 49**;

Chairperson means the Chairperson at a general meeting under **clause 19** or the Chairperson of the Board under **clause 41**, whichever is applicable;

Chief Executive Officer means the person appointed to that position pursuant to **clause 35**;

Committee means a committee of the Board established in accordance with **clause 44**;

Company means The Human Genetics Society of Australasia Limited;

Constitution means this constitution as amended from time to time;

Co-Opted Director means a person appointed as a Director pursuant to **clause 28.5**;

Corporate Member means a Member of the Company in the Membership class defined in **clause 7(g)**;

Corporations Act means *Corporations Act 2001* (Cth);

Council means the former council of The Human Genetics Society of Australasia Incorporated, being the council in existence immediately prior to the Registration of the Company;

Director means any person holding the position of a director of the Company (and includes Elected Directors and Co-Opted Directors), and **Directors** means the directors for the time being of the Company or, as the context permits, such number of them as has authority to act for the Company;

Direct Vote means a valid notice of a Voting Member's voting intention, made pursuant to **clause 23**;

Disciplinary Appeals Committee means the Committee referred to in **clause 14.2(a)**;

Elected Director means a person elected as a Director pursuant to **clause 28.4**;

Emeritus Member means a Member of the Company in the Membership class defined in **clause 7(e)**;

Ethics, Education and Social Issues Committee means the Committee established pursuant to **clause 44(a)(iii)**;

Fellowship refers to the level of certification by the same name which may be granted to a Member by a Board of Censors in Fields of Human Genetics Practice, in accordance with the By-Laws;

FHGSA stands for 'Fellow of the Human Genetics Society of Australasia Limited' and is the post-nominal granted to Members who have received certification by a Board of Censors in Fields of Human Genetics Practice at the highest level (Fellowship), in accordance with the requirements in the By-Laws;

Finance, Audit and Risk Committee means the Committee established pursuant to **clause 44(a)(iv)**;

Financial Year means the period commencing on 1 April in one calendar year, and concluding on 31 March in the next calendar year;

Human Genetics means the academic study, research or practice relating to genomics and the nature, function or effects of genes in human individuals, groups or populations;

Masters Degree AQF Level 9 has the meaning given by the Australian Qualifications Framework;

Maximum Term means the maximum term of a Director pursuant to **clause 28.6(d), 28.6(e) or 28.6(f)** (whichever is applicable);

Member means a member of the Company pursuant to **clause 7** (and includes Ordinary Members, Student Members, Retired Members, Overseas Members, Emeritus Members, Affiliate Members, Corporate Members and Organisational Members), and **Membership** has the corresponding meaning;

Member Present means in connection with a meeting of Members, a Voting Member being present in person or by attorney or Representative;

Member's Guarantee Amount means the amount referred to in **clause 2(c)**;

MHGSA stands for 'member of the Human Genetics Society of Australasia Limited' and is the post-nominal granted to Members who have received certification by a Board of Censors in Fields of Human Genetics Practice at a level broadly equivalent to a Masters Degree AQF Level 9, in accordance with the requirements in the By-Laws;

Objects mean the objects of the Company as set out in **clause 5.1**;

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

Officer has the same meaning as given to that term in section 9 of the Corporations Act;

Ordinary Member means a Member of the Company in the Membership class defined in **clause 7(a)**;

Organisational Member means a Member of the Company in the Membership class defined in **clause 7(h)**;

Overseas Member means a Member of the Company in the Membership class defined in **clause 7(d)**;

Past President means the Director holding that position under **clauses 28.4(b)(iii) or 31(a)(ii)**;

President means the Director elected or appointed, or otherwise holding that position, under **clauses 28.4(b)(i) or 31(a)(ii)**;

President-Elect means the Director elected or appointed, or otherwise holding that position, under **clauses 28.4(b)(ii) or 31(a)(i)**;

Register means the register of Members to be kept pursuant to the Corporations Act;

Registration means registration of the Company as a body corporate by the Australian Securities and Investments Commission;

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act;

Representative means a person authorised in accordance with section 250D of the Corporations Act to act as a representative of a Corporate Member or an Organisational Member, pursuant to **clause 12**;

Retired Member means a Member of the Company in the Membership class defined in **clause 7(c)**;

Secretary means the person appointed as the secretary of the Company under **clause 48(a)**;

Special Interest Group means a special interest group of the Company established under **clause 45**;

Special Resolution has the meaning given to it by the Corporations Act;

Student Member means a Member of the Company in the Membership class defined in **clause 7(b)**;

Subscription means the annual subscription fee payable by a Member in accordance with **clause 11**;

The Human Genetics Society of Australasia Incorporated means the former incorporated association known by that name prior to the Registration of the Company; and

Voting Members are Ordinary Members, Student Members, Retired Members, Overseas Members and Emeritus Members who have paid any payable annual Subscription and Levy at the time of the relevant general meeting.

4.2 Interpretation

In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes any other gender;
- (c) the word **person** means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (h) an expression used in a particular Part or Division of an Act or Regulation that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division; and
- (i) headings do not form part of or affect the construction or interpretation of this Constitution.

5 Objects and Powers

5.1 Objects

- (a) The objects of the Company are to:
- (i) to promote the establishment and maintenance of high ethical standards among persons working in Human Genetics;
 - (ii) to promote the establishment of high standards of professional practice among persons working in Human Genetics;
 - (iii) to advance professional and lay education in the field of Human Genetics;
 - (iv) to promote and facilitate the training and ongoing professional development and recognition of those engaged in the field of Human Genetics;
 - (v) to provide for the certification and voluntary registration of genetic counsellors;
 - (vi) to promote research in the field of Human Genetics;
 - (vii) to develop and maintain policies and position statements to support best practice in the delivery of health care and the ethical implementation of new genomic technologies;
 - (viii) to promote public awareness and understanding of Human Genetics; and
 - (ix) anything ancillary to the objects set out in **clauses 5.1(a)(i) to 5.1(a)(viii)**.
- (b) The Company can only exercise the powers in section 124(1) of the Corporations Act to:
- (i) carry out the Objects of the Company; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under **clause 5.1(b)(i)**.

5.2 Income and Property

- (a) The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company.
- (b) No income or property of the Company shall be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company. However, nothing in this Constitution shall prevent payment in good faith to a Member:
- (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Company.

5.3 Remuneration of Directors

No payment shall be made to any Director other than the payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
- (b) for any service rendered to the Company by the Director 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 than an amount which commercially would be reasonable for the service.

MEMBERSHIP

6 Criteria for Membership

6.1 Criteria for Admission to Membership

Any person is entitled to apply to become a Member if the person:

- (a) agrees to assume the liability to pay the Member's Guarantee Amount;
- (b) satisfies the criteria for Membership in accordance with **clause 7**, as well as any additional criteria set out in the By-Laws;
- (c) supports the Objects of the Company and agrees to comply with the terms of this Constitution and any code of conduct or code of ethics which the Board may produce from time to time;
- (d) lodges an application form in accordance with **clause 9.1**; and
- (e) pays any fees in accordance with **clause 11**.

6.2 Maintaining Eligibility for Membership

Any person that is admitted as a Member must at all times satisfy the criteria for Membership as set out in **clause 6.1**.

7 Classes of Membership

There shall be the following classes of Membership:

(a) Ordinary Members

An Ordinary Member:

- (i) must be a natural person;
- (ii) must have their principal place of residence within Australasia;
- (iii) must, in the opinion of the Board:
 - (A) hold a relevant degree or professional qualification from an Australasian university or other institution, or an equivalent degree or qualification from a non-Australasian country; and
 - (B) be engaged in a primary vocation which involves, or has involved:
 - (1) significant clinical, laboratory, administrative, or other professional responsibility in the clinical care, diagnosis, or management of individuals or families with genetic or developmental conditions; or

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- (2) research, education or any other role related to Human Genetics;
 - (iv) shall be entitled to vote; and
 - (v) may nominate or be nominated as a candidate for election to the Board.
- (b) **Student Members**
- A Student Member:
- (i) must be a natural person;
 - (ii) must be undertaking full-time or part-time undergraduate or postgraduate studies at a recognised Australasian tertiary institution in an area which, in the opinion of the Board, is significantly related to Human Genetics;
 - (iii) shall be entitled to vote; and
 - (iv) may nominate or be nominated as a candidate for election to the Board.
- (c) **Retired Members**
- A Retired Member:
- (i) must be a natural person;
 - (ii) must have been an Ordinary Member or Overseas Member for a minimum of four (4) consecutive years immediately prior to becoming a Retired Member;
 - (iii) must be retired from regular employment or consultancy;
 - (iv) shall be entitled to vote; and
 - (v) may nominate or be nominated as a candidate for election to the Board.
- (d) **Overseas Members**
- An Overseas Member:
- (i) must be a natural person;
 - (ii) must have their principal place of residence outside Australasia;
 - (iii) must, in the opinion of the Board:
 - (A) hold a relevant degree or professional qualification from an Australasian university or other institution, or an equivalent degree or qualification from a non-Australasian country; and
 - (B) be engaged in a primary vocation which involves, or has involved:
 - (1) significant clinical, laboratory, administrative, or other professional responsibility in the clinical care, diagnosis, or management of individuals or families with genetic or developmental conditions; or
 - (2) research, education or any other role related to Human Genetics;
 - (iv) shall be entitled to vote and
 - (v) may nominate or be nominated as a candidate for election to the Board.

(e) **Emeritus Members**

An Emeritus Member:

- (i) must be a natural person;
- (ii) must, in the opinion of the Board, be a person of eminence and distinction who has contributed to the field of Human Genetics;
- (iii) must be admitted as an Emeritus Member by the Board (with no more than one dissention), on the nomination of a Branch or Special Interest Group;
- (iv) shall be entitled to vote; and
- (v) may nominate or be nominated as a candidate for election to the Board.

(f) **Affiliate Members**

An Affiliate Member:

- (i) must be a natural person;
- (ii) must be a member of another professional organisation based in Australasia which, in the opinion of the Board, has aims and objectives aligned with those of the Company;
- (iii) shall not be entitled to vote; and
- (iv) may nominate or be nominated as a candidate for election to the Board.

(g) **Corporate Members**

A Corporate Member:

- (i) must be a body corporate;
- (ii) must have a place of business or conduct activities within Australasia;
- (iii) must, in the opinion of the Board:
 - (A) have a professional interest in the activities of the Company and/or in the field of Human Genetics; and
 - (B) have aims that are consistent with the Objects of the Company;
- (iv) shall not be entitled to vote; and
- (v) may not nominate or be nominated as a candidate for election to the Board.

(h) **Organisational Members**

An Organisational Member:

- (i) must be a body corporate that is a not-for-profit;
- (ii) must have a place of business or conduct activities within Australasia;
- (iii) must, in the opinion of the Board:
 - (A) have a professional interest in the activities of the Company and/or in the field of Human Genetics; and
 - (B) have aims that are consistent with the Objects of the Company;
- (iv) shall not be entitled to vote; and

- (v) may not nominate or be nominated as a candidate for election to the Board.

8 Membership Requirements

The Board shall determine from time to time any requirements for admission to Membership in addition to the eligibility criteria at **clauses 6.1** and **7**, and the rights attached to such Membership.

9 Admission process

9.1 Applications for Membership

Subject to **clause 9.2**, an application for Membership of the Company must:

- (a) be made in writing in the form prescribed by the Board from time to time;
- (b) for applications for all classes of Membership, other than Corporate Members and Organisational Members, be accompanied by the nomination of two Voting Members;
- (c) specify the class of Membership being applied for by the applicant;
- (d) include a signature, or equivalent acknowledgement by the applicant, acknowledging that the applicant agrees to be bound by the Constitution of the Company as amended from time to time and any code of conduct or code of ethics which the Board may produce from time to time;
- (e) be accompanied by any annual Subscription payable pursuant to **clause 11**; and
- (f) be lodged with the Secretary or relevant Branch Secretary (as required under the By-Laws).

9.2 Nominations for Emeritus Membership

A nomination for Emeritus Membership of the Company must:

- (a) be made by the relevant Branch or Special Interest Group in writing in the form prescribed by the Board from time to time; and
- (b) be lodged with the Secretary.

9.3 Determining Application for Membership

- (a) As soon as practicable after receiving an application or nomination for Membership, the Secretary, or relevant Branch Secretary (as the case may be), must refer the application or nomination to the Board, or relevant Branch Committee (as required under the By-Laws), which is to determine whether to approve or reject the application or nomination.
- (b) As soon as practicable after the Board, or relevant Branch Committee (as the case may be), makes that determination, the Secretary, or relevant Branch Secretary (as the case may be), must:
 - (i) notify the applicant or nominee, in writing, that the Board, or relevant Branch Committee (as the case may be), approved or rejected the application or nomination (whichever is applicable);
 - (ii) if the Board, or relevant Branch Committee (as the case may be), approved the application or nomination, enter the applicant or

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- nominee's name in the Register and, subject to the Corporations Act, the person becomes a Member on the name being so entered; or
- (iii) if the Board, or relevant Branch Committee (as the case may be), rejected the application or nomination, refund any annual Subscription paid by the applicant and the Board, or relevant Branch Committee (as the case may be), will not be required to provide the applicant or nominee with any reasons for the rejection.
- (c) The Board's or Branch Committee's (as the case may be) decision under **clause 9.3(a)** is final, and an applicant, nominator or nominee shall not be entitled to any rights of appeal against the decision.

10 Membership Entitlements

A right, privilege or obligation which a Member has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

11 Fees

- (a) Subject to **clause 11(d)**, there shall be an annual Subscription payable by each Member to the Company, excluding Emeritus Members, unless the Board determines otherwise.
- (b) Subject to **clause 11(d)**, the amount of the annual Subscription shall be payable by Members at such times and in such manner as determined by the Board from time to time.
- (c) The Board may charge different classes of Membership different annual Subscriptions.
- (d) The Board may in its discretion:
- (i) determine that no annual Subscription is payable by the Member (in whole or in part) in a given year; and
- (ii) extend the time for payment of the annual Subscription by the Member.
- (e) No part of any annual Subscription shall be refunded to a Member who ceases to be a Member in accordance with **clause 13**.

12 Representative(s)

- (a) This **clause 12** applies to Corporate Members and Organisational Members.
- (b) A Member must appoint as its Representative(s) a minimum of one (1) natural person(s).
- (c) A Member may appoint more than one (1) Representative, but only one (1) Representative may exercise a Member's powers at any one time.
- (d) The name and address of the Representative(s) will be entered in the Register as the representative of that Member.
- (e) All correspondence and notices from the Company will be served on the Representative(s), and any notice served on the Representative(s) will be deemed to be served on that Member.

- (f) The appointment of a Representative by a Member may not be made by reference to a position held but must identify an individual.
- (g) Despite **clause 10**, a Member may remove and replace a Representative where that Member gives written notice to the Board in a form approved by the Board.
- (h) A signature by a Representative of a Member on behalf of that Member is taken to be the signature of that Member for the purposes of this Constitution.
- (i) Any power or right of a Member as granted by this Constitution can be exercised by a Representative of that Member.
- (j) Corporate Members and Organisational Members are represented at meetings of Members by their Representative.
- (k) The actions of a Representative of a Member bind that Member.
- (l) Each Representative shall comply with the terms of this Constitution in all matters pertaining to the Company as if they are that Member.

13 Cessation of Membership

- (a) A Member's Membership will cease:
 - (i) on the date that the Secretary receives written notice of resignation from that Member;
 - (ii) upon that Member no longer satisfying the criteria specific to their class of Membership;
 - (iii) if, being a natural person:
 - (A) upon that Member dying; or
 - (B) upon that Member becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (iv) if, being a body corporate:
 - (A) that Member is dissolved or otherwise ceases to exist; or
 - (B) a Member has:
 - (1) a receiver;
 - (2) a receiver and manager;
 - (3) a liquidator;
 - (4) an administrator;
 - (5) an administrator of a deed of company arrangement; or
 - (6) a trustee of other person administering a compromise or arrangement between the Member and someone else,
appointed to it;
 - (v) subject to **clause 11(d)**, if a Member fails to pay an annual Subscription:
 - (A) within thirty (30) days after it falls due;

- (B) then fails to rectify this default within thirty (30) days of being notified of the default by the Company; and
 - (C) the Board resolves to terminate the Membership of that Member;
 - (vi) if the Member is expelled from the Company pursuant to **clause 14**; or
 - (vii) if the Company in general meeting resolves by Special Resolution to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Company renders it undesirable that that Member continue to be a Member of the Company. The Member must be given at least twenty-one (21) days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed.
- (b) A Member may at any time, pursuant to **clause 13(a)(i)**, resign as a Member but shall continue to be liable for:
- (i) any monies due by the Member to the Company; and
 - (ii) any sum for which the Member is liable as the Member of the Company under **clause 2(b)**.

14 Disciplining of Members

14.1 Disciplining of Members

- (a) Where the Board is of the opinion that a Member has:
- (i) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) persistently and wilfully acted in a manner prejudicial to the interests of the Company,
- the Board may expel or suspend that Member from the Company.
- (b) A resolution of the Board pursuant to **clause 14.1** is of no effect unless the Board confirms the resolution in accordance with this **clause 14.1(b)** at a Board meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the Member of a notice pursuant to **clause 14.1(c)**.
- (c) If the Board resolves under **clause 14.1** to expel or suspend any Member, the Secretary must serve the Member with a notice in writing:
- (i) setting out the resolution of the Board and the grounds upon which it is based;
 - (ii) stating that the Member may address the Board at a Board meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting; and/or
 - (B) submit to the Board at or prior to the date of the meeting, written representations relating to the resolution.

- (d) At a meeting of the Board held as referred to in **clause 14.1(c)**, the Board must:
 - (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the Member at or before the Board meeting; and
 - (iii) by a resolution, determine whether to confirm or to revoke the resolution under **clause 14.1(a)**. A resolution to confirm the resolution under **clause 14.1(a)** requires the affirmative votes of at least seventy-five per cent (75%) of the Directors voting at the Board meeting.
- (e) The Member must be notified in writing of the decision of the Board within seven (7) days. If the Board resolves to confirm the expulsion or suspension under **clause 14.1(d)**, the Member must also be notified of the right of appeal available under **clause 14.2**.
- (f) A resolution confirmed by the Board under **clause 14.1(d)** does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
 - (ii) where, within that period, the Member exercises the right of appeal, unless and until the Disciplinary Committee confirms the resolution pursuant to **clause 14.2(d)(ii)**.

14.2 Right of Appeal of Disciplined Member

- (a) The Board will establish a Disciplinary Committee. The Disciplinary Committee will comprise an independent panel of three (3) experts, all chosen by the Board. The experts will be chosen based upon the nature of the alleged misconduct by the Member. The Disciplinary Committee may seek advice from any relevant source.
- (b) A Member may appeal to the Disciplinary Committee against a resolution of the Board, which is confirmed under **clause 14.1(d)**. Written notice of such an appeal must be lodged with the Secretary within seven (7) days of service of the notice required under **clause 14.1(e)**.
- (c) Within thirty-five (35) days after receipt of a notice of appeal from the Member pursuant to **clause 14.2(b)**, the Disciplinary Committee must convene a meeting.
- (d) At the Disciplinary Committee meeting convened under **clause 14.2(c)**:
 - (i) the Member must be given the opportunity to state its case orally or in writing, or both using any technology (reasonably available to the Board) that gives the Member a reasonable opportunity to do so; and
 - (ii) the Disciplinary Committee must vote by ballot on the question of whether the resolution will be confirmed.
- (e) The Disciplinary Committee's decision pursuant to **clause 14.2(d)(ii)** is final. The Member is not entitled to appeal the Disciplinary Committee's decision.
- (f) The Member the subject of these disciplinary procedures is entitled to:
 - (i) subject to **clause 14.2(f)(ii)**, bring a support person to any meeting with the Disciplinary Committee or the Board, which meetings are being held pursuant to this **clause 14**; and

- (ii) if the support person is legally qualified, the Member must notify the Disciplinary Committee or the Board (as the case may be) at least five (5) Business Days before the meeting that the support person attending the meeting will be legally qualified.
- (g) Natural justice will be applied during every disciplinary process under this **clause 14**, requiring the Board and Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.

GENERAL MEETINGS

15 Convening of General Meetings

15.1 AGMs

Notwithstanding section 111L of the Corporations Act, the Board shall convene an AGM at least once in each calendar year between 1 April and 30 November, and any AGM which is convened must be done so in accordance with the requirements of the Corporations Act.

15.2 Convening of General Meetings

- (a) A minimum of three (3) Directors may, whenever those three (3) Directors think fit, convene a general meeting of the Company.
- (b) Notwithstanding section 111L of the Corporations Act, Members may call a general meeting and the Company will do so, in accordance with the provisions of Part 2G.2 of the Corporations Act pertaining to the rights of members to call a general meeting.
- (c) A general meeting of the Company may be convened virtually or at two (2) or more venues using any technology that gives Members a reasonable opportunity to participate in the meeting.

16 Notice of General Meeting

- (a) Subject to consent to shorter notice being given in accordance with the Corporations Act (notwithstanding section 111L of the Corporations Act), at least twenty-one (21) days' notice of any general meeting must be given specifying:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed, the details of and intention to propose it;
 - (iv) if the meeting is to be held virtually or in two or more places, the technology that will be used to facilitate this; and
 - (v) any other information required by the Corporations Act (notwithstanding the application of section 111L of the Corporations Act).
- (b) The accidental omission to give notice of any general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice will not invalidate the proceedings or any resolution passed at the meeting.
- (c) Subject to **clause 16(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:

- (i) every Member;
- (ii) every Director; and
- (iii) the auditor for the time being of the Company (if any).

17 Cancellation or Postponement of General Meeting

17.1 Cancellation or Postponement of General Meeting

- (a) Subject to the provisions of the Corporations Act (notwithstanding section 111L of the Corporations Act) and this Constitution, the Board may cancel a general meeting of the Company:
 - (i) convened by the Board; or
 - (ii) which has been convened by Members pursuant to **clause 15.2(b)** upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed, the Board must notify in writing each person entitled to receive notice of the meeting of the cancellation, change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting.

17.2 Failure to Notify in Writing

Any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

18 Quorum

- (a) No business may be transacted at any general meeting unless there is a quorum at all times during the meeting.
- (b) The number of Members Present which represents 10% of the total number of Voting Members shall constitute a quorum for all general meetings.
- (c) If within thirty (30) minutes after the time appointed for holding a general meeting a quorum is not present:
 - (i) the meeting, if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case:
 - (A) it will stand adjourned to such other day, time and place as the Board may by notice to the Members appoint; and
 - (B) if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

19 Chairperson

- (a) The President shall preside as Chairperson at each general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no President; or
 - (ii) the President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as Chairperson of the meeting,then the following will be Chairperson in lieu of the President in the order of availability set out below:
 - (iii) President-Elect; and
 - (iv) another Director chosen by the Directors present at the meeting.
- (c) The rulings of the Chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final, and no motion of dissent from such rulings shall be accepted.

20 Adjournments

- (a) The Chairperson of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and
 - (ii) must adjourn the meeting if the meeting so directs,to a time and place as determined.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is deemed passed on the day it was passed, and not on the date of the original meeting.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting, except if the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting must be given as in the case of an original meeting.

21 Determination of Questions

21.1 Determination of Questions

At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:

- (a) the Chairperson of the meeting; or
- (b) at least two (2) Members Present.

21.2 Declaration by the Chairperson

A declaration by the Chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company, which has been signed by the Chairperson of the meeting or the next succeeding meeting, 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.

22 Disqualification

No person other than:

- (a) a Voting Member; or
- (b) a Representative or attorney of a Voting Member;

shall be entitled to vote at a general meeting.

23 Direct Votes

- (a) The Board will determine from time to time if Voting Members are entitled to vote by a Direct Vote on a matter or a resolution. If the Board has determined that Voting Members are entitled to vote by a Direct Vote, then the Voting Members must do so using the form prescribed by the Board from time to time, which may include electronic means.
- (b) If sent by post, the Direct Vote must be signed by the Voting Member or by a duly authorised officer, attorney or Representative.
- (c) If sent by electronic transmission, the Direct Vote is to be taken to have been signed if it has been signed or authorised by the Voting Member in the manner approved by the Board.
- (d) The Direct Vote must be received by the Company at least forty-eight (48) hours before the time of the relevant general meeting in order to be valid.
- (e) A Direct Vote is valid if it contains the following information:
 - (i) the Voting Member's name and address, or any applicable identifying notations such as the Voting Member's identification number or similar approved by the Board or specified in the notice of meeting; and
 - (ii) the Voting Member's voting intention on any or all of the resolutions to be put before the meeting.
- (f) A Direct Vote is valid unless the Company receives written notification changing the voting intention before the vote is cast.
- (g) The Chairperson's decision as to whether a Direct Vote is valid is conclusive.
- (h) A Voting Member who has cast a Direct Vote is entitled to attend the meeting and that Voting Member's attendance cancels the Direct Vote:
 - (i) unless the Voting Member instructs the Company otherwise; or
 - (ii) the Board has determined that Direct Votes are the only method permitted for voting on a resolution.
- (i) If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the Chairperson of the meeting must:
 - (i) on a vote by show of hands, count each Voting Member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote; and
 - (ii) on a poll, count the votes cast by each Voting Member who has submitted a Direct Vote directly for or against the resolution.

24 Right of Non-Members to Attend General Meeting

- (a) The Chairperson of a general meeting may invite any person who is not a Member to attend and address a meeting.
- (b) Any auditor and any Director of the Company shall be entitled to attend and address a general meeting.

25 Objection to Qualification to Vote

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the Chairperson of the general meeting, whose decision shall be final and conclusive, and a vote allowed by the Chairperson of the general meeting shall be valid for all purposes.

26 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote in addition to a deliberative vote.

27 Proxy Votes

The appointment of proxies is not permitted.

APPOINTMENT AND REMOVAL OF DIRECTORS**28 Number and Appointment of Directors**

28.1 Number of Directors

- (a) The Board of Directors shall consist of not fewer than five (5) and not more than nine (9) persons.
- (b) Subject to section 201P of the Corporations Act, the Board may by resolution vary the number of Directors holding office from that referred to in **clause 28.1(a)**.

28.2 Composition of Board

The Board shall consist of:

- (a) at least five (5) and up to seven (7) Elected Directors, the number of whom is to be determined by the Board; and
- (b) up to two (2) Co-Opted Directors, the number of whom is to be determined by the Board,

so long as the total number of Directors is within the total referred to in **clause 28.1(a)**.

28.3 Initial Board

- (a) The Directors to hold office from the date of Registration of the Company will be:
 - (i) Sebastian Lunke;
 - (ii) Yemima Berman;

- (iii) Alison McEwen;
 - (iv) David Cox; and
 - (v) Linda Ciciarelli,
- and will all be deemed to be Elected Directors.
- (b) The Director listed at **clause 28.3(a)(i)** shall hold office as the President-Elect until the AGM (or other general meeting at which the election is to take place) held approximately two (2) years after Registration, following which they will become the President.
 - (c) The Director listed at **clause 28.3(a)(ii)** shall hold office as the President until the AGM (or other general meeting at which the election is to take place) held approximately two (2) years after Registration, following which they will become the Past President;
 - (d) The Director listed at **clause 28.3(a)(iii)** shall hold office as the Past President until the AGM (or other general meeting at which the election is to take place) held approximately two (2) years after Registration, following which they will not be eligible for reappointment or re-election to the Board until after a period of at least two (2) years has passed.
 - (e) The Directors listed at **clauses 28.3(a)(iv) and 28.3(a)(v)** shall hold office until the AGM (or other general meeting at which the election is to take place) held approximately one (1) year after Registration but will be eligible for re-election for a further two (2) consecutive terms of two (2) years each, subject to the Maximum Term.
 - (f) Time served by the Directors listed at **clause 28.3(a)** on the Council prior to the Registration of the Company shall count towards the Maximum Term.

28.4 Elected Directors

- (a) An Elected Director must be a Voting Member at all times that he or she is holding office as an Elected Director.
- (b) The Elected Directors shall include the persons holding the following three (3) positions:
 - (i) President-Elect;
 - (ii) President; and
 - (iii) Past President.
- (c) Nominations of candidates for election as Elected Directors, excluding the President and Past President:
 - (i) shall be in writing in a form prescribed by the Board (including any electronic form so prescribed);
 - (ii) shall specify whether the nominee is being nominated for the position of President-Elect;
 - (iii) shall be signed by at least one (1) Voting Member and be accompanied by the written consent of the nominee (which may be endorsed on the nomination); and
 - (iv) shall be delivered to the Secretary (or other person authorised by the Board for that purpose) not later than close of business fifteen (15)

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Business Days before the day fixed for the holding of the AGM or other general meeting at which the election is to take place.

- (d) No later than ten (10) Business Days before the day fixed for the holding of the AGM or other general meeting at which the election is to take place, the Secretary (or other person authorised by the Board for that purpose) must refer all nominations of candidates for election as Elected Directors to the Advisory Council, which is to determine whether to approve or reject the nomination in accordance with the criteria set out in the By-Laws.
- (e) As soon as practicable after the Advisory Council makes that determination (and not later than any date which may be fixed by the Board), the Secretary (or other person authorised by the Board for that purpose) must:
 - (i) notify the nominee, in writing, that the Advisory Council approved or rejected the nomination (whichever is applicable);
 - (ii) if the Advisory Council approved the nomination, deliver the nomination to the Chairperson of the AGM or other general meeting at which the election is to take place; or
 - (iii) if the Advisory Council rejected the nomination, the Advisory Council will not be required to provide the nominee (or any person supporting that nomination) with any reasons for the rejection.
- (f) The Advisory Council's decision under **clause 28.4(d)** is final, and a nominee (or any person supporting that nomination) shall not be entitled to any rights of appeal against the decision.
- (g) Election of President-Elect:
 - (i) if no nominations are received, further nominations shall be received at the meeting at which the election is to take place;
 - (ii) if no further nominations are received, that position shall be deemed to be a casual vacancy;
 - (iii) if only one (1) nomination is received, no ballot will be held and the person nominated shall be taken to be elected; and
 - (iv) if there is more than one (1) nomination received, a ballot shall be held. The Board shall determine how the ballot is to be held.
- (h) Election of remaining Elected Directors:
 - (i) if insufficient nominations are received to fill all positions on the Board which are to be filled at the election, the candidate or candidates nominated shall be deemed to be elected and further nominations shall be received at the meeting at which the election is to take place;
 - (ii) if insufficient further nominations are received, any unfilled positions remaining on the Board shall be deemed to be casual vacancies;
 - (iii) if the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be taken to be elected; and
 - (iv) if the number of nominations received exceeds the number of positions to be filled, a ballot shall be held. The Board shall determine how the ballot is to be held.

28.5 Co-Opted Directors

- (a) The Board may appoint Co-Opted Directors to the Board to fill the positions provided for in **clause 28.2(b)**.
- (b) A Co-Opted Director shall be a person who will bring skills and experience to the Board to enable the Board to advance the Objects.
- (c) A Co-Opted Director may be, but need not be, a Member.

28.6 Term

- (a) Subject to **clauses 31(b)** and **31(c)**:
 - (i) at the second AGM (or other general meeting at which the election is to take place) following the AGM (or other general meeting) at which a President-Elect was elected under **clause 28.4(g)**, the President-Elect shall become the President (meaning that the term of a President-Elect is approximately two (2) years);
 - (ii) at the second AGM (or other general meeting at which the election is to take place) following the President-Elect becoming the President under **clause 28.6(a)(i)**, the President shall become the Past President (meaning that the term of a President is approximately two (2) years); and
 - (iii) the Past President shall hold office until the second AGM (or other general meeting at which the election is to take place) following the AGM (or other general meeting) at which they became Past President (meaning that the term of a Past President is approximately two (2) years), following which the Director will not be eligible for reappointment or re-election to the Board until after a period of at least two (2) years has passed since the expiry of their previous term on the Board.
- (b) Subject to **clause 28.3(e)**, an Elected Director, other than the President-Elect, President or Past President, shall hold office for a term of two (2) years but will be eligible for re-election for a further two (2) consecutive terms of two (2) years each, subject to the Maximum Term.
- (c) A Co-Opted Director shall hold office for a term of two (2) years but will be eligible for reappointment for a further two (2) consecutive terms of two (2) years each, subject to the Maximum Term.
- (d) Subject to **clauses 28.6(e)** and **28.6(f)**, a Director shall not hold office for more than six (6) consecutive years.
- (e) A Director who serves as an Elected Director or Co-Opted Director and at the end of their first term is subsequently elected as the President-Elect, shall not hold office for more than eight (8) consecutive years.
- (f) A Director who serves as an Elected Director or Co-Opted Director and at the end of their second term is subsequently elected as the President-Elect, shall not hold office for more than ten (10) consecutive years.
- (g) Once a Director has served the Maximum Term, the Director is not eligible for reappointment or re-election to the Board until after a period of at least two (2) years has passed since the expiry of the Director's previous term on the Board.

29 General Right to Act Despite Vacancy

The Board may act despite any vacancy in its body but if its number falls below the minimum fixed in accordance with **clause 28.1**, the Board may act for the purpose of:

- (a) convening a general meeting; and
 - (b) in emergencies,
- but for no other purpose.

30 Vacation of Office

- (a) Any Director may retire from office on giving written notice to the Company at the Office of his or her intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).
- (b) The office of a Director shall become vacant if the Director:
 - (i) dies;
 - (ii) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (iii) becomes prohibited from being a director of, or managing, a company by reason of any order made under the Corporations Act;
 - (iv) has been disqualified by the Australian Charities and Not-for-Profits Commissioner, at any time during the preceding twelve (12) months, from being a responsible entity of a registered entity under section 45.20(4) of the ACNC Regulations;
 - (v) being an Elected Director, ceases to be a Voting Member;
 - (vi) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (vii) is removed from office by the Company in general meeting;
 - (viii) resigns by notice in writing to the Company; or
 - (ix) is absent without permission of the Board from five (5) meetings of the Board in a calendar year, unless the Board resolves that this does not constitute resignation.

31 Filling of Vacancies on the Board

- (a) In the event of a casual vacancy occurring on the Board:
 - (i) in relation to the President-Elect (including in the situation described at **clause 31(c)**), the Company will hold an urgent special general meeting to elect a new President-Elect;
 - (ii) in relation to the President, the President-Elect will become the President;
 - (iii) in relation to the Past President, the position will remain vacant until such time as the President becomes the Past President in accordance with **clause 28.6(a)(ii)**; and

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- (iv) in relation to an Elected Director (other than the President or President-Elect), the Board may appoint any person to fill that vacancy in accordance with **clause 28.4(h)**;
- (v) in relation to a Co-Opted Director vacancy, the Board may appoint any person to fill that vacancy in accordance with **clause 28.5**.
- (b) Any Elected Director appointed pursuant to **clause 31(a)(i)** shall hold office for the balance of the term of the vacating President-Elect.
- (c) A President-Elect who becomes President pursuant to **clause 31(a)(ii)** shall hold office for the balance of the term of the vacating President (after which time they will serve their intended term as President).
- (d) Any Elected Director appointed pursuant to **clause 31(a)(iv)** shall hold office for the balance of the term of the vacating Elected Director.
- (e) Any Co-Opted Director appointed pursuant to **clause 31(a)(iv)** shall hold office for a full new term.
- (f) Any time served to fill a casual vacancy under **clause 31(a)(i)** does not count towards the Maximum Term.
- (g) Any time served to fill a casual vacancy under **clauses 31(a)(ii), 31(a)(iv) and 31(a)(v)** will count towards the Maximum Term.

32 Alternate Directors

Alternate directors shall not be permitted.

POWERS AND DUTIES OF DIRECTORS

33 Duties of Directors

- (a) Each Director is subject to, and must comply at all times with, the duties set out in governance standard 5 in section 45.25 of the ACNC Regulations.
- (b) In accordance with governance standard 4 in section 45.20 of the ACNC Regulations, the Board will take reasonable steps to ensure that the Board does not at any time include a Director who is disqualified from managing a corporation under the Corporations Act or from being a responsible entity under subsection 45.20(4) of the ACNC Regulations.

34 Powers of Directors

The control, management and conduct of the Company shall be vested in the Board, who shall exercise all such powers of the Company as are not by the Corporations Act, the ACNC Act, the ACNC Regulations or by this Constitution required to be exercised in any other manner.

35 Chief Executive Officer

The Board shall have the power to appoint or remove a Chief Executive Officer of the Company from time to time and on terms and conditions as determined by the Board.

36 Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, requests or arrangements for electronic fund transfers and receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two (2) people authorised by resolution of the Board. The Board may authorise:

- (a) a Director(s);
 - (b) the Secretary; or
 - (c) another staff member of the Company,
- to sign such instruments.

37 Conferment of Powers

- (a) The Board may from time to time confer upon any Director or the Chief Executive Officer for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Board as it may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.
- (b) Powers conferred under this **clause 37** may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

DIRECTORS' DISCLOSURE OF INTEREST**38 Conflicts of Interest**

- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- (b) Any interest of a Director must be dealt with in accordance with the relevant legislation, being either:
 - (i) the Corporations Act; or
 - (ii) the ACNC Regulations,which shall include disclosing an interest and having the Secretary record all declarations in the minutes of the relevant meeting.
- (c) Subject to **clause 38(b)**, a Director who has an interest in a contract or arrangement made by the Company and has disclosed this interest to the Board may:
 - (i) be present while the matter is being considered at a meeting;
 - (ii) still be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (iii) not vote on the matter;

- (iv) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (v) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (d) A Director's failure to make disclosure under this **clause 38** does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- (e) A general notice given to the Board by a Director that the Director is an officer, a member of, or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

PROCEEDINGS OF DIRECTORS

39 Meetings of Directors

- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit, provided that the Board must meet not fewer than four (4) times each calendar year.
- (b) The Chief Executive Officer (if any) shall be required to attend each meeting of the Board, unless the Board determines otherwise.
- (c) A Director may at any time, and the Secretary upon the request of a Director shall, convene a meeting of the Board by giving at least twenty-four (24) hours' notice of the meeting to all Directors and the Chief Executive Officer, provided that the Director or Secretary must have used his or her best endeavours to ensure that the notice was properly provided.
- (d) Notice of a meeting of the Board must be in writing in any form, including paper, email or digital messaging, provided that proof of service can be provided upon request.
- (e) Subject to **clause 39(f)**, a Board meeting may be convened or held using any technology consented to by a majority of Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.
- (f) The particular technology used to convene or hold a Board meeting, pursuant to **clause 39(e)**, must be of a type that is available and accessible to all Directors who wish to attend the Board meeting and the Chief Executive Officer.
- (g) All resolutions of the Directors passed at a meeting of the Board where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors. Attendance by a Director at a meeting of Directors waives any objection which that Director may have to a failure to give notice of the meeting.

40 Quorum

- (a) The quorum necessary for the transaction of the Board's business is Directors being personally present (or in conference in accordance with **clause 39(e)**) who represent the majority of the total number of Directors, rounded up to the nearest whole number, and must include either the President or President-Elect.
- (b) A quorum must be present at all times during the meeting in order for business to be transacted.

41 Chairperson

- (a) The President shall be the Chairperson.
- (b) The President shall, if present, preside as Chairperson of every meeting of the Board.
- (c) If a meeting of the Board is held and the President is:
 - (i) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
 - (ii) if present, does not wish to chair the meeting,then the following person will be Chairperson in lieu of the President in the order of availability set out below:
 - (iii) President-Elect; and
 - (iv) another Director chosen by the Directors present at the meeting.

42 Voting

- (a) A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- (b) Each Director shall have one (1) vote.
- (c) In the case of an equality of votes at a meeting of the Board, the Chairperson is entitled to a casting vote in addition to a deliberative vote.

43 Resolutions by Directors

- (a) The Board may pass a resolution without a Board meeting being held if a majority of the Directors sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document.
- (b) An email transmission which is received by the Company and which purports to have been sent by a Director shall for the purposes of this **clause 43** be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Company.
- (c) A vote made by a Director using an online voting platform operated or commissioned by the Company shall for the purposes of this **clause 43** be taken to be in writing and signed by that Director at the time the vote was received by the online voting platform.

- (d) Any decisions made under **clauses 43(a) to 43(c)** shall be tabled at the next Board meeting.

44 Committees

- (a) The Board may form and delegate any of its powers to the following Committees consisting of such Directors and/or other persons as it thinks fit and may from time to time revoke such delegation:
- (i) an Advisory Council, to be comprised of the nominated representatives described at **clause 45(d)** and any other persons invited by the Board;
 - (ii) a Committee to hear appeals under **clause 14.2** (known as the Disciplinary Committee);
 - (iii) an Ethics, Education and Social Issues Committee;
 - (iv) a Finance Audit and Risk Committee;
 - (v) Boards of Censors in Fields of Human Genetics Practice; and
 - (vi) any other Committees that the Board sees fit to establish from time to time.
- (b) The Board has the power to require any Committee to have all decisions made by that Committee ratified by the Board.
- (c) A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- (d) The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- (e) A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Corporations Act and this Constitution to be made entered and signed. A copy of such Committee minutes shall be tabled at the next Board meeting.

45 Branches and Special Interest Groups

- (a) The Board may establish Branches, comprised of Members resident in particular geographical areas, as the Board may from time to time resolve.
- (b) The Board may establish Special Interest Groups, comprised of Members involved or interested in particular fields of Human Genetics, as the Board may from time to time resolve
- (c) Each Branch and Special Interest Group shall conduct its affairs in accordance with the Constitution and the By-Laws.
- (d) Each Branch and Special Interest Group will nominate a representative to sit on the Advisory Council, in accordance with the By-Laws.

46 Validation of Acts of Directors

All acts done:

- (a) at any meeting of the Board; or

- (b) by any person acting as a Director, shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

MINUTES

47 Minutes

- (a) The Board must cause minutes to be kept in such a manner as is required by the Corporations Act (notwithstanding the application of section 111L of the Corporations Act) for the purposes of recording:
- (i) the names of the Directors present at each meeting of the Board and of Directors present at each meeting of any Committee;
 - (ii) all orders, resolutions and proceedings of general meetings and of meetings of the Board and of Committees; and
 - (iii) such matters as are required by the Corporations Act, the ACNC Act or the ACNC Regulations to be recorded in the record books of the Company including, without limitation, all declarations made or notices given by any Director of his or her interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the Chairperson of the meeting, or the Chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

SECRETARY

48 Appointment and Tenure

- (a) There must at all times be at least one (1) Secretary appointed by the Board for a term and on conditions determined by the Board.
- (b) The Board may replace any Secretary so appointed.
- (c) The Secretary appointed under **clause 48(a)** shall be the Company Secretary for the purposes of the Corporations Act.

BY-LAWS

49 By-Laws

- (a) The Board may from time to time make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws from time to time.

- (b) A By-Law must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution.
- (c) When in force, a By-Law is binding on all Members and has the same effect as this Constitution.
- (d) The Board will adopt such measures as it deems appropriate to bring to the notice of the Members all By-Laws, amendments and repeals.

EXECUTION OF DOCUMENTS

50 Execution of Documents

- (a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Corporations Act, the Company may execute any agreement, deed or other document by:
 - (i) two (2) Directors signing the same; or
 - (ii) one (1) Director and one (1) Secretary signing the same.
- (b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

ACCOUNTS AND INSPECTION OF RECORDS

51 Accounts and Inspection

The Board shall:

- (a) cause proper financial records to be kept and must, if required by the Corporations Act, the ACNC Act or the ACNC Regulations, prepare and distribute copies of the financial reports of the Company and a Directors' report;
- (b) where required by the Corporations Act or ACNC Act, cause the financial records to be audited or reviewed by a properly qualified auditor or other entity authorised by the Corporations Act or the ACNC Act; and
- (c) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of the Members.

NOTICES

52 Service of Notices

- (a) A notice may be given by the Company to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (iii) sending it to the electronic address supplied by the Member to the Company for the giving of notices; or

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- (iv) using any of the methods in **clause 52(a)(i) to 52(a)(iii)** but in relation to a Representative appointed under **clause 11(a)**, rather than in relation to the Member itself.
- (b) Any Member who has not left at or sent to the Office his or her place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- (c) Subject to this Constitution, a notice may be given under this Constitution to any Director by:
 - (i) serving it on the Director personally;
 - (ii) sending it by post to the Director or leaving it at the Director's usual residential or business address; or
 - (iii) sending it to the electronic address supplied by the Director to the Company for the giving of notices.
- (d) Subject to this Constitution, a notice may be given by a Member or Director to the Company by:
 - (i) serving it on the Company at the Office;
 - (ii) sending it by post to the Office; or
 - (iii) email to the Company's principal email address.
- (e) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the third (3rd) Business Day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- (f) Where a notice is sent by electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the Business Day after it is sent.
- (g) A notice may be given by the Company to the persons entitled to Membership in consequence of the death or bankruptcy of a Member by:
 - (i) service on the Member personally;
 - (ii) sending it by post addressed to the person by name or by the title of the representative of the deceased or person of unsound mind or the assignee of the bankrupt or by any like description at the address, if any, within Australia, supplied for the purpose by the person claiming to be entitled; or
 - (iii) by giving the notice in any manner in which the same might have been given if the death, unsoundness of mind or bankruptcy had not occurred.
- (h) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.
- (i) Where under this Constitution a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or any State or

Commonwealth law relating to electronic transmissions, or in any other manner approved by the Board.

WINDING UP

53 Winding Up

53.1 Surpluses

- (a) If any surplus remains following the winding up of the Company, the surplus will be paid to, transferred to or distributed to another institution(s) or corporation(s) which has:
- (i) objects which are similar to the Objects and is charitable;
 - (ii) a constitution which requires its income and property to be applied solely in promoting its objects; and
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by **clause 5.2(b)**.
- (b) If a Corporate Member(s) or Organisational Member(s) meets the requirements set out in **clause 53.1(a)**, it is eligible to receive the surplus under that clause.
- (c) The identity of the institution(s) or corporation(s) referred to in **clause 53.1(a)** is to be determined:
- (i) by the Board; or
 - (ii) if the Board does not decide or does not wish to decide, then by the Members,

in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of New South Wales for determination.

INDEMNITY

54 Indemnity

To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred in that person's capacity as an Officer or employee of the Company (or former Officer or employee of the Company). However, no such Officer or employee (or former Officer or employee) shall be indemnified out of the funds of the Company under this **clause 54** unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or

- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Corporations Act.

55 Payment of Indemnity Policy Premium

- (a) To the extent permitted by law the Company may at the discretion of the Board enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions before or after the date of the issue of the policy or both) except for:
 - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) a liability arising out of conduct that contravenes the governance standards in sections 45.5 to 45.25 of the ACNC Regulations.
- (b) The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- (c) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his or her actions or omissions then the Company shall not be required to indemnify the Officer under **clause 54** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

56 Indemnity to Continue

The indemnity granted by the Company contained in **clauses 54** and **55** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring before the date of the deletion or modification.

We the several persons whose signature appear hereunder hereby agree to the foregoing constitution:

SIGNED, SEALED AND DELIVERED by)
Yemima Berman in the presence of:)

.....
Signature of Witness

.....
Signature of **Yemima Berman**

.....
Name of Witness
(Please print)