

Constitution of
Wesley Medical Research Ltd.

ACN 066 149 666

The Corporations Act
A company limited by guarantee
Registered in Queensland

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Constitution of The Wesley-St Andrews Research Institute Limited ACN 066 149 666, a public company limited by guarantee

General

1. Definitions

The following definitions apply in this Constitution unless the context otherwise requires.

Affiliated Universities means the University of Queensland, University of Southern Queensland, Griffith University, University of the Sunshine Coast and Queensland University of Technology and any other universities from time to time notified to the Institute by the Founding Member.

Annual General Meeting means an annual general meeting of the Institute held in accordance with section 250N of the Corporations Act.

Approved Research Institute has the same meaning as in sub-section 73A(6) of the *Income Tax Assessment Act (Comm)*.

Associate Member has the meaning given to that term in rule 16.

Auditor means the person appointed for the time being as the auditor of the Institute.

Board means the board of Directors of the Institute from time to time.

Business Day means a day which is not Saturday, Sunday or a public holiday in Queensland.

CEO means the person appointed by the Board from time to time as the Chief Executive Officer of the Institute.

Chair means, for the purposes of general meetings, the person occupying the position of Chair or acting Chair in accordance with rule 26 and, for all other purposes, the person occupying the position of Chair or acting Chair in accordance with rule 48.

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

Director means a person appointed or elected to the office of director of the Institute in accordance with this Constitution and where appropriate includes an alternate Director.

Founder's Director means a Director appointed by the Founding Member under rule 37.

Founding Member has the meaning given to that term in rule 12(b).

Gift means a donation, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits and whether inter vivos or by will.

Gift Fund means the fund maintained under rule 62.

Institute means The Wesley-St. Andrew's Research Institute Limited

Intellectual Property Rights means all present and future intellectual property rights conferred by statute, all common law or in equity and whatever existing including:

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- a) designs, copyright, trademarks, know how, brand names, domain names, inventions, product names, trade secrets and any other rights subsisting in the results of intellectual effort in any field, whether registered or capable of registration;
 - b) any application or right to apply for registration of any of these rights;
 - c) all renewals and extensions of these rights.

Life Member means a person admitted to membership of the Institute under Rule 15.

Member means a member of the Institute and Membership has a corresponding meaning.

Members Guarantee Amount means \$20.00.

Objects means the Objects of the Institute as set out in Rule 6

Member Present means, in connection with a meeting, the member present at the venue or venues for the meeting, in person or by proxy, by attorney and, where the member is a body corporate, by representative.

Person and words importing persons means any person including partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by Corporations Act as well as natural persons.

Prescribed Rate means the lowest rate paid by the Institute's principal banker from time to time in respect of term deposits of any amount calculated on a daily basis and a year of 365 days.

Power means a duty, power, right, authority, discretion or remedy.

Practitioner Director means a person elected or appointed as a Director under rule 37.

Practitioner Member means a person admitted to Membership under rule 13.

Research Fund means the fund maintained under rule 63.

Seal means any common seal or duplicate common seal of the Institute.

Secretary means a person appointed as, or to perform the duties of, secretary of the Institute.

Special Director means a person who becomes a Director under rule 37.

Special Member means a person admitted to Membership under rule 14.

Superseded Constitution means the Memorandum and Articles of Association of the Institute as adopted upon registration and amended from time to time thereafter which were taken to be the Institute's constitution in force immediately before the adoption of this Constitution.

Tax Act 1936 means the *Income Tax Assessment Act 1936* (Cth).

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

Writing includes a facsimile transmission, email and any other means of reproducing words in a visible form, in English.

UnitingCare Health –a Service Group of UnitingCare Queensland that encompasses all Uniting Church hospital services in Queensland

UnitingCare Queensland – is the health and community service provider of the Uniting Church in Australia within Queensland.

2. Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (e) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

3. Replaceable Rules

The replaceable rules contained in the Corporations Act do not apply to the Institute.

4. Previous constitution superseded

This Constitution supersedes the Superseded Constitution.

5. Transitional

Except as expressly provided in this Constitution, everything done under the Superseded Constitution continues to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution. In particular:

- (a) every Director, alternate Director, Secretary and member of the Research Committee in office immediately before adoption of this Constitution is taken to have been appointed and continues in office under this Constitution; and
- (b) any Seal adopted by the Institute before the adoption of this Constitution is taken to be a Seal properly adopted under this Constitution.

Objects and Powers

6. Objects

The objects for which the Institute is established are:

- (a) to undertake and carry out scientific health research;
- (b) promote, foster and encourage the conduct of scientific health research within UnitingCare Health by visiting medical practitioners and UnitingCare Health employees;
- (c) effectively translate the benefits of research in a clinical setting to the patient bedside;
- (d) promote and foster collaborative research activities with other agencies, including agencies conducting scientific health research, within and external to UnitingCare Health;
- (e) promote active community engagement and participation in the scientific health research activities of the Institute;
- (f) maintain and foster academic relationships with [Affiliated] Universities and other tertiary institutions in the furtherance of the Objects;
- (g) to provide such funds for research by approved persons as may be conducive to carrying out the objects of the Institute;
- (h) promote the education and training of health professionals in research and the development of research expertise within UnitingCare Health;
- (i) provide such services in the fields of medicine and science as the Board may determine in the furtherance of the Objects;
- (j) to act as trustee of any trust for the purpose of or conducive to attaining the above objects.
- (k) in the furtherance of the Objects, take ownership of and responsibility for the assets and scientific health research operations of the St Andrew's Medical Institute Foundation Limited ABN 12 076 595 072, each of which are, at the date of incorporation of the Institute, endorsed by the Australian Taxation Office as a health promotion charity and as a deductible gift recipient.

7. Exercise of Powers

- (a) In exercising its Powers for any purpose, except as required by law, the Institute must carry out its activities and functions in a manner which is consistent with the regulations, as published from time to time, of The Uniting Church of Australia and the by-laws, precepts and policies, as published and notified to the Institute from time to time, of the Queensland synod of the Uniting Church in Australia as defined in the *Uniting Church in Australia Act 1977* (Qld) or any body which succeeds to its functions (**Synod**) or any council of the Synod which is the standing committee of

the Synod or any other committee, council, board, or committee duly authorised to act on behalf of the Synod. For the purposes of this rule, the policies, precepts and by-laws of the Synod are deemed to include the policies, precepts and by-laws of the UnitingCare Queensland, St. Andrew's War Memorial Hospital and the Wesley Hospital, as published from time to time. For the purposes of this rule, the Institute does not have notice of a matter unless the Institute has received written notice of the matter from the Founding Member or the Founder's Director.

Income and Property

8. Application of Income and Property

- (a) Subject to rule 8(b), the profits (if any) or other income and property of the Institute must be applied solely towards the promotion of the objects of the Institute set out in rule 6 and no portion of it may be paid or transferred, directly or indirectly, to any member of the Institute whether by way of dividend, bonus or otherwise.
- (b) Nothing in rule 8(a) prevents any payment in good faith by the Institute of:
 - (i) reasonable and proper remuneration to any member for any services actually rendered or goods supplied in the ordinary and usual course of business to the Institute;
 - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a member of the Institute on behalf of the Institute where the amount payable does not exceed an amount previously approved by the Directors;
 - (iii) reasonable and proper rent for premises let or demised by any member of the Institute to the Institute;
 - (iv) moneys to any member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;
or
 - (v) interest at a rate not exceeding the Prescribed Rate on money borrowed from members of the Institute.

Liability

9. Limited Liability

The liability of the members is limited.

10. Extent of Liability

Each member undertakes to contribute to the property of the Institute if the Institute is wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of the Institute's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$50.

Membership

11. Members

- (a) The members of the Institute are:
 - i) the persons who are the members of the Institute at the date of adoption of this Constitution; and
 - ii) any other persons admitted to membership in accordance with this Constitution.
- (b) Notwithstanding anything to the contrary in this Constitution, no person is entitled to become a Member until that person agrees to assume the liability to pay the *Member's Guarantee Amount*.

12. Classes of Membership

- (a) The classes of members of the Institute are:
 - (i) the Founding Member;
 - (ii) Practitioner Members;
 - (iii) Special Members;
 - (iv) Life Members; and
 - (v) Associate Members.
- (b) The Uniting Church in Australia Property Trust (Q.) must be admitted as the Founding Member forthwith upon providing to the Institute written consent, in a form acceptable to the Directors, to be the Founding Member. The Founding Member is not required to pay an entrance fee or annual subscription. The Founding Member has the right to attend Members' meetings and to exercise its allocated votes, both on a show of hands and on a poll in respect of all resolutions

considered at any Members' meeting. The number of votes the Founding Member is entitled to at any meeting is equivalent to the actual number of Founding Member Directors who sit on the Board of the Institute at the time of voting.

- (c) Any natural person who is:
- a registered medical practitioner, allied health professional or nurse; and
 - (vi) accredited by *UnitingCare Health* to practice at one or more *UnitingCare Health* hospitals in Australia; and
 - (vii) involved in or wishing to be involved in or to support medical research in association with the Institute,
- may apply to become a Practitioner Member in accordance with rule 13. Each Practitioner Member who is also a Director of the Institute has the right to attend Members' meetings and to exercise one vote both on a show of hands and on a poll in respect of all resolutions considered at any Members' meeting. Practitioner Members who are not Directors shall have no right to attend or vote at a Member's meeting.
- d) Subject to rule f), membership as a Special Member is by invitation of the directors in accordance with rule 14.
- e) Subject to rule f), Special Members are admitted and hold membership for a period of 3 years and on the basis of such eligibility conditions and other conditions of membership as may be determined by the Directors, in respect of all members of the class including existing members, from time to time.
- f) Only Special Members of the Institute who are also Directors of the Institute at the date of adoption of this Constitution is deemed to be a Special Member for the balance then remaining of the period of membership which applied to the member under the Superseded Constitution or such additional period as the Directors may determine from time to time. Each Special Member who, is also a Director of the Institute, has the right to attend Members' meetings and to exercise one vote both on a show of hands and on a poll in respect of all resolutions considered at any Members' meeting.
- g) Each Special Member from time to time shall automatically become a Director of the Institute.
- h) Membership as a Life Member is by invitation of the Directors in accordance with rule 15. Life Members must be natural persons and are entitled to hold membership for life. Life Members are not required to pay an entrance fee or annual subscription. Life Members do not have the right to attend or vote at Members' meetings and cannot become Directors of the Institute.
- i) The Directors may:
- i. interpret and apply the requirements of this Constitution as to eligibility for Practitioner Membership as set out in rule 12(c);

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- ii. prescribe conditions for eligibility for admission as a Practitioner Member not inconsistent with the requirements set out in rule 12(c) and amend or revoke those conditions;
 - iii. subject to rule f), amend or revoke the eligibility conditions for admission and holding of membership and other conditions of membership as a Special Member, determined under rule e) from time to time in respect of all members of the class including existing members;
 - iv. prescribe procedures for applying for membership as a Practitioner Member and amend or revoke those procedures;
 - v. prescribe procedures for making invitations for Special Membership and amend or revoke those procedures; and
 - vi. prescribe eligibility criteria and procedures for making invitations for Life Membership and amend or revoke those criteria and procedures.
- j) The Directors must give notice in writing to Special Members of any change to eligibility conditions for membership or other conditions of membership at least 30 days before the change take effect but any such change is not invalid merely because of the failure to give notice to any Special Member.

13. Application for Practitioner Membership

- (a) An application for membership as a Practitioner Member must be in writing, signed by the applicant, in a form prescribed by the Directors from time to time (if any) and accompanied by such evidence of eligibility as required by the Directors from time to time.
- (b) Upon receiving an application for membership as a Practitioner Member, the Directors may require the applicant to supply such evidence or further evidence of eligibility for membership that the Directors consider reasonably necessary. As soon as practicable after the Directors have received an application for membership as a Practitioner Member and all evidence of eligibility required by the Directors, the application must be considered by the Directors who must decide, in their absolute discretion, whether or not to accept the application. The Directors are not required to give any reason for the rejection of an application and there is no right of appeal from a decision of the Directors to reject an application for Practitioner Membership.
- (c) When an application for membership as a Practitioner Member has been decided, the Secretary (or other person appointed by the Directors for that purpose) must give notice to the applicant of the decision and if the application has been accepted, request payment of any entrance fee and annual subscription which may be payable under this Constitution. The notice may be given in the manner set out in rule 57 as if it were a notice to a member.
- (d) If the applicant does not pay the entrance fee and annual subscription within 30 days after the date on which the applicant is given notice that the entrance fee

and annual subscription is payable, the Directors, in their absolute discretion, may revoke their decision to accept the application for membership of the Institute, whether or not payment is made after the due date.

- (e) Subject to rule 13(d) on payment of any entrance fee and annual subscription, the applicant immediately becomes a Practitioner Member of the Institute and must be registered in the Institute's register of members.

14. Admission of Special Members

- (a) The Directors may invite any person to be a Special Member and may admit any person as a Special Member with the written consent of the person.
- (b) When the Directors have decided to invite a person to be a Special Member, the Secretary (or other person appointed by the Directors for that purpose) must give the invitation to the invitee together with notice of any continuing eligibility conditions and the terms of membership that will apply to the invitee if the invitee becomes a Special Member, a consent form and a request for payment of any entrance fee and annual subscription which may be payable under this Constitution.
- (c) An invitation to be a Special Member must be accepted by the invitee giving to the Institute the signed consent form and paying any entrance fee and annual subscription which may be payable.
- (d) The Directors, in their absolute discretion, may revoke an invitation by notice to the invitee at any time before the invitation has been accepted by the invitee.
- (e) Upon an invitee accepting the invitation to be a Special Member, the invitee immediately becomes a Special Member of the Institute and must be registered in the Institute's register of members.

15. Admission of Life Members

- (a) The Directors may invite any person to be a Life Member and may admit any person as a Life Member with the written consent of the person.
- (b) When the Directors have decided to invite a person to be a Life Member, the Secretary (or other person appointed by the Directors for that purpose) must give the invitation to the invitee together with a consent form.
- (c) An invitation to be a Life Member must be accepted by the invitee giving to the Institute the signed consent form.
- (d) Upon an invitee accepting the invitation to be a Life Member, the invitee immediately becomes a Life Member of the Institute and must be registered in the Institute's register of members.

16. Admission of Associate Members

- (a) Individuals or corporations may apply to become Associate Members by submitting an application in a form approved by the Board and paying the entrance fee, determined by the board, and the first annual subscription, both of which are refundable if their application is rejected.
- (b) The amount of entrance fees and annual subscriptions for Associate Members, if any, shall be determined by the Board and shall be payable in advance on the first day of July each year.
- (c) Associate Members will remain as Members until they resign or their Membership is otherwise terminated.
- (d) Associate Members do not have a right to attend or vote at Members' meetings.
- (e) Special Members of the Institute who are not also Directors of the Institute at the date of adoption of this Constitution will be deemed to be Associate Members for the balance then remaining of the period of membership which applied to the member under the Superseded Constitution or such additional period as the Directors may determine from time to time.

17. Entrance Fee and Annual Subscription

- (a) The Directors may determine:
 - (i) the entrance fee (if any) and annual subscription (if any) payable by members (other than for the Founding Member and Life Members);
 - (ii) that different entrance fees or annual subscriptions are payable by different classes of members; and
 - (iii) to discount or waive (whether wholly or partly and in advance or retrospectively) entrance fees or annual subscriptions for individual members (of any or all classes of members) who meet any criteria determined by the Directors.

Until determined otherwise, no entrance fee or annual subscriptions are payable.

- (b) If annual subscriptions are payable, the Directors may determine when the annual subscription period commences, when annual subscriptions are due and payable and any other requirements or arrangements for the payment of subscriptions.

Cessation of membership

18. Cessation of Eligibility

If the Directors are of the opinion that a Practitioner Member has ceased to meet the eligibility conditions of a Practitioner Member, the Directors may cancel the member's

membership but must not do so unless at least seven days' notice has been given to the member stating the date, time and place at which the question of cancellation of the membership is to be considered by the Directors and the member is given the opportunity to show cause to the Directors orally or in writing, why the membership should not be cancelled.

19. Non-payment of Subscriptions

If the annual subscription of a member remains unpaid for a period of 30 days after it becomes due and payable, the Secretary must give notice to the member of that fact. If the subscription remains unpaid on the expiration of 21 days after the date of the notice, the Directors may:

- (a) impose late payment fees as determined by the Directors from time to time ; and
- (b) in addition to or instead of paragraph (a), suspend the member from all or any rights or privileges of membership; and
- (c) if paragraph (b) applies, reinstate the member's rights or privileges on payment of all arrears; and
- (d) immediately, or after a period of suspension, expel the member from the Institute, whether or not all arrears have then been paid.

20. Misconduct of a Member

- (a) If any member:
 - (i) is in breach of the provisions of this Constitution;
 - (ii) being a Practitioner Member, is in breach of the provisions of a research funding agreement or other agreement or arrangement between the Institute and the Practitioner Member; or
 - (iii) is guilty of any act or omission which in the opinion of the Directors is unbecoming of a member, or prejudicial to the interest of the Institute,the Directors may do any one or more of:
 - (iv) fine, caution, censure or suspend the member;
 - (v) suspend some or all of the member's rights, privileges or obligations of membership,or instead of the foregoing, expel the member from the Institute.
- (b) Subject to rule 20(c), the Directors must not fine, caution, censure or suspend a member, suspend a member's rights, privileges or obligations or expel a member under rule 20(a) unless:
 - (i) at least seven days' notice has been given to the member stating the date, time and place at which the question of the fine, caution, censure, suspension or expulsion is to be considered by the Directors and the nature of the alleged misconduct; and

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- (ii) the member is given the opportunity to give to the Directors, orally or in writing, any explanation or defence that the member thinks fit.
 - (c) If the Directors propose to suspend a member's rights or privileges or expel a member under rule 20(a) on the grounds that, in the reasonable opinion of the Directors, the member is guilty of serious misconduct which has caused or is likely to cause serious prejudice to the interests of the Institute, the Directors may immediately suspend some or all of the member's rights and privileges until final determination of the matter in accordance with rule 20(b) and the Directors must give notice of the suspension to the member immediately.

21. Other grounds for Cessation of Membership

A member's membership of the Institute automatically ceases:

- (a) in the case of a member who is a natural person, on the date that the member:
 - (i) resigns by notice in writing to the Secretary;
 - (ii) dies;
 - (iii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (iv) becomes bankrupt or enters into a deed of arrangement or assigns his estate for the benefit of his creditors;
 - (v) is convicted of a criminal offence; or
- (b) in the case of a member which is a body corporate, on the date that:
 - (i) the member resigns by notice in writing to the Secretary;
 - (ii) a liquidator is appointed in connection with the winding-up of the member;
 - (iii) an order is made by a court for the winding-up or deregistration of the member; or
 - (iv) the member is otherwise dissolved, wound up, deregistered, terminated or ceases to exist.

22. Liability after Cessation

Any member who ceases to be a member:

- (a) is not entitled to any refund (or part refund) of an entrance fee or annual subscription;
- (b) remains liable for and must pay to the Institute all entrance fees, annual subscriptions and moneys which were due and unpaid on the date of ceasing to be a member; and
- (c) remains liable for amounts which the member is or may become liable to pay under rule 10.

General Meetings

23. General Meetings

- (a) An annual general Meeting of the Members of the Institute shall be held in accordance with the provisions of the Corporations Act. All general meetings other than annual general meetings shall be called general meetings.
- (b) The Directors may call a general meeting of the Institute to be held at the time and place and in the manner determined by the Directors.
- (c) The Directors may cancel or postpone a general meeting or change the place at which it is to be held by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

24. Notice of General Meetings

- (a) A notice of a general meeting is to specify the place and time of the meeting, the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate any resolution passed at the meeting.
- (b) At least 21 days' notice of a general meeting must be given to the Members, Directors and Auditor. The notice must:
 - (i) state the date, time and place (or places) of the meeting;
 - (ii) state the general nature of the business to be conducted at the meeting;
 - (iii) state any proposed resolutions;
 - (iv) contain a statement informing the Members of the right to appoint a proxy.
- (c) Subject to the Corporations Act, shorter notice of a general meeting may be given if the calling of the notice of the general meeting on shorter notice is agreed to:
 - (i) in the case of an annual general meeting, by all Members entitled to attend and vote at the meeting; and
 - (ii) in the case of any other general meeting, by 95% of Members entitled to attend and vote at the general meeting, before the meeting, and accordingly, any such general meeting will be treated as having been duly convened.

25. Quorum

- (a) No business may be transacted at any general meeting except, subject to rule 26, the election of the Chair unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, the number which is equal to one half of the number of Directors for the time being (or if that is not a whole number, the whole number that is nearest to but higher than one half of the number of Directors) plus one, constitutes a quorum. A quorum for a general meeting must at all times include at least one Founding Director. For a general meeting that has been previously adjourned, there is no minimum number of Founding Directors that must be present to constitute a quorum.
- (c) If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Chair or the Directors adjourn the meeting to a date (being not more than 30 days after the date of the meeting), time and place determined by the Chair or the Directors. If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

26. Conduct of Meetings

- (a) Subject to rule 26(b), the Chair of Directors or, in the Chair's absence, the deputy Chair is entitled to preside as Chair at every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no Chair or deputy Chair; or
 - (ii) the Chair or deputy Chair is not present within 15 minutes after the time appointed for the meeting or does not wish to act as Chair of the meeting,the Directors present may choose one of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Members Present may elect one of their number to be Chair of the meeting.
- (c) The general conduct of each general meeting of the Institute and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the Chair.

The Chair may make rulings without putting the question (or any question) to the vote if the Chair considers action is required to ensure the orderly conduct of the meeting.

- (d) Subject to section 250S of the Corporations Act, which gives Members reasonable opportunity to ask questions and make statements, if necessary or desirable for the proper and orderly conduct of the meeting, the Chair may demand a 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.

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- (e) Any determination by the Chair in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, any meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard to vote may only be made at the meeting and may be determined by the Chair whose decision is final.
 - (f) If a person purports to cast a vote in contravention of the Corporations Act, the Chair may determine that the vote be disregarded and treated as not having been cast.
 - (g) Nothing contained in this rule limits the powers conferred on a Chair by law.

27. Adjournments

During the course of the meeting the Chair may 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 either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Chair. If the Chair exercises a right of adjournment 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 exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

28. Voting at General Meetings

- (a) Each question submitted to a general meeting is to be decided by a show of hands of the Members Present and entitled to vote, unless a poll is demanded.
- (b) Unless a poll is demanded, a declaration by the Chair following a vote on a show of hands that a resolution has been passed or lost is conclusive.

A poll may be demanded by a member in accordance with the Corporations Act (and not otherwise) or by the Chair. No poll may be demanded on the election of a Chair of a meeting or, unless the Chair otherwise determines, the adjournment of a meeting. A demand for a poll may be withdrawn.

29. Special Meetings

All the provisions of this Constitution as to general meetings apply to any special meeting of any class of members which may be held under the operation of this Constitution or the Corporations Act.

30. Procedure for Polls

- (a) When demanded, a poll may be taken in the manner and at the time the Chair directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the Chair considers appropriate.
- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

31. Chair has Casting Vote

In the case of an equality of votes on a show of hands or on a poll the Chair of the meeting has a casting vote in addition to any vote to which the Chair may be entitled as a member or as a proxy, attorney or properly appointed representative of a member.

32. Representation and Voting of Members

Subject to this Constitution and any rights or restrictions for the time being attached to any class or classes of membership:

- (a) at meetings of members or classes of members each member entitled to attend and vote may attend and vote in person or by proxy, by attorney or (where the member is a body corporate) by representative;
- (b) on a show of hands:
 - (i) subject to sub-paragraph (ii), each Member Present has one vote with the exception of the Founding Member who has additional votes as described in rule 12(b); and
 - (ii) where a person is entitled to vote because of sub-paragraph (i) in more than one capacity, that person is entitled only to one vote;
- (c) on a poll, only Members Present may vote and every Member Present having the right to vote on the resolution has one vote; and
- (d) at meetings of members or classes of members, members who are minors may exercise the same rights as all other members.

33. Restriction on Voting Rights

A member is not entitled to attend or vote at a general meeting unless all sums presently payable by the member in respect of membership have been paid.

34. Objections Against Qualification to Vote

- (a) An objection to the qualification of a person to vote may be raised only at the meeting or adjourned meeting at the vote objected to is tendered.
- (b) An objection must be referred to the Chair, whose decision is final.
- (c) A vote allowed after an objection is valid for all purposes.

35. Appointment of Proxy

- (a) A member who is entitled to attend and vote at a meeting of the Institute may appoint one person as a proxy to attend and vote for the member in accordance with this Constitution and the Corporations Act but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may exercise the rights of the member on the basis and subject to the restrictions provided in the Corporations Act but not otherwise.
- (c) A form of appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) which the Directors may prescribe or accept.
- (d) Any appointment of proxy under this rule 35 which is incomplete may be completed by the Secretary on the authority of the Directors and the Directors may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.
- (e) Where a notice of meeting provides for electronic lodgement of proxies, a proxy lodged at the electronic address specified in the notice is taken to have been received at the registered office and validated by the member if there is compliance with the requirements set out in the notice.

36. Validity of proxies

- (a) A proxy must be a member of the Institute.
- (b) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,if no notice in writing of the death, unsoundness of mind or revocation has been received at the registered office not less than 48 hours (or any shorter period as the Directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.
- (c) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

Appointment, Removal and Remuneration of Directors

37. Appointment and Removal

- (a) The number of Directors (not including alternate Directors) must be not less than three and not more than 14, excluding the CEO who is an Ex Officio member, unless otherwise permitted by the Corporations Act and determined by the Directors. Each Director is to be a natural person. The number of Directors can be increased with specific agreement of the Founding Member.
- (b) If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Institute but for no other purpose
- (c) Subject to rule 37(d), there may be up to four Founder's Directors appointed by the Founding Member in accordance with rule 38(d). The Founder's Directors may have regard to the interests and wishes of the Founding Member in performing any of his or her duties or exercising any power, right or discretion as a Director in relation to the Institute, but only to the extent that this does not conflict with the Director's duty to act at all times in good faith in the best interests of the Institute. Founder's Directors may disclose to the Founding Member all information acquired by them in the capacity of a Director.
- (d) The maximum number of Directors at any particular time is determined by the Board of Directors. The composition of the Board of Directors is dependent on the total number of Directors and is set out in the following table. Any variation to this composition requires agreement of the Founding Member.

Total number of Board Directors (excluding CEO)	Minimum & maximum number of Respective Directors		
	(e) Founding Directors	(f) Special Directors	Practitioner Directors
3	1	1	1
4-6	1-2	1-2	1-2
7-9	2-3	2-3	2-3
9-11	3-4	3-4	2-4
12-14	3-4	5-7	2-4

- (e) In addition to any other circumstances when a casual vacancy in the office of a Director may arise:

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- (i) a casual vacancy in the office of Practitioner Director or Special Director (as the case may be) arises at the time when the number of Practitioner Members or Special Members (as the case may be) equals or exceeds the number of Practitioner Members or Special Members (as the case may be) necessary to create an additional office of Practitioner Director or Special Director as determined in accordance with rules 37(d),(e) and (f) (as the case may be);
 - (ii) a casual vacancy in the office of Founder's Director arises at the time when the total maximum number of Directors that may be appointed under rules 37(d), (e) and (f) and (f) equals or exceeds the number necessary to create an additional office of Founder's Director as determined in accordance with rule 37(d).
- (f) The Directors may at any time appoint any person to fill a casual vacancy in the office of Director. The Directors must consult with the Founding Member before appointing a Director to fill a casual vacancy. Any Director so appointed:
- (i) holds office until the conclusion of the next annual general meeting notwithstanding that in the meantime a reduction in the number of Practitioner Members or Special Members (as the case may be) has the result that the number of the Directors then holding office exceeds the maximum number of Directors then permitted by rules 37(d), and (g); and
 - (ii) is then eligible for election as a Practitioner Director or Special Director without needing to give any prior notice of an intention to submit for election or for appointment as a Founder's Director.
- (g) The Directors must consult with the Founding Member before appointing a Director to fill a casual vacancy.

38. Annual retirement and Appointment

- (a) Subject to rule 9, a Director (except a casual Director) must retire from office at the conclusion of the third annual general meeting after the Director was appointed or elected and may continue to hold office for that period notwithstanding that in the meantime a reduction in the number of Practitioner Members or Special Members (as the case may be) has the result that the number of Directors then holding office exceeds the maximum number of Directors then permitted by rules 37(d), (e), (f) and (g).
- (b) A Director may not hold office, at any time, as a Director of the Institute for more than three terms in total, whether they be consecutive terms or otherwise. A director can serve beyond three terms with specific approval of the Founding Member. This maximum number of three terms will commence from the close of the annual general meeting in 2016.
- (c) A retiring Practitioner Director is eligible for re-election as a Practitioner Director without needing to give any prior notice of an intention to submit for re-election or be approved under rule 38(k). A retiring Special Director is eligible for re-election

as a Special Director without needing to give any prior notice of an intention to submit for re-election or be approved under rule 38(k).

- (d) Before 30 September in any year when one or more Founder's Directors are due to retire or there will otherwise be a vacancy in the office of Founder's Director at the conclusion of the next annual general meeting, the Secretary must give notice to the Founding Member requesting the Founding Member to appoint or re-appoint Founder's Directors to fill those vacancies. If the Founding Member wishes to appoint or re-appoint a Founder's Director, the Founding Member must deliver to the Secretary, before the commencement of the annual general meeting, a written appointment signed by or on behalf of the Founding Member and, if required under the Corporations Act, a written consent to act as a director signed by the appointee and containing all personal particulars as required by the Corporations Act. The appointment or re-appointment of the Founder's Director under this rule, takes effect from the conclusion of the annual general meeting.
- (e) Before 31 August in any year when one or more Practitioner Directors are due to retire or there will otherwise be a vacancy in the office of Practitioner Director at the conclusion of the next annual general meeting, the Secretary must give notice to Practitioner Members seeking nominations for Practitioner Directors to fill those vacancies. Any Practitioner Member who wishes to nominate a person to be a Practitioner Director must deliver to the Secretary, within 30 days after the date the notice was given to Practitioner Members, a written nomination signed by or on behalf of the Practitioner Member and accompanied, if required under the Corporations Act, by a written consent to act as a director signed by the nominee and containing all personal particulars as required by the Corporations Act.
- (f) Before 31 August in any year when one or more Special Directors are due to retire or there will otherwise be a vacancy in the office of Special Director at the conclusion of the next annual general meeting, the Secretary must give notice to Special Members seeking nominations for Special Directors to fill those vacancies. Any Special Member who wishes to nominate a person to be a Special Director must deliver to the Secretary, within 30 days after the date the notice was given to Special Members, a written nomination signed by or on behalf of the Special Member and accompanied, if required under the Corporations Act, by a written consent to act as a director signed by the nominee and containing all personal particulars as required by the Corporations Act.
- (g) If no valid nominations for Practitioner Directors or Special Directors are received by the Secretary under rules 38(e) and 38(f) (as the case may be) and the number of retiring Practitioner Directors or Special Directors who have submitted themselves for election as Practitioner Director or Special Director (as the case may be) is less than or equal to the number of vacancies in the office of Practitioner Directors or Special Directors (as the case may be) that the Practitioner Members or the Special Members (as the case may be) are entitled to fill as at the date of the next annual general meeting, the retiring Practitioner Directors or Special Directors (as the case may be) are deemed to be elected or

re-elected as Practitioner Directors or Special Directors (as the case may be) with effect from the conclusion of the next annual general meeting.

- (h) If no valid nominations for Practitioner Directors or Special Directors are received by the Secretary under rules 38(e) and 38(f) (as the case may be) and the number of retiring Practitioner Directors or Special Directors who have submitted themselves for election as Practitioner Director or Special Director (as the case may be) is more than the number of vacancies in the office of Practitioner Directors or Special Directors (as the case may be) that the Practitioner Members or the Special Members (as the case may be) are entitled to fill as at the date of the next annual general meeting, as among the retiring Practitioner Directors or Special Directors (as the case may be) those who have been shortest in continuous office since becoming a Practitioner Director or Special Directors (as the case may be) are deemed to be elected or re-elected until all the vacancies are filled and where only one vacancy remains, as between persons in continuous office for the same period, (unless they otherwise agree among themselves) the one deemed to be elected or re-elected is determined by lot. The Practitioner Directors or Special Directors so deemed to be elected or re-elected hold office with effect from the conclusion of the next annual general meeting.
- (i) If the number of valid nominations for Practitioner Directors or Special Directors received by the Secretary under rules 38(e) and 38(f) (as the case may be) and approved under rule 38(k) together with the number of retiring Practitioner Directors or Special Directors who have submitted themselves for election as Practitioner Director or Special Director (as the case may be), is less than or equal to the number of vacancies in the office of Practitioner Directors or Special Directors (as the case may be) that the Practitioner Members or the Special Members (as the case may be) are entitled to fill as at the date of the next annual general meeting, including vacancies arising after the time when notice was given to members under rules 38(e) and 38(f) (as the case may be), the nominated Practitioner Directors or Special Directors and the retiring Practitioner Directors or Special Directors (as the case may be) are deemed to be elected or re-elected as Practitioner Directors or Special Directors (as the case may be) with effect from the conclusion of the next annual general meeting.
- (j) If the number of nominations for Practitioner Directors or Special Directors received under rules 38(e) and 38(f) (as the case may be) and approved under rule 38(k) together with the number of retiring Practitioner Directors or Special Directors who have submitted themselves for election as Practitioner Director or Special Director (as the case may be), is more than the number of vacancies in the office of Practitioner Directors or Special Directors (as the case may be) that the Practitioner Members or the Special Members (as the case may be) are entitled to fill as at the date of the next annual general meeting, including vacancies arising after the date when notice was given to members under rules 38(e) and 38(f) (as the case may be), the Directors must either:
- (i) convene a meeting of the Practitioner Members or Special Members (as the case may be), to be held at any time before the commencement of the

annual general meeting, for the purpose of conducting an election of Practitioner Directors or Special Directors (as the case may be) by the Practitioner Members or Special Members (as the case may be); or

- (ii) conduct a postal ballot, to be completed at any time before the commencement of the annual general meeting, for the election of Practitioner Directors or Special Directors (as the case may be) by the Practitioner Members or Special Members (as the case may be).

Directors elected or re-elected under this rule 38(j) hold office with effect from the conclusion of the next annual general meeting.

- (k) The Directors may determine the forms and procedures for calling for nominations and conducting elections or postal ballots of Practitioner Directors and Special Directors. The Directors must consult with the Founding Member regarding nominations for the offices of Practitioner Director and Special Director, and obtain the prior approval of the Founding Member to nominations.

39. Transitional Directors

- (a) Each Director in office immediately before the adoption of this Constitution is named in Column 1 in the table below and continues to hold office upon and after the adoption of this Constitution. For the purpose of determining what type of Director must be appointed to fill the vacancy when the term of office of each Director named in the table below expires, each Director is deemed to be the type of Director respectively set out opposite the Director's name in Column 2 of the table below.
- (b) Irrespective of when that Director was last appointed as a member of the Institute under the Superseded Constitution, the date of expiry of each Director's term is respectively set out opposite the Directors name in Column 3 of the table on the following page.

Column 1: Name of Director	Column 2: Type of Director	Column 3: Year in which the Director's term of office expires at the conclusion of the annual general meeting
Richard Royle	Founding Director	2014
Luis Prado	Founding Director	2015
Christian Rowan	Founding Director	2016
Russell Stitz	Practitioner Director	2015
John Allan	Practitioner Director	2015
New	Practitioner Director	2016
Charlie Sartain	Special Director	2016
Deborah O'Toole	Special Director	2016
Mary Ann Fleming	Special Director	2014
Martin Carl Albrecht	Special Director	2014
Paul Darrouzet	Special Director	2016
Collin Myers	Special Director	2015
Chris Barnard	Special Director	2015
Peter Jeffrey Allen	Board Appointed Director (to become a Special Director)	2016
Christian Gericke	CEO	Ex Officio Member

40. No Remuneration for Directors

- (a) Except as permitted by this rule 40, the Institute must not pay fees to Directors and must not make any other payment or provide any other remuneration or benefits to Directors without the approval of the Directors.
- (b) The Directors are entitled to be paid or reimbursed for all travelling and other expenses properly incurred by them in attending and returning from any meeting of the Directors, committee of the Directors, general meeting of the Institute or otherwise in connection with the business or affairs of the Institute where the amount payable does not exceed an amount previously approved by the Directors.
- (c) If any Director, with the approval of the Directors, performs extra services or makes any special exertions for the benefit of the Institute, the Directors may approve the payment to that Director of special and additional remuneration as the Directors determine having regard to the value to the Institute of the extra services or special exertions. Any special remuneration must not include a commission on or percentage of profits or operating revenue or turnover.
- (d) The Directors may pay any Director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than the amount which commercially would be reasonable payment for the service.
- (e) An executive Director may be appointed on terms as to remuneration, tenure of office and otherwise as may be agreed by the Directors.
- (f) Subject to the Corporations Act, a Director may be engaged by the Institute in any other capacity (other than auditor) and may be appointed on terms as to remuneration, tenure of office and otherwise as may be agreed by the Directors.
- (g) To the extent permitted by law, the Institute must give or pay for any indemnity, exemption or insurance premium in respect of:
 - (i) a liability incurred as an officer of the Institute to which section 212(1) of the Corporations Act refers; or
 - (ii) the provision of a financial benefit to a Director to which section 212(2) of the Corporations Act refers.

41. Vacation of office

- (a) In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:
 - (i) 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;
 - (ii) resigns by notice in writing to the Secretary;
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- (iii) is absent without the consent of the Directors from 4 consecutive meetings of the Directors; or
 - (iv) dies.
- (b) The office of a Director who is an employee of the Institute or any of its subsidiaries is terminated on the Director ceasing to be employed but the person concerned is eligible for reappointment or re-election as a Director of the Institute.

42. Exercise of Voting Power in Other Corporations

The Directors may exercise the voting power conferred by the shares in any corporation held or owned by the Institute as the Directors determine (including the exercise of the voting power in favour of any resolution appointing the Directors or any of them Directors of that corporation or voting or providing for the payment of remuneration to the Directors of that corporation) and a Director of the Institute may vote in favour of the exercise of those voting rights, despite the fact that the Director is, or may be about to be appointed, a Director of that other corporation and may be interested in the exercise of those voting rights.

43. Alternate Directors

Subject to this Constitution, each Director may appoint any person approved by a majority of the other Directors to act as an alternate Director in the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The appointment must be in writing and signed by the Director and a copy of the appointment must be given to the registered office or to a meeting of the Directors. The appointment takes effect on approval by a majority of the other Directors or, where the approval has been granted, at any later time specified in the appointment. The following provisions apply to any alternate Director:

- (a) the appointment of the alternate Director is terminated or suspended on receipt at the registered office of notice in writing from the Director by whom the alternate Director was appointed;
- (b) the alternate Director is entitled to receive notice of meetings of the Directors and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present;
- (c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director by whom the alternate Director was appointed has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director;
- (d) the alternate Director is not, unless the Directors otherwise determine, (without affecting the right to reimbursement for expenses under rule 40(a) entitled to receive any remuneration as a Director from the Institute, and any remuneration (not including remuneration authorised by the Director or reimbursement for

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- expenses) paid to the alternate Director by the Institute is to be deducted from the remuneration of the Director by whom the alternate Director was appointed;
- (e) the office of the alternate Director is terminated on the death of, or termination of office by, the Director by whom the alternate Director was appointed;
 - (f) the alternate Director is not to be taken into account in determining the number of Directors or rotation of Directors; and
 - (g) the alternate Director is, while acting as a Director, responsible to the Institute for the alternate Director's own acts and defaults and is not the agent of the Director by whom the alternate Director was appointed.

44. Powers of Directors

- (a) The business of the Institute is managed by the Directors, who may exercise all Powers of the Institute which are not, by the law or this Constitution, required to be exercised by the members of the Institute in general meeting.
- (b) The Directors may, on the terms and conditions and with any restrictions as they determine, delegate to a CEO any of the Powers exercisable by them and may at any time withdraw, suspend or vary any of those Powers conferred on the CEO.

45. Powers of Founding Member

- (a) The Institute and the Directors must not take any action or pass any resolution in respect of any of the following matters except with the consent of the Founding Member (if any) which will not be unreasonably withheld:
 - (i) adopting a new name for the Institute;
 - (ii) appoint the Chair of the Board of Directors on recommendation of the Board of Directors by majority vote;
 - (iii) modifying or repealing this Constitution or a provision of this Constitution;
 - (iv) making a material change in the interpretation or the nature of carrying out the objects stated in rule 6;
 - (v) incurring any financial indebtedness, which when aggregated with all other financial indebtedness of the Institute, would exceed the net assets of the Institute as shown in the latest audited accounts of the Institute (for the purpose of this paragraph, 'financial indebtedness' means any indebtedness, present or future, actual or contingent in respect of money borrowed or raised or any financial accommodation);
 - (vi) acquiring real property or entering into leases for premises outside of the Wesley Hospital and the St. Andrew's War Memorial Hospital campus. It shall not be reasonable for the Founding Member to withhold consent if adequate premises for the Institute cannot be provided on the campus of the Wesley or the St. Andrew's War Memorial Hospital;

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- (vii) entering into partnerships or joint ventures with third party organisations that are not administered by *UnitingCare* to conduct research or other business related to the objects of the Institute, when those activities require significant funding (greater than \$500,000 or such other amount as notified by the Founding Member from time to time) by the Institute;
 - (viii) entering into an arrangement or agreement with a person, other than an organisation administered by *UnitingCare*, where the term of such arrangement or agreement is greater than five years (or such other term as agreed by the Founding Member from time to time);
 - (ix) changing the principal place at which the activities of the Institute are undertaken; and
 - (x) disposing of all or a material part of the assets or undertaking of the Institute.

b) Approving:

- i. The dissolution and/or liquidation of this Institute or any corporation of which this Institute is the controlling shareholder or Member;
- ii. The consolidation or merger of this Institute with another corporation or entity;
- iii. The establishment of any new subsidiary or affiliate of the Institute or the establishment of any joint venture unrelated to the research activities of the Institute;
- iv. Any change to the principal place at which the activities of the Institute are undertaken;

- b. Approving any agreement pursuant to which a third party obtains the right or obligation to manage all or substantially all of the operations of the Institute or approve any agreement pursuant to which the Institute manages any entity or institution not sponsored by *UnitingCare Queensland*;

(b) For the purposes of this rule 45:

- (i) the Founding Member is deemed to have received notice of all matters of which the Founding Director has received notice and it is not otherwise necessary to give notice of a matter to the Founding Member; and
- (ii) the Founding Member is deemed to have given its irrevocable consent to a matter unless, at or before the next meeting of Directors held more than 14 days after the Founding Member receives notice of the matter, the Founding Member or the Founder's Director gives notice to the Institute (including at a meeting of Directors) that the Founding Member does not

consent to that matter pending consideration of the matter by the Founding Member.

- (c) If the Founding Member or the Founder's Director gives notice to the Institute under rule 45(b)(ii) that the Founding Member does not consent to a matter pending consideration of the matter by the Founding Member, the Founding Member is deemed to have given its irrevocable consent to that matter unless, within two months after the date when the Founding Member or the Founder's Director gives notice to the Institute under rule 45(b)(ii), the Founding Member or the Founder's Director gives notice to the Institute that the Founding Member has considered that matter and does not consent to that matter.

Proceedings of Directors

46. Proceedings

- (a) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they determine.
- (b) Until otherwise determined by the Directors, one half of the number of Directors for the time being (or if that is not a whole number, the whole number that is nearest to but higher than one half of the number of Directors) constitutes a quorum. A quorum for a Board or committee meeting must at all times include at least one Founder's Directors. For a Board or committee meeting that has been previously adjourned, there is no minimum number of Founding Directors that must be present to constitute a quorum.
- (c) Notice of meeting of the Directors may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed by all the Directors.

47. Meetings by technology

- (a) For the purposes of the Corporations Act, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Directors meeting:
- (i) video;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or
 - (v) any combination of these technologies.

A Director may withdraw the consent given under this rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in the one location.

48. Chair of Directors

- (a) The Founding Member will appoint a Chair on recommendation of the Board by a majority vote.
- (b) The period for which the Chair is to hold office as the Chair is three years. The Chair can be reappointed but can serve no longer than a maximum of two terms.
- (c) References to the Chair in this Constitution include, in the absence of the Chair, the deputy Chair (unless the context otherwise requires).
- (d) Where a meeting of Directors is held and:
 - (i) a Chair has not been elected as provided by rule 48(a); or
 - (ii) the Chair is not present at the time appointed for the holding of the meeting or does not wish to Chair the meeting,the Directors present may elect one of their number to be Chair of the meeting.

49. Directors' Voting Rights and Exercise of Powers

- (a) Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting.
- (b) In the case of an equality of votes at a meeting of Directors, the Chair of the meeting has a casting vote in addition to the Chair's deliberative vote.
- (c) Subject to rule 50 and the Corporations Act, a Director:
 - (i) who has an interest in a matter may vote in respect of that matter if it comes before the Directors and be counted as part of the quorum;
 - (ii) may enter into contracts with, or otherwise have dealings with, the Institute; and
 - (iii) may hold other offices in the Institute.

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- (d) A Director is not disqualified from the Director's office by contracting with the Institute or any related body corporate of the Institute in any capacity by reason of holding the office of Director.
 - (e) A Director is not liable to account to the Institute for any profit realised by any contract or arrangement, by reason only of holding the office of Director or of the fiduciary relationship established by the office.
 - (f) Subject to the Corporations Act, a Director or any person who is an associate of a Director may participate in any issue by the Institute of financial products.
 - (g) Despite having an interest in any contract or arrangement a Director may participate in the execution of any document evidencing or connected with the contract or arrangement, whether by signing, sealing or otherwise.

50. Material Personal Interests

- a) Any Director:
 - i. who has a material personal interest in a matter being considered at a Board meeting;
 - ii. who has duties or interests which conflict or may conflict either directly or indirectly with the Director's duties or interests as a Director,must give the Board notice of the interest at a Board meeting.
- b) A notice of a material personal interest or a conflict of interest must set out:
 - i. The nature and extent of the interest; and
 - ii. The relation of the interest to the affairs of the Institute.
- c) A notice of a material personal interest or conflict of interest must be provided to the Board at a Board meeting as soon as practicable.
- d) A notice of a material personal interest or conflict of interest can be given verbally at a Board meeting. If verbal notice is given, a written notice of the material personal interest or conflict of interest must be recorded in the minutes of the meeting and the Director must give written notice providing details of the conflict as soon as practicable.
- e) In relation to a contract or arrangement in which a Director has a material personal interest:
 - 1. the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - 2. a contract or arrangement made by the Institute or any related body corporate with a Director may not be avoided merely because the Director is party to the contract or arrangement or otherwise interested in it; and

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3. the director will not be liable to account to the Institute for any profit derived in respect of the contract or arrangement or otherwise interested in it.
- f) Subject to section 195(2) of the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a Board meeting:
- i. must not vote on the matter at a meeting; and
 - ii. must not be present while the matter is being considered at the meeting, and accordingly will not count for the purposes of determining whether there is a quorum.

51. Committees

- (a) The Directors may delegate any of their Powers to committees consisting of any one or more Directors or any other person or persons as the Directors think fit. In the exercise of delegated Power, any committee formed or person or persons appointed to the committee must conform to any regulations that may be imposed by the Directors. A delegate of the Directors may be authorised to sub-delegate any of the Powers for the time being vested in the delegate.
- (b) The meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable.
- (c) Nothing in this rule 51 limits the power of the Directors to delegate.

52. Written Resolutions

A resolution in writing signed by all Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and is effective when signed by the last of all the Directors. For the purpose of this rule the references to **Directors** include any alternate Director for the time being present in Australia who is appointed by a Director for the time being not present in Australia but do not include any other alternate Director. The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

53. Defects in Appointments

All actions at any meeting of the Directors or by a committee or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been properly appointed and was qualified and continued to be a Director or a member of the committee.

54. Secretaries

- (a) A Secretary of the Institute holds office on the terms and conditions as to remuneration and otherwise, as the Directors determine.
- (b) The Directors may at any time terminate the appointment of a Secretary.

55. Other Officers

- (a) The Directors may from time to time:
 - (i) create any other position or positions in the Institute with the powers and responsibilities as the Directors may from time to time confer; and
 - (ii) appoint any person, whether or not a Director, to any position or positions created under rule 55(a)(i).
- (b) The Directors may at any time terminate the appointment of a person holding a position created under rule 55(a)(i) and may abolish the position.

Seals

56. Seals and their Use

The Institute may have a common seal and a duplicate common seal which are to be used by the Institute as determined by the Directors.

Notices

57. Notices generally

- (a) Any member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Institute may be served or sent is not entitled to receive any notice.
- (b) A notice may be given by the Institute to any member by, in its discretion:
 - (i) serving it on the member personally;
 - (ii) sending it by post to the member or leaving it at the member's address as shown in the members' register or the address supplied by the member to the Institute for the giving of notices;
 - (iii) sending it to the fax number supplied by the member to the Institute for the giving of notices;
 - (iv) sending it electronically to the electronic mail address given by the member to the Institute for giving notices; or
 - (v) serving it in any manner contemplated in this rule 57(b) on a member's attorney as specified by the member in a notice given under rule 57(c).

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- (c) By written notice to the Secretary left at or sent to the registered office, a member may request that all notices to be given by the Institute or the Directors or Secretary be served on the member's attorney at an address specified in the notice and the Institute may do so in its discretion.
 - (d) Notice to a member whose address for notices is outside Australia may be sent by airmail, air courier, fax or electronic mail.
 - (e) Any notice sent by post is considered to have been served at the expiration of 24 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a member personally or left at the member's registered address is considered to have been served when delivered. Any notice served on a member by facsimile or other electronic transmission is considered to have been served when the transmission is sent.
 - (f) No resolution passed at or proceedings at any Board or committee meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:
 - (i) that Board meeting or committee meeting;
 - (ii) any change of place (or places) of that Board meeting or committee meeting;
 - (iii) postponement of that Board meeting or committee meeting, including the date, time and place (or places) of the postponed meeting; or
 - (iv) if required, resumption of that adjourned Board meeting or committee meeting.

Winding up

58. Winding Up

If, on the winding up of the Institute, whether voluntarily or otherwise, there remains any assets of the Institute, after the satisfaction of all the Institute's liabilities, the assets (including the Research Fund and the Gift Fund) must not be paid to or distributed among the members of the Institute, but must be given or transferred to an institution (including a member of the Institute) determined by the Directors:

- (a) which is an approved research institute for the purposes of section 73A of the Tax Act 1936;
- (b) which is endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act 1997;
- (c) which has objects similar to the objects of the Institute set out in rule 6; and

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- (d) whose constitution or other founding document prohibits the distribution of its income and property to an extent at least as great as that imposed on the Institute under rule 8; or

to two or more such institutions in such shares among them as the Directors determine.

The Directors must consider and give preference to a research institute administered by UnitingCare where that research institute satisfies the above criteria (a), (b), (c) and (d).

Indemnity

59. Indemnity of Officers, Insurance and Access

- (a) The Institute is to indemnify each officer of the Institute out of the assets of the Institute to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Institute or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the Institute may execute a documentary indemnity in any form in favour of any officer of the Institute or a subsidiary.
- (c) Where the Directors consider it appropriate, the Institute may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Institute against any liability incurred by the officer in or arising out of the conduct of the business of the Institute or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the Institute to make the payments.
- (d) Where the Directors consider it appropriate, the Institute may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 59:
 - (i) **officer** has the meaning given in the Corporations Act and also means:
 - (A) a Director or Secretary, executive officer or employee; or
 - (B) a person appointed as a trustee by, or acting as a trustee at the request of, the Institute,and includes a former officer.
 - (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment,

nomination or secondment in any capacity of an officer by the Institute or, where applicable, the subsidiary of the Institute to any other corporation.

- (iii) **to the relevant extent** means:
- (A) to the extent the Institute is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.
- (f) The benefit of any indemnity previously given to any person in respect of any liability is not affected by this rule or by the deletion of any article containing such indemnity.
- (g) The benefit of each indemnity given in rule 59(a) continues, even after its terms or the terms of this rule are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modifications or deletion.

Research

60. Research Committee

- (a) At all times the Directors must maintain a Research Committee to which the provisions of rule 51 apply. The Research Committee must consist of at least five members at least four of whom hold appropriate qualifications to assess and be capable of carrying out scientific health research.
- (b) The role of the Research Committee is to ensure that the research carried out by the Institute is scientific in nature and is or may prove to be of value to Australia.
- (c) Members of the Research Committee need not be members or Directors of the Institute.
- (d) The Founding Member may elect to appoint two appropriately qualified members of the Research Committee as its representatives.
- (e) Subject to rule 60(d), the Directors may appoint and remove the members of the Research Committee at any time in their absolute discretion.

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- (f) The Directors may prepare guidelines for the qualifications of members of the Research Committee or for any other matters relating to the constitution and conduct of the Research Committee that the Directors think fit and may amend and revoke those guidelines.
 - (g) The Directors must refer to the Research Committee all proposals for research projects to be carried out by the Institute.
 - (h) The Research Committee must evaluate all proposals for research projects to be carried out by the Institute (including obtaining any opinions from persons with relevant expertise that the Research Committee may think necessary or advisable).
 - (i) After evaluating a proposal for a research project, if the Research Committee proposes to recommend the proposal, the Research Committee must first seek approval for the proposal from the ethics committee of *UnitingCare* or the committee from time to time carrying out a similar function in respect of *UnitingCare* hospitals. Upon obtaining the approval of the ethics committee, the Research Committee must make recommendations to the Directors in respect of the proposal, including as to the estimated cost of the proposal and allocation of funding for the project from the Research Fund and the Gift Fund.
 - (j) The Directors must not disburse any funds from the Research Fund or the Gift Fund except in accordance with a recommendation from the Research Committee under rule 60(i).
 - (k) The Directors and the Research Committee must give priority to proposed research projects that are submitted by members of the Institute or by persons affiliated with *UnitingCare* hospitals in Australia, or that are to be carried out at a *UnitingCare* hospital in Australia or that are for research complementary to research or treatment that has been or is being carried out at a *UnitingCare* hospital in Australia.
 - (l) If any member of the Research Committee will be directly involved or have a direct interest in a proposed research project being considered by the Research Committee, that member must not be present at the meeting of the Research Committee while the proposal is being considered and must not vote on the proposal.

61. Research results

The Institute must:

- (a) make available for general use, and on the same terms (including commercial terms), to all interested persons, licences for Australian patents issued to the Institute in the course of the scientific research carried out by the Institute; and
- (b) where possible, publish the results of the scientific research carried out by the Institute in the scientific and technical press.

However, this requirement only applies to scientific research funded, in whole or in part, from the Gift Fund and is limited to the extent that the Institute is restricted by arrangements with third parties who have contributed to the research.

Gift Fund and Research Fund

62. Gift Fund

- (a) The Institute must maintain and use only for the purposes of scientific research in accordance with the objects set out in rule 6 and subject to this Constitution, the Gift Fund:
 - (i) to which Gifts received by the Institute for purposes of scientific research must be made;
 - (ii) to which any money received by the Institute because of those Gifts must be credited; and
 - (iii) that does not receive any other money or property.
- (b) The Gift Fund comprises:
 - (i) all money, investments, property and other assets paid or transferred to and accepted by the Institute as additions to the Gift Fund;
 - (ii) all accretions to the Gift Fund;
 - (iii) all accumulations of income; and
 - (iv) the money, investments, property and assets from time to time representing the above or into which they are converted.
- (c) The Gift Fund is an asset of the Institute and must be applied in accordance with the Constitution.

63. Name of Gift Fund

The name of the Gift Fund is "The Wesley-St. Andrew's Research Institute – Gift Fund" or such other name as the Directors determine from time to time.

64. Research Fund

- (a) The Institute must maintain and use only for the objects set out in rule 6 and subject to this Constitution, the Research Fund:
 - (i) to which all money, investments, property and other assets received by the Institute for the purpose of scientific research (except Gifts paid to the Gift Fund under rule 60 must be made;
 - (ii) to which any money received by the Institute because of the money or property referred to in paragraph (i) must be credited; and
 - (iii) that does not receive any other money or property.
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- (b) The Research Fund comprises:
 - (i) all money, investments, property and other assets paid or transferred to and accepted by the Institute as additions to the Research Fund;
 - (ii) all accretions to the Research Fund;
 - (iii) all accumulations of income; and
 - (iv) the money, investments, property and assets from time to time representing the above or into which they are converted.
 - (c) The Research Fund is an asset of the Institute and must be applied in accordance with the Constitution.

65. Application of Funds

The Institute must apply and use the Research Fund and the Gift Fund solely for the purpose of scientific research in accordance with the objects set out in rule 6 and subject to rule 60(j).

66. Accumulation of capital and income

- (a) The Directors may from time to time determine to accumulate the whole or any part of the capital of the Gift Fund or the Research Fund.
- (b) The Directors may from time to time determine to accumulate the whole or any part of the income of the Gift Fund or the Research Fund and any income so accumulated must be added to and forms part of the capital of the relevant fund.
- (c) The Directors may from time to time determine to accumulate any part of the capital and income of the Gift Fund in a separate sub-fund called "The Wesley Research Institute – Foundation Fund" or such other name as the Directors determine from time to time.

67. Investment of Funds

The Gift Fund and the Research Fund may be invested in any investments in which for the time being the Institute is authorised to invest by law or this Constitution.

68. Expenses

- (a) Reasonable costs of managing the Gift Fund and the Research Fund may be charged to that fund including, without limitation:
 - (i) bank charges;
 - (ii) stationery expenses;
 - (iii) accounting and audit fees;
 - (iv) financing fundraising programs, including professional fees;

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- (v) professional investment management fees.
 - (b) The Gift Fund and the Research Fund may be used to pay for reasonable general operating expenses of the Institute including rent, stationery, salaries and wages in accordance with the Constitution.

69. Audit of Funds

The Directors must keep or cause to be kept proper accounts of all receipts, payments, assets and liabilities relating to the Gift Fund and the Research Fund and all other matters necessary for showing a true statement and condition of the Gift Fund and the Research Fund and such accounts must be audited at least once a year by the Institute's auditor.

70. Receipts for Gifts

- (a) Receipts issued for Gifts must state:
 - (i) the name of the Gift Fund;
 - (ii) the Australian Business Number of the Institute; and
 - (iii) the fact that the receipt is for a Gift.
- (b) The receipt in writing of the Institute, or any Director or officer of the Institute on behalf of the Institute, for all money or other property paid or transferred to the Gift Fund effectively discharges the person paying or transferring the same from being concerned to see to the application thereof.

71. Winding up of Gift Fund

Upon whichever is the first to occur of:

- (a) the winding up of the Gift Fund;
- (b) the Institute ceasing to conduct scientific research;
- (c) the Institute ceasing to be an approved research institute for the purposes of section 73A of the Tax Act 1936; and
- (d) the revocation of the endorsement under subdivision 30-BA of the Tax Act 1997 of the Institute as a deductible gift recipient being an approved research institute under item 3.1.1 of the table in section 30-40 of the Tax Act 1997,

any assets of the Gift Fund remaining after the payment of any liabilities attributable to the Gift Fund, must be paid or transferred to an institution (including a member of the Institute) determined by the Directors:

- (i) which is an approved research institute for the purposes of section 73A of the Tax Act 1936;
- (ii) which is endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act 1997;
- (iii) which has objects similar to the objects of the Institute set out in rule 6; and

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- (iv) whose constitution or other founding document prohibits the distribution of its income and property to an extent at least as great as that imposed on the Institute under rule 8; or

to two or more of such institutions in such shares among them as the Directors determine.

The Directors must consider and give preference to a research institute administered by *UnitingCare* where that research institute satisfies the above criteria (i), (ii), (iii) and (iv).

72. Winding up of Research Fund

Upon whichever is the first to occur of:

- (a) the winding up of the Research Fund;
- (b) the Institute ceasing to carry out scientific research;
- (c) the Institute ceasing to be an approved research institute for the purposes of section 73A of the Tax Act 1936; and
- (d) the revocation of the endorsement under subdivision 30-BA of the Tax Act 1997 of the Institute as a deductible gift recipient being an approved research institute under item 3.1.1 of the table in section 30-40 of the Tax Act 1997,

any assets of the Research Fund remaining after the payment of any liabilities attributable to the Research Fund, must be paid or transferred to an institution (including a member of the Institute) determined by the Directors:

- (i) which is an approved research institute for the purposes of section 73A of the Tax Act 1936;
- (ii) which is endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act 1997;
- (iii) which has objects similar to the objects of the Institute set out in rule 6; and
- (iv) whose constitution or other founding document prohibits the distribution of its income and property to an extent at least as great as that imposed on the Institute under rule 8; or

to two or more of such institutions in such shares among them as the Directors determine.

The Directors must consider and give preference to a research institute administered by *UnitingCare* where that research institute satisfies the above criteria (i), (ii), (iii) and (iv).