



Australasian Leukaemia and Lymphoma Group

Constitution

Adopted on 14 November 2013

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Constitution

Australasian Leukaemia and Lymphoma Group ACN 066 593 100

1 Nature of company and liability

Nature of Company

1.1 The Company is a public company limited by guarantee.

Liability of Members and guarantee on winding up

1.2 The liability of the Members is limited. Every Member undertakes to contribute \$100.00 to the assets of the Company if it is wound up while he or she is a Member, or within one year of cessation of their membership. This undertaking does not apply to a Member that ceases as a result of a Termination Event.

2 Objects

2.1 The principal object of the Company is to promote the prevention and control of blood cancers in human beings by trialling new and innovative treatments.

2.2 Subject always to its principal object, the Company has the following additional objects:

- 2.2.1 to facilitate and conduct research into blood cancers, their causes, management and treatment;
- 2.2.2 to raise money to further the aims of the Company and to secure sufficient funds for the purposes of the Company;
- 2.2.3 to receive any funds and to distribute these funds in a manner that best attains the objects of the Company;
- 2.2.4 to do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company.

MEMBERSHIP

3 Members

Classes of Membership

3.1 The membership of the Company will be divided into the following classes of membership:

- 3.1.1 Associate Members;
- 3.1.2 Community Members;
- 3.1.3 Full Members; and
- 3.1.4 Life Members.

3.2 The Company may, by special resolution, introduce new classes of members.

Eligibility for membership

- 3.3 Members of the Company are both (i) the Members at the date of incorporation; and (ii) those Members, who:
- 3.3.1 are natural persons (at least 18 years of age at the date of application);
 - 3.3.2 have paid the membership fee (if any); and
 - 3.3.3 have been admitted by the Board to membership of the Company after making an application for membership (in accordance with this Constitution).
- 3.4 In addition to the requirements above, to be admitted as:
- 3.4.1 an Associate Member, the person must participate in a Study under the supervision of a Principal Investigator;
 - 3.4.2 a Community Member, the person must support the Company and not be an Associate Member, Full Member or Life Member;
 - 3.4.3 a Full Member, the person must have the qualifications to be the Principal Investigator of a Study;
 - 3.4.4 a Life Member, the person has (in the Board's opinion) made a sustained and significant contribution to the objects of the Company, and who has accepted the Board's invitation to become a member on this basis.

Term of membership

- 3.5 Associate Members shall remain a Member for three years, unless sooner determined. At the expiration of this term, unless the membership may be renewed for a further three year term as the Board sees fit, the Associate Member is removed and ceases to be a Member in accordance with rule 6.
- 3.6 Community Members shall remain a Member for five years, unless sooner determined. At the expiration of this term, unless the membership may be renewed for a further five year term as the Board sees fit, the Community Member is removed and ceases to be a Member in accordance with rule 6.
- 3.7 Full Members may choose that their membership be for a term of one, three or five years at a time. A Full Member shall remain a member until he or she is removed or ceases to be a Member in accordance with rule 6.
- 3.8 A Life Member shall remain a Member until he or she is removed or ceases to be a Member in accordance with rule 6.
- 3.9 The rights and privileges of a Member are personal to that Member and are not transferable by the Member's own act or by operation of law.

4 Admission to membership

Applications for membership

- 4.1 Any person may apply in writing to become a Member.
- 4.2 Life Members are invited by the Board and must accept that invitation in the form prescribed by the Board.

Form of application

- 4.3 An application for membership of the Company must:
- 4.3.1 be in writing in a form approved by the Directors;
 - 4.3.2 include:
 - (a) the full name of the applicant;
 - (b) the address, telephone number and e-mail address, if any, of the applicant;
 - 4.3.3 be accompanied by such documents or evidence as to qualification for the class of membership applied for as the Board determines from time to time;
 - 4.3.4 be accompanied by the application fee (if any) determined in accordance with rule 4.4; and
 - 4.3.5 be signed by the applicant.

Application fee

- 4.4 The application fee payable by each applicant for membership is such sum as the Board determines from time to time in respect of each class of membership.

Consideration of application by the Board

- 4.5 The Directors must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.

Acceptance or rejection of membership application

- 4.6 If an application for membership is accepted:
- 4.6.1 the Secretary must notify the applicant of admission; and
 - 4.6.2 the name and details of the applicant must be entered in the Register.
- 4.7 If an application for membership is rejected, the Secretary must notify the applicant and any application fee and the annual fee must be refunded to the applicant.
- 4.8 The Directors do not have to give reasons for accepting or rejecting an application for membership, or granting a particular class of membership.

Register of Members

- 4.9 A register of the Members must be kept in accordance with the Corporations Act.
- 4.10 The following details should be entered in the Register in respect of each Member:
- 4.10.1 the full name of the Member;
 - 4.10.2 the address, telephone number and e-mail address, if any, of the Member;
 - 4.10.3 the class of Membership;
 - 4.10.4 the date of admission to and cessation of Membership; and
 - 4.10.5 such other information as the Directors require.

Change of Member details

- 4.11 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone number, or e-mail address, within one month after the change.

5 Annual membership fee

- 5.1 The annual fee entitling a person to continue as a Member will be such amount as the Board determines from time to time in its absolute discretion in respect of each class of membership.
- 5.2 All fees are due and payable in advance on 15 February every year or the other time or times specified by the Board.
- 5.3 The Board can reduce, waive or extend the time for payment of the annual fee in its absolute discretion in general or in any particular case, having regard to possible difficulties which a Member may suffer because of any relevant factor.
- 5.4 Unless the Board determines otherwise, Associate Members, Community Members and Life Members are not required to pay annual fees.

6 Removal and cessation of membership

Resignation

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

Suspension on unpaid subscriptions

- 6.3 If the annual fee for any previous year or for the current year of a Member remains unpaid for a period of two months after the due date for payment, then the Member may, after notice of the default being sent to that Member by the Secretary, be excluded by resolution of the Board from all rights and privileges of membership. However, the Board may reinstate the Member on payment of all arrears if the Board decides (in its absolute discretion) to do so.

Cessation on continued failure to pay subscriptions

- 6.4 If a Member:
- 6.4.1 has not paid all arrears of annual fees; or,
 - 6.4.2 if paid, the Member's rights and privileges are not reinstated,
- within six months of the notice under rule 6.3, then the Member ceases to be a Member and the Member's name must be removed from the Register at the end of the six month period.

Other cessation of membership

- 6.5 A Member ceases to be a Member immediately upon any Termination Event occurring in respect of that Member.

Cessation of Principal Investigator role

- 6.6 A Member who is the Principal Investigator for a Study conducted by the Company must resign/cease that role, at the discretion of the Board, if they cease to be a Member.

Removal from Membership

- 6.7 The Directors may at their discretion convene a general meeting to consider a resolution to remove a Member from the Register if the person is no longer considered suitable for membership of the Company by a majority of the Directors.
- 6.8 The Directors will be required to provide at least two month's written notice to any Member of their intention to remove the person from the Register so as to enable the Member to provide any written representations to the Company.
- 6.9 Where any written representations are made by the Member and the Member requests that the representations be notified to Members, the Company must do both of the following:
- 6.9.1 state, in any notice of the resolution given to Members, that the representations have been made; and
 - 6.9.2 send a copy of the representations to every Member to whom the notice of the meeting has been or is sent.
- 6.10 The Member must provide the representations to the Company within one month after notice is given under rule 6.8, otherwise the requirements in rule 6.9 do not apply to the Company.
- 6.11 If a copy of the representations is not sent to the Members because they were received too late, or because of the Company's default, the Member may, without affecting any right to be heard orally, require the representations be read out at the meeting to consider his/her membership.
- 6.12 Copies of the representations need not be sent out and the representations need not be read out at the meeting if the Directors are reasonably satisfied that the rights conferred by rule 6.9 are being abused to secure publicity or to impugn the actions of another person.
- 6.13 The Directors do not have to give reasons for recommending the removal of any Member from the Register.
- 6.14 An ordinary resolution of Voting Members is necessary to remove a Member under rule 6.7.
- 6.15 The principles of natural justice do not apply to a decision to remove a Member from the Register.

HOW THE COMPANY'S INCOME AND PROPERTY ARE TO BE APPLIED

7 No profits for Members

Transfer of income or property

- 7.1 The income and property of the Company will only be applied towards the promotion and purposes and objects of the Company, as set out in this Constitution.
- 7.2 No income or property of the Company may be paid or transferred, directly or indirectly to any Member except for payment in good faith of:
- 7.2.1 reimbursement of reasonable out-of-pocket expenses approved by the Directors for expenses which have been incurred in connection with attending conferences or other meetings at the invitation of the Company and;
 - 7.2.2 remuneration to any Member in return for services actually rendered to the Company or for goods supplied in the ordinary way of business to the Company;
 - 7.2.3 interest or like amounts, at a rate not exceeding the current overdraft rates of the Company's bank, on money borrowed from any Member;
 - 7.2.4 reasonable and proper rent or like amounts for premises demised, rented or otherwise occupied by the Company; and
 - 7.2.5 to a Member in his or her capacity as a Director permitted under rule 7.3.

Remuneration

- 7.3 No remuneration or other benefit in money or money's worth will be paid or given by the Company to any Director except:
- 7.3.1 reimbursement of out-of-pocket expenses approved by the Directors for expenses which have been incurred in the performance of the duties as a Director;
 - 7.3.2 for any services rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the services has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
 - 7.3.3 for any salary or wage due to the Director as an employee of the Company or a related body corporate where the terms of employment have been approved by the Directors of the Company;
 - 7.3.4 to a Director in his or her capacity as a Member which is permitted under rule 7.2.

Studies

- 7.4 Nothing in this rule 7 prevents a Member (who may/not also be an Officer) from undertaking a Study which is funded by the Company.

PROCEEDINGS OF THE COMPANY

8 General meetings

Convening of meetings by Directors

8.1 Any Director may convene a general meeting.

Convening of meetings by Members

8.2 The Directors must call and arrange to hold a general meeting if required to do so under the Corporations Act.

Notice of general meeting

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

8.4 A notice of a general meeting may be given by any form of communication permitted by the Corporations Act.

8.5 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

8.6 An Associate Member has the right to receive notices of, attend and be heard at any general meeting, but does not have the right to vote at any general meeting

8.7 A Community Member may, at the discretion of the Board, receive notices of, attend and be heard, at any general meeting but does not have the right to vote at any general meeting.

8.8 A Full Member has the right to receive notices of, attend and be heard at any general meeting and has the right to vote at any general meeting.

8.9 A Life Member has the right to receive notices of, attend and be heard at any general meeting and has the right to vote at any general meeting.

Cancellation of general meetings

8.10 The Directors may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act.

8.11 A meeting may only be cancelled in accordance with rule 8.9 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

Quorum at general meetings

8.12 Business may not be transacted at a general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.

8.13 Except as otherwise set out in this Constitution, 5 Voting Members present in person or by a representative or by technology is a quorum.

- 8.14 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
- 8.14.1 if the meeting was convened by or on the requisition of Members, it must be dissolved; or
 - 8.14.2 otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.
- 8.15 If a meeting has been adjourned to another time and place determined by the Directors, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned general meetings

- 8.16 At the adjourned meeting 2 Voting Members present in person or by a representative or by technology is a quorum, but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chairperson

- 8.17 If the Directors have elected one of their number as chairperson of their meetings, that person is entitled to preside as chairperson at every general meeting.
- 8.18 The Directors present at a general meeting must elect one of their number to chair the meeting if either of the following applies:
- 8.18.1 a Director has not been elected as the chairperson of Directors meetings;
 - 8.18.2 the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or he is unwilling to act.
- 8.19 The Voting Members present at a general meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present decline to take the chair.

Chairperson's powers

- 8.20 Subject to this Constitution dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.
- 8.21 The chairperson, in their discretion, may expel any Member or Director from a general meeting if the chairperson reasonably considers that the Member or Director's conduct is inappropriate behaviour. Examples of conduct that may be considered inappropriate in a general meeting include:
- 8.21.1 the use of offensive or abusive language which is directed to any person, object or thing;
 - 8.21.2 attendance at the meeting while under the influence of any kind of drug or alcohol.

Adjournment of meetings

- 8.22 The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 8.23 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 8.24 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 8.25 Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting on show of hands

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

Decisions on a show of hands

- 8.27 If a poll is not demanded;
- 8.27.1 a declaration by the chairperson that a resolution has been carried by a particular majority, or lost; and
- 8.27.2 an entry to that effect in the minutes of the meeting,
- is conclusive evidence of the fact without proof of the number or proportion of the votes (on a show of hands) recorded in favour of or against the resolution.

Demand for a poll

- 8.28 A poll can only be demanded by:
- 8.28.1 the chairperson; or
- 8.28.2 at least five Voting Members entitled to vote on the resolution.
- 8.29 The demand for a poll may be withdrawn.
- 8.30 The demand for a poll does not prevent a meeting from continuing for the transaction of business, other than the question on which a poll is demanded.
- 8.31 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 8.32 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

Voting rights of Voting Members

- 8.33 On a show of hands:
- 8.33.1 every Voting Member present in person has one vote; and
- 8.33.2 every person attending as proxy has one vote, regardless of how many Voting Members it represents at the meeting.

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

Vote of the Chairperson at general meetings

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

Objections to voter qualification

- 8.36 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 8.37 An objection to the qualification of a voter must be referred to the chairperson, whose decision is final.
- 8.38 A vote not disallowed according to an objection as provided in this Constitution is valid for all purposes.

Directors may decide direct voting to apply

- 8.39 The Directors may determine that Voting Members may cast votes to which they are entitled on any or all of the resolutions (including special resolutions) proposed to be considered at, and specified in the notice convening, a general meeting, by direct vote.
- 8.40 If the Directors decide that votes may be cast by direct vote, the Directors may make the regulations they consider appropriate for the casting of direct votes.

Direct votes only counted on a poll

- 8.41 Direct votes are not counted if a resolution is decided on a show of hands.
- 8.42 Subject to rules 8.44 and 8.45, if a poll is held on a resolution, votes cast by direct vote by a Member entitled to vote on the resolution are taken to have been cast on the poll as if the Member had cast the votes on the poll at the meeting, and the votes of the Member are to be counted accordingly.
- 8.43 A direct vote received by the Company on a resolution is taken to be a direct vote on that resolution as amended, if the chairperson of the meeting decides this is appropriate.
- 8.44 Receipt of a direct vote from a member has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy, attorney or representative made by the Member under an instrument received by the Company before the direct vote was received.

Withdrawal of direct vote

- 8.45 A direct vote received by the Company:
- 8.45.1 may be withdrawn by the relevant Member by written notice received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and
 - 8.45.2 is automatically withdrawn if:
 - (a) the relevant Member attends the meeting in person (including, in the case of a body corporate, by representative);

- (b) the Company receives from the relevant Member a further direct vote or direct votes (in which case the most recent direct vote is, subject to this rule, counted in lieu of the prior direct vote); or
- (c) the Company receives, after the Member's direct vote is received, an instrument under which a proxy, attorney or representative is appointed to act for the Member at the meeting under rule 9.3.

A direct vote withdrawn under this rule is not counted.

Vote not affected by death, etc. of a Member

8.46 A direct vote received by the Company is valid even if, before the meeting, the Member:

- 8.46.1 dies or becomes mentally incapacitated;
- 8.46.2 become bankrupt or an insolvent under administration or is wound up; or
- 8.46.3 where the direct vote is cast on behalf of the Member by an attorney, revokes the appointment of the attorney or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

9 Proxies and representatives

Proxies and representatives of Members

- 9.1 At general meetings, each Voting Member may vote in person or by proxy or by attorney.
- 9.2 Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Voting Member, has all the powers of a Voting Member, except where expressly stated to the contrary.

Appointment of proxies

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

Authority of proxies

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

Verification of proxies

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

Validity of proxies

- 9.10 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this Constitution.
- 9.11 A vote cast in accordance with the terms of a proxy document or power of attorney is valid, even if before it was cast the appointor:
- 9.11.1 died;
 - 9.11.2 became of unsound mind; or
 - 9.11.3 revoked the power,
- unless any written notification of the above matters was received at the Office before the relevant meeting or adjourned meeting.

DIRECTORS

10 Appointment and retirement of directors

Principles regarding Directors

- 10.1 The Board should try to obtain expertise in those areas which are considered necessary or desirable by the Board from time to time.
- 10.2 The Board may create its own rules for the election of Directors; in the absence of any rules to the contrary, the voting system will be preferential and the process will be given over to an independent party.

Number of Directors

- 10.3 Unless otherwise determined by the Members at a general meeting:
- 10.3.1 the Board consists of not less than 5 nor more than 9 Directors;

- 10.3.2 the Board must be comprised of a majority of non-Member Directors;
 - 10.3.3 the SAC Chair will be appointed as a Director if:
 - (a) the Board has approved that person's appointment as the SAC Chair; and
 - (b) that person consents to act as a director of the Company in the form prescribed under the Corporations Act;
 - 10.3.4 the Voting Members may elect no less than 2 other Directors in accordance with this Constitution; and
 - 10.3.5 the Directors must appoint additional Directors in accordance with rule 10.4 to attain at least the minimum number of Directors.
- 10.4 The Company may, by ordinary resolution in a general meeting, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

Directors may also appoint Directors

- 10.5 The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. However, the total number of Directors may not exceed the number fixed in accordance with this Constitution.
- 10.6 A Director appointed to fill a casual vacancy holds office until the next annual general meeting, and additional Directors appointed by the Directors hold office for the period specified at the time of their appointment, but only to a maximum of three years. In both cases, the Director is then eligible for election or appointment.
- 10.7 An additional Director appointed by the Directors pursuant to rule 10.4 and the SAC Chair must not be taken into account in determining the Directors who are to retire by rotation at a general meeting.

Retirement of Directors

- 10.8 At each annual general meeting of the Company following the first annual general meeting the following Directors must retire from office:
 - 10.8.1 one third of the Directors (subject to rule 10.6) or, if their number is not three or a multiple of three, then the number nearest one third; and
 - 10.8.2 any other Director, except a managing Director, who has been in office for three years or more since that Director's election or last re-election as a Director.
- 10.9 The Directors to retire at an annual general meeting are those who have been longest in office since their last election. If two or more persons became Directors on the same day, those to retire must, in default of agreement, be determined by lot.
- 10.10 A Director retiring at an annual general meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as a director throughout the meeting at which that Director retires.
- 10.11 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is

the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

Removal from office

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

Vacation of office

- 10.15 The office of Director immediately becomes vacant if the Director:
 - 10.15.1 resigns by notice in writing to the Company;
 - 10.15.2 becomes bankrupt or compounds with his or her creditors or assigns his estate for the benefit of his or her creditors;
 - 10.15.3 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;
 - 10.15.4 is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of three months and the Board resolves that the office of that Director be vacated;
 - 10.15.5 is prohibited by the Corporations Act from continuing as a Director;
 - 10.15.6 is removed under the provisions of this Constitution or the Corporations Act.

11 Powers of directors

- 11.1 The Directors may exercise all those powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

12 The Board

The Role of the Board

- 12.1 Subject to the exercise by the Board of the powers contained in this Constitution, the Board manages the Company and directs the affairs of the Company.

Relationship with the Scientific Advisory Committee

- 12.2 In the absence of some manifest error, the Board should accept the scientific assessments and recommendations of the Scientific Advisory Committee in relation to an existing or future Study.
- 12.3 In considering an existing or future Study, the Board must consider all other relevant matters.

13 Proceedings of directors

Convening of Directors' meetings

- 13.1 A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors.
- 13.2 Subject to this Constitution, the Directors may meet together, adjourn and regulate their meetings as they think fit.

Frequency of Directors' meetings

- 13.3 The Board must meet at least four times per financial year at such place and time as the Board may determine.

Notice of Directors' meetings

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

Mode of meeting for Directors

- 13.6 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum at Directors' meetings

- 13.7 No business may be transacted at a meeting of Directors unless a quorum of directors is present at the time the business is dealt with.
- 13.8 Unless the Directors decide otherwise, four Directors constitute a quorum.
- 13.9 If there is a vacancy in the office of a Director, the remaining Directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of Directors to a number sufficient to constitute a quorum or to call a general meeting of the Company.

Decisions of the Board

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

Appointment of chairperson of Directors

- 13.11 The Directors may elect a Director to chair their meetings and determine the period for which the person elected is to hold office.
- 13.12 If a chairperson has not been elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one of their number to chair the meeting.

Chairperson's vote at Directors meetings

13.13 The chairperson has a second or casting vote at meetings of Directors.

Participation where Directors interested

13.14 A Director is not disqualified from contracting with the Company in any respect, merely because of being a Director.

13.15 Subject to rule 7.3, a Director or a body or entity in which a Director has a direct or indirect interest may:

13.15.1 enter into any agreement or arrangement with the Company;

13.15.2 hold any office or place of profit in the Company, except that of auditor;

13.15.3 act in a professional capacity other than as auditor for the Company, and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

13.16 A Director may do any of the above despite the fiduciary relationship of the Director's office:

13.16.1 without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and

13.16.2 without affecting the validity of an contract or arrangement.

13.17 A Director who has a material personal interest in a matter that is being considered at a Director's meeting must:

13.17.1 disclose any such material personal interest, and must not:

13.17.2 be present while the matter is being considered at the meeting; or

13.17.3 vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

13.17.4 be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;

13.17.5 sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement;

13.17.6 vote in respect of, or in respect of any matter arising out of, the contact or arrangement or proposed contract or arrangement.

13.18 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

- 13.19 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

Validity of acts of Directors

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

Minutes

- 13.21 The Directors must cause minutes to be made of:
- 13.21.1 the names of Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
 - 13.21.2 all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - 13.21.3 all resolutions passed by Directors in accordance with rule 13.23;
 - 13.21.4 all appointments of officers;
 - 13.21.5 all orders made by the Directors and Directors' committees; and
 - 13.21.6 all disclosures of interests made under rules 13.13.
- 13.22 The Directors must cause all minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

Resolution in writing

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

Form of resolution in writing

- 13.24 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- 13.25 In relation to a resolution in writing a document generated by electronic means which purports to be an exact copy of a resolution of Directors is to be treated as a resolution in writing and a document bearing an exact copy of a signature is to be treated as signed.

SECRETARY AND OTHER OFFICERS

14 Officers

Secretary

- 14.1 The Directors may appoint one or more Secretaries and may at any time terminate the appointment or appointments. The Directors may determine the terms and conditions of appointment of a Secretary, including remuneration. Any one of the Secretaries may carry out any act or deed required by this Constitution, the Corporations Act or by any other statute to be carried out by the secretary of the Company.

COMMITTEES

15 Directors Committees

Delegation of powers to committee

- 15.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees consisting of Directors or other persons as they think fit to act in Australia or elsewhere.
- 15.2 The Directors may at any time revoke any delegation or power to a committee.
- 15.3 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 15.4 A committee may be authorised to sub-delegate all or any of the powers for the time powers for the time being vested in it.
- 15.5 Rule 13.6 applies to meetings of Directors' committees as if all committee members were Directors.

Proceedings of committees

- 15.6 Except as provided in a direction of the Directors, the meetings and proceedings of a committee formed by the Directors must be governed by the provisions of this Constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Directors.

Election of SAC Representatives

- 15.7 Unless otherwise determined by the Members at a general meeting the Scientific Advisory Committee consists of not less than 7 nor more than 10 representatives (**Representatives**), each elected by Voting Members at a general meeting.

Rotation of SAC Representatives

- 15.8 Each calendar year at a general meeting of the Company (not necessarily the annual general meeting), the following Representatives must retire from office:
- 15.8.1 one third of the Representatives or, if their number is not three or a multiple of three, then the number nearest one third; and

- 15.8.2 any other Representative who has been in office for three years or more since that Representative's election or last re-election as a Representative.
- 15.9 The Representatives to retire at the relevant general meeting are those who have been longest in office since their last election. If two or more persons became Representative on the same day, those to retire must, in default of agreement, be determined by lot.
- 15.10 A Representative may retire from office by giving notice in writing to the Company of that Representative's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

Directors' powers paramount

- 15.11 Rules 15.7, 15.8, 15.9 and 15.10 apply subject to rules 15.1 to 15.6.

INDEMNITY AND INSURANCE

16 Indemnity and insurance

Indemnity

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

Insurance premiums

- 16.2 The Company may pay the premium on a contract insuring a person who is or has been an Officer to the fullest extent permitted by law.
- 16.3 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

SEALS

17 Seals

Custody of Seal

- 17.1 If the Company has one, the Directors must provide for the safe custody of the Seal.

Execution of documents

- 17.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
- 17.2.1 By two Directors.
- 17.2.2 By a Director and the Secretary.

- 17.2.3 By a Director and some other person appointed by the Directors for the purpose.
- 17.3 The Company may execute a document without the use of a seal as permitted under the Corporations Act.

Official seals

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

18 Surplus assets on winding up or dissolution

- 18.1. Subject to rule 18.3, upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or company which satisfies all of the following requirements:
- 18.1.1. It has objects similar to the objects of the Company.
- 18.1.2. Its constituent documents prohibit the distribution of its income and property amongst its members on terms substantially to the effect of rule 7.
- 18.2. This is to be determined by the Members at or before the time of winding up or dissolution of the Company and, in default of any determination, by the Supreme court of Victoria.
- 18.3. If at any time, the Company is wound up or dissolved, or if its endorsement by the ATO as a deductible gift recipient is revoked, the following assets remaining after the payment of the Company's debts or liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
- 18.3.1. gifts of money or property for the principal purpose of the organisation;
- 18.3.2. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- 18.3.3. money received by the organisation because of such gifts and contributions.

ACCOUNTS

19 Accounts, audit and records

Accounts

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

Audit

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

INSPECTION OF RECORDS

Rights of Inspection

- 19.3 Subject to the Corporations Act the Directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

NOTICES

20 Notices

Persons authorised to give notices

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

Method of giving notices

- 20.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this Constitution may be given to the addressee by any of the following means:
- 20.3.1 By delivering it to a street address of the addressee.
 - 20.3.2 By sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee.
 - 20.3.3 By sending it by facsimile or email to the facsimile number or email address of the addressee.

Addresses for giving notices to Members

- 20.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 20.5 The facsimile number or email address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or email address to which notices may be sent to the Member.

Address for giving notices to the Company

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

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

Time notice of meeting is given

- 20.8 A notice of meeting given in accordance with this Constitution is to be taken as given, served and received at the following times:
- 20.8.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 20.8.2 If it is sent by post to the street or postal address of the addressee, on the business day after posting.
 - 20.8.3 If sent by facsimile or email to the facsimile number or email address of the addressee, on the next business day after its despatch.

Time other notices are given

- 20.9 A notice from the Company properly addressed and posted is taken to be given and received on the day after the day of its posting.
- 20.10 A notice sent or given by facsimile or email:
- 20.10.1 is taken to be effected by properly addressing and transmitting the fax or other electronic transmission; and
 - 20.10.2 is taken to have been given and received on the day of its transmission.
- 20.11 Where a given number of days' notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

Proof of giving notices

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

Persons entitled to notice of meeting

- 20.13 Notice of every general meeting must be given by a method authorised by this Constitution to all of the following persons:
- 20.13.1 Every eligible Member.
 - 20.13.2 Every Director.
 - 20.13.3 The auditor for the time being of the Company, if any.
- 20.14 No other person is entitled to receive notices of general meetings.

21 Definitions and Interpretation

Definitions

21.1 In this document the following definitions apply:

Associate Member is a person that satisfies the requirements of rule 3.4.1.

auditor means the Company's auditor (if any).

Board means the board of Directors of the Company.

Community Member is a person that satisfies the requirements of rule 3.4.2.

Company means Australasian Leukaemia and Lymphoma Group ACN 066 593 100.

Constitution means the constitution of the Company, as amended from time to time.

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

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

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

Full Member is a person that satisfies the requirements of rule 3.4.3.

general meeting means a meeting of the Members and (where applicable) includes an annual general meeting.

Life Member is a person that satisfies the requirements of rule 3.4.4.

Member means a person whose name is entered in the Register as a member of the Company.

month means calendar month.

Office means the registered office of the Company.

Officer means Secretary or Director of the Company.

Policies means the policies of the Board which are so named or identified from time to time.

Principal Investigator has the same meaning as in the Policies (if any), and is the person responsible for the conduct of a Study at a site.

Protocol means the document which describes the objectives, design, methodology, statistical considerations and organisation of a Study

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

SAC Chair means the chairperson of the Scientific Advisory Committee

Scientific Advisory Committee means the committee established by the Directors to facilitate and conduct research into blood cancers, their causes, management and treatment.

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

Secretary means a person appointed to perform the duties of a secretary of the Company and includes any assistant or acting secretary.

Study means an investigation in accordance with a Protocol, research and trials conducted by a Principal Investigator and sponsored by the Company.

Termination Event means the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.

Voting Members means any Member (or class of Member) that is entitled to vote and at the date this Constitution takes effect, includes any:

- (a) Full Member; and
- (b) Life Member.

Interpretation

21.2 In this Constitution, unless the context otherwise requires:

21.2.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this Constitution.

21.2.2 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.

21.2.3 A reference to a rule, part, schedule or attachment is a reference to a rule, part, schedule or attachment of or to this Constitution.

21.2.4 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

21.2.5 A word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender indicates the other genders.

21.2.6 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.

21.2.7 A reference to 'dollars' or '\$' means Australian dollars.

21.2.8 References to the word 'include' or 'including' are to be interpreted without limitation.

21.2.9 A reference to a time of day means that time of day in the place where the Office is located.

21.2.10 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.

21.2.11 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.

- 21.2.12 A term of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the document

- 21.3 A reference to this Constitution, where amended, means this Constitution as so amended.

Replaceable rules

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

Application of Corporations Act

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

Exercise of powers

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