

Constitution of Cystic Fibrosis
New South Wales
(ABN 53 002 522 241)

The Corporations Act
A public company limited by guarantee
Registered in New South Wales

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Constitution of Cystic Fibrosis New South Wales, a public company limited by guarantee (the **Company**).

General

1. Definitions

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

Chair means the person occupying the position of Chair or acting Chair of the Directors in relation to a general meeting under Rule 12.

Chief Executive Officer means the chief executive appointed by the Directors under Rule 35.

Committee Member means a person appointed to a committee established under Rule 43.

Constitution means this constitution as amended.

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

Cystic Fibrosis includes the conditions known as mucoviscidosis, fibrocystic disease of the pancreas and pancreatic steatorrhoea.

Deductible Gift Recipient has the meaning given in the Tax Act.

Direct Vote means a notice of a Member's voting intention delivered to the Company by post, fax, electronic or other means approved by the Directors and otherwise in accordance with this Constitution and regulations, rules and procedures made by the Directors in accordance with Rule 22(a).

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

Financial Year means the financial year of the Company, ending on 31 March of each year.

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

Member means a person admitted to the membership of the Company in accordance with the provisions of this Constitution.

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

person and words importing persons means any person including partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by law as well as individuals.

President means the person occupying the position of President or Vice President of the Directors under Rule 40.

Rules means the rules set out in this Constitution, as amended.

Secretary means a person appointed as, or to perform the duties of, a secretary of the Company in accordance with this Constitution.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth).

2. Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise.

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

3. Replaceable Rules

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

4. Actions authorised under the Corporations Act and compliance with the Corporations Act

Where the Corporations Act authorises or permits a company to do any matter or thing if so authorised by its constitution, the Company is and will be taken by this Rule to be authorised or permitted to do that matter or thing, despite any other provisions of this Constitution.

5. Transitional

- (a) This Constitution supersedes the constitution in force immediately before the adoption of this Constitution.
- (b) Everything done under any previous constitution of the Company continues to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution. In particular (without limitation) every Director,

alternative Director, office-bearer, committee member, manager, coordinator and secretary in office immediately before the adoption of this Constitution is taken to have been appointed and continues in force under this Constitution.

6. Objects

6.1 Objects of the Company

The objects of the Company are to:

- (a) fund, assist in funding and generally to support research into Cystic Fibrosis and the study of problems peculiar to those affected by the condition;
- (b) advance and improve the early diagnosis, treatment, care, education, training, recreation, employment and general welfare of persons suffering from Cystic Fibrosis;
- (c) provide support and encouragement for the families of persons suffering from Cystic Fibrosis;
- (d) promote public awareness and understanding of Cystic Fibrosis and the problems associated with the condition;
- (e) co-ordinate and organise competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection with the competitions provided that no Member is eligible for any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company;
- (f) subscribe to, become a Member of and co-operate with or amalgamate with any other association or organisation, being a registered or exempted charity, whether incorporated or not, whose objects are similar to those of the Company with the exception of any organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as that imposed on the Company under or by virtue of Rule 6.2;
- (g) buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the Members or others frequenting the Company premises;
- (h) purchase, lease, exchange, hire or otherwise acquire any lands, building, easements or property and any rights or privileges which may be requisite for the fulfilment of these objectives;
- (i) make grants to or in aid of, make donations or give assistance to and make contracts with such individuals, trusts, corporations, associations, societies, institutions or other organisations, in pursuit of the above objects;
- (j) encourage and co-ordinate communication, collaboration and co-operation between government, community organisations and the business community, in pursuit of the above objects;
- (k) collect funds and solicit, review and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations,



societies, institutions and other organisations or authorities and from government and public bodies and otherwise borrow or raise funds for the pursuit of the above objects;

- (l) obtain from any government or authority, whether federal or state, local or otherwise (and enter into any arrangements with any such government or authority for the purpose of obtaining) any rights, privileges and concessions which the Company may think it desirable to obtain for the pursuit of the above objects, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions; and
- (m) do all other things which the Directors may decide from time to time is conducive to the attainment of, and which is not inconsistent with, the above objects.

6.2 Application of income and property to objects

- (a) Subject to Rule 6.2(b), the profits (if any) and other income and assets of the Company must be applied solely towards the promotion of the objects of the Company set out in Rule 6.1, and no portion of the profits, income and assets may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, interest, bonus, distribution in kind or otherwise.
- (b) Nothing in Rule 6.2(a) prevents any payment in good faith by the Company of:
 - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied in the ordinary and usual course of business to the Company, including without limitation:
 - (A) reasonable and proper rent for premises let or demised by a Member to the Company; or
 - (B) money payable to a Member or that person's firm or employer in respect of the provision of legal, accounting or other professional services to the Company, where the provision of that service has been approved in advance by the Directors and where the amount payable is not more than a commercially reasonable amount for that service; or
 - (ii) interest on money borrowed from a Member, at a rate not exceeding the standard base rate charged by the Company's principal banker to corporate customers from time to time for overdraft loans in excess of \$100,000 calculated on a daily basis and a year of 365 days.

Membership

7. Membership

7.1 Members of the Company

- (a) The Members are those persons admitted to the membership of the Company whose names are entered into the Company's register of Members.
- (b) Two or more persons cannot be registered as holding a single membership interest, whether as joint tenants or as tenants in common.
- (c) The number of Members of the Company is 661, but the Directors may from time to time register an increased number of Members.

7.2 Limited liability of Members

The liability of the Members of the Company is limited.

7.3 Members' liability on winding up

Each Member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company and of the costs, charges and expenses of winding up, such amount as may be require not exceeding \$2.00.

7.4 Admission as a Member

- (a) A person who wants to apply for membership must be over the age of sixteen years.
- (b) Applicants for membership must apply in the form and manner decided by the Directors from time to time.
- (c) After the receipt of an application for membership, the Directors, or a delegate approved by the Directors, must consider the application and decide whether to admit or reject the admission of the applicant. The Directors or the delegate need not give any reason for rejecting an application.
- (d) If the applicant does not pay the applicable membership fee, if any, within 21 days after the date on which the applicant is notified that the membership fee is payable, the Directors or the delegate may, in their absolute discretion, cancel the acceptance of the applicant's application for membership.
- (e) When the Company receives payment from the applicant of the applicable membership fee or, if there is no membership fee, when the Directors or the delegate decide to admit the applicant as a Member, the applicant will be registered in the Company's register of Members and will immediately become a Member.



7.5 Categories of Members

- (a) There may be a class of Members known as Ordinary Members. Ordinary Members are persons who have applied in the correct form and whose applications have been approved by the Directors or the delegate under Rule 7.4.
- (b) There may be a class of Members known as Life Members. Life Members are persons whom the Directors determine have given such outstanding service to the Company, or have contributed to the furtherance of the objects of the Company, that they should be invited to accept life membership and who accept.
- (c) The Directors from time to time may appoint a person of distinction in the community to be a Patron of the Company.
- (d) In addition the Directors may from time to time appoint any number of such persons to be vice-Patrons.
- (e) Subject to the Corporations Act, the Company in general meeting may:
 - (i) prescribe different classes of Members with preferred, deferred or other special rights, privileges, obligations or otherwise, and vary or cancel the rights, privileges, obligations or otherwise attached to a class and reclassify existing Members;
 - (ii) prescribe conditions for eligibility for membership and amend or revoke those conditions; and
 - (iii) prescribe procedures for applying for membership and amend or revoke those procedures,as the Company in general meeting may determine.

7.6 Expiration of membership

All membership expires at the end of the Company's financial year with the exception of Life Members.

7.7 Membership fees

- (a) The Directors may from time to time, in their absolute discretion, determine a membership fee for any class of Members (which may be a different amount to that payable by any other class of Members) and the terms of payment of such membership fees. Subject to Rule 7.7(b), until the Directors have resolved otherwise, the annual membership fee will be \$30.00.
- (b) Members over the age of sixteen with the medical condition of Cystic Fibrosis shall not be required to pay any membership fees.
- (c) If a membership fee has been set for a particular class of Members, each Member of that class must pay the membership fee.
- (d) The Directors may in their absolute discretion vary the amount of any membership fee.



7.8 Non-payment of membership fee

- (a) If any membership fee of a Member remains unpaid for a period of 2 calendar months after it becomes due, the Secretary may give notice to the Member of that fact.
- (b) If any membership fee remains unpaid more than 14 days after the date of the notice given under Rule 7.8(a), the Directors may cancel the Member's membership and remove the Member's name from the register of Members, provided that the Directors may reinstate the Member on payment of all arrears outstanding.

7.9 Misconduct of a Member

- (a) The Directors may expel from the Company any Member:
 - (i) who does not comply with the provisions of this Constitution;
 - (ii) whose conduct in the opinion of the Directors is prejudicial to the interests of the Company; or
 - (iii) at the written request of at least 75% of Members,and remove the Member's name from the register.
- (b) At least 21 days before the Directors meet to expel a Member the Directors must send a notice to the Member which states:
 - (i) all relevant information, including any allegations against the Member;
 - (ii) the proposed resolution for the Member's expulsion;
 - (iii) that the Member has an opportunity to address the meeting either orally or in writing; and
 - (iv) that the Member may elect to have the question of expulsion dealt with by the Company in general meeting, with the notice of meeting to enclose a copy of the notice sent to the relevant Member and such relevant information as the Member reasonably requests, provided that the Member notifies the Secretary in writing, at least 48 hours before the meeting at which the resolution is to be considered by the Directors.
- (c) The Company must expel a Member and remove the Member's name from the register where:
 - (i) a general meeting is held to expel a Member; and
 - (ii) a resolution is passed at the meeting for the expulsion of the Member by a majority of no less than two-thirds of those present and voting (such voting will be by ballot).

7.10 Ceasing to be a Member

A Member's membership of the Company will automatically cease:

- (a) in the case of a Member who is a natural person, on the date that:
 - (i) the Member dies; or

- (ii) the Member becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (iii) the Member becomes a person whose estate or assets are liable to be dealt with in any way under the laws relating to mental health;
 - (iv) the Member becomes bankrupt;
 - (v) the Member is convicted of an indictable offence; or
- (b) in the case of a Member which is a body corporate, on the date that:
- (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up or deregistration of the Member.
- (c) A Member may resign at any time by giving written notice to the Secretary. The Member will continue to be liable for any annual membership fees and all arrears due and unpaid at the date of the resignation.

7.11 Liability after a person ceases to be a Member

A person who ceases to be a Member must pay to the Company:

- (a) all membership fees or other amounts owing to the Company which are due and unpaid at the date that the person ceases to be a Member; and
- (b) amounts which the Member is liable to pay under Rule 7.3.

7.12 Registers of Members

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Directors.

7.13 Address of Members

Every Member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.

Annual General Meetings

8. Annual General Meetings

- (a) The Company must, at least once in each calendar year and within the period of five months after the end of each Financial Year, convene an annual general meeting in accordance with the provisions of the Corporations Act.
- (b) The Directors may determine the date, time and place of the annual general meeting of the Company.
- (c) The notice convening the annual general meeting of the Company must specify that the meeting is an annual general meeting.



- (d) The ordinary business of the annual general meeting of the Company includes:
 - (i) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (ii) to receive and consider the accounts and reports required by the Corporations Act to be laid before each annual general meeting;
 - (iii) to elect Directors;
 - (iv) when relevant, to appoint an auditor and to fix the auditor's remuneration; and
 - (v) to transact any other business that, under this Constitution or the Corporations Act, is required to be transacted at any general meeting. The business of an annual general meeting may also include any other business that may be transacted at a general meeting.
- (e) The annual general meeting of the Company may conduct any special business of which notice has been given in accordance with these Rules.

General Meetings

9. General Meetings

9.1 Power to call a general meeting

Three Directors may convene a general meeting of the Company whenever that Director thinks fit.

9.2 Power to cancel or postpone a general meeting

Any Director may cancel or postpone any meeting convened by that Director by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

9.3 Right of others to attend general meeting

Any person (whether a Member or not) requested by the Directors to attend any general meeting is entitled to be present and, at the request of the Chair of the meeting, to speak at that general meeting.

10. Notice of General Meetings

10.1 Notice

Where the Directors have called a general meeting, notice of the meeting may be given in the form and manner in which the Directors determine. A notice of a general meeting is to specify the place and time of the meeting, the general nature of the business to be transacted at the meeting and any other matters required by the Corporations Act.

10.2 Non-receipt of notice

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

10.3 Business of general meetings

Unless all Members are present as Members Present and agree otherwise, the only business to be transacted at a general meeting will be that set out in the notice.

11. Quorum

11.1 Requirement for a quorum

No business may be transacted at any general meeting except, subject to Rule 12, the election of the Chair of the meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.

11.2 Number for a quorum

Except as otherwise provided in this Constitution, six Members Present constitutes a quorum.

11.3 No quorum

- (a) If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Chair of the meeting or the Directors adjourn the meeting to a date, time and place determined by the Chair of the meeting or the Directors.
- (b) If no quorum is present at any adjourned meeting within 30 minutes after the time appointed for the meeting, the meeting is dissolved.



12. Conduct of Meetings

12.1 Chair of general meetings

Subject to Rule 12.2, the Chair or, in the Chair's absence, the deputy Chair is entitled to preside as Chair at every general meeting.

12.2 Absence of Chair

Where a general meeting is held and:

- (a) there is no Chair or deputy Chair; or
- (b) the Chair or deputy Chair is not present within 15 minutes after the time appointed for the meeting or does not wish to act as Chair of the meeting,

the Directors present may choose one of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Members Present may elect one of their number to be Chair of the meeting.

12.3 Conduct of general meetings

- (a) The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the Chair of the meeting.
- (b) The Chair of the meeting may make rulings without putting the question (or any question) to the vote if the Chair of the meeting considers action is required to ensure the orderly conduct of the meeting.
- (c) The Chair may require the adoption of any procedures that are in the Chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the company, whether on a show of hands or on a poll.
- (d) The Chair or a person acting with the Chair's authority may require any person who wishes to attend the meeting to comply with searches, restrictions or other security arrangements the Chair or a person acting with the Chair's authority considers appropriate.
- (e) The Chair or a person acting with the Chair's authority may refuse entry to any person who does not comply with the arrangements, any person who possesses a recording or broadcasting device without the consent of the Chair or a person acting with the Chair's authority, or any person who possesses an article which the Chair or person acting with the Chair's authority considers to be dangerous, offensive or liable to cause disruption.
- (f) At any time the Chair of the meeting considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chair of the meeting may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.

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

13. Acting Chair

- (a) If during any general meeting the Chair acting under Rule 12 is unwilling to Chair any part of the proceedings, the Chair may withdraw during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chair of the meeting during the relevant part of the proceedings. On the conclusion of the relevant part of the proceedings the acting Chair is to withdraw and the Chair is to resume to Chair the meeting.
- (b) Where an instrument of proxy appoints the Chair as proxy for the part of the proceedings for which an acting Chair has been nominated, the instrument of proxy is taken to be in favour of the acting Chair for the relevant part of the proceedings.

14. Adjournments

- (a) During the course of a general meeting, the Chair of the meeting may, and if so directed by the meeting must, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Chair of the meeting.
- (b) If the Chair of the meeting exercises a right of adjournment of a meeting under Rule 14(a), the Chair of the meeting has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the Chair of the meeting exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.



15. Voting at General Meetings

- (a) The Chair may determine that any question to be submitted to a general meeting be determined by a poll without first submitting the question to the meeting to be decided by a show of hands.
- (b) Unless the Chair makes the determination referred to in Rule 15(a), each question submitted to a general meeting is to be decided in the first instance by a show of hands.
- (c) Unless a poll is demanded, a declaration by the Chair of the meeting following a vote on a show of hands that a resolution has been passed or lost is conclusive, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) A poll may be demanded by a Member in accordance with the Corporations Act (and not otherwise) or by the Chair of the meeting. No poll may be demanded on the election of a Chair of a meeting or, unless the Chair of the meeting otherwise determines, the adjournment of a meeting. A demand for a poll may be withdrawn.
- (e) The Directors may, subject to law, determine that, at any meeting of Members, a Member who is entitled to attend and vote at that meeting is entitled to give their vote by Direct Vote.

16. Special Meetings

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

17. Procedure for Polls

- (a) When demanded, a poll may be taken in the manner and at the time the Chair of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the Chair of the meeting considers appropriate.
- (c) The result of the poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. Subject to Rules 14 and 15(d), a poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.



18. Casting Vote

In the case of an equality of votes on a show of hands or on a poll, the Chair of the meeting does not have a casting vote in addition to any vote to which the Chair of the meeting may be entitled as a Member or as a proxy, attorney or properly appointed representative of a Member.

19. Representation and Voting of Members

Subject to this Constitution and any rights or restrictions for the time being placed on any Member:

- (a) at meetings of Members or classes of Members each Member entitled to attend and vote may:
 - (i) attend and vote in person; or
 - (ii) be represented and vote by proxy, by attorney or (where the Member is a body corporate) by representative; or
 - (iii) if a determination has been made by the Directors in accordance with Rule 15(e), vote by Direct Vote;
- (b) a Member may only vote by one of the permitted methods in Rule 19(a), without limiting Rules 23(c) and 25(a), a Member may attend and participate in a meeting even though the Member has previously appointed a proxy or attorney, or has given a Direct Vote, in respect of that meeting;
- (c) on a show of hands in respect of a resolution:
 - (i) subject to Rules 19(c)(ii) and 19(c)(iii), each Member Present has one vote;
 - (ii) where a Member has appointed more than one person as representative, proxy or attorney for the Member, none of the representatives, proxies or attorneys is entitled to vote; and
 - (iii) where a person is entitled to vote in more than one capacity, that person is entitled only to one vote; and
 - (iv) a Direct Vote is not counted; and
- (d) on a poll in respect of a resolution, subject to Rules 19(b) and 25:
 - (i) every Member Present; and
 - (ii) if a determination has been made by the Directors in accordance with Rule 15(e), every Member who gives a Direct Vote,
having the right to vote on the resolution:
 - (iii) has one vote; and
 - (iv) in respect of every Member who gives a Direct Vote, their vote is treated as if the Member cast the vote in the poll at the meeting, and must be counted accordingly.

20. Restriction of Voting Rights

A Member is not entitled to attend or vote at a general meeting or to be counted for the purpose of constituting a quorum unless all membership fees presently payable by the Member have been paid.

21. Form of Proxy

- (a) A Member who is entitled to attend and vote at a meeting of the Company may appoint one person as a proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise. A proxy appointed in accordance with the Corporations Act to attend and vote may exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act but not otherwise.
- (b) A form of appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) which the Directors may prescribe or accept.
- (c) Any appointment of proxy under this Rule 21 which is incomplete may be completed by the Secretary on the authority of the Directors and the Directors may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.
- (d) Where a notice of meeting provides for electronic lodgement of proxies, a proxy lodged at the electronic address specified in the notice is taken to have been received at the registered office and validated by the Member if there is compliance with the requirements set out in the notice.
- (e) A proxy need not be a Member.
- (f) The instrument appointing a proxy may be in the following form or in a common or usual form:

Cystic Fibrosis New South Wales

I _____ of _____
being a Member of Cystic Fibrosis New South Wales
hereby appoint _____ of _____
or failing him _____ of _____
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the organisation, to be held on the _____ day
of _____ 20____ and at any adjournment thereof.

My proxy is hereby authorised to vote "in favour of/*against the following resolutions:

Signed this _____ day of _____ 20____ .

Note. In the event of the Member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

22. Form of Direct Vote

- (a) The Directors may, subject to this Constitution, prescribe regulations, rules and procedures in relation to the giving of Direct Votes (including specifying the form, method and timing of giving a Direct Vote at or for the purposes of a meeting in order for the vote to be valid) and for revoking a Direct Vote. Without limitation, such regulations, rules and procedures may permit a Member to give a Direct Vote prior to the relevant meeting. The Directors must specify in the notice of meeting, or in any document accompanying the notice of meeting or otherwise made available to Members for the purpose of the meeting, the form, method and timing of giving a Direct Vote in order for the Direct Vote to be valid.

23. Validity of Proxies, Attorneys and Representatives

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
- (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,
- if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit or specified by the Corporations Act) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.
- (b) A proxy or attorney is not revoked by the principal attending and taking part in the relevant meeting unless the principal instructs the company prior to the meeting that the Member wishes to vote in person and actually votes at the meeting on any or all of the resolutions to be put before the meeting, in which case the proxy or attorney is revoked entirely for that meeting.
- (c) Voting instructions given by a Member to a Director or employee of the Company who is appointed as proxy (**Company Proxy**) are valid only if contained in the form of appointment of the Company Proxy or in the case of new instructions or variations to earlier instructions, the new or varied instructions are only valid if either they are received at the registered office of the Company at least 48 hours before the meeting or adjourned meeting by a notice in writing signed by the Member or they are otherwise validated by the Member in a manner acceptable to the Directors in their discretion prior to the commencement of the meeting.



24. Where Proxy is Incomplete

- (a) No instrument appointing a proxy will be treated as invalid merely because it does not contain:
 - (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the Chair of the meeting.
- (c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

25. Validity of Direct Votes

Where the Directors determine that, at a meeting of Members, Members will be entitled to vote by Direct Vote, the following provisions apply:

- (a) a Direct Vote by a Member is not revoked by the Member attending the meeting unless the Member instructs the Company prior to the meeting that the Member wishes to vote in person on any or all of the resolutions to be put before the meeting, in which case the Direct Vote by the Member is revoked;
- (b) a Direct Vote by a Member is automatically revoked if the Company receives a further valid Direct Vote from the Member;
- (c) a Direct Vote by a Member is automatically revoked if, after the Direct Vote is received, the Company receives a valid instrument of proxy in respect of that Member for the relevant meeting;
- (d) a Direct Vote by a Member revokes the authority of a previously provided instrument of proxy, power of attorney or other relevant instrument of appointment in respect of that Member for the relevant meeting;
- (e) a Direct Vote by a Member is valid even if prior to the vote being counted:
 - (i) the Member becomes of unsound mind or dies;
 - (ii) subject to paragraph (a), the Member wishes to change their vote; or
 - (iii) where the Direct Vote is given on behalf of the Member by an attorney, the appointment of the attorney or the authority under which the appointment was made is revoked,

if no notice in writing of the relevant event has been received by the Company at its registered office at least 48 hours (or any shorter period as the Directors may permit or specified by the Corporations Act) before the commencement of the meeting or adjourned meeting to which the Direct Vote relates; and

- (f) if the Chair of the meeting determines it is appropriate, a Direct Vote by a Member on a resolution is taken to be a Direct Vote on the resolution as amended.

Directors

26. Number of Directors

The number of Directors (not including alternate Directors) must not be less than three and not more than twelve unless otherwise determined by general meeting.

27. Appointment and Removal

- (a) The majority of the Members of the Company having the right to vote at all general meetings of the Company may appoint any person (subject to Rule 28 and Rule 29) to be a Director to fill a vacancy or as an addition to the existing Directors or remove a Director from office.
- (b) Any Director appointed under Rule 27(a) automatically retires from office at the conclusion of the third annual general meeting of the Company after such Director was appointed or re-appointed, but is eligible for re-election by that annual general meeting.
- (c) The number of Directors must be the number, not being less than three, that the Directors may determine but the Directors may not reduce the number below the number of Directors in office at the time of the reduction. All Directors are to be natural persons.
- (d) The Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to the board of Directors. Any Director appointed under this Rule 27(d) may hold office only until the end of the next annual general meeting of the company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.
- (e) Any existing Director will be elected for 3 years at the first annual general meeting after the adoption of the Constitution.

28. Term of appointment

- (a) A Director must retire from office at the conclusion of the third annual general meeting held after such Director was appointed or re-appointed.
- (b) Subject to Rule 29, a Director retiring under this Rule 28 is eligible for reappointment.

29. Qualification of Directors

Each Director must be a Member.

30. Remuneration

- (a) The Directors will not be paid any remuneration for their services as Directors.
- (b) The expression **remuneration** in this Rule does not include any amount which may be paid by the Company under any of Rules 30(c), 32 and 52.
- (c) With the approval of the Directors, each Director is entitled to be paid or reimbursed for all travelling and other expenses properly incurred by them in attending and returning from any meeting of the Directors or committee of the Directors or any general meeting of the Company, or otherwise in connection with the business or affairs of the Company.
- (d) Subject to the Corporations Act, a Director may be engaged by the Company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as may be determined by the Directors.

31. Vacation of Office

- (a) In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:
 - (i) ceases to be a Member;
 - (ii) is removed from office under the provisions of the Corporations Act;
 - (iii) becomes prohibited from being a Director by reason of the operation of the Corporations Act;
 - (iv) 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;
 - (v) resigns by notice in writing to the Company;
 - (vi) is absent without the consent of the Directors from meetings of the Directors held during a continuous period of six months; or
 - (vii) dies.
- (b) The office of a Director who is an employee of the Company or any of its subsidiaries is terminated on the Director ceasing to be employed but the person concerned is eligible for reappointment or re-election as a Director of the Company, unless the Directors resolve that the person should remain a Director until the next annual general meeting, in which case that Director is treated as a retiring Director at that annual general meeting.

32. Retirement Allowance for Directors

- (a) Subject to Rule 32(b), the Company must not pay, provide or make any payment, pension, retiring allowance or other benefit to any Director of the Company or any other person in connection with the Director's retirement, resignation from or loss of office or death while in office.



- (b) With the approval of the Directors, the Company may pay superannuation contributions for each Director to the extent necessary for the avoidance or minimisation of any penalty, charge, tax, or other impost on the Company under any applicable legislation which imposes a penalty, charge, tax or other impost on employers if a minimum level of superannuation contributions is not paid for an employee (within the meaning of the legislation), and for that purpose the Directors may establish any fund or scheme to provide payments, pensions, retiring allowance or other benefits for:
- (i) Directors, on them ceasing to hold office; or
 - (ii) any person including a person nominated by the Director, in the event of the Director's death while in office,
- and from time to time pay to the fund or scheme any sum as the Company considers necessary to provide those benefits.
- (c) The Company may authorise any subsidiary to make a similar contract or arrangement with its Directors and maintain any fund or scheme, whether or not all or any of the Directors of the subsidiary are also Directors of the Company.

33. Directors May Lend to the Company

With the approval of the Directors, any Director may lend money to the Company at interest with or without security or may, for a commission or profit, guarantee the repayment of any money borrowed by the Company and underwrite or guarantee the subscription of securities of the Company or of any corporation in which the Company may be interested without being disqualified in respect of the office of Director and without being liable to account to the Company for the commission or profit.

34. Alternate Directors

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

- (a) the appointment of the alternate Director is terminated or suspended on receipt at the registered office of notice in writing from the Director by whom the alternate Director was appointed;
- (b) the alternate Director is entitled to receive notice of meetings of the Directors and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present;



- (c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director by whom the alternate Director was appointed has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director;
- (d) the alternate Director is not (without affecting the right to be reimbursed under Rule 30(c) as if the alternate Director were a Director) entitled to receive any remuneration as a Director from the Company;
- (e) the office of the alternate Director is terminated on the death of, or termination of office by, the Director by whom the alternate Director was appointed;
- (f) the alternate Director is not to be taken into account in determining the number of Directors; and
- (g) the alternate Director is, while acting as a Director, responsible to the Company for the alternate Director's own acts and defaults and is not the agent of the Director by whom the alternate Director was appointed.

Chief Executive Officer and Powers of Directors

35. Appointment of a Chief Executive Officer

The Directors may appoint a person to the office of Chief Executive Officer for the period and on the terms as they determine. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time revoke any appointment, with or without cause.

36. Powers of Directors and Chief Executive Officer

- (a) The business of the Company is managed by the Directors, who may exercise all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting or annual general meeting of the Company.
- (b) Except for voting, the Directors may, on the terms and conditions and with any restrictions as they determine, delegate to the Chief Executive Officer any of the powers exercisable by them and may at any time withdraw, suspend or vary any of those powers conferred on the Chief Executive Officer.
- (c) The delegation of powers to the Chief Executive Officer does not prevent the exercise of those powers by the Directors.

37. Public Relations

The President and the Chief Executive Officer (or some person authorised by either of them) will be the only persons permitted to make statements on behalf of the Company to the press, radio, television or media.

38. Proceedings

38.1 Directors' meetings

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they determine.

38.2 Power to call for a Directors' meeting

- (a) Subject to Rule 38.2(b), a Director may at any time, and the Secretary upon the request of a Director must convene a meeting of Directors. A meeting of Directors may also be convened in any other manner determined by the Directors from time to time.
- (b) A meeting of Directors meeting may be called by a Director giving reasonable notice to every other Director.

38.3 Notice

Notice of meeting of the Directors may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed by all the Directors.

38.4 Quorum for Directors' meetings

Until otherwise determined by the Directors, three Directors form a quorum at a meeting of Directors.

39. Meetings by Technology

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

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

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:



- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
- (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in the one location.

40. President of Directors

- (a) The Directors may elect one of their number as their President and may decide the period for which the President is to hold office as President. References to the President in this Constitution include, in the absence of the President, the Vice President (unless the context otherwise requires).
- (b) Where a meeting of Directors is held and:
 - (i) a President has not been elected as provided by Rule 40(a); or
 - (ii) the President is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,the Directors present may elect one of their number to be Chair of the meeting.

41. Directors' Voting Rights and Exercise of Powers

- (a) Without limiting Rule 44, a meeting of Directors of which notice has been given to all Directors and at which a quorum is present, is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors. Nothing in this Rule 41 limits the exercise of any authority, power or discretion of the Directors which has been delegated by the Directors in accordance with law or this Constitution.
- (b) Subject to this Constitution, questions arising at a meeting of Directors are decided by a majority of votes of Directors present and voting.
- (c) In the case of an equality of votes at a meeting of Directors, the Chair of the meeting does not have a casting vote in addition to the Chair's deliberative vote.
- (d) Subject to Rule 42 and the Corporations Act, a Director:
 - (i) who has an interest in a matter may vote in respect of that matter if it comes before the Directors and be counted as part of the quorum;
 - (ii) may enter into contracts with, or otherwise have dealings with, the Company; and
 - (iii) may hold other offices in the Company.
- (e) A Director is not disqualified from the Director's office by contracting with the Company or any related body corporate of the Company in any capacity by reason of holding the office of Director.



- (f) A Director is not liable to account to the Company for any profit realised by any contract or arrangement, by reason only of holding the office of Director or of the fiduciary relationship established by the office.
- (g) Despite having an interest in any contract or arrangement a Director may participate in the execution of any document evidencing or connected with the contract or arrangement, whether by signing, sealing or otherwise.

42. Material Personal Interests

- (a) In relation to a contract or arrangement in which a Director has a material personal interest:
 - (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - (ii) a contract or arrangement made by the Company or any related body corporate with a Director may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
 - (iii) the Director will not be liable to account to the Company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.
- (b) Nothing in this Rule 42 affects the duty of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Directors' duties or interests as a Director, to declare at a meeting of Directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the Corporations Act.

43. Committees

- (a) The Directors may delegate any of their powers to committees consisting of any one or more Directors or any other person or persons as the Directors think fit and may revoke that delegation.
- (b) In the exercise of delegated power, any committee formed or person or persons appointed to the committee must conform to any regulations that may be imposed by the Directors. A delegate of the Directors may be authorised to sub-delegate any of the powers for the time being vested in the delegate.
- (c) The meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable and are not in conflict with or superseded by any regulations made by the Directors under Rule 43(a).
- (d) Nothing in this Rule 43 limits the power of the Directors to delegate.

44. Written Resolutions

- (a) A resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and is effective when signed by the last of the Directors constituting the majority, as required.
- (b) The resolution may consist of several documents in the same form each signed by one or more of the Directors.
- (c) For the purposes of this Rule 44, the references to Directors include any alternate Director appointed by a Director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time, but do not include any other alternate Director.
- (d) A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

45. Defects in Appointments

- (a) All actions at any meeting of the Directors or by a committee or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been properly appointed and was qualified and continued to be a Director or a Member of the committee.
- (b) If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Company but for no other purpose.

Secretaries and Other Officers of the Company

46. Secretaries

46.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

46.2 Qualification as a Secretary

Each Secretary must be a Member.

46.3 Powers, duties and authorities of Secretary

A Secretary of the Company holds office on the terms and conditions, and with the powers, duties and authorities, as the Directors decide.

46.4 Termination of appointment of Secretary

The Directors may at any time terminate the appointment of a Secretary.

47. Other Officers

47.1 Appointment of other officers

The Directors may from time to time:

- (a) create any other position or positions in the Company with the powers and responsibilities as the Directors may from time to time confer; and
- (b) appoint any person, whether or not a Director, to any position or positions created under Rule 47.1(a).

47.2 Termination of appointment of other officers

The Directors may at any time terminate the appointment of a person holding a position created under Rule 47.1(a) and may abolish the position.

Seals

48. Seals and their Use

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

Notices

49. Notices

49.1 Generally

Any Member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.

49.2 How notice may be served

Subject to the Corporations Act, a notice may be given by the Company to any Member by, in its discretion:

- (a) serving it on the Member personally;
- (b) sending it by post to the Member or leaving it at the Member's address supplied by the Member to the Company for the giving of notices;



- (c) transmitting it to the fax number supplied by the Member to the Company for the giving of notices;
- (d) transmitting it electronically to the electronic mail address given by the Member to the Company for giving notices; or
- (e) serving it in any manner contemplated in this Rule 49.2 on a Member's attorney as specified by the Member in a notice given under Rule 49.3.

49.3 Notice to an attorney

By written notice to the Secretary left at or sent to the registered office, a Member may request that all notices to be given by the Company or the Directors be served on the Member's attorney at an address specified in the notice and the Company may do so in its discretion.

49.4 Notice outside Australia

Notice to a Member whose address for notices is outside Australia may be sent by airmail, air courier, fax or electronic mail.

49.5 Notice by post

Any notice sent by post is considered to have been served at the expiration of 24 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's registered address is considered to have been served when delivered.

49.6 Notice by fax or electronic mail

Any notice served on a Member by facsimile or other electronic transmission is considered to have been served when the transmission is sent.

Winding Up or Revocation of Endorsement of the Company

50. Winding Up

On the earlier of:

- (a) the winding up or dissolution of the Company; and
- (b) if the Company is endorsed as a Deductible Gift Recipient (in its own capacity and not because of a fund that it maintains), the revocation of that endorsement,

any property whatsoever that remains after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but must be given or transferred to one or more organisations selected by the Directors at or before the time of dissolution or revocation of endorsement where each of those organisations:

- (c) has objects similar to the objects of the Company set out in Rule 6.1;
- (d) is covered by an item in any of the tables in subdivision 30-B of the Tax Act; and



- (e) by its Constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from distributing its income and property to its Members.

Amalgamation

51. Amalgamation

Where it furthers the objects of the Company to amalgamate with any one or more other organisations having similar objects to the objects of the Company, the other organisation or organisations must have rules prohibiting the distribution of income and property to Members.

Indemnity

52. Indemnity of Officers, Insurance and Access

- (a) The Company is to indemnify each officer of the Company out of the assets of the Company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the Company may execute a documentary indemnity in any form in favour of any officer of the Company provided that such terms are not inconsistent with this Rule 52.
- (c) Where the Directors consider it appropriate, the Company may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the Company of the Company to make the payments.
- (d) Where the Directors consider it appropriate, the Company may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this Rule 52:
 - (i) **officer** means:
 - (A) a director or secretary;

- (B) Chief Executive Officer; or
 - (C) a person appointed as a trustee by, or acting as a trustee at the request of, the Company or a wholly-owned subsidiary of the Company,
- and includes a former officer.
- (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Company.
 - (iii) **to the relevant extent** means:
 - (A) to the extent the Company is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, an insurer under any insurance policy); and
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
 - (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.