



Australasian Leukaemia and Lymphoma Group

Constitution

ALLG Membership Approved Version 5 May 2011

Table of contents

1	Nature of company and liability	1
	Nature of Company	1
	Liability of Members and guarantee on winding up	1
2	Objects.....	1
3	Membership.....	1
	Classes of Membership.....	1
	Voting Members and Life Members	1
	Membership	2
	Application for membership.....	2
	Term of membership	2
	Members	2
	Form of application.....	2
	Admission to Membership.....	2
	Register of Members.....	3
4	Application fee and subscription.....	3
	Application fee	3
	Subscription	3
	Unpaid subscriptions.....	3
5	Removal and cessation of membership.....	4
	Resignation	4
	Failure to pay	4
	Other cessation of membership	4
	Cessation of Principal Investigator role	4
	Removal from Membership	4
6	No profits for members	5
	Transfer of income or property	5
	Remuneration	5
	Studies	5
7	General meetings.....	5
	Convening of meetings by Directors	5
	Convening of meetings by Members.....	5
	Notice of general meeting	5
	Cancellation of general meetings.....	6
	Quorum at general meetings.....	6
	Quorum at adjourned general meetings.....	6
	Appointment of chairperson	6
	Chairperson's powers	7
	Adjournment of meetings	7
	Voting on show of hands.....	7
	Demand for a poll.....	7
	Voting rights of Voting Members	8
	Vote of the Chairperson at general meetings	8
	Objections to voter qualification	8
	Mode of meeting for Members	8

	Resolution in writing	8
	Form of resolution in writing	8
8	Proxies and representatives	9
	Proxies and representatives of Members	9
	Appointment of proxies	9
	Authority of proxies	9
	Verification of proxies	9
	Validity of proxies	10
	Revocation of appointment of proxy	10
9	Appointment and retirement of directors	10
	Number of Directors	10
	Directors may also appoint Directors	10
	Principles regarding Directors	11
	Retirement of Directors	11
	Removal from office	11
	Vacation of office.....	11
10	Powers of directors.....	12
11	The Board	12
	Relationship with the Scientific Advisory Committee	12
	Payment of Directors.....	12
12	Proceedings of directors.....	12
	Convening of Directors' meetings	12
	Frequency of Directors' meetings.....	12
	Notice of Directors' meetings	13
	Mode of meeting for Directors	13
	Quorum at Directors' meetings.....	13
	Voting at Directors' meetings	13
	Appointment of chairperson of Directors	13
	Chairperson's vote at Directors meetings.....	13
	Participation where Directors interested.....	13
	Delegation of powers to committee	14
	Proceedings of committees.....	14
	Validity of acts of Directors.....	14
	Minutes	14
	Resolution in writing.....	14
	Form of resolution in writing	14
13	Alternate directors	15
	Appointment of alternate Directors.....	15
	Powers of alternate Director.....	15
	Termination of appointment of alternate Directors	15
14	Officers	15
	Secretary.....	15
15	The Scientific Advisory Committee	16
	The role of the Scientific Advisory Committee.....	16
	Members of the Scientific Advisory Committee	16
	Removal of Scientific Advisory Committee members.....	16

	Retirement of Scientific Advisory Committee members	16
	Frequency of Scientific Advisory Committee meetings	16
	The Chair of the Scientific Advisory Committee	16
	Scientific Advisory Committee to create its own rules	17
16	Indemnity and insurance	17
	Indemnity	17
	Insurance premiums.....	17
17	Seals and execution of documents	17
	Custody of Seal.....	17
	Execution of documents.....	17
	Official seals.....	17
18	Surplus assets on winding up or dissolution.....	18
19	Accounts, audit and records.....	18
	Accounts	18
	Audit.....	18
	Rights of Inspection.....	18
20	Notices	19
	Persons authorised to give notices	19
	Method of giving notices	19
	Addresses for giving notices to Members	19
	Address for giving notices to the Company	19
	Time notice of meeting is given.....	19
	Time other notices are given	20
	Proof of giving notices.....	20
	Persons entitled to notice of meeting	20
21	Definitions and Interpretation	20
	Definitions	20
	Interpretation.....	21
	References to the document	22
	Replaceable rules	22
	Application of Corporations Act.....	22
	Exercise of powers.....	22

Corporations Act 2001 (Cth)
Public company limited by guarantee
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.

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.

3 Membership

Classes of Membership

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

3.1.1 Voting Members; and

3.1.2 Life Members.

Voting Members and Life Members

3.2 A Voting Member of the Company is a natural person who is, or has the qualifications to be, the Principal Investigator of a Study, and who has applied and been admitted as a Voting Member.

- 3.3 A Life Member of the Company is a natural person who the Board considers has 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.

No limit

- 3.4 Unless otherwise determined by the Members, there shall be no limit to the number of Members.

Membership

- 3.5 The Members of the Company are such other persons as the Company admits to membership in accordance with this document.

Application for membership

- 3.6 Any appropriately qualified individual who is at least 18 years old at the date of application may apply to be a Voting Member of the Company.

- 3.7 Life Members are invited by the Board and do not apply for Membership.

Term of membership

- 3.8 Voting Members may choose that their membership be for a term of one, three or five years. A Voting Member continues to be a member until he or she is removed or ceases to be a member in accordance with clause 5.

Members

- 3.9 Voting Members must do all of the following:

- 3.9.1 pay the application fee determined in accordance with clause 4.1.
- 3.9.2 pay the subscription in accordance with clause 4.2.

- 3.10 A Voting Member has the right to receive notices of, attend and be heard at any general meeting, together with the right to vote at any general meeting.

- 3.11 A Life 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.

Form of application

- 3.12 An application for Membership must comply with the following requirements:

- 3.12.1 It must be signed by the applicant.
- 3.12.2 It must be accompanied by such documents or evidence as to qualification for the category of membership applied for as the Directors determine.
- 3.12.3 It must be accompanied by an application fee determined in accordance with clause 4.1.

Admission to Membership

- 3.13 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.

- 3.14 The Directors do not have to give reasons for rejecting an application or granting a particular category of Membership.

- 3.15 If an application for Membership is rejected, any application fee and the annual subscription must be refunded to the applicant.
- 3.16 If an applicant is accepted for Membership the Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the Directors determine and the name and details of the applicant must be entered in the Register.

Register of Members

- 3.17 A register of the Members of the Company must be kept in accordance with the Corporations Act.
- 3.18 The following details must be entered in the Register in respect of each Member:
- 3.18.1 the full name of the Member;
 - 3.18.2 the address, telephone and facsimile number, and e-mail address, if any, of the Member;
 - 3.18.3 the category of Membership;
 - 3.18.4 the date of admission to and cessation of Membership;
 - 3.18.5 the date of last payment of the Member's annual subscription; and
 - 3.18.6 such other information as the Directors require.
- 3.19 Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number, or e-mail address within one month after the change.

4 Application fee and subscription

Application fee

- 4.1 The application fee payable by each applicant for Membership is such sum as the Directors prescribe from time to time in respect of each category of Membership.

Subscription

- 4.2 The subscription will be a fixed annual sum; Members must pre-pay that annual sum for future years where they elect to be Members longer than one year.
- 4.3 The subscription is such sum as the Directors prescribe from time to time in respect of each category of Membership.
- 4.4 All subscriptions are due and payable in advance on the date specified by the Board in each year.

Unpaid subscriptions

- 4.5 A Member ceases to be entitled to any of the rights or privileges of membership if the subscription of a Member remains unpaid for two months after it becomes payable and a notice of default is given to the Member pursuant to a resolution of the Directors. However, the rights or privileges of membership may be reinstated on payment of all arrears if the Directors think fit to do so.

5 Removal and cessation of membership

Resignation

- 5.1 A Member may resign from membership of the Company by giving written notice to the Secretary.
- 5.2 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.

Failure to pay

- 5.3 If a Member has not paid all arrears of subscriptions or, if paid, the Member's rights and privileges are not reinstated, both of the following applies in respect of that Member:
- 5.3.1 the Member remains liable for all the obligations and liabilities of membership for six months after the date of notification under clause 4.5; and
- 5.3.2 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

- 5.4 A Member ceases to be a Member on any Termination Event occurring in respect of the Member.

Cessation of Principal Investigator role

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

Removal from Membership

- 5.6 The Directors may at their discretion convene a meeting of Members to consider the removal of a Member from the Register if the person is no longer considered suitable for membership of the Company by a majority of the Directors.
- 5.7 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.
- 5.8 Where any written representations are made by the Member and the Member requests that the representations be notified to Members of the Company, the Company must do both of the following:
- 5.8.1 state, in any notice of the resolution given to Members of the Company, that the representations have been made; and
- 5.8.2 send a copy of the representations to every Member of the Company to whom the notice of the meeting has been or is sent.
- 5.9 The requirements in clause 5.8 do not apply to the Company if the representations are received by it too late for it to satisfy those requirements.
- 5.10 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.

- 5.11 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 clause 5.8 are being abused to secure publicity or to impugn the actions of another person.
- 5.12 The Directors do not have to give reasons for recommending the removal of any Member from the Register.
- 5.13 An ordinary resolution of Members is necessary to remove a Member under clause 5.6.
- 5.14 The principles of natural justice do not apply to a decision to remove a Member from the Register.

6 No profits for members

Transfer of income or property

- 6.1 No income or property of the Company may be paid or transferred, directly or indirectly to any Member.

Remuneration

- 6.2 No remuneration or other benefit in money or money's worth will be paid or given by the Company to any Director who is also a Member except reimbursement of out-of-pocket expenses which have been incurred in the performance of the duties as a Director.
- 6.3 The Company may remunerate a Director who is not a Member. Based upon appropriate external advice, the Board must determine the market amount for the requirements of the role and the skills of the Director and make a recommendation to the Members for the purposes of clause 11.4.

Studies

- 6.4 Nothing in this clause 6 prevents a Member (who may/not also be an Officer) from undertaking a Study which is funded by the Company.

7 General meetings

Convening of meetings by Directors

- 7.1 Any Director may convene a general meeting.

Convening of meetings by Members

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

Notice of general meeting

- 7.3 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.

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

7.5 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.

Cancellation of general meetings

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

7.7 A meeting may only be cancelled in accordance with clause 7.6 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

7.8 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.

7.9 Except as otherwise set out in this document, 20 Voting Members present in person or by a representative is a quorum.

7.10 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:

7.10.1 if the meeting was convened by or on the requisition of Members, it must be dissolved; or

7.10.2 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.

7.11 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

7.12 At the adjourned meeting 10 Voting Members present 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

7.13 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.

7.14 The Directors present at a general meeting must elect one of their number to chair the meeting if either of the following applies:

7.14.1 A Director has not been elected as the chairperson of Directors meetings.

7.14.2 The chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or he is unwilling to act.

- 7.15 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

- 7.16 Subject to the terms of this document 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.
- 7.17 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. Any of the following conduct may be considered inappropriate in a general meeting:
- 7.17.1 the use of offensive or abusive language which is directed to any person, object or thing;
 - 7.17.2 attendance at the meeting while under the influence of any kind of illegal drug or excessive alcohol; or
 - 7.17.3 the use or consumption of any illegal drug by a person at the meeting.

Adjournment of meetings

- 7.18 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.
- 7.19 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.
- 7.20 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.
- 7.21 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

- 7.22 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.
- 7.23 If a poll is not duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Demand for a poll

- 7.24 A poll may be demanded by either:
- 7.24.1 the chairperson; or
 - 7.24.2 at least five Voting Members entitled to vote on the resolution.

- 7.25 The demand for a poll may be withdrawn.
- 7.26 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.
- 7.27 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.
- 7.28 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

Voting rights of Voting Members

- 7.29 On a show of hands every person present who is a Voting Member has one vote.
- 7.30 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

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

Objections to voter qualification

- 7.32 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.
- 7.33 An objection to the qualification of a voter must be referred to the chairperson, whose decision is final.
- 7.34 A vote not disallowed according to an objection as provided in this document is valid for all purposes.

Mode of meeting for Members

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

Resolution in writing

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

Form of resolution in writing

- 7.37 A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
- 7.38 If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.
- 7.39 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution

in writing and a document bearing a facsimile of a signature is to be treated as signed.

8 Proxies and representatives

Proxies and representatives of Members

- 8.1 At meetings of Members each Voting Member may vote in person or by proxy or by attorney.
- 8.2 Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Voting Member, or as representing a corporation which is a Member has all the powers of a Voting Member, except where expressly stated to the contrary.

Appointment of proxies

- 8.3 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 Voting Member.
- 8.4 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act and signed by the Voting Member making the appointment.

Authority of proxies

- 8.5 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.
- 8.6 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, except that the proxy is not entitled to vote on a show of hands.

Verification of proxies

- 8.7 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:
- 8.7.1 the document appointing the proxy.
- 8.7.2 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.
- 8.8 Those documents must be either:
- 8.8.1 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
- 8.8.2 produced to the chairperson of the meeting before the proxy votes.
- 8.9 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

- 8.10 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 document.

Revocation of appointment of proxy

- 8.11 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used:

- 8.11.1 the previous death or unsoundness of mind of the principal; or
- 8.11.2 the revocation of the instrument or of the authority under which the instrument was executed.

9 Appointment and retirement of directors

Number of Directors

- 9.1 Unless otherwise determined by the Members in General Meeting:
- 9.1.1 the Board consists of not less than 5 nor more than 9 Directors;
 - 9.1.2 the Chairman of the Scientific Advisory Committee is automatically a Director of the Company when he/she accepts that role;
 - 9.1.3 the Members may elect no less than 2 other Directors in accordance with this Constitution; and
 - 9.1.4 the Directors must appoint additional Directors in accordance with clause 9.4 to attain at least the minimum number of Directors.
- 9.2 The Company may, by resolution, 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.
- 9.3 Alternate Directors are not to be treated as Directors for the purpose of determining the minimum or maximum number of Directors holding office.

Directors may also appoint Directors

- 9.4 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:
- 9.4.1 the total number of Directors may not exceed the number fixed in accordance with this document; and
 - 9.4.2 additional Directors appointed by the Directors must not be existing Members.
- 9.5 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.

- 9.6 An additional Director appointed by the Directors pursuant to clause 9.4 must not be taken into account in determining the Directors who are to retire by rotation at a general meeting.

Principles regarding Directors

- 9.7 The Board should try to obtain expertise in those areas which are considered necessary or desirable by the Board from time to time.
- 9.8 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.

Retirement of Directors

- 9.9 At each annual general meeting of the Company following the first annual general meeting the following Directors must retire from office:
- 9.9.1 One third of the Directors (see clause 9.6) or, if their number is not three or a multiple of three, then the number nearest one third.
- 9.9.2 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.
- 9.10 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 be determined by lot unless they otherwise agree among themselves.
- 9.11 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.
- 9.12 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

- 9.13 The Company may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.
- 9.14 A majority of the Board may remove a Director.
- 9.15 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

- 9.16 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
- 9.16.1 If the Director becomes an insolvent under administration.

- 9.16.2 If the Director 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.
- 9.16.3 If the Director is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of six months and the Board resolves that the office of that Director be vacated.
- 9.16.4 If the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.

10 Powers of directors

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

11 The Board

The Role of the Board

- 11.1 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

- 11.2 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.
- 11.3 In considering an existing or future Study, the Board must consider all other relevant matters.

Payment of Directors

- 11.4 If this Constitution permits the remuneration of a Director for his/her services, the Members must approve the amount of that remuneration.
- 11.5 The Members may approve an allocation of money to the remuneration of Directors in the budget of the Company, and in that case, the Directors may agree the remuneration of a proposed Director which is within the budget without obtaining the additional approval of the Members.

12 Proceedings of directors

Convening of Directors' meetings

- 12.1 A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors.

Frequency of Directors' meetings

- 12.2 The Board must meet at least once every three months at such place and time as the Board may determine.

Notice of Directors' meetings

- 12.3 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.
- 12.4 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

- 12.5 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

- 12.6 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is 4 or another number determined by the Directors.
- 12.7 If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a general meeting of the Company.

Voting at Directors' meetings

- 12.8 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

- 12.9 The Directors may elect a Director to chair their meetings and determine the period for which the person elected is to hold office.
- 12.10 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

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

Participation where Directors interested

- 12.12 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.
- 12.13 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.

Delegation of powers to committee

- 12.14 The Directors may delegate any of their powers to committees consisting of Directors or other persons as they think fit to act in Australia or elsewhere.
- 12.15 The exercise of a power by a committee in accordance with this document is to be treated as the exercise of that power by the Directors.
- 12.16 In the exercise of any powers delegated to it, a committee formed by the Directors must conform to the directions of the Directors.

Proceedings of committees

- 12.17 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 document, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Directors.

Validity of acts of Directors

- 12.18 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

- 12.19 The Directors must cause minutes of all proceedings of general meetings, of meetings of the Directors and of committees formed by the Directors to be entered, within one month after the relevant meeting is held, in books kept for the purpose.
- 12.20 The Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, 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

- 12.21 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

- 12.22 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.
- 12.23 If a resolution in writing is signed by an alternate Director, it must not also be signed by the appointor of the alternate Director and vice versa.
- 12.24 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

13 Alternate directors

Appointment of alternate Directors

- 13.1 Subject to the continuing approval of the Board (see clause 13.7.3) , a Director may appoint a person to be an alternate Director in the Director's place, during the period that the Director thinks fit.
- 13.2 The appointment of an alternate Director must be in writing, signed by the Director.
- 13.3 The appointment of an alternate Director takes effect immediately on the signing of the notice of appointment by the Director.
- 13.4 The alternate Director must be a Voting Member as defined in this document.

Powers of alternate Director

- 13.5 Except as expressly provided in this document, an alternate Director is subject in all respects to the terms and conditions applying to the other Directors except for the provisions of this document which relate to the election of Directors, their fees and remuneration and the power to appoint an alternate Director.
- 13.6 An alternate Director has all of the following entitlements:
 - 13.6.1 To perform all the duties of a Director while the Director who appointed the alternate Director is not exercising or performing them.
 - 13.6.2 To receive notice of meetings of the Directors.
 - 13.6.3 To attend and vote at meetings of the Directors if the Director who appointed the alternate Director is not present.

Termination of appointment of alternate Directors

- 13.7 The appointment of an alternate Director is immediately terminated if any of the following circumstances occurs:
 - 13.7.1 The Director who appointed the alternate Director ceases for any reason to be a Director.
 - 13.7.2 The Director who appointed the alternate Director gives notice of termination of the appointment to the Company.
 - 13.7.3 The Directors resolve to terminate the appointment after giving seven days notice of intention to remove the alternate Director to the Director who appointed the alternate Director.

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 document, the Corporations Act or by any other statute to be carried out by the secretary of the Company.

15 The Scientific Advisory Committee

The role of the Scientific Advisory Committee

- 15.1 The Scientific Advisory Committee is a standing committee of the Company.
- 15.2 It is responsible for:
 - 15.2.1 the scientific assessments of and relating to each Study; and
 - 15.2.2 review of the scientific elements of the Protocols.
 - 15.2.3 Determination of the scientific direction and priorities of the Company

Members of the Scientific Advisory Committee

- 15.3 The members of the Scientific Advisory Committee will be elected from the Voting Members at each annual general meeting.
- 15.4 There will be not less than 5 and not more than 10 members of the Scientific Advisory Committee.
- 15.5 The elected members of the Scientific Advisory Committee may co-opt and appoint additional committee members from the membership of the Company

Term as member of the Scientific Advisory Committee

- 15.6 Each elected member of the Scientific Advisory Committee will serve a term of 3 years. Each elected member may serve a maximum of two consecutive terms.
- 15.7 A member of the Scientific Advisory Committee who has not served two consecutive terms is eligible for re-election at that annual general meeting at which their term expires.

Removal of Scientific Advisory Committee members

- 15.8 The Members may remove a member of the Scientific Advisory Committee at a General Meeting by ordinary resolution.

Retirement of Scientific Advisory Committee members

- 15.9 A member of the Scientific Advisory Committee may retire from that committee by giving notice in writing to the Chair of the Scientific Advisory Committee. A notice of resignation takes effect one month after the notice is received.

Frequency of Scientific Advisory Committee meetings

- 15.10 The Scientific Advisory Committee must meet at least once every three months.

The Chair of the Scientific Advisory Committee

- 15.11 The members of the Scientific Advisory Committee must elect a member of the Scientific Advisory Committee to be the Chair of that committee.
- 15.12 Subject to clause 15.13, the term of each Chair of the Scientific Advisory Committee commences at an annual general meeting and ends at the annual general meeting two years later. The term of the first Chair of the Scientific Advisory Committee commences at the annual general meeting which adopts this constitution.
- 15.13 If a Chair is unwilling or unable to continue in the role, or is removed as a Member of the Company, the members of the Scientific Advisory Committee must appoint a replacement from their number until the next annual general meeting.

- 15.14 The Chair of the Scientific Advisory Committee is a Director of the Company for the duration of their appointment as Chair.

Scientific Advisory Committee to create its own rules

- 15.15 The members of the Scientific Advisory Committee must create their own rules, processes and procedures for the conduct of that committee.

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 of the Company to the fullest extent permitted by law.

17 Seals and execution of documents

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 if the document is signed by either of the following:

- 17.3.1 By two Directors.
- 17.3.2 By a Director and a Secretary.

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 clause 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 clause 6.
- 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.

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.

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.

20 Notices

Persons authorised to give notices

- 20.1 A notice by either the Company or a Member in connection with this document 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 document 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.
- 20.6 If a person is entitled to a membership in consequence of the death or bankruptcy of a Member, until that person gives notice to the Company of an address for the giving of notices, the address of that person is the address of the deceased or bankrupt Member.

Address for giving notices to the Company

- 20.7 The street and postal address of the Company is the Office.
- 20.8 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

- 20.9 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times:
- 20.9.1 If delivered in writing to the street address of the addressee, at the time of delivery.
- 20.9.2 If it is sent by post to the street or postal address of the addressee, on the business day after posting.
- 20.9.3 If sent by facsimile or email to the facsimile number or email address of the addressee, at the time transmission is completed.

Time other notices are given

- 20.10 A notice given in accordance with this document is to be taken as given, served and received at the following times:
- 20.10.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 20.10.2 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting.
 - 20.10.3 If sent by facsimile or email to the facsimile number or email address of the addressee, at the time transmission is completed.

Proof of giving notices

- 20.11 The sending of a notice by facsimile or email and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:
- 20.11.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.
 - 20.11.2 A print out of an acknowledgment of receipt of the email.

Persons entitled to notice of meeting

- 20.12 Notice of every general meeting must be given by a method authorised by this document to all of the following persons:
- 20.12.1 Every Member.
 - 20.12.2 Every Director.
 - 20.12.3 Every person (if any) entitled to a membership in consequence of the death or bankruptcy of a Member who, but for the Member's death or bankruptcy, would be entitled to receive notice of the meeting.
 - 20.12.4 The auditor for the time being of the Company, if any.
- 20.13 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:

Board means the board of Directors of the Company.

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

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

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

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

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 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*.

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.

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

Termination Event means:

- (a) If a Member is an individual, 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.
- (b) If a Member is a body corporate, the deregistration or other dissolution of that Member.

Interpretation

21.2 In this document, 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 document.

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 clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.

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 document 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 document, where amended, means this document as so amended.

Replaceable rules

- 21.4 Each of the provisions of the Corporations Act which would but for this clause 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 document as if it was an instrument made under the Corporations Act as in force on the day when this document became the constitution of the Company.

Exercise of powers

- 21.6 Except as specifically contemplated to the contrary in this document, 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 document.