
Sydney Children's Hospitals Foundation Limited ACN 003 073 185

Constitution

A company limited by guarantee

Adopted on: 28 October 2020

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1 Definitions and interpretation

1.1 Definitions

In this Constitution unless the contrary intention appears:

Approved Institution means a fund, authority or institution that is both a registered charity and an endorsed deductible gift recipient under the category of 'Health Promotion Charity'.

Charitable Purpose has the meaning given in article 2.1.

Child means a human being under the age of 18 years and 'Children' has the requisite meaning.

Chief Executive Officer means a person appointed under article 11.

Committee means a committee constituted in accordance with article 7.

Company means the Sydney Children's Hospitals Foundation Limited (ABN 72 003 073 185).

Constitution means this constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a person holding office as a director of the Company.

Directors means all or some of the Directors acting as a board.

Elected Directors has the meaning given at article 8.3(a).

Member means a member of the Company.

Register means the register of Members of the Company and, if appropriate, includes a branch register.

Registered Office means the registered office of the Company.

Registrable Offence means an offence committed under a State, Territory or Commonwealth law enacted for the protection of children that requires the convicted person to be registered as an offender under that law.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

SCHN means the NSW State Government Entity named The Sydney Children's Hospitals Network (Randwick and Westmead) (Incorporating the Royal Alexandra Hospital for Children) with ABN 99 587 726 258.

Secretary means a person appointed under article 12 as a secretary of the Company, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Serious Offence means an offence committed in or outside Australia that is:

- (a) an indictable offence against a law of Australia (whether or not the offence is or may be dealt with summarily), or
- (b) an offence against a law of a foreign country or other jurisdiction that would be an indictable offence against a law of Australia if committed in Australia (whether or not the offence could be dealt with summarily if committed in Australia).

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

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a document (including this Constitution) includes any variation or replacement of it;
- (f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (j) the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution; and
- (k) a reference to dollars or \$ is a reference to Australian dollars.

1.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
- (b) "section" means a section of the Corporations Act.

1.4 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Company.

2 Purpose and activities of the Company

2.1 Purpose

The purpose of the Company is to promote the prevention or control of disease in Children with a focus on children receiving services, treatment or other care in services managed by the SCHN (**Charitable Purpose**).

2.2 Activities

The activities of the Company must be conducted in the furtherance of its Charitable Purpose and include to:

- (a) seek or raise funds to support and further the Charitable Purpose and activities of the Company;
- (b) provide information about prevention and control of diseases to children suffering from a disease, health professionals, families and carers and to the public through published research, forums, events and public dissemination of information;
- (c) promote, establish and assist facilities for the care and rehabilitation of children who are affected by disease or illness;
- (d) provide various forms of relief to children suffering from a particular disease and their families and carers, including but not limited to any activity which enhances the support and quality of life for children with the symptoms of the disease and their families and carers;
- (e) encourage, promote and aid medical practitioners, students, university clinics and other persons involved in the health and medical services to undertake research programs aimed at detecting, preventing or treating diseases in children;
- (f) provide assistance for the establishment of grants to Australian universities, medical practitioners, students or academics for the purpose of research and study, or for the purpose of teaching and demonstrating their professional skill, in methods of diagnosis, prevention and treatment of diseases in children;
- (g) disseminate research undertaken through the provision of research grants by the Company;

- (h) coordinate health promotion activities, and encourage community awareness and care for children suffering from a disease through public awareness programs;
- (i) promote and make known and further the Charitable Purpose and activities of the Company by the publication and distribution of brochures, papers and other publications and by advertising or by any means thought desirable; and
- (j) do all other things as maybe incidental or ancillary to the attainment of the Charitable purpose or the activities listed above.

3 Income and property of the Company

3.1 Application of income and property

All income, property and profits of the Company must be applied towards the Charitable Purpose.

3.2 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 3.3.

3.3 Permitted payments by the Company

Subject to articles 8.9 and 8.11, article 3.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 8.10, 8.11 and 11;
- (b) for goods supplied in the ordinary course of business;
- (c) for repayment of any money borrowed from an officer of the Company or a Member;
- (d) of interest at a rate fixed by the Directors (based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) on money borrowed from an officer of the Company or a Member; or
- (e) of reasonable rent for premises let by an officer of the Company or a Member.

3.4 Provision of Services

Article 3.2 does not prevent an officer of the Company or a Member being the recipient of services provided by the Company in its ordinary course of business.

4 Membership

4.1 Becoming a Member

Except for a person who agreed in writing to the terms of this Constitution before the application for the Company's registration was lodged, a person may only become a Member under this Part 4.

4.2 Application for Membership

A person may apply to become a Member by submitting to the Secretary a properly completed application in the form prescribed by the Directors.

By completing an application form, if accepted, the applicant agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

4.3 Admission as a Member

The Directors must resolve whether to accept or reject each application for membership and, within a reasonable time, notify the applicant of their decision. The Directors are not required to give reasons for rejection of an application for membership of the Company.

4.4 No Application fee or Annual Subscription Fee

No application fee or annual subscription fee will be payable by Members.

4.5 No transfer of Membership

A Member must not sell, transfer or dispose of their interests in the Company to another Member or a third party.

4.6 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;
- (b) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution;
- (c) death;
- (d) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (e) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (f) the Member's conviction for a Serious Offence or Registrable Offence; or
- (g) the member ceases to be a Director.

4.7 Censuring, suspension or expulsion of a Member

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;
- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;
- (d) the Member may elect to have the question dealt with by the Company in general meeting. If so, the Member must give written notice to the Secretary at least 24 hours before the proposed time for the Directors' meeting to consider the resolution;
- (e) if the Member gives this notice, then:
 - (i) no resolution of the Directors on the matter is effective;
 - (ii) a general meeting of the Company must be called to consider the resolution set out in the notice originally given to the Member under this article; and
 - (iii) if a resolution is passed on a poll at the general meeting by a majority of at least 75% of those entitled to vote, the Member must be dealt with in accordance with the resolution; and
- (f) if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

4.8 Limited liability

A Member has no liability as a Member except as set out in this Part 4 and article 16.1.

5 General meetings

5.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

5.2 Convening a general meeting

The Chair or any 3 Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

5.3 Members have power to convene general meeting

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

5.4 Use of technology at general meetings

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.

5.5 Notice of general meeting

Notice of a general meeting must be given in accordance with Part 14 of this Constitution and the Corporations Act.

5.6 Calculation of period of notice

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

5.7 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

5.8 Notice of cancellation, postponement or change of place of general meeting

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

5.9 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and

- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

5.10 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the general meeting required to be given by this Constitution or the Corporations Act.

5.11 Business at postponed general meeting

The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

5.12 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

5.13 Proxy or Representative at postponed general meeting

Where by the terms of an instrument appointing a proxy or Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or appointment of Representative,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or appointment of Representative unless the Member appointing the proxy or Representative gives to the Company, at its Registered Office, notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

5.14 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Company and is entitled to speak at those meetings.

5.15 Circulating resolutions

The Company may pass a resolution without a general meeting being held if all the Members 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.

Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Member signs.

6 Proceedings at general meetings

6.1 Number for a quorum

Subject to article 6.3, five Members present in person or by proxy or Representative is a quorum at a general meeting of the Company. In determining whether a quorum is present, each individual attending as a proxy or Representative is to be counted, except that:

- (a) where a Member has appointed more than one proxy or Representative, only one is to be counted; and
- (b) where an individual is attending both as a Member and as a proxy or Representative, that individual is to be counted only once.

6.2 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

6.3 If quorum not present

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

6.4 Adjourned meeting

At a meeting adjourned under article 6.3(b), three persons each being a Member, proxy or Representative present at the meeting are a quorum. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

6.5 Appointment of chair of general meeting

The person appointed as the chair of directors under article 10.5 will preside as chair at a general meeting of the Company.

6.6 Absence of chair at general meeting

If a general meeting is held and the elected chair is not present within 5 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chair of the meeting (in order of precedence):

- (a) the deputy chair (if any);
- (b) a Director chosen by a majority of the Directors present;

- (c) the only Director present; or
- (d) a Member chosen by a majority of the Members present in person or by proxy or Representative.

6.7 Conduct of general meetings

The chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) having regard where necessary to the Corporations Act, may terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair under this article is final.

6.8 Adjournment of general meeting

The chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the chair may, but need not, seek the approval of the Members present in person or by proxy or Representative; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chair, a vote may not be taken or demanded by the Members present in person or by proxy or Representative in respect of any adjournment.

6.9 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

6.10 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

6.11 Casting vote for the chair

If there is an equality of votes, whether on a show of hands or on a poll, the chair of the general meeting is entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy or Representative of a Member.

6.12 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

6.13 Demanding a poll

At a general meeting of the Company, a poll may be demanded by:

- (a) at least five Members entitled to vote on the resolution; or
- (b) the chair of the meeting.

6.14 Poll

If a poll is effectively demanded in accordance with article 6.13:

- (a) it must be taken in the manner and at the date and time directed by the chair and the result of the poll is a resolution of the meeting at which the poll was demanded;
- (b) on the election of a chair or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

6.15 Entitlement to vote

Subject to the rights and any restrictions attached to any class of Members and to this Constitution:

- (a) on a show of hands, each Member present in person and each other person present as proxy or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy or Representative of a Member has one vote for each Member that the person represents.

6.16 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the appointing Member is mentally incapacitated; or
- (c) the Member revokes the appointment or authority.

6.17 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chair of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

7 Committees

- (a) The directors may resolve to:
 - (i) establish one or more committees consisting of such persons as they determine;
 - (ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (iii) revoke any or all of the powers delegated to any committee and vary the nature and scope of the powers delegated; and
 - (iv) change the makeup of a committee at any time or dissolve it all together.
- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within policies, guidelines or protocols.
- (c) The directors may continue to exercise all of their powers despite any delegation made under this article.

8 Directors

8.1 Number of Directors

The minimum number of Directors is five. The maximum number of directors is 12 unless otherwise resolved by the members.

8.2 Continuation of current Directors

The Directors in office at the time of adoption of this Constitution continue in office, subject to this Constitution.

8.3 Composition of Directors

- (a) Ten director positions are reserved for, and can only be filled by, election by the members in accordance with article 8.5 (**Elected Directors**).
- (b) One director position must be reserved for, and may only be filled by, a current or former director of the SCHN as nominated by the current chair of the SCHN;
- (c) One director position must be reserved for, and may only be filled by, the current chair of the SCHN or that person's nominee.

8.4 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting.

8.5 Directors elected at general meeting

At any general meeting at which a Director retires or otherwise vacates office, the Company may by resolution fill the vacated office by electing a person to that office.

8.6 Eligibility for election as Director

- (a) A person must be a Member of the Company to be eligible for election as a Director and must not be a member of the SCHN.
- (b) Except for:
 - (i) a person who is eligible for election under article 8.8; or
 - (ii) a person recommended for election by the Directors,

a person is not eligible for election as a Director at a general meeting of the Company unless a consent to nomination signed by the person has been lodged at the Registered Office at least 30 business days before the general meeting or any other period permitted under the Corporations Act but no more than 90 business days before the meeting.

8.7 Directors to be elected for three year terms

Each Elected Director will be elected for a three year term and is eligible to be re-elected for a further three year term after his or her initial three year term. Each Elected Director will be eligible to be re-elected for a third or subsequent three year term provided that at

least 75% of the Members (excluding the vote of the Director scheduled to retire) first approve the re-election.

8.8 Casual vacancy

- (a) The Directors may at any time appoint any person to fill a vacancy in the number of Elected Directors so long as that person is not a member of the SCHN.
- (b) A Director appointed under this article holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting so long as that person complies with the eligibility requirements described at article 8.6.

8.9 No remuneration for services as a Director

A Director must not be paid any remuneration for services as a Director.

8.10 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors, a Committee or the Company or when otherwise engaged on the business of the Company.

8.11 Payments to a Director

Any payment to a Director which is not prohibited under article 8.9 (including a payment permitted under article 8.10) must be approved by the Directors.

8.12 Director's interests

Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the Company, except that of auditor;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) despite having an interest in a matter that is being considered at a meeting of Directors, be present at, participate in, vote on and be counted in a quorum at the meeting;

- (g) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Company; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

8.13 Vacation of office

- (a) In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:
 - (i) dies;
 - (ii) ceases to be a Member; or
 - (iii) resigns office by notice in writing to the Company.
- (b) Unless otherwise resolved by the Directors, the office of a Director becomes vacant if that director:
 - (i) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (ii) is not present at meetings of the Directors for a continuous period of six months without leave of absence from the Directors; or
 - (iii) is convicted of a Serious Offence or Registrable Offence.
- (c) The office of an Elected Director becomes vacant if an Elected Director becomes an employee, officer and/or director of the SCHN.

9 Powers and duties of Directors

9.1 Directors to manage the Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

9.2 Specific powers of Directors

Without limiting the generality of article 9.1, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

9.3 Appointment of attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

9.4 Provisions in power of attorney

A power of attorney granted under article 9.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

9.5 Payment methods

The Directors may determine the manner in which and persons by whom electronic transfers, cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be effected, signed, drawn, accepted, endorsed or otherwise executed.

9.6 Powers of delegation

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

10 Proceedings of Directors

10.1 Directors' meetings

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

10.2 Convening Directors' meetings

The Chair or any three Directors may at any time convene a meeting of the Directors.

A notice of a directors' meeting must be provided with sufficient time for the directors to properly consider the subject matter contained within the notice and any accompanying materials.

10.3 Use of technology for Directors' meetings

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

10.4 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

10.5 Chair of Directors' meetings

The Directors must appoint one of the Elected Directors as chair of directors and may, subject to the articles of this Constitution relating to Directors' term of office, also determine the period for which the person remains as chair.

10.6 Absence of chair at a Directors' meeting

If a Directors' meeting is held and the chair is not present within 5 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Directors present must appoint one of the Elected Directors to be the chair of the meeting.

10.7 Chair's casting vote at Directors' meetings

If there is an equality of votes cast for and against a question, the chair of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

10.8 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors present in person (including by technological means such as by telephone) necessary to constitute a quorum is 50% of the current number of directors in office so long as a majority of those present are Elected Directors. If 50% of the current directors in office is not a whole number then the number is to be rounded up.

10.9 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the requirements of article 8.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

10.10 Chair of Committee

The members of a Committee may elect one of their number as chair of their meetings so long as that person is not a member of the SCHN. If a meeting of a Committee is held and:

- (a) a chair has not been elected; or
- (b) the chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chair of the meeting so long as that person is not a member of the SCHN.

10.11 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

10.12 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee entitled to vote.

If there is an equality of votes the chair of the meeting has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

10.13 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the 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. 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. The resolution is passed when the last Director signs.

10.14 Validity of acts of Directors

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

11 Chief Executive Officer

- (a) The Directors may:
 - (i) appoint a Chief Executive Officer for any period;
 - (ii) delegate to the Chief Executive Officer any of the powers conferred on the Directors; and
 - (iii) withdraw or vary any of those powers,on any terms and conditions and with any restrictions as they think fit. The Directors may fix the remuneration of the Chief Executive Officer which may be by way of salary drawn from the Company.
- (b) Subject to the terms of any employment contract between the Company and the Chief Executive Officer, the Directors may at any time remove or dismiss the Chief Executive Officer from employment with the Company.

12 Secretary

12.1 Appointment of Secretary

The Company must have at least one Secretary who is to be appointed by the Directors.

12.2 Chief Executive Officer may hold office as Secretary

The Directors may appoint the Chief Executive Officer to also be the Secretary. However, if that person ceases to be the Chief Executive Officer, they must also cease to be the Secretary.

12.3 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

12.4 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

13 Inspection of records

13.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

13.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

14 Service of documents

14.1 Document includes notice

In this Part 14, a reference to a document includes a notice and a notification by electronic means.

14.2 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;

- (c) by sending it to an electronic address nominated by the Member; or
- (d) by notifying the member by an electronic means nominated by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

14.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by express post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

14.4 Electronic transmission

A document sent or given to an electronic address:

- (a) is taken to be effected by properly addressing and transmitting the electronic transmission; and
- (b) is taken to have been delivered on the day following its transmission.

14.5 Electronic notification

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

14.6 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent, delivered or given to a Member by post or other electronic means on a particular date is prima facie evidence that the document was sent, delivered or given on that date and by that means.

15 Indemnity and insurance

15.1 Indemnity

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an administrative or investigatory

nature against the person or in which the person becomes involved because of that capacity; and

- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

15.2 Insurance

To the maximum extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been a Director or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs.

15.3 Contract

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 15.1 and 15.2 and including provisions relating to rights of access to the books of the Company.

16 Winding up and revocation of DGR endorsement

16.1 Contributions on winding up

Each Member undertakes to contribute to the Company's property an amount not exceeding \$10 if the Company is wound up during, or within one year after the cessation of, the Member's membership, on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

16.2 Application of property on winding up

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members but must be given or transferred to one or more charitable funds or institutions that:

- (a) has a purpose or objects similar to the Charitable Purpose;
- (b) has a constitution or rules that prohibit the distribution of its property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution; and
- (c) is an Approved Institution.

The charitable fund or institution to receive the surplus assets is to be determined by the Directors at or before the time of dissolution and in default by application to the court.

16.3 Revocation of endorsement as a deductible gift recipient

If the Company is endorsed as a deductible gift recipient under Division 30 of the Tax Act and the endorsement is revoked, despite any other provision in this Constitution, the following assets shall be transferred to an Approved Institution:

- (a) gifts of money or property for the principal purpose of the Company;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company, and
- (c) money received by the Company because of such gifts and contributions.

17 Accounts

The Directors must cause the accounts and records of the Company to be maintained in accordance with the law.