



Constitution of The Leukaemia Foundation of Australia Limited

A company limited by guarantee
3 March 2023

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Constitution

The Leukaemia Foundation of Australia Limited

1 General

1.1 Name of Company

The name of the Company is The Leukaemia Foundation of Australia Limited.

1.2 Liability of Members

The liability of Members is limited.

1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
ACNC Legislation	means the: (a) <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth); and (b) <i>Australian Charities and Not-for-profits Commission Regulation 2013</i> (Cth).
AGM	means an annual general meeting of the Company.
Annual Fee	means the amount payable to the Company by each Ordinary Member in accordance with rule 6.
ASIC	means the Australian Securities and Investments Commission.
Board	means the board of Directors of the Company.
Business Day	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
Chair	means the chair of the Board and includes an acting chair under rule 9.5.
Committee	means a committee to which powers have been delegated by the Board under rule 14.8.
Company	means The Leukaemia Foundation of Australia Limited.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).

Term	Definition
Corporations Legislation	means Corporations Act and <i>Corporations Regulations 2001</i> (Cth).
Defined Diseases	means blood cancers (including leukaemia, lymphoma, and myeloma) and related blood disorders.
Designated Queensland Properties	means those properties set out in rule 24.1(b).
Director	means a person appointed or elected to the office of director of the Company and, where relevant, includes an alternate director.
Former LFQ Member	means the Members (each of whom is an Ordinary Member) who were transitioned from LFQ to the membership of the Company on 16 April 2016.
Honorary Life Member	means a member of the Company who holds Honorary Life Membership.
Honorary Life Membership	has the meaning set out in rule 5.3(a).
LFQ	means the body corporate formerly known as Leukaemia Foundation of Queensland.
Liability	for the purposes of rule 23, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Member	means any person who is an Ordinary Member or an Honorary Life Member.
Members Present	means Members present at a general meeting (including through the use of technology where relevant) of the Company in person, or by their appointed representative, proxy, or attorney.
Office	means the registered office of the Company.
Officer	means a Director, Secretary or a person: <ul style="list-style-type: none"> (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (b) who has the capacity to affect significantly the Company's financial standing; or (c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Ordinary Member	means a member of the Company who holds Ordinary Membership.
Ordinary Membership	has the meaning set out in rule 5.2(a).
Proceedings	for the purposes of rule 23 includes the outcomes of the relevant proceedings and any appeal about those proceedings.
Register	means the register of Members established under the Corporations Act.
Registered Address	means the address of the Member specified in the Register or another other address notified by the

Term	Definition
	Member to the Company as the place they will accept service of notices.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Seal	means the common seal of the Company if any.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Special Resolution	means a resolution passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

2.2 Interpretation

In this document:

- (a) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (b) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (e) a reference to this document includes the agreement recorded by this document;
- (f) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (g) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (h) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (i) a reference to 'month' means calendar month.

3 Objects and powers

3.1 Objects of Company

The objects of the Company are to:

- (a) relieve the sickness, suffering, distress, misfortune, destitution or helplessness caused by the Defined Diseases; and
- (b) be a public benevolent institution in terms of item 4.1.1 of the table in sections 30-45 of the *Income Tax Assessment Act 1997* (Cth).

3.2 Activities of the Company

To achieve the objects in rule 3.1, the Company may, without limitation:

- (a) conduct or foster local and international research into the cause, cure, therapy and diagnostic and/or physical or psychosocial effects of disease or treatments from one or more of the Defined Diseases;
- (b) support those, the carers or the loved ones of those, who have or appear to have one or more of the Defined Diseases;
- (c) provide services and information for the optimum care of patients with one or more of the Defined Diseases;
- (d) conduct, provide and/or promote educational publications or meetings in relation to the Defined Diseases;
- (e) act as an advocate for patients, groups of patients, their carers, or others involved in the provision of care, treatment and therapeutics to key Australian national and state health policy makers; and
- (f) do such other things as the Board may from time to time determine in furtherance of the provision of aid generally to persons with or appearing to have one of the Defined Diseases.

3.3 Separate objects

Each of the objects in rule 3.1 is a separate object of the Company, and must not be construed by reference to any other object.

3.4 Powers of the Company

The Company has all the powers of an individual and a body corporate, subject to rule 3.5.

3.5 No power to issue shares

The Company has no power to issue or allot shares.

4 Non-profit nature of the Company

4.1 Non-profit

- (a) The income and property of the Company must only be applied towards the promotion of the objects of the Company set out in this Constitution.
- (b) No income or property may be distributed, paid or transferred, directly or indirectly, to a Member except:
 - (i) in accordance with rule 4.3;
 - (ii) for payments to a Member in return for services rendered by or goods supplied by the Member to the Company in the ordinary and usual course of business; or
 - (iii) for payments to a Member as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

4.2 Limited liability on winding up

- (a) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute the guarantee amount to the assets of the Company for the:
 - (i) payment of the debts and liabilities of the Company contracted before the person ceased to be a Member; and
 - (ii) costs of winding up.
- (b) The maximum liability of each Member under rule 4.2(a) is \$2.

4.3 Distribution of surplus on winding up

- (a) Where property remains after the winding up or dissolution of the Company and satisfaction of all its debts and liabilities, it must not be distributed among Members.
- (b) Subject to rule 4.3(c), if the Company is wound up, any surplus assets must be given to another charitable fund, authority or institution:
 - (i) with objects similar to the objects of the Company; and
 - (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under the Constitution.
- (c) If the Company is endorsed as a deductible gift recipient then:
 - (i) upon the revocation of its endorsement as a deductible gift recipient; or
 - (ii) upon its winding up, any surplus assets must be transferred to another charitable fund, authority or institution:
 - (iii) with objects similar to the objects of the Company;
 - (iv) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under the Constitution; and
 - (v) to which income tax deductible Gifts can be made.
- (d) The charitable fund, authority or institution to receive property under rules 4.3(b) or 4.3(c) must be decided by the Members at or before the time of the winding-up or dissolution. If the Members do not wish to decide, or do not decide, the Board may decide. If the Members or the Board do not decide, the decision must be referred to the Supreme Court of the state or territory in which the Office is located.

5 Membership

5.1 Classes of membership

- (a) The membership classes are:
 - (i) Ordinary Members; and
 - (ii) Honorary Life Members.

- (b) The number of Members is unlimited.

5.2 Ordinary Membership

- (a) Any person who:
 - (i) in the opinion of the Board, is supportive of the objects of the Company; and
 - (ii) if an individual, is not less than 18 years of age at the date of application, may apply for Ordinary Membership of the Company.
- (b) An application for Ordinary Membership must:
 - (i) be in a form approved by the Board; and
 - (ii) be accompanied by any other documents or evidence as to qualification for Ordinary Membership which the Board requires.
- (c) The Board may in its absolute discretion accept or reject any application for Ordinary Membership.
- (d) The Board does not need to give a reason for the rejection of an application for Ordinary Membership.
- (e) If an application for Ordinary Membership is rejected the Company must notify the applicant in writing.
- (f) If an application for Ordinary Membership is accepted:
 - (i) the name and details of that person must be entered in the Register; and
 - (ii) the Company must notify the applicant in writing of the acceptance.
- (g) An Ordinary Member once admitted and so long as they remain an Ordinary Member are entitled to:
 - (i) attend any general meeting of the Company; and
 - (ii) vote at any general meeting of the Company.

5.3 Honorary Life Membership

- (a) Honorary Life Membership is bestowed by the Board to an Ordinary Member for outstanding service to the Company in respect of the Defined Diseases.
- (b) An Honorary Life Member has the same voting rights and conditions as an Ordinary Member.
- (c) The only exception to 5.3(b) is that an Honorary Life Member is not required to pay an Annual Fee.
- (d) Honorary Life Membership can be revoked by the Board should the Honorary Life Member subsequently be determined by the Board to have breached this Constitution, or acted in a way that brings the Company, or the Honorary Life Member, into disrepute.
- (e) When Honorary Life Membership is revoked, the Member may retain their Ordinary Membership, unless rule 5.6(a) is triggered.

5.4 Voting rights of Members

Each Member has one vote on a show of hands and one vote on a poll.

5.5 Notice by Members

Each Member must promptly notify the Company in writing of:

- (a) any change in their qualification to being a Member; and
- (b) any change in their address or contact details.

5.6 Resignation and termination of membership

- (a) A Member ceases to be a Member if the Member:
 - (i) no longer meets the qualification requirements;
 - (ii) resigns as a Member by giving written notice to the Company;
 - (iii) has not paid any Annual Fee due as at 30 September;
 - (iv) dies; or
 - (v) is terminated by the Board under rule 5.6(b)
- (b) The Board may terminate a Member's membership if the Member:
 - (i) fails to notify the Company of a change in address or contact details and is unable to be contacted at the address in the register for a period of two years;
 - (ii) has conducted themselves in a way that the Board considers to be injurious or prejudicial to the character or interests of the Company or the Member, or may bring the Company or the Member into disrepute; or
 - (iii) has conducted themselves in a way which the Board considers as being inconsistent with the objects of the Company.
- (c) The Board must give the Member written notice of its intention to terminate the Member's membership and the reason for the proposed termination.
- (d) If the reason set out in the notice under rule 5.6(c) remains unresolved, in the opinion of the Board, for one month after the date of the notice, the Member's membership is terminated.
- (e) The rights or privileges of membership may be reinstated at the absolute discretion of the Board.
- (f) Membership is personal to the Member and is not transferable.

5.7 Register of Members

The Company must establish and maintain a Register which includes the full name and address for notices of each Member, and any other particulars determined by the Board.

6 Membership fees

6.1 Annual Fees payable

- (a) The Annual Fee will be set by the Board at its discretion from time to time.
- (b) Annual fees fall due on 30 June and if unpaid fall in arrears on 31 July of the same calendar year.

7 Annual General Meeting

7.1 AGM

The Company must hold a general meeting, to be called the annual general meeting, at least once in every calendar year.

7.2 Provisions about general meetings apply to the AGM

The provisions of the Constitution about general meetings apply, with necessary changes, to AGMs.

8 General meetings

8.1 Calling a general meeting

- (a) General meetings of the Company may only be called by the Board.
- (b) General meetings will be held at the times and places and in the manner decided by the Board.

8.2 Notice of general meeting

- (a) At least 21 days' notice of a general meeting must be given to Members by the Board in the form and in the manner the Board decides, subject to the Corporations Legislation. Inadvertent failure to give notice of any general meeting to a person entitled to notice does not invalidate a resolution passed at that meeting.
- (b) Subject to the Corporations Legislation, if the meeting is to be held at two or more places the notice must set out details of the technology used to conduct the meeting.

8.3 Using technology to hold general meetings

The Company may hold a general meeting at two or more places using any technology that gives the Members as a whole a reasonable opportunity to participate and otherwise complies with the Corporations Legislation.

8.4 Attendance at general meetings

- (a) The chair of a general meeting may exclude from the meeting any person:
 - (i) in possession of a pictorial-recording or sound-recording device;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an object considered by the Chair to be dangerous, offensive or liable to cause disruption;

- (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - (vi) who is not a Member (or a proxy, attorney or corporate representative of a Member), a Director or the auditor of the Company.
- (b) A person, whether or not a Member, who is invited by the Board or the chair of the meeting to attend a general meeting, may be present.

9 Proceedings of meetings

9.1 Business of general meetings

- (a) The general business of an AGM is:
 - (i) to provide the opportunity for the Board to account to and report to the Members if required by law;
 - (ii) to receive and consider the financial and other reports required by law to be laid before each AGM;
 - (iii) to elect Directors in the place of those retiring under this Constitution, if required;
 - (iv) when relevant to appoint an auditor; and
 - (v) to transact any other business which the Directors determine, or which, under this Constitution, the Corporations Legislation or the ACNC Legislation, is required to be transacted at any AGM.
- (b) All other business transacted at an AGM and all business transacted at other general meetings is special business.
- (c) Except with the approval of the Board, with the permission of the chair of the meeting or under the Corporations Legislation, no person may move at any meeting either:
 - (i) any amendment of a resolution about any special business of which notice has been given under rule 8.2; or
 - (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 8.2.
- (d) The auditors of the Company and their representative may attend and be heard on any part of the business of a meeting concerning the auditors of the Company. The auditors or their representative, if present at the meeting, may be questioned by the Members Present, as a whole, about the conduct of the audit and the audit report.

9.2 Quorum

- (a) The quorum for a general meeting is no less than 25% of Members entitled to vote at that meeting or, if the number of Members is less than 20, no less than 50% of Members who are entitled to vote at that meeting.
- (b) For the purpose of determining whether a quorum is present:
 - (i) a Member's proxy or representative is to be counted; and

- (ii) a person may be counted more than once, if that person is a proxy or representative of more than one Member.
- (c) If the requisite quorum is not present at the commencement of the business (or the relevant resolution), no business can be transacted except the election of a chair of the meeting and the adjournment of the meeting.

9.3 Adjournment in absence of quorum

If within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting is to be adjourned to the same day in the next week (or, where that day is not a Business Day, the Business Day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

9.4 Chair of the general meeting

- (a) The Chair must be chair at every general meeting.
- (b) If at any general meeting:
 - (i) the Chair is not present at the specified time for holding the meeting; or
 - (ii) the Chair is present but is unwilling to act as chair of the meeting,
 the deputy Chair must be chair at the meeting.
- (c) If at any general meeting:
 - (i) there is no Chair or deputy Chair;
 - (ii) the Chair and deputy Chair are not present at the specified time for holding the meeting; or
 - (iii) the Chair and the deputy Chair are present but each is unwilling to act as chair of the meeting,

the Directors present may choose another Director as chair of the meeting and if no Director is present or if each of the Directors present are unwilling to act as chair of the meeting, a Member chosen by the Members Present may act as chair of the meeting.

9.5 Acting chair of the meeting

If during any general meeting the chair of the meeting acting under rule 9.4 is unwilling to act for any part of the proceedings, the chair of the meeting may withdraw from the position of chairing that meeting during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting chair of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting chair of the meeting is to withdraw and the chair of the meeting is to retake the position of chair of the meeting.

9.6 General conduct of meeting

- (a) Except as required by law, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the chair of the meeting.
- (b) The chair of the meeting may at any time they consider it necessary for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any

business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.

- (c) The chair of the meeting may require the adoption of any procedure which is in the chair of the meeting's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

9.7 Postponing or cancelling a meeting

- (a) By resolution of the Board any general meeting may be cancelled or postponed before the date on which it is to be held.
- (b) The Chair may at any time before a meeting:
 - (i) postpone a meeting;
 - (ii) cancel the meeting; or
 - (iii) change the place for a general meeting,

if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

9.8 Adjournment and postponement by the chair of the meeting

- (a) The chair of the meeting may at any time during the course of the meeting:
 - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting; and
 - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods they decide without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the chair of the meeting otherwise allows.
- (b) Where the chair of the meeting considers that:
 - (i) there is not enough room for the number of members who wish to attend the meeting; or
 - (ii) a postponement is necessary in light of behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,

the chair of the meeting may postpone the meeting before it has started, whether or not a quorum is present.

- (c) A postponement under rule 9.8(b) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (d) If the chair of the meeting exercises a right of adjournment and postponement of a meeting under this rule, the Chair has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the chair of the meeting exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.

- (e) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment or postponement took place.
- (f) Where a meeting is postponed or adjourned under rule 9.7, notice of the adjourned or postponed meeting must be given to the members.

10 Votes of members

10.1 Decisions at general meetings

- (a) Except where this Constitution, the ACNC Legislation or the Corporations Act requires otherwise, questions arising at a general meeting must be decided by a majority of votes cast by the Members Present entitled to vote at the meeting. A decision made in this way is for all purposes, a decision of the Members.
- (b) If at a general meeting the votes are equal on a proposed resolution the chair of the meeting has a second or casting vote.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:
 - (i) before the show of hands is taken;
 - (ii) before the result of the show of hands is declared; or
 - (iii) immediately after the result of the show of hands is declared.
- (d) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the Company's minute book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

10.2 When poll may be demanded

- (a) A poll may be demanded by:
 - (i) the chair of the meeting; or
 - (ii) by Members with at least 25% of the votes that may be cast on the resolution on a poll.
- (b) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.
- (c) If a poll is duly demanded at a general meeting, it must be taken in the way and either at once or after an interval or adjournment as the chair of the meeting directs. The result of the poll as declared by the chair of the meeting is the resolution of the meeting at which the poll was demanded.

10.3 Voting rights

- (a) Subject to this Constitution and to any rights or restrictions attached to any class of membership, at a general meeting:
 - (i) on a show of hands, each Member Present entitled to vote has one vote;

- (ii) where a person is entitled to vote by virtue of rule 10.7 in more than one capacity, that person is entitled only to one vote on a show of hands;
 - (iii) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
 - (iv) on a poll, each Member Present has one vote.
- (b) Where any of the Annual Fee or other amount payable to the Company has not been duly paid that Member is not entitled to vote.
- (c) A Member is not entitled to vote on a resolution if the notice which called the meeting specified that:
 - (i) the Member must not vote or must abstain from voting on the resolution; or
 - (ii) a vote on the resolution by the Member must be disregarded for any purposes.
- (d) If the Member referred to in rule 10.3(c) or a person acting as proxy or attorney of that Member does tender a vote on that resolution, their vote must not be counted.
- (e) An objection to the validity of a vote tendered at a general meeting must be:
 - (i) raised before or immediately after the result of the vote is declared; and
 - (ii) referred to the chair of the meeting, whose decision is final.
- (f) A vote tendered, but not disallowed by the chair of a meeting under rule 10.3(e), is valid for all purposes, even if it would not otherwise have been valid.
- (g) The chair of the meeting may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Member and the decision of the chair of the meeting is final.

10.4 Representation at general meetings

- (a) Subject to this Constitution, each Member entitled to vote at a general meeting may vote:
 - (i) in person (including, if a body corporate, by its representative);
 - (ii) by not more than one proxy; or
 - (iii) by not more than one attorney.
- (b) A proxy or attorney may, but need not, be a Member of the Company.

10.5 Class meetings

The provisions of this Constitution about general meetings apply, with necessary changes, to separate class meetings as if they were general meetings.

10.6 Voting where the Member is of unsound mind

If a Member is:

- (a) of unsound mind;

- (b) a patient under laws relating to mental health; or
- (c) whose estate is administered under the laws about mental health,

their trustee or guardian or other person who has the management of their property, may exercise the rights of the Member at a general meeting as if the trustee or guardian or other person were the Member. The trustee, guardian or other person must first give the Directors the information they reasonably require to establish their entitlement to act on behalf of the Member.

10.7 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy need not be a Member and may be a Member who is not entitled in their own right to vote on a particular resolution.
- (c) The document appointing a proxy must:
 - (i) be in the form approved by the Board;
 - (ii) be signed by the appointor or its attorney;
 - (iii) set out the name of the person to be appointed as proxy;
 - (iv) allow the Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;
 - (v) set out the period of appointment including whether it is valid only for stipulated meetings; and
 - (vi) be received by the Company at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (d) Unless otherwise specified in the proxy or revoked, a proxy appointment is valid:
 - (i) for 12 months after the date of its execution; and
 - (ii) for any adjournment of the meeting, as well as for the meeting to which it relates.
- (e) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

10.8 Circular resolution of Members

- (a) Subject to any specific requirements in the Corporations Legislation, a resolution in writing of which notice has been given to all Members and which is signed or consented to by all of the Members entitled to vote on the resolution is as valid and effective as if it had been passed at a meeting of the Members duly called and constituted and may consist of several documents in the same form, each signed or consented to by one or more of the members.
- (b) A Member may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document); or

- (ii) giving to the Company a written notice (including by electronic means) addressed to the Secretary or to the Chair signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

11 The Board

11.1 Directors

The Board will consist of at least three and not more than ten Directors as follows:

- (a) not more than six Directors elected by the Members under rule 11.2; and
- (b) not more than four Directors appointed by the Board for their particular skills and experience, including knowledge of Defined Diseases, for a term determined by the Board from time to time.

11.2 Election of Directors

The election of Directors under rule 11.1(a) will occur as follows:

- (a) any two Members may nominate a qualified person to serve as a Director;
- (b) no person is eligible for election as a Director unless they give written consent;
- (c) the nomination and consent must be left at the Office at least 25 days, and at most 35 days, before the meeting;
- (d) the candidates' names (in alphabetical order) and the proposers' and seconders' names must be forwarded to Members with the notice of annual general meeting;
- (e) at the annual general meeting each Member is entitled to cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position for which they have nominated;
- (f) where the number of candidates is equal to or less than the number of available positions, each candidate must obtain majority Member approval in order to be elected to the positions for which they have been nominated; and
- (g) where the number of candidates exceeds the number of available positions, the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled.

11.3 Qualification for membership of the Board

All Directors must:

- (a) be natural persons;
- (b) be supportive of the objects of the Company;
- (c) be a Member;
- (d) not be an employee or have been an employee of the Company (or its subsidiaries) during the five year period before the date of their proposed election or appointment;
- (e) give signed written consent accepting the office of director to the Company; and

- (f) not be prevented from holding the office of director by the Corporations Legislation or ACNC Legislation.

11.4 Casual vacancies

- (a) In addition to its power to appoint Directors under rule 11.1(b) the Board has power to appoint a person qualified under rule 11.3 as a Director to fill a casual vacancy among the Directors elected under rule 11.1(a).
- (b) Any person appointed under rule 11.4(a) holds office until the next AGM.

11.5 Appointment of Chair

- (a) The Board may adopt a policy for the appointment of a Chair and a deputy Chair of its meetings.
- (b) If no Chair or deputy Chair is elected or if at any meeting the Chair and the deputy Chair are not present at the time specified for holding the meeting (or, if being present, the relevant Directors refuse to act as Chair or deputy Chair), the Directors present may choose one of their number to be Chair of the meeting.

12 Vacation of office

12.1 Resignation

A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

12.2 Retirement of Directors

- (a) The Company must hold an election of Directors at each AGM.
- (b) In addition to any required retirement of a Director under rule 11.4 (if applicable), each Director elected by Members under rule 11.1(a), must retire from office at the conclusion of the third AGM following the Director's election and, if eligible, may be re-elected.
- (c) At least one third of the Directors elected under rule 11.1(a) (including those retiring under rules 11.4 or 12.2(b)) must retire at each AGM. The Directors to retire (excluding those required to retire under rule 11.4) will be those Directors who have been in office the longest since their last election by Members, or in the event that there are a number of Directors who were elected at the same time, the Directors to retire will be determined by agreement between the Directors or by lot.
- (d) Each Director appointed by the Board under rule 11.1(b) will retire at the end of the term determined by the Board at the time of their appointment.
- (e) A retiring Director elected by Members under rule 11.1(a) retains office until the dissolution or adjournment of the meeting at which the retiring Director retires.
- (f) Subject to rule 12.2(g), a Director who has held office for a continuous period of nine years or more may only be re-elected by a Special Resolution.
- (g) The nine year period referred to in clause 12.2(f) for a Director in office at the date this Constitution is adopted (or who is elected at the relevant meeting at which this Constitution is adopted) begins on the date this Constitution is adopted, despite the Director having previously served as a Director prior to that date.

12.3 Removal

- (a) A Director may be removed from office by the Members in accordance with any rights of Members under the Corporations Act. At the meeting at which removal is to be considered the Director must be given the opportunity to present their case orally or in writing.
- (b) A Director removed under rule 12.3(a) retains office until the dissolution or adjournment of the general meeting at which the Director is removed.

12.4 Disqualification

- (a) In addition to the circumstances prescribed by the Corporations Legislation, ACNC Legislation, and this Constitution (as applicable), the office of a director becomes vacant upon a Director:
 - (i) ceasing to meet the eligibility criteria applicable under rule 11.3;
 - (ii) becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
 - (iii) becoming a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
 - (iv) being absent from three consecutive meetings of the Board without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
 - (v) resigning from office by written notice to the Company.
- (b) A Director who vacates office under rule 12.4(a) is not to be taken into account in deciding the number of Directors to retire by rotation at an AGM under rule 12.2(c).

12.5 Remuneration of Directors

All payments to Directors must be approved by the Board including, but not limited to:

- (a) out of pocket expenses incurred by a Director in performing a duty as a Director; and
- (b) a service rendered to the Company by a Director in a professional or technical capacity or as an employee, other than in the capacity as a Director where:
 - (i) the provision of the service has the prior approval of the Board; and
 - (ii) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

12.6 Directors interests

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an unpaid office (except auditor) or unpaid position or role in the Company or a related body corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has interest;

- (iii) being a member, creditor or otherwise being interested in any body corporate (including the Company), partnership or entity, except as auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with the Corporations Legislation and, if applicable, the ACNC Legislation on the disclosure of the Director's interests.
- (c) The Directors may make regulations requiring the disclosure of interests that a Director, and any person taken by the Directors to be related to or associated with the Director, may have in any matter concerning the Company or a related body corporate. Any regulations made under this Constitution bind all Directors.
- (d) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 12.6(c).
- (e) A Director who has a material personal interest in a matter that is being considered by the Board must not be present at a meeting while the matter is being considered nor vote on the matter, except where permitted by the Corporations Legislation or, if applicable, the ACNC Legislation.
- (f) If a Director has an interest in a matter, then subject to the Constitution:
 - (i) that Director may not be counted in a quorum at the board meeting that considers the matter that relates to the interest;
 - (ii) that Director may not participate in or vote on matters that relate to the interest;
 - (iii) the Company can proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If an interest of a Director is required to be disclosed under rule 12.6(b), rule 12.6(f)(iv) applies only if the interest is disclosed before the transaction is entered into.
- (h) A contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a director of the Company or because of the fiduciary obligations arising from that office.
- (i) A Director who is interested in any arrangement involving the Company is not liable to account to the Company for any profit realised under the arrangement merely because the Director holds office as a director of the Company or because of the fiduciary obligations arising from that office, if the Director complies with the disclosure requirements applicable to the Director under rule 12.6(a) and under the Corporations Legislation or, if applicable, the ACNC Legislation, about that interest.
- (j) A Director who is interested in any contract or arrangement may, despite that interest, witness the execution of any document evidencing or otherwise connected with that contract or arrangement.

13 Alternate Directors

13.1 Director may appoint an alternate

- (a) A Director may appoint a person to act as their alternate, whether for a stated period or a specified event happens, whenever the Director is unable to attend to their duties.
- (b) The Director must obtain the prior consent of the Board to the appointment, and this consent must not be unreasonably withheld or delayed. The appointment must be in writing and signed by the Director. A copy of the appointment must be delivered or sent to the Office.
- (c) The appointment takes effect on receipt of the appointment at the Office.

13.2 Conditions of office of alternate

The following provisions apply to an alternate Director:

- (a) an alternate may be removed or suspended from office on receipt at the Office of written notice from the appointing Director;
- (b) the alternate must be given notice of meetings of the Board and may attend and vote at the meetings if the appointing Director is not present;
- (c) the alternate may exercise all the powers (except the power to appoint an alternate) and perform all duties of a Director, in so far as the appointing Director had not exercised or performed them;
- (d) the office of the alternate is vacated upon vacation of office by the appointing Director, or written resignation to the Company by the appointing Director;
- (e) the alternate is not to be taken into account in deciding the number of Directors or rotation of Directors; and
- (f) the alternate is, while acting as a Director, responsible to the Company for the alternate's own acts and defaults and is not to be deemed to be the agent of the Director by whom the alternate was appointed.

14 Proceedings of the Board

14.1 Meetings of Directors

- (a) The Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of Directors to constitute a quorum, constitutes a meeting of the Directors. All the provisions in this Constitution relating to meetings of the Directors apply, as far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place where the Chair is or at any other place the Chair decides on, if at least one of the Directors involved was at that place for the duration of the meeting.
- (d) A Director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.

- (e) If, before or during the meeting, any technical difficulty occurs where one or more Directors cease to participate, the Chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of Directors remains present, continue with the meeting.

14.2 Convening of meetings of Directors

A meeting of Directors must be convened if:

- (a) called by the Chair or the Board at any time; or
- (b) called by the Secretary, upon the request of any two Directors.

14.3 Notice of meetings of Directors

- (a) Notice of a meeting of Directors must be given to each person who is, at the time the notice is given a Director, except a Director on leave of absence approved by the Board.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) may, if necessary, given the urgency of the matter, be given immediately before the meeting; and
 - (iii) may be given in person, by post, by telephone or by electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect in person, by post, by telephone or by electronic means.
- (d) Failure to give a Director notice of a meeting of Directors does not invalidate anything done or any resolution passed at the meeting if:
 - (i) the failure occurred by accident or inadvertent error; or
 - (ii) the Director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

14.4 Quorum at meetings of Directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) Unless the Directors decide otherwise, the quorum for a meeting of Directors is a simple majority of the Directors.

14.5 Chair and deputy Chair

- (a) The Chair is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as chair at a meeting of Directors.
- (b) If at a meeting of Directors:
 - (i) there is no Chair;

- (ii) the Chair is not present within ten minutes after the time appointed for the holding of the meeting; or
- (iii) the Chair is present within that time but is not willing or declines to act as chair of the meeting,

the deputy Chair if any, if then present and willing to act, is entitled to be chair of the meeting or if the deputy Chair is not present or is unwilling or declines to act as chair of the meeting, the Directors present must elect one of themselves to chair the meeting.

14.6 Decisions of Directors

- (a) The Directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) The Directors must aim to make decisions by consensus of the Board in the first instance.
- (c) However, if a consensus on a particular decision is not met, then any questions arising at a meeting of Directors must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter.
- (d) If the votes are equal on a proposed resolution, the chair of the meeting has a casting vote in addition to their deliberative vote.

14.7 Circular resolution of Directors

- (a) A resolution in writing and which is signed by all the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board. It may consist of several documents in the same form each signed by one or more of the Directors.
- (b) A document produced by mechanical or electronic means under the name of a Director with their authority is deemed to be a document in writing signed by that Director.

14.8 Appointment of Committees

- (a) The Board may appoint Committees consisting of one or more Directors and any other person the Board thinks fit.
- (b) The Board may, subject to the Corporations Legislation or, if applicable, the ACNC Legislation, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.
- (c) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

14.9 Proceedings of Committees

- (a) Unless the Board determines otherwise, Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) A Committee must follow instructions imposed by the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

14.10 Validity of acts

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified, and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under rule 11.1, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

15 Powers of the Board

15.1 General powers of the Board

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Company and are not by this document or by Corporations Act directed or required to be exercised or done by the Company in general meeting.
- (b) The Board may make regulations and by-laws consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property and amend or rescind any regulations and by-laws.
- (c) A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

16 Secretary

- (a) The Company must have a Secretary, who may be a Director, appointed by the Board.
- (b) The Board may suspend or remove the Secretary from that office.
- (c) The Secretary holds office on the terms and conditions the Board decides.

17 Other salaried officers

The Board may appoint and dismiss officers and employees on the terms it thinks fit.

18 Branches

- (a) The Company may establish branches in any location the Board sees fit.
- (b) A branch established under rule 18(a) must be administered by a Committee, which must comply with the policies and procedures for the structure and operation of branches determined by the Board from time to time.

19 The Seal

19.1 Company Seal is optional

The Company may have a Seal but does not have to.

19.2 Affixing the Seal

- (a) The Seal must only be used with the authority of the Board.
- (b) Every document to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director, or another person appointed by the Board for the purpose.
- (c) The Board may affix a signature by mechanical means.

19.3 Execution of documents without a Seal

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors; or
- (b) a Director and the Secretary.

19.4 Other ways of executing documents

Despite rules 19.2 and 19.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

20 Financial records

20.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Legislation or, if applicable, the ACNC Legislation.
- (c) If required by the Corporations Legislation or, if applicable, the ACNC Legislation, the Board must:
 - (i) notify all Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the Company including a copy of the auditor's report, if any, and any other documentation as required by the Corporations Legislation or, if applicable, the ACNC Legislation; and
 - (ii) lay before the Members at each AGM the financial statements.

20.2 Appointment of auditor or reviewer

If required by the Corporations Legislation or, if applicable, the ACNC Legislation, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

20.3 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board.

20.4 Inspection of records of the Company

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company will be open to inspection by Members other than the Board.
- (b) No Member other than a Director has the right to inspect any document of the Company except as set out in the Corporations Act or as authorised by the Board.

21 Minutes

21.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Company, the Board and of Committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and Committees.

21.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee or of the Company are prima facie evidence of the matters stated in the minutes.

22 Notices

22.1 Method of service

- (a) The Company may give a notice to a Member by:
 - (i) delivering it personally;
 - (ii) sending it by prepaid post to the Member's address in the Register or any other address the Member gives the Company for notices; or
 - (iii) sending it by electronic means to the electronic address the Member gives the Company for notices.
- (b) Where a Member does not have a Registered Address or where the Company believes that Member is not known at the Member's Registered Address, all notices are taken to be:
 - (i) given to the Member if the notice is exhibited in the Company's registered office for a period of 48 hours; and
 - (ii) served at the commencement of that period,unless and until the Member informs the Company of the Member's address.

22.2 Time of service

- (a) A notice from the Company properly addressed and posted is taken to be given and received on the second day after the day of its posting.
- (b) A notice sent or given by electronic transmission:
 - (i) is taken to be effected by properly addressing and transmitting the electronic transmission; and
 - (ii) is taken to have been given and received on the day of its transmission.
- (c) Where a given number of days notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

22.3 Evidence of service

A certificate signed by a Director or the Secretary stating that a notice has been given under this Constitution is conclusive evidence of that fact.

22.4 Other communications and documents

Rules 22.1 to 22.3 (inclusive) apply, so far as they can and with any necessary changes, to serving any communication or document.

23 Indemnity and insurance

23.1 Indemnity in favour of Officers

Subject to the Corporations Act and rule 23.2, the Company must indemnify each Officer to the maximum extent permitted by law, against any Liability incurred by the Officer because of their holding office as, and acting in the capacity of Officer, other than:

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

23.2 Indemnity for legal costs

The Company must indemnify each Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of Officer other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 23.1;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 23.2(c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or

- (d) in Proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

23.3 Insurance for the benefit of Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been an Officer of the Company acting in that capacity against:

- (a) costs and expenses in defending any Proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

23.4 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been an Officer against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Act.

24 Transition reserve powers

24.1 Reserve powers of the Former LFQ Members

- (a) Up to and including 16 April 2026, no Designated Queensland Properties, whether held in LFA or in LFQ may be sold, where the intention for the sale proceeds is to be applied other than for the benefit of patient support in Queensland, unless the sale is approved by a majority of the Former LFQ Members at a general meeting convened for this purpose.
- (b) The following properties are the 'Designated Queensland Properties':
 - (i) Central Office, 213-217 St Pauls Terrace, Fortitude Valley QLD;
 - (ii) Clem Jones-Sunland Village, 170 Middle Street, Coopers Plains, QLD;
 - (iii) ESA Village, 41 Peter Doherty Street, Dutton Park, QLD;
 - (iv) Herston Village, 196 Herston Road, Herston, QLD;
 - (v) Freemasons Village, 41/100 Angus Smith Drive, Douglas, QLD; and
 - (vi) Village Green accommodation centre, comprising:
 - (A) Office – Shop 1, 9 Machinery Street, Bowen Hills, QLD;
 - (B) Elysian Building – 17 Machinery Street, Bowen Hills, QLD (apartments 604, 704 & 804);
 - (C) Arcadia Building – 24 Brewers Street, Bowen Hills, QLD (apartments 104, 204, 304, 404, 504, 604, 704 & 804); and
 - (D) Eden Building – 16 Brewers Street, Bowen Hills, QLD (apartments 205, 701 & 801).

25 Amendment of Constitution

25.1 Powers to amend the Constitution

- (a) Subject to rule 25.1(b), this Constitution may only be modified, varied, amended or repealed by Special Resolution passed at a general meeting.
- (b) Up to and including 16 April 2026, rules 24.1 and this rule 25.1(b) may only be modified, varied, amended or repealed by Special Resolution passed at a general meeting, which must include the support of a simple majority of the Former LFQ Members.