



Trans Tasman Radiation Oncology
Group Limited
ACN 132 672 292

TROG POLICY AND PROCEDURES

Constitution of Trans Tasman Radiation Oncology Group Limited

TPP I1

Registered: 12th August 2008

(Always refer to the TROG website to check for the current version of this policy)

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1 Preliminary

1.1 REPLACEABLE RULES

All of the replaceable rules set out in the Act which the Company is entitled to displace, are displaced by the rules set out in this constitution.

1.2 DEFINITIONS

The following expressions in this constitution have the meaning below:

Act means *Corporations Act 2001*.

Affiliate Member means a member of the Company who qualified to become a member under rule 7.3.

Annual Subscription Fee means the annual fee that Full Members are required to pay at the beginning of each Financial Year for their membership of the Company, as determined by the Board from time to time.

Board means the directors acting collectively under this constitution.

Company means the company named at the beginning of this constitution.

Continuing Director means a person who is a director of the Company at the time of adoption of this constitution, who continues to hold that office under rule 8.11.

Elected Director means a director elected under rule 8.3.

Financial Year means the twelve month period ending on 31 December each year.

Full Member means a member of the Company who qualified to become a member under rule 7.2.

Life Member means a member of the Company who qualified to become a member under rule 7.4.

Managing Director means the person appointed under rule 8.1(c) to whom the Board may delegate power under rule 11.1.

President means the person appointed under rule 8.5(a) who generally acts as chair of the Board under rule 17.5.

Policies and Procedures Manual means the Company's policies and procedures manual adopted by the Board as amended from time to time. This is often referred to as the Red Book.

Register of Members is the record kept by the Secretary at the TROG Office which contains the membership details of each member of the Company in accordance with rule 7.7.

Scientific Committee means the committee established under rule 13.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with rule 25.

TCOO means the TROG Central Operations Office, which at the date of the adoption of this constitution is located at Level 5, Building 7, Calvary Mater Newcastle, Edith St, Waratah, NSW 2298 Australia.

Trial Management Committee means a committee established to oversee one of the Company's clinical trials in accordance with rule 14.

Voting Member in relation to a general meeting, or meeting of a class of members, means a Full Member or Life Member who has the right to be present, and to vote on at least one item of business to be considered at that meeting.

1.3 INTERPRETATION

- (a) Words importing the singular include the plural and vice versa.
- (b) Words importing a gender include any gender.
- (c) Words or expressions defined in the Act have those meanings.
- (d) Except so far as the contrary intention appears in this constitution, an expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (e) Headings are for convenience only, and do not affect interpretation.
- (f) **Including** and similar expressions are not to be treated as words of limitation.
- (g) A reference to:
 - (i) a party includes its administrators, successors, substitutes by novation and assigns
 - (ii) any legislation includes legislation varying consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation
 - (iii) a person includes a body incorporated or unincorporated, partnership or any legal entity
 - (iv) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.

2 Name and structure

2.1 NAME OF THE COMPANY

The name of the Company is Trans Tasman Radiation Oncology Group Limited.

2.2 COMPANY LIMITED BY GUARANTEE

The Company is limited by Guarantee and the liability of the members is limited as provided in this document.

3 Purpose and objects

3.1 PURPOSE

The Company is a charitable body whose role is to act in the public interest. As such it does not seek to profit, or generate profit for allied parties, from its activities.

3.2 OBJECTS

The objects of the Company are to:

- (a) carry out investigator-driven research in oncology, primarily clinical trials involving radiation therapy designed to improve the outcomes of cancer treatment.
- (b) foster optimal patient care through maintenance of standards and through independent clinical research including trials.
- (c) foster regional cooperation between all radiation oncologists in the Australian and New Zealand regions, and specifically to promote coordinated multi-institution research endeavours.
- (d) promote the highest ethical standard of care and research including quality assurance.

4 Application of income and property

4.1 PROMOTION OF OBJECTS

All income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in rule 3.2 and no portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any members of the Company. Nothing in this paragraph prevents payment:

- (a) for services actually rendered to the Company including as an employee by any member or director or for goods and/or services supplied in the usual and ordinary way of business by any member or director
- (b) of interest on money borrowed from any member or director at not more than commercial rates
- (c) of rent for premises leased by any member or director to the Company provided that the rent is reasonable and proper, or
- (d) of insurance premiums for directors and officers as permitted by this constitution.

5 Deductible Gift Recipient status

5.1 COMPLIANCE WITH ATO REQUIREMENTS

Any provisions that are required from time to time in order to maintain the status of the Company as a Company to which gifts can be deducted under the *Income Tax Assessment Act 1997* (Cth) are considered to form part of this constitution.

5.2 COMPLIANCE WITH APPLICABLE GUIDELINES AND DIRECTIVES

The Board must ensure that the Company complies with all relevant guidelines that apply to the Company and any reasonable directives issued to the Company by an authority in a jurisdiction in which the Company conducts charitable fundraising activities.

6 Winding up

6.1 CONTRIBUTION OF MEMBERS

If the Company is wound up, each member of the Company undertakes to contribute to the assets of the Company an amount not exceeding \$10 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a member ceases to be a member of the Company.

6.2 DISTRIBUTION OF PROPERTY

Subject to Rule 5, if the Company is wound up or dissolved, or if the Company's status as a Company to which gifts can be deducted under the *Income Tax Assessment Act 1997* (Cth) is revoked, any property remaining after the satisfaction of the debts and liabilities of the Company will not be paid to or distributed among the members but will be given or transferred to an organisation which:

- (a) has similar objects to the Company
- (b) is a deductible gift recipient for the purposes of any Commonwealth Taxation Act
- (c) has been nominated by the Board, and
- (d) has been approved by an ordinary resolution of members.

7 Membership

7.1 MEMBERSHIP CATEGORIES

A person may become a member of the Company as a Full Member, an Affiliate Member or a Life Member.

7.2 FULL MEMBERS

- (a) A person is eligible to become a Full Member if they:
 - (i) are a Radiation Oncologist
 - (ii) have an interest in research in the practice of radiation oncology, and
 - (iii) accept the objects of the Company as set out in rule 3.2.
- (b) A Full Member must pay the Annual Subscription Fee.
- (c) A Full Member may vote at meetings of Members.

7.3 AFFILIATE MEMBERS

- (a) A person is eligible to become an Affiliate Member if they are:
 - (i) a Trial Coordinator, Data Manager, Radiation Therapist, Medical Physicist, Statistician, Registrar, Medical Oncologist, Surgeon, Research Nurse or Radiologist or professionally involved in another clinical discipline that relates to the Company's clinical trials
 - (ii) involved in the Company's trials or have expressed an interest in becoming involved in the Company's trials, and
 - (iii) accept the objects of the Company as set out in rule 3.2.
- (b) An Affiliate Member is not required to pay the Annual Subscription Fee.
- (c) An Affiliate Member does not have the right to vote at meetings of Members.

7.4 LIFE MEMBERS

- (a) From time to time, if the Board is of the view that special circumstances apply so that it would be appropriate for a certain person to become a Life Member, the Board may nominate that person to become a Life Member. A person who is nominated to become a Life Member must be an existing member of the Company.
- (b) If the Board nominates a person to become a Life Member, then that nomination will be put to a resolution of the Voting Members at the next meeting of members.
- (c) If the Voting Members resolve that the person is to become a Life Member, then the person's name will be entered into the Register of Members as a Life Member.
- (d) A Life Member is not required to pay the Annual Subscription Fee.
- (e) A Life Member may vote at meetings of Members.

7.5 NOMINATION FOR MEMBERSHIP

- (a) If a person meets the eligibility criteria to become a Full Member as set out in rule 7.2 or an Affiliate Member as set out in rule 7.3, then that person may make application for membership in accordance with the process determined by the Board from time to time.
- (b) The membership application process determined by the Board under (a):
 - (i) must provide that the applicant must be nominated for membership by two members of the Company
 - (ii) may be by electronic means.

7.6 APPROVAL OF MEMBERSHIP

After receiving a nomination for membership under rule 7.5, the Board must decide whether or not the application is to be approved and arrange for a letter to be written to the nominee from the TCOO to:

- (a) inform the person whether or not their membership has been approved, and
- (b) if they have been approved as a Full Member, request payment of the Annual Subscription Fee within 28 days of the date of the letter.

7.7 REGISTER OF MEMBERS

- (a) The Secretary must keep a Register of Members at the TCOO in accordance with this rule 7.7.
- (b) A person becomes a member of the Company when their full name, address and date of entry are recorded in the Register of Members. A person does not have any of the rights associated with membership of the Company until their details are entered into the Register of Members.
- (c) A person's membership details may only be entered into the Register of Members:
 - (i) for Full Members, after the Annual Subscription Fee for their first year of membership has been received by the Company
 - (ii) for Affiliate Members, after their nomination has been approved by the Board, and
 - (iii) for Life Members, after the resolution has been passed by the Company to approve them becoming a Life Member.
- (d) If a person ceases to be a member of the Company in accordance with rule 7.11, then the Secretary must record the date they ceased to be a member of the Company in the Register of Members.

7.8 CONDITIONS OF MEMBERSHIP

- (a) All Members of the Company must comply with the Policies and Procedures Manual.
- (b) Any right, privilege or obligation of a person by reason of membership of the Company:
 - (i) may not be transferred or transmitted to another person, and
 - (ii) terminates on the cessation of membership.

7.9 BOARD POWER TO SUSPEND OR EXPEL A MEMBER

- (a) If the Board is of the opinion that the member:
 - (i) no longer supports the objects of the Company as set out in rule 3.2
 - (ii) has not complied with the Policies and Procedures Manual, or
 - (iii) has engaged in inappropriate conduct, including conduct which may be prejudicial to the interests of the Company, including unethical conduct, falsification of data in the Company's clinical trials, or financial misconduct involving Company fundsthe Board may:
 - (iv) resolve to suspend the member with immediate effect, and/or

- (v) determine that a Board meeting is to be called for the purposes of considering a resolution for the member to be expelled from the Company.
- (b) The Board may at any time resolve to lift a suspension it makes under rule 7.9(a)(iv) with immediate effect.
- (c) A suspension made by the Board under rule 7.9(a)(iv) will lapse after 28 days unless the Board has made a determination under rule 7.9(a)(v).
- (d) If the Board makes a determination under rule 7.9(a)(v):
 - (i) the Secretary must send a notice to the member which must include:
 - (1) the proposed resolution of the Board to expel the member and the grounds on which it is based
 - (2) the date, time and place of the meeting at which the resolution to expel the member will be considered by the Board
 - (3) a statement that the member may:
 - (A) address the Board at that meeting, and/or
 - (B) give to the Board at or before the meeting a written statement setting out why they should not be expelled from the Company.
 - (ii) the meeting must be held no less than 14 days and no more than 28 days after the date of the notice the Secretary sends to the member under rule 7.9(d)(i)
 - (iii) at the meeting the Board must:
 - (1) give the member an opportunity to be heard
 - (2) give due consideration to any address made by the member or any written statement the member gives to the Board, and
 - (3) vote on the resolution to expel the member.
 - (iv) if the resolution to expel the member is passed then the expulsion of the member is effective immediately.

7.10 EFFECT OF SUSPENSION

If a member is suspended then they are not entitled to vote at meetings of members or have any involvement in the Company's clinical trials, unless otherwise determined by resolution of the Board.

7.11 CESSATION OF MEMBERSHIP

Any person will automatically cease to be a member of the Company if they:

- (a) resign as a member of the Company by giving one month's notice in writing to the Secretary

- (b) are a Full Member and cease to be a Radiation Oncologist
- (c) are an Affiliate Member and cease to have an occupation that entitles them to become a member as referred to in rule 7.3(a)(i)
- (d) become insolvent, bankrupt or subject to any form of insolvent administration
- (e) become of unsound mind or are physically or mentally incapable of performing the duties of membership
- (f) fail to declare any interests under rule 15.2 or 15.3
- (g) are expelled by resolution of the Board
- (h) fail to pay the Annual Subscription Fee within one month of the date of receiving a written reminder from the Company that the Annual Subscription Fee is overdue
- (i) are determined by the Board as no longer holding the qualifications that are required for holding the category of membership held by the member.

7.12 CONTINUATION OF LIABILITY

The estate of the deceased member will not be released from any liability to the Company in respect of the deceased's membership of the Company.

8 Directors

8.1 COMPOSITION OF BOARD

The Board must at all times consist of a minimum of two directors. Unless otherwise provided in rule 8.11, the Board of the Company will consist of:

- (a) four Elected Directors, which must be elected by the members of the Company under rule 8.3
- (b) the Scientific Committee Chair, who must be appointed by the Board under rule 8.6
- (c) the Managing Director, who must be appointed by the Board under rule 8.6
- (d) the Independent Consumer Representative Director, who must be appointed by the Board under rule 8.6, and
- (e) the Additional Independent Director, who must be appointed by the Board under rule 8.6.

8.2 RESIDENCY AND MEMBERSHIP REQUIREMENTS

At all times there must be:

- (a) at least one director on the Board who is a Full Member and a New Zealand resident
- (b) at least one director who is a Full Member and an Australian resident, and
- (c) one director on the Board who is an Affiliate Member.

All other Elected Directors must be Full Members of the Company.

8.3 ELECTION PROCESS

The Elected Directors must be elected according to the following process.

- (a) At least four weeks before the date of each annual general meeting, the Secretary will circulate to members a notice which must include:
 - (i) the number of Elected Director positions on the Board that will be vacant at the next annual general meeting
 - (ii) any residency or membership requirements referred to in rule 8.2 that must be satisfied by a person elected to fill a vacancy on the Board
 - (iii) a request for nominations for the vacant positions on the Board, and
 - (iv) a copy of the form approved by the Board for nomination of Directors.
- (b) Any two Voting Members of the Company may nominate any person to serve as an Elected Director.
- (c) The nomination must be:
 - (i) in writing
 - (ii) signed by a proposing member, a seconding member and the candidate, and
 - (iii) lodged with the Secretary at least 14 days before the meeting at which the election is to take place.
- (d) The Secretary must post on the Company's website a list of the candidates in alphabetical order at least seven days before the date of the annual general meeting.
- (e) The Board may appoint a candidate on the appointment date without holding a ballot if:
 - (i) the number of candidates is equal to or less than the number of vacancies, or
 - (ii) the continuing directors do not satisfy a residency or membership requirement set out in rule 8.2, and only one candidate satisfies that particular requirement.
- (f) Subject to (g), Voting Members may vote in person at the annual general meeting or by electronic means permitted by the Board. The Board may prescribe a time limit by which electronic votes must be received.
- (g) A Voting Member is not entitled to vote at a general meeting unless all monies presently payable to the Company by that member have been paid.
- (h) The number of electronic votes received will be recorded in the minutes of the general meeting.
- (i) Each Voting Member personally present at the general meeting at which the election is to take place, and who has not voted by electronic means, will be given a ballot listing

containing the names of candidates in alphabetical order and will be entitled to one vote for each position on the Board.

- (j) The number of votes personally cast at the general meeting will be recorded in the minutes of the general meeting.
- (k) The votes by electronic means received in accordance with the method permitted by the Board and the votes cast at the general meeting will be counted and tallied at the general meeting and recorded in the minutes of the general meeting.
- (l) The candidates with the highest number of votes in the ballot will be elected to fill each vacancy on the Board unless their election would conflict with the residency and membership requirements set out in rule 8.2, in which case the candidate with the highest number of votes that satisfies the residency or membership requirement will be elected to the Board even if that candidate does not have the highest number of votes overall.

8.4 TERM OF APPOINTMENT

A director elected under rule 8.3:

- (a) is appointed for a three year term from the date of the annual general meeting at which they are elected
- (b) retains office until the third annual general meeting after the director was elected, when the director must retire from office, and
- (c) may stand for re-election on their retirement from office.

8.5 PRESIDENT

- (a) The Board must appoint the President for a term of three years subject to:
 - (i) the person retaining their position on the Board, and
 - (ii) the no confidence provisions set out in rule 8.5(d).
- (b) If the President position is vacant, the Board will meet and will appoint an Elected Director as President, subject to 8.5 (d).
- (c) The Affiliate Member is not eligible to become the President.
- (d) Any director on the Board may propose to the Board a motion of no confidence in the President. If 75% of the Board vote in favour of the motion of no confidence then the Board will remove the President from that position immediately. The removed person is entitled to retain their place as an Elected Director.

8.6 DIRECTORS APPOINTED BY THE BOARD

- (a) The Board must by ordinary resolution appoint directors to fill the positions on the Board specified in rules 8.1(b), 8.1(c), 8.1 (d) and 8.1(e) as soon as reasonably practicable after those positions become vacant.

- (b) The Board must appoint the Scientific Committee Chair for a term of three years and at the expiry of each term, the Board may re-appoint that person for a further term. The Board may appoint all appointed directors other than the Scientific Committee Chair on the terms and for the period it sees fit.

8.7 TERMINATION AND REMOVAL OF DIRECTORS

- (a) The appointment of a director appointed under rule 8.6 can be terminated if the Board removes that director from office, whether or not the appointment was expressed to be for a specified term.
- (b) The appointment of an Elected Director can be terminated by ordinary resolution of the Voting Members.

8.8 CESSATION

The office of a director automatically becomes vacant if the person who holds the office:

- (a) ceases to meet one of the residency or membership requirements that they held when elected to the Board as specified in rule 8.2
- (b) becomes insolvent, bankrupt or subject to any form of insolvent administration
- (c) is not permitted by the Act to be a director or vacates office by force of a provision of the Act
- (d) becomes of unsound mind or physically or mentally incapable of performing the functions of that office
- (e) is absent without the consent of the directors from three consecutive Board meetings
- (f) resigns by notice in writing to the Company
- (g) is removed from office under rule 8.7
- (h) dies, or
- (i) if the person was appointed to the office for a specified period and that period expires.

8.9 CASUAL VACANCIES

Any casual vacancy occurring in the office of an Elected Director may be filled by the Board provided that the Director who fills the vacancy will hold office only until the next annual general meeting following his or her appointment and will be eligible for re-election at that annual general meeting.

8.10 TOO FEW DIRECTORS

If the number of directors is reduced below the minimum of two directors as required by rule 8.1, the continuing director may act as the Board only:

- (a) to appoint directors up to that minimum number

- (b) to convene a meeting of members
- (c) in emergencies.

8.11 TRANSITIONAL PROVISIONS

- (a) At the time the Company adopts this constitution the Board consists of nine directors. After the adoption of this constitution these directors will continue to hold their respective offices of directors of the Company as Continuing Directors until the end of the annual general meeting at which they are required to retire in accordance with the terms of their appointment and this rule 8.11.
- (b) At the annual general meeting immediately following the adoption of this constitution:
 - (i) five of the Continuing Directors will be required to retire in accordance with the terms of their appointment
 - (ii) the existing Scientific Committee Chair will be a director of the Company and maintain their position as the Scientific Committee Chair until she is required to retire in accordance with the terms of her appointment.
 - (iii) the Treasurer at the time of adoption of this constitution will hold office of director of the Company without an election until he is required to retire in accordance with the terms of his appointment. While the Treasurer holds the office of director under this rule he does so in addition to the eight directors specified in rule 8.1.
 - (iv) the remaining three Continuing Directors will continue to hold their positions on the Board in accordance with the terms of their appointment and will be included in the calculation of the number of Elected Directors under rule 8.1(a).
- (c) Each Continuing Director must retire from office in accordance with the terms of their appointment. A person who retires from office under this rule:
 - (i) no longer holds office as a Continuing Director under rule 8.11(a)
 - (ii) may be elected or appointed to the office of director of the Company under any other provision of this rule 8 on or after their retirement.

9 Alternate directors

9.1 APPOINTMENT

A director may, with the approval of the other directors, appoint a person to be an alternate director during such period as the director thinks fit provided that the person who is appointed as an alternate director meets the eligibility criteria to occupy that position on the Board, including having the appropriate qualifications, occupation, membership status and residency.

9.2 FORM OF APPOINTMENTS AND REVOCATIONS

A director may only appoint or terminate the appointment of an alternate director by a notice in writing and must serve a copy of the notice on the Company.

9.3 NOTICE OF BOARD MEETINGS

An alternate director is entitled to notice of meetings of directors and, if the appointer of the alternate is not present at such a meeting, may attend and vote in place of the appointer.

9.4 OBLIGATIONS AND ENTITLEMENTS

An alternate director:

- (a) may attend and vote in place of the appointer at a Board meeting at which the appointer is not present
- (b) who is also a director, has a separate right to vote as an alternate director
- (c) for more than one appointer has a separate right to vote in place of each appointer
- (d) may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director shall be deemed to be the exercise of the power of the appointer
- (e) is deemed to be a director for the purposes of constituting a quorum

9.5 TERMINATION OF APPOINTMENT

The appointer may terminate the appointment of an alternate director at any time notwithstanding that the period of the appointment has not expired. If the appointer vacates office as a director, the appointment of an alternate director immediately ceases.

10 Powers of the Board

10.1 MANAGEMENT OF THE COMPANY

Subject to the Act and to any other provision of this constitution, the Board will manage the business of the Company. The Board may exercise all the powers of the Company as are not required by the Act or by this constitution to be exercised by the Company in general meeting.

10.2 EXERCISE OF POWERS

A power of the Board can be exercised only by resolution passed, or treated by rule 17 as passed, at a meeting of the Board, or in accordance with rule 12.

10.3 NEGOTIABLE INSTRUMENTS

The Board must decide the manner in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept or endorse negotiable instruments only in the manner for the time being decided by the Board.

11 Managing Director

11.1 POWER OF MANAGING DIRECTOR

The Board may confer powers on the Managing Director which may be:

- (a) concurrent with, or be to the exclusion of, the powers of the Board
- (b) on the terms and subject to any restrictions the Board decides
- (c) revoked by the Board at any time.

12 Delegation of Board powers

12.1 DELEGATION OF POWERS

The Board may delegate any of its powers to:

- (a) the Managing Director, or any other executive
- (b) an attorney, or
- (c) a committee (consisting of at least one director and which may include persons who are not directors).

12.2 TERMS OF DELEGATION

A delegation of powers under rule 12.1 may be:

- (a) for a specified period or without specifying a period
- (b) on the terms (including power a further delegate) and subject to any restrictions the Board decides
- (c) provided that any delegation made by the Company in relation to the administration of fundraising by the Company complies with the requirements of any laws relating to fundraising.

12.3 REVOCATION OF POWERS

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period;

12.4 STATUS OF EXERCISE OF POWER

Any power exercised in accordance with a delegation of the Board is taken to be exercised by the Board.

12.5 POWERS OF ATTORNEY

A power of attorney under rule 12.1 may contain the provisions for the protection and convenience of those who deal with the attorney that the Board thinks appropriate.

12.6 PROCEEDINGS OF COMMITTEE

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, as far as practicable, governed by the rules of this constitution which regulate the meetings and proceedings of the Board.

13 Scientific Committee

13.1 ROLE OF SCIENTIFIC COMMITTEE

In accordance with rule 12.1, the Board has established the Scientific Committee. The role of the Scientific Committee is to:

- (a) ratify the Company's participation in all clinical trials
- (b) assist in the development of new clinical trial proposals which have been approved by the members of the Company
- (c) oversee ongoing clinical trials to ensure that they are being properly supervised by their Trial Management Committee
- (d) advise the Board on scientific matters that may arise from time to time and which the Board may ask the Scientific Committee to address
- (e) where the Scientific Committee deems it necessary, initiate an independent audit on any ongoing clinical trial and, if necessary, act on that audit, and
- (f) perform any additional duties set out in the Scientific Committee charter or which the Board may ask it to perform from time to time.

13.2 SCIENTIFIC COMMITTEE CHARTER

The Board must approve a Scientific Committee charter, which must set out:

- (i) the role of the Scientific Committee
 - (ii) the composition of the Scientific Committee
 - (iii) the rules that apply to the Scientific Committee, and
 - (iv) the procedures to be followed by the Scientific Committee.
- (b) The Board may, by resolution, amend the Scientific Committee charter from time to time.

14 Trial Management Committee

14.1 ROLE OF TRIAL MANAGEMENT COMMITTEE

- (a) The Board must establish a Trial Management Committee for each of the Company's clinical trials and ensure that the Trial Management Committee is required to comply with the Policies and Procedures Manual and reports to the Board.
- (b) Each Trial Management Committee must be chaired by a Full Member.

15 Director's duties and interests

15.1 HOLDING OFFICES OR ENTERING INTO AGREEMENTS

A director is not disqualified by reason only of being a director from:

- (a) holding any office or place of profit or employment, other than that of the Company's auditor, or being a member or creditor, of any corporation (including the Company) or partnership other than the auditor, or
- (b) entering into any agreement with the Company.

15.2 DECLARATION OF INTERESTS

Subject to the Act, if a director has a material personal interest in a matter that relates to the affairs of the Company that director must give the other directors notice of the interest including the nature and extent of the interest, and the relation of the interest to the affairs of the Company at the first Board meeting held after the director becomes aware of their interest in the matter or after appointment as a director (whichever is later) and the details must be recorded in the minutes of the Board meeting.

15.3 DIRECTOR INTERESTED IN AGREEMENT

- (a) If a director has a material personal interest in a matter that relates to the affairs of the Company, unless disclosure is not required under the Act, the director must disclose the nature and extent of the interest and its relation to the affairs of the Company at a Board meeting in accordance with rule 15.2 and the Act so that the director may be counted in a quorum at a Board meeting that considers, and may vote on, matters that relate to the interest
- (b) the director may vote on matters that relate to the interest
- (c) any transactions that relate to the interest may proceed
- (d) the director may participate in the execution by or on behalf of the Company of any documents that relate to the interest
- (e) if the disclosure is made before the transaction is entered into:
 - (i) the director may retain benefits under the transaction even though the director has the interest
 - (ii) the Company cannot avoid the transaction merely because of the existence of the interest.

16 Officers indemnity and insurance

16.1 INDEMNITY

Subject to the Act the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company and of its wholly owned subsidiaries and may indemnify its auditor (if any) against a liability:

- (a) incurred as officer or auditor of the Company to a person (other than the Company or a related body corporate), unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation order under the Act

- (b) for costs and expenses incurred by the officer or auditor in defending civil or criminal proceedings in which judgement is given in favour of the officer or auditor or in which the officer or auditor is acquitted, or in connection with proceedings for relief to the officer or auditor under the Act in which the court grants relief and for other legal costs, to the extent permitted by the Act, as approved by the Board.

16.2 INSURANCE

Subject to, and without limiting s199B of the Act, the Company may pay insurance premiums to cover the liabilities of its officers and its auditors which may extend to all liabilities, excluding liabilities arising out of conduct involving wilful breach of duty in relation to the Company, acts not in good faith and for a proper purpose, or improper use of position. The Company may also insure its officers and its auditors against liabilities for costs and expenses incurred in defending legal criminal or civil proceedings, notwithstanding that these proceedings may arise out of conduct involving wilful breach of duty in relation to the Company, acts not in good faith and for proper purpose, or improper use of position and irrespective of the outcome of these proceedings.

16.3 FORMER OFFICERS

The indemnity in favour of officers under rule 16.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

17 Board meetings

17.1 CONVENING

A director may at any time, and the Secretary must on the request of a director, convene a Board meeting.

17.2 NOTICE

The convenor of each Board meeting must give reasonable notice of the meeting, using any technology (and, if it is adjourned, on its resumption) individually to each director and each alternate in respect of whom the appointer has given notice requiring notice of Board meetings to be given to that alternate. Failure to give notice to, or non-receipt of notice by, a director does not result in a Board meeting being invalid.

17.3 USE OF TECHNOLOGY IS ALLOWED

A Board meeting may be held using any means by which each director participating can hear and be heard by each and every other director participating or in any other way permitted by the Act.

17.4 PLACE OF MEETING IF TECHNOLOGY IS USED

A Board meeting held solely or partly by use of technology is treated as held at the place agreed by the directors, provided at least one of the directors present at the meeting was at that place for the duration of the meeting.

17.5 CHAIR

The President will chair the Board's meetings. If there is no President or the President is not present at the time for which a Board meeting is called or is unwilling to act, the directors present must elect a director present to chair the meeting.

17.6 QUORUM

Unless the Board decides otherwise, the quorum for a Board meeting is two directors. An alternate who is also a director or a person who is an alternate for more than one appointer may only be counted once toward a quorum.

17.7 MAJORITY DECISIONS

A resolution of the Board must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

17.8 CHAIRPERSON HAS CASTING VOTE

The chairperson has a casting vote if necessary in addition to any vote they have in their capacity as a director except where only two directors are present and entitled to vote.

17.9 BOARD DETERMINES PROCEDURES

The Board may meet together, adjourn and regulate its meetings as it decides.

17.10 CIRCULAR RESOLUTIONS

The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last director signs. Directors may sign separate documents if the wording of the resolution and statement is identical in each copy. A telex, telegram, facsimile or e-mail message containing the text of the document expressed to have been signed by a director that is sent to the Company is a document signed by that director at the time of its receipt by the Company.

17.11 EFFECT OF IRREGULARITIES

Each resolution passed or act done by or with the participation of a person acting as a director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person, or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the act.

18 Meeting of members

18.1 CALLING MEETINGS

A director may at any time and the Board must when required by the Act or by order made under the Act call a meeting of members.

18.2 NOTICE OF MEETING

Subject to rules 18.3 and 18.4, at least 21 days written notice of a meeting of members must be given in accordance with the Act to each member, to each director and to the auditor (if any).

18.3 SHORT NOTICE

Subject to the Act, the Company may call on short notice:

- (a) an annual general meeting, if all the members entitled to attend and vote agree
- (b) any other general meeting if members with at least 95% of the votes that may be cast at the meeting agree beforehand.

18.4 POSTPONEMENT OR CANCELLATION

Subject to the Act, the Board may postpone or cancel a meeting of members by written notice given individually to each person entitled to be given notice of the meeting. If a meeting is adjourned for one month or more, the Company must give new notice of the resumed meeting.

18.5 USE OF TECHNOLOGY

The Company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

18.6 ACCIDENTAL FAILURE TO GIVE NOTICE

An accidental omission to give notice of a general meeting or the postponement of a general meeting to any person entitled to receive that notice or the non-receipt of notice by any person entitled to receive that notice does not invalidate the proceedings or any resolutions passed at the general meeting.

18.7 CLASS MEETINGS

Rule 18 to 19 inclusive apply to a separate meeting of a class of members as far as they are capable of application and modified as necessary.

18.8 QUORUM

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The presence of ten members entitled to attend and vote will constitute a quorum.

For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a body corporate that is a member, shall be deemed to be a member.

19 Conduct of general meetings

- (a) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting will be determined by the chairperson, including the procedure for the conduct of the election of directors.

- (b) If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question and no vote may be taken by the members on any such determination by the chairperson.
- (c) A director (and an alternative director) when acting as a director) is entitled to speak at every general meeting.

19.2 QUORUM NOT PRESENT

If a quorum is not present within 15 minutes after the time appointed for a meeting:

- (a) if the meeting was convened by or on the requisition of members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the directors
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

20 Appointment of chair of meetings of members

The President will chair meetings of members unless:

- (a) there is no President for the time being, or
- (b) the President is not present at the time for which a meeting of members is called or is not willing to chair the meeting,

in which case the Voting Members present must elect a member or director present to chair the meeting.

21 Adjourned meetings

21.1 ABILITY TO ADJOURN

The chairperson of a meeting at which a quorum is present:

- (a) may adjourn a meeting with the consent of the majority of Voting Members present
- (b) must adjourn a meeting if the majority of Voting Members direct the chairperson to do so.

21.2 VENUE OF ADJOURNED MEETING

An adjourned meeting may take place at a different venue from the initial meeting.

21.3 BUSINESS AT ADJOURNED MEETING

The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

21.4 NOTICE OF ADJOURNED MEETING

If a general meeting has been adjourned for more than 42 days, notice of the adjourned meeting must be given to members as if it were an original meeting, but otherwise it is not necessary to give notice of an adjourned meeting or the business of the adjourned meeting.

22 Proxies, attorneys and representatives

22.1 ABILITY TO APPOINT

A member who is entitled to attend and vote at a meeting of members may appoint a person as the member's proxy for the meeting.

22.2 VALIDITY OF APPOINTMENT

An appointment of a proxy is valid if it is signed by the member making the appointment and contains the information required under the Act.

22.3 VOTING DIRECTIONS

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. If it does the proxy must not vote in the resolution except as specified in the instrument.

22.4 EFFECTIVENESS OF APPOINTMENT

An appointment of a proxy for a meeting of members is not effective unless:

- (a) the proxy's appointment
- (b) if the appointment is signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of that authority,

is received by the Company at least 48 hours before the meeting.

22.5 ADJOURNED MEETING

If a meeting of members has been adjourned, any appointment and any authority received by the company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.

22.6 VALIDITY OF VOTE OF PROXY

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes, the appointer:

- (a) dies
- (b) becomes mentally incapacitated, or
- (c) revokes the proxy or power appointment.

22.7 STANDING APPOINTMENTS

A member may appoint a proxy, attorney or representative to:

- (a) act at a particular meeting of members, or
- (b) make a standing appointment

and may revoke any appointment.

22.8 SUSPENSION OF PROXY OR ATTORNEY'S POWERS OF MEMBER PRESENT

A proxy or attorney has no power to act for a member at a meeting at which the member is present either personally, or by an attorney or, in the case of a body corporate, by a representative.

22.9 PRIORITY OF CONFLICTING APPOINTMENTS OF ATTORNEY OR REPRESENTATIVE

If more than one attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment
- (b) subject to paragraph (a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

22.10 MORE THAN TWO CURRENT PROXY APPOINTMENTS

The appointment of proxy made first in time is the first to be treated as revoked by the appointment of a subsequent proxy.

23 Voting

23.1 NUMBER OF VOTES

Subject to this constitution, the contents of any proxy, and the terms on which membership of the Company is granted, each Voting Member has one vote on a show of hands and one vote on a poll.

If an equal number of votes is cast for and against a resolution, then the chairperson of a meeting of members has a second or casting vote.

23.2 OBJECTION TO RIGHT TO VOTE

A member or director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairperson, whose decision is final.

23.3 NO VOTING RIGHTS

A member does not have voting rights at a general meeting unless:

- (a) they are a Full Member or a Life Member
- (b) the Board has not resolved to remove the member's voting rights, and
- (c) that member has paid all monies it owes to the Company.

23.4 METHOD OF VOTING

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairperson's declaration of a decision on a show of hands is final.

23.5 DEMAND FOR A POLL

A poll may be demanded on any resolution except a resolution concerning the election of the chairperson of a meeting by:

- (a) at least five members entitled to vote on the resolution
- (b) members with at least 5% of the votes that may be cast on the resolution on a poll, or
- (c) the chairperson.

23.6 WHEN AND HOW POLLS MUST BE TAKEN

A poll demanded on the adjournment of a meeting must be taken immediately. If a poll is demanded on any other resolution, the poll must be taken when and in the manner the chairperson directs.

24 Resolutions without meetings

24.1 WRITTEN RESOLUTIONS

The Company may pass a resolution without a general meeting being called or held if all members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

24.2 SEPARATE COPIES

The Company may use separate copies of a document for signing by members if the wording of the resolution and statement is identical in each copy.

24.3 TIME OF RESOLUTION

The resolution is passed when the last member signs.

24.4 SIGNATURE OF RESOLUTIONS

The Company may treat a document on which a facsimile or electronic signature appears or which is otherwise acknowledged by a member in a manner satisfactory to the Board as being signed by that member.

25 Secretary

25.1 APPOINTMENT AND REMOVAL OF SECRETARY

The Board may appoint one or more individuals to be a Secretary of the Company.

25.2 TERMS AND CONDITIONS OF OFFICE

A Secretary holds office for the duration and on the terms that the Board from time to time determines.

26 Minutes

26.1 MINUTES MUST BE KEPT

The Board must keep minutes in accordance with the Act of:

- (a) proceedings and resolutions of meetings of members
- (b) proceedings and resolutions of directors' meetings (including meetings of a committee of directors)
- (c) resolutions passed by members without a meeting
- (d) resolutions passed by directors without a meeting
- (e) if the Company has only one director, the making of declarations by the director.

26.2 MINUTES AS EVIDENCE

A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

26.3 INSPECTION OF MINUTE BOOKS

Members may access the minute book of meetings of members in accordance with the Act.

27 Company seals

27.1 COMMON SEAL

The Board:

- (a) may decide whether or not the Company has a common seal
- (b) is responsible for the safe custody of the seal (if any) and any duplicate seal.

27.2 USE OF SEALS

The common seal and duplicate seal (if any) may only be used with the authority of the Board in compliance with the Act.

27.3 FIXING SEALS TO DOCUMENTS

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two directors or one director and one secretary, or
- (b) by any other signatories or in any other way authorised by the Board.

28 Accounts and audit

28.1 KEEPING ACCOUNTS

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance
- (b) would enable true and fair financial statements to be prepared and audited.

28.2 RIGHT OF ACCESS

A director has a right of access to financial records of the Company at all reasonable times.

28.3 FINANCIAL REPORT

If required by the Act, the Board must cause the Company to prepare a financial report and a directors' report that comply with the Act and must report to members in accordance with the Act.

28.4 AUDIT

If required by the Act, the Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report.

29 Inspection of financial records and books

Subject to rule 26.3 and the Act, a member who is not a director does not have any right to inspect any financial records or books of the Company except as authorised by the Board or by a resolution of members.

30 Notices

30.1 NOTICES BY COMPANY

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature)
- (b) addressed to the person to whom it is to be given
- (c) either
 - (i) delivered personally
 - (ii) sent by pre-paid mail (by airmail, if the addressee is overseas) to that person's address
 - (iii) sent by fax to the fax number (if any) nominated by that person, or

- (iv) sent by electronic message to the electronic address (if any) nominated by that person.

30.2 OVERSEAS MEMBERS

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

30.3 WHEN GIVEN

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day, or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day
- (b) if it is sent by mail:
 - (i) within Australia - three business days after posting, or
 - (ii) to a place outside Australia - seven business days after posting.

A certificate in writing signed by a director or secretary of the Company stating that a notice was sent is conclusive evidence of service.