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## **Constitution**

**Australasian Association of Bioethics & Health Law Limited**

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## Corporations Act 2001

### Public company limited by guarantee

#### Australasian Association of Bioethics & Health Law Limited

## 1 Nature of company and liability

### Nature of Company

1.1 The Company is a public company limited by guarantee.

### Liability of Members and guarantee on winding up

1.2 The liability of the Members is limited. Every Member undertakes to contribute \$10.00 to the assets of the Company if it is wound up while he or she is a Member, or within one year afterwards.

## 2 Objects

2.1 The Company has the following objects:

- 2.1.1 To advance the study of bioethics and health law in Australasia.
- 2.1.2 To increase public awareness of bioethics and health law and education regarding bioethics and health law issues.
- 2.1.3 To promote public debate; to disseminate information and to facilitate communication with and to governments, organisations and the media.
- 2.1.4 To fund, promote and conduct research on bioethics and health law.
- 2.1.5 To hold conferences.
- 2.1.6 To provide an information resource and to liaise with other bodies with similar aims.
- 2.1.7 To provide education and to provide scholarship.
- 2.1.8 To facilitate communication amongst interested persons.
- 2.1.9 To engage in such activities as are incidental to or necessary for the achievement of any of the above aims.
- 2.1.10 To do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company.

### **3 Membership**

#### **Classes of Membership**

- 3.1 The membership of the Company will be divided into the following classes of membership:
- 3.1.1 Institutional Members.
  - 3.1.2 Individual Members.
  - 3.1.3 Honorary Members.

#### **Membership**

- 3.2 The Members of the Company are the initial Members as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission and such other persons as the Company admits to membership in accordance with this document.

#### **Admission to Membership**

- 3.3 The Committee must consider an application for Membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- 3.4 The Committee may at their discretion determine the category of Membership suitable for an applicant.
- 3.5 The Committee do not have to give reasons for rejecting an application or granting a particular category of Membership.
- 3.6 If an application for Membership is rejected, any application fee and the annual subscription must be refunded to the applicant.
- 3.7 If an applicant is accepted for Membership the Company Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the Committee determines and the name and details of the applicant must be entered in the Register of Members.

#### **Members**

- 3.8 All Members must do all of the following:
- 3.8.1 Pay the application fee determined by the Committee.
  - 3.8.2 In order to maintain Membership, pay the application subscription on an annual basis, or as determined by the Committee.
  - 3.8.3 Otherwise comply with these clauses.
- 3.9 A Member has the right to receive notices of and to attend and be heard at any general meeting and has the right to vote at any general meeting.

**Register of Members**

- 3.10 A register of the Members of the Company must be kept in accordance with the Corporations Act.
- 3.11 The following details must be entered in the Register in respect of each Member:
- 3.11.1 The full name of the Member.
  - 3.11.2 The address, telephone and facsimile number, if any, of the Member.
  - 3.11.3 The category of Membership.
  - 3.11.4 The date of admission to and cessation of Membership.
  - 3.11.5 The date of last payment of the Member's subscription.
  - 3.11.6 In the case of a Member other than an individual the full name, address and facsimile number, if any, of its corporate representative.
  - 3.11.7 Such other information as the Committee requires.
- 3.12 Each Member must notify the Company Secretary in writing of any change in that person's name, address, telephone or facsimile number as soon as is reasonably possible.

**4 Application fee and subscription****Application fee**

- 4.1 The application fee payable by each applicant for Membership is such sum as the Committee prescribes from time to time.

**Subscription**

- 4.2 The subscription payable by a Member is such sum as the Committee prescribes from time to time in respect of each category of Membership.
- 4.3 All subscriptions are due and payable in advance by 31 January in each year.
- 4.4 If a person applies for membership after 31 January in any year, the Committee may reduce the annual subscription payable by the applicant in such manner as they think fit.

**Unpaid subscriptions**

- 4.5 A Member ceases to be entitled to any of the rights or privileges of membership if the subscription of a Member remains unpaid for two months after it becomes payable and a notice of default is given to the Member pursuant to a resolution of the Committee. However, the rights or privileges of membership may be reinstated if the Committee think fit to do so.

## **5 Removal and cessation of membership**

### **Resignation**

- 5.1 A Member may resign from membership of the Company by giving written notice to the Company Secretary.
- 5.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

### **Other cessation of membership**

- 5.3 A Member ceases to be a Member on any Termination Event occurring in respect of the Member.

### **Removal from Membership**

- 5.4 The Committee may at their discretion convene a meeting of Members to consider the removal of a Member from the Register if the person is no longer considered suitable for Membership of the Company by a majority of the Committee.
- 5.5 The Committee will be required to provide at least two month's written notice to any Member of any intention to remove the person from the Register so as to enable the Member to provide any written representations to the Company.
- 5.6 Where any written representations are made by the Member and the Member requests that the representations be notified to Members of the Company, the Company must do both of the following:
- 5.6.1 State, in any notice of the resolution given to Members of the Company, that the representations have been made.
- 5.6.2 Send a copy of the representations to every Member of the Company to whom the notice of the meeting has been or is sent.
- 5.7 The requirements in clause 5.6 do not apply to the Company if the representations are received by it too late for it to satisfy those requirements.
- 5.8 If a copy of the representations is not so sent because they were received too late or because of the Company's default, the Member may, without affecting any right to be heard orally, require the representations be read out at the meeting.
- 5.9 Copies of the representations need not be sent out and the representations need not be read out at the meeting if the Committee is satisfied on reasonable grounds that the rights conferred by clause 5.6 are being abused to secure needless publicity for defamatory matter.
- 5.10 The Committee do not have to give reasons for recommending the removal of any Member from the Register.
- 5.11 An ordinary resolution of Members is required to pass the necessary resolution to remove a Member under clause 5.4.



## **6 No profits for members**

### **Transfer of income or property**

- 6.1 No income or property of the Company may be paid or transferred, directly or indirectly to any Member.

### **Payments, services and information**

- 6.2 Nothing in this clause 6 prevents the payment in good faith of any of the following:
- 6.2.1 Remuneration to any officers or employees of the Company for services actually rendered to the Company.
  - 6.2.2 An amount to any Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business.
  - 6.2.3 Reasonable and proper interest on money borrowed from any Member.
  - 6.2.4 Reasonable and proper rent for premises let by any Member to the Company.
- 6.3 Nothing in this clause 6 prevents the distribution of government grant monies to Members where the grant is expressly on the basis that the monies be used for the benefit of persons including Members.
- 6.4 Nothing in this clause 6 prevents the Company from providing services or information to the Members on terms which are different from the terms on which services or information are provided to persons who are not Members.

### **Remuneration**

- 6.5 No remuneration or other benefit in money or money's worth will be paid or given by the Company to any Director except reimbursement of out-of-pocket expenses.

## **7 General meetings**

### **Convening of meetings by the Committee**

- 7.1 Any Director may convene a general meeting.

### **Convening of meetings by Members**

- 7.2 The Committee must call and arrange to hold a general meeting if required to do so under the Corporations Act.

### **Notice of general meeting**

- 7.3 Written notice of a general meeting must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.

- 7.4 A notice of a general meeting may be given by any form of communication permitted by the Corporations Act.
- 7.5 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

**Cancellation of general meetings**

- 7.6 The Committee may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act.
- 7.7 A meeting may only be cancelled in accordance with clause 7.6 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

**Quorum at general meetings**

- 7.8 Business may not be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 7.9 Except as otherwise set out in this document, 10 Members present in person or by representative (including proxies and attorneys) is a quorum.
- 7.10 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
- 7.10.1 If the meeting was convened by or on the requisition of Members, it must be dissolved.
- 7.10.2 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Committee.
- 7.11 If a meeting has been adjourned to another time and place determined by the Committee, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

**Quorum at adjourned general meetings**

- 7.12 At the adjourned meeting 5 Members present is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

**Appointment of chairperson**

- 7.13 If the Committee have elected one of their number as chairperson of their meetings, that person is entitled to preside as chairperson at every general meeting.
- 7.14 The Committee present at a general meeting must elect one of their number to chair the meeting if either of the following applies:
- 7.14.1 A Director has not been elected as the chairperson of Committee's meetings.

7.14.2 The chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act.

7.15 The Members present at a general meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present decline to take the chair.

### **Chairperson's powers**

7.16 Subject to the terms of this document dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.

7.17 The chairperson, in their discretion may expel any Member or Director from a general meeting if the chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour. Any of the following conduct may be considered inappropriate in a general meeting:

7.17.1 The use of offensive or abusive language which is directed to any person, object or thing.

7.17.2 Attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance.

7.17.3 The use or consumption of any drug by a person at the meeting.

### **Adjournment of meetings**

7.18 The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.

7.19 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

7.20 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

7.21 Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting on show of hands**

7.22 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.

7.23 If a poll is not duly demanded, a declaration by the chairperson 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 without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **Demand for a poll**

7.24 A poll may be demanded by either:

7.24.1 The chairperson.

7.24.2 At least five Members entitled to vote on the resolution.

7.25 The demand for a poll may be withdrawn.

7.26 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

7.27 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

7.28 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

### **Voting rights of Members**

7.29 On a show of hands every person present who is a Member or who represents a corporation who is a Member has one vote.

7.30 On a poll every Member present in person or by proxy, attorney or representative has one vote.

### **Vote of the Chairperson at general meetings**

7.31 The chairperson of a general meeting is entitled to a second or casting vote.

### **Objections to voter qualification**

7.32 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.

7.33 An objection to the qualification of a voter must be referred to the chairperson, whose decision is final.

7.34 A vote not disallowed according to an objection as provided in this document is valid for all purposes.

### **Mode of meeting for Members**

7.35 A general meeting may be called or held using any technology consented to by the Committee. The consent may be a standing one.

**Resolution in writing**

- 7.36 A resolution in writing signed by all Members, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.

**Form of resolution in writing**

- 7.37 A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
- 7.38 If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.
- 7.39 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

**8 Proxies and representatives****Proxies and representatives of Members**

- 8.1 At meetings of Members each Member entitled to vote may vote in person or by proxy or by attorney. A Member which is a corporation may appoint an individual as a representative.
- 8.2 Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Member, or as representing a corporation which is a Member has all the powers of a Member, except where expressly stated to the contrary.

**Appointment of proxies**

- 8.3 A Member may appoint another person as their proxy to attend and vote instead of the Member. A proxy need not be a Member.
- 8.4 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act and signed by the Member making the appointment.

**Authority of proxies**

- 8.5 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 8.6 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to do all things that the Member can do in respect of a general meeting, except that the proxy is not entitled to vote on a show of hands.

**Verification of proxies**

- 8.7 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Company:
- 8.7.1 The document appointing the proxy.
  - 8.7.2 If the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 8.8 Those documents must be either:
- 8.8.1 Received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting.
  - 8.8.2 Produced to the chairperson of the meeting before the proxy votes.
- 8.9 If a general meeting has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

**Validity of proxies**

- 8.10 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this document.

**Revocation of appointment of proxy**

- 8.11 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
- 8.11.1 The previous death or unsoundness of mind of the principal.
  - 8.11.2 The revocation of the instrument or of the authority under which the instrument was executed.

**9 Appointment and retirement of directors****Initial directors**

- 9.1 The initial Directors of the Company to be appointed on the day the Company is registered will be the individuals named in the application to register the Company.

**Number of Directors**

- 9.2 Until otherwise determined in accordance with this document, the number of Directors must not be less than 5 nor more than 10.

- 9.3 The Company may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

#### **Qualifications of Directors**

- 9.4 A Director need not be a Member of the Company.

#### **Re-election of Directors at first AGM**

- 9.5 At the first annual general meeting of the Company, all the Directors of the Company shall retire from office and the Members must elect up to a total of 10 Directors from the nominations.
- 9.6 Nominations for the position of Director at the first annual general meeting may be submitted by a Member or a retiring Director.
- 9.7 Notice of the nominations for Director must be provided to all Members of the Company in accordance with this document at least 30 days prior to the date of the first annual general meeting.

#### **Retirement of Directors**

- 9.8 At each annual general meeting of the Company following the first annual general meeting the following Directors must retire from office:
- 9.8.1 Any Director, except a managing Director, who has been in office for three years or more since that Director's election or last re-election as a Director.
- 9.9 A Director retiring at an annual general meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as a director throughout the meeting at which that Director retires.
- 9.10 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

#### **Appointment of Directors and Office Holders**

- 9.11 A call for nominations for office holders and nominated Directors must be circulated to all members at least 30 days prior to the AGM.
- 9.12 Members unable to attend to the Annual General Meeting may appoint a proxy to vote for Directors and Office Holders (refer 8 for details).
- 9.13 A Returning Officer who is not a Director is to be appointed by the Secretary at least 30 days prior to the Annual General Meeting. All proxy nominations are to be sent to the Returning Officer.
- 9.14 The Secretary shall provide a list of all candidates at least 14 days prior to the Annual General Meeting.

- 9.15 Voting will take place at the Annual General meeting only. Where there are more candidates than vacancies, a preferential voting system will be used.

**Casual vacancies**

- 9.16 The Directors or the surviving Director may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number fixed in accordance with this document.
- 9.17 A Director appointed under clause 9.11 holds office only until the next general meeting after the appointment and is then eligible for re-election.
- 9.18 A director appointed under clause 9.11 must not be taken into account in determining the Directors who are to retire by rotation at that general meeting.

**Removal from office**

- 9.19 The Company may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.
- 9.20 A person appointed to replace a Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director removed from office was elected or last re-elected a Director.

**Vacation of office**

- 9.21 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
- 9.21.1 If the Director becomes an insolvent under administration.
- 9.21.2 If the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- 9.21.3 If the Director is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of six months and the Board resolves that the office of that Director be vacated.
- 9.21.4 If the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.

**10 Directors' remuneration**

- 10.1 The Directors may be paid for travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings or otherwise in the execution of their duties as Directors as and when considered appropriate by the Executive Committee. Subject to clauses 10.3 and 10.4, the Directors are not entitled to any fees for their services as Directors.



- 10.2 Subject to clause 6, a Director who is called upon to perform extra services or to make special exertion or to undertake executive or other work for the Company beyond or outside of the Director's ordinary duties or is engaged to provide any other service, may be paid a fee for those services, exertions or work.
- 10.3 The additional amount may be paid either by fixed sum or salary determined by the Directors and either in addition to or in substitution of the fees otherwise payable to the Director.
- 10.4 Any payment made to a Director by the Company under this clause 10 must be made in good faith.

## **11 Powers of directors**

- 11.1 The Committee may exercise all those powers of the Company as are not, by the Corporations Act or by this document, required to be exercised by the Members in general meeting or otherwise.
- 11.2 The Committee may issue, amend or revoke regulations from time to time.
- 11.3 All regulations are binding on the Company and the Members.
- 11.4 In the event of any conflict between a regulation and the Constitution, the Constitution will prevail to the extent of the conflict.

## **12 Proceedings of directors**

### **Convening of Committee meetings**

- 12.1 A Director may at any time, and a Company Secretary must on the requisition of a Director, convene a meeting of the Committee.

### **Notice of Committee meetings**

- 12.2 Notice of each meeting of the Committee must be given to each Director at least 24 hours before the meeting or at another time determined by resolution of the Committee.
- 12.3 Despite that requirement all Directors may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of the Committee to a Director who is out of Australia or who has been given leave of absence.

### **Mode of meeting for the Committee**

- 12.4 A Committee meeting may be called or held using any technology consented to by the Committee. The consent may be a standing one.

**Quorum at Committee meetings**

- 12.5 At a meeting of the Committee, the number of Directors whose presence is necessary to constitute a quorum is 3 or another number determined by the Committee.
- 12.6 If the number of Directors is reduced below the number necessary for a quorum of the Committee, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a general meeting of the Company.

**Voting at Committee meetings**

- 12.7 Questions arising at a meeting of the Committee must be decided by a majority of votes of Directors present and voting. A decision of the majority is for all purposes a decision of the Committee.

**Appointment of chairperson of the Committee**

- 12.8 The Committee may elect a Director to chair their meetings as President and determine the period for which the person elected is to hold office.
- 12.9 If a chairperson has not been elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one of their number to chair the meeting.

**Chairperson's vote at Committee meetings**

- 12.10 The chairperson has a second or casting vote at meetings of the Committee.

**Participation where Directors interested**

- 12.11 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.
- 12.12 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

**Validity of acts of Directors**

- 12.13 All acts done by a meeting of the Directors or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

**Minutes**

- 12.14 The Committee must cause minutes of all proceedings of general meetings, of meetings of the Committee, within one month after the relevant meeting is held, in books kept for the purpose.

- 12.15 The Committee must cause all minutes, except resolutions in writing treated as determinations of the Committee, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

#### **Resolution in writing**

- 12.16 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Committee passed at a meeting of the Committee duly convened and held.

#### **Form of resolution in writing**

- 12.17 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- 12.18 If a resolution in writing is signed by an alternate Director, it must not also be signed by the appointor of the alternate Director and vice versa.
- 12.19 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of the Committee is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

### **13 Alternate directors**

#### **Appointment of alternate Directors**

- 13.1 The Committee may appoint a person to be an alternate Director in the Director's place, during the period that the Committee thinks fit.
- 13.2 The appointment of an alternate Director must be noted in the minutes of the Committee.
- 13.3 The appointment of an alternate Director takes effect immediately after the decision to appointment the alternate Director has been made by the Committee.
- 13.4 The alternate Director must be a Voting Member as defined in this document.

#### **Powers of alternate Director**

- 13.5 Except as expressly provided in this document, an alternate Director is subject in all respects to the terms and conditions applying to the other Directors except for the provisions of this document which relate to the election of Directors, their fees and remuneration and the power to appoint an alternate Director.
- 13.6 An alternate Director has all of the following entitlements:
- 13.6.1 To perform all the duties of a Director while the Director who appointed the alternate Director is not exercising or performing them.

- 13.6.2 To receive notice of meetings of the Committee.
- 13.6.3 To attend and vote at meetings of the Committee if the Director who appointed the alternate Director is not present.

#### **Termination of appointment of alternate Directors**

- 13.7 The appointment of an alternate Director is immediately terminated if the Committee resolves to terminate the appointment after giving seven days' notice of intention to remove the alternate Director to the Director who appointed the alternate Director.

### **14 Company Secretary and Other Office bearers**

- 14.1 The Committee may appoint one or more Company Secretaries and may at any time terminate the appointment or appointments. The Committee may determine the terms and conditions of appointment of a Company Secretary. Any one of the Company Secretaries may carry out any act or deed required by this document, the Corporations Act or by any other statute to be carried out by the company secretary of the Company.
- 14.2 The Committee may appoint one or more other office bearers to perform functions as it sees fit, and may at any time terminate the appointment or appointments.

### **15 Indemnity and insurance**

#### **Indemnity**

- 15.1 Every officer and past officer of the Company may be indemnified by the Company, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in defending an action.

#### **Insurance premiums**

- 15.2 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

### **16 Seals and execution of documents**

#### **Custody of Seal**

- 16.1 If the Company has one, the Committee must provide for the safe custody of the Seal.

#### **Execution of documents**

- 16.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
  - 16.2.1 By two Directors.

- 16.2.2 By a Director and the Secretary.
- 16.2.3 By a Director and some other person appointed by the Committee for the purpose.
- 16.3 The Company may execute a document without the use of a seal if the document is signed by either of the following:
  - 16.3.1 By two Directors.
  - 16.3.2 By a Director and a Secretary.

**Official seals**

- 16.4 The Company may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Committee.

**17 Surplus assets on winding up or dissolution**

- 17.1 Upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or company which satisfies both of the following requirements:
  - 17.1.1 It has objects similar to the objects of the Company.
  - 17.1.2 Its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.
- 17.2 This is to be determined by the Members at or before the time of winding up or dissolution of the Company and, in default of any determination, by the Supreme Court of New South Wales.

**18 Accounts, audit and records****Accounts**

- 18.1 The Committee must cause proper accounting and other records to be kept in accordance with the Corporations Act. The Committee must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Corporations Act.

**Audit**

- 18.2 A registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act.

**Rights of Inspection**

- 18.3 Subject to the Corporations Act the Committee 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 are open to the inspection of Members other than Directors, and 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 Committee or by the Company in general meeting.

**19 Notices****Persons authorised to give notices**

- 19.1 A notice by either the Company or a Member in connection with this document may be given on behalf of the Company or Member by a solicitor, director or company secretary of the Company or Member.
- 19.2 The signature of a person on a notice given by the Company may be written, printed or stamped.

**Method of giving notices**

- 19.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this document may be given to the addressee by any of the following means:
- 19.3.1 By delivering it to a street address of the addressee.
  - 19.3.2 By sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee.
  - 19.3.3 By sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

**Addresses for giving notices to Members**

- 19.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 19.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or e-mail address to which notices may be sent to the Member.
- 19.6 If a person is entitled to a to a membership in consequence of the death or bankruptcy of a Member, until that person gives notice to the Company of an address for the giving of notices, the address of that person is the address of the deceased or bankrupt Member.

**Address for giving notices to the Company**

- 19.7 The street and postal address of the Company is the Office.

- 19.8 The facsimile number or e-mail address of the Company is the number which the Company may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the Company.

**Time notice of meeting is given**

- 19.9 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times:

- 19.9.1 If delivered in writing to the street address of the addressee, at the time of delivery.
- 19.9.2 If it is sent by post to the street or postal address of the addressee, on the business day after posting.
- 19.9.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

**Time other notices are given**

- 19.10 A notice given in accordance with this document is to be taken as given, served and received at the following times:

- 19.10.1 If delivered in writing to the street address of the addressee, at the time of delivery.
- 19.10.2 If it is sent by post to the street or postal address of the addressee, on the 2<sup>nd</sup> (5<sup>th</sup> if outside Australia) business day after posting.
- 19.10.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

**Proof of giving notices**

- 19.11 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:

- 19.11.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.
- 19.11.2 A print out of an acknowledgment of receipt of the e-mail.

**Persons entitled to notice of meeting**

- 19.12 Notice of every general meeting must be given by a method authorised by this document to all of the following persons:

- 19.12.1 Every Member.
- 19.12.2 Every Director.

19.12.3 Every person (if any) entitled to a membership in consequence of the death or bankruptcy of a Member who, but for the Member's death or bankruptcy, would be entitled to receive notice of the meeting.

19.12.4 The auditor for the time being of the Company, if any.

19.13 No other person is entitled to receive notices of general meetings.

## **20 Policies**

20.1 The Company may make policies which members and directors must comply with, as if they were part of this Constitution.

20.2 Any proposed resolution to create or amend a policy must:

20.2.1 be provided to the Company Secretary in writing and must be endorsed in writing by at least 5 current members.

20.2.2 include a brief background statement outlining the proposed change together with a short statement of the change on which members will vote.

20.2.3 be circulated to current members by the Company Secretary in writing within 14 days of receipt and at least 21 days prior to any vote as set out in 20.3.

20.3 Voting by membership on a proposed resolution to create or amend a policy shall be via:

20.3.1 a vote of those present at a General Meeting with votes to be cast in writing (with written proxy votes accepted); or

20.3.2 an online poll to be administered by the Company which will be open for a 14-day period from the time that the vote is called following the notification period.

20.4 Any online poll under 20.3.2 requires voting from at least one third (33%) of the membership (calculated at the date on which the vote was called) for it to be valid and a majority of the votes (>50%) recorded must be in favour of the proposed resolution for it to pass.

20.5 Objections to any proposed resolution to create or amend a policy may be made to the Company Secretary. Such objections must:

20.5.1 be made in writing and endorsed by at least 5 members. 20.5.2 be received by the Company Secretary prior to the expiry of the notice period in 20.3.2. 20.5.3 be made on the grounds that the proposed resolution to create or amend a policy contravenes the Constitution.

20.6 If an objection is received by the Company Secretary in accordance with 20.5:

20.6.1 any call for a vote on that proposed change to policy will be delayed until the question of whether the proposal is to be treated as a change to policy only, or that a change to the Constitution is also required to allow for the policy, is resolved.



- 20.6.2 the objection will be referred to an appropriate independent advisor with expertise in company law for advice as to whether the proposed change to policy contravenes the Constitution.
- 20.6.3 on receiving such advice, the Directors will decide on whether that proposed change should be treated as a proposal for change to policy only, in which case it will be sent to the members for a vote as set out in 1.3 and 1.4; or
- 20.6.4 if it is decided by the Directors on the basis of the advice that the proposed resolution also requires a change to the Constitution, then the original proposers will be invited in writing by the Company Secretary to re-submit the proposal together with draft changes to the Constitution such as to allow for the proposed policy, as set out in 21.

## **21 Amending the constitution**

- 21.1 The members may amend this constitution by passing a special resolution in accordance with this clause.
- 21.2 Any proposed resolution to amend the Constitution must:
  - 21.2.1 be provided to the Company Secretary in writing and must be endorsed in writing by at least 5% of current members.
  - 21.2.2 include a brief background statement outlining the proposed change together with a short statement of the change on which members will vote.
  - 21.2.3 be circulated to current members by the Company Secretary in writing within 14 days of receipt and at least 21 days prior to any vote as set out in 21.3.
- 21.3 Voting by membership on a proposed amendment to the Constitution shall be via:
  - 21.3.1 a vote of those present at a General Meeting with votes to be cast in writing (with written proxy votes accepted); or
  - 21.3.2 an online poll to be administered by the Company which will be open for a 14-day period from the time that the vote is called following the notification period.
- 20.4 Any online poll under 21.3.2 requires voting from at least two thirds (66%) of the membership (at the date at which the vote was called) and at least 66% (2/3) of the votes recorded must be in favour of the proposed change for it to pass.

## **22 Definitions and Interpretation**

### **Definitions**

- 22.1 In this document the following definitions apply:

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

**Committee** means the board of Directors of the Company and has the same meaning as Directors.

**Company** means Australasian Association of Bioethics & Health Law Limited.

**Company Secretary** means a person appointed to perform the duties of a company secretary of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a person appointed to perform the duties of a director of the Company.

**Directors** means the board of directors of the Company.

**Honorary Members** are those Members who are admitted by the Committee of the Company.

**Individual Members** are Members who are persons and not determined as Honorary Members of the Company.

**Institutional Members** are Members from various health care institutions, academic institutions and other similar organisations and institutions.

**Member** means a person whose name is entered in the Register as an Individual Member, Institutional Member or Honorary Member of the Company.

**Office** means the registered office of the Company.

**President** means the Chair of the Committee.

**Register** means the register of Members kept by the Company under the Corporations Act 2001.

**Seal** means, if the Company has one, the common seal of the Company.

**Termination Event** means:

- (a) If a Member is an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.
- (b) If a Member is a body corporate, the deregistration or other dissolution of that Member.

## Interpretation

22.2 In this document, unless the context otherwise requires:

22.2.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate

legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.

- 22.2.2 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.
- 22.2.3 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.
- 22.2.4 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 22.2.5 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.
- 22.2.6 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.
- 22.2.7 A reference to dollars or \$ means Australian dollars.
- 22.2.8 References to the word 'include' or 'including' are to be construed without limitation.
- 22.2.9 A reference to a time of day means that time of day in the place where the Office is located.
- 22.2.10 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
- 22.2.11 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 22.2.12 A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

#### **References to the document**

- 22.3 A reference to this document, where amended, means this document as so amended.

#### **Replaceable rules**

- 22.4 Each of the provisions of the Corporations Act which would but for this clause apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Company.

**Application of Corporations Act**

- 22.5 The Corporations Act applies in relation to this document as if it was an instrument made under the Corporations Act as in force on the day when this document became the constitution of the Company.

**Exercise of powers**

- 22.6 Except as specifically contemplated to the contrary in this document, the Company may, in any manner permitted by the Corporations Act exercise any power take any action or engage in any conduct or procedure which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its document.