



Dated 2 September 2010

**Australian and New Zealand Children's
Haematology/Oncology Group, Incorporated**

ANZCHOG

Constitution

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1 OBJECTS

The objects of the Australian and New Zealand Children's Haematology/Oncology Group, Incorporated (ABN 78 550 982 409) (**ANZCHOG**) are:

- A** to be a primary advocacy body for children's blood diseases and cancer;
- B** to provide education and information about children's blood diseases and cancer;
- C** to provide leadership in the field of children's blood diseases and cancer;
- D** to facilitate a program of clinical trials related to children's blood diseases and cancer;
- E** such other objects as the Members may determine which are relevant to the advancement of the treatment of children's blood diseases and cancer; and
- F** to do such other things as may be incidental or conducive to the attainment of the above objects or any one of them.

2 GENERAL

This Constitution:

- (a) contains clauses setting out the manner in which the Members of ANZCHOG have agreed to conduct the internal administration of ANZCHOG; and
- (b) takes the place of the Model Constitution.

3 DEFINITIONS AND INTERPRETATION

3.1 Definitions

In this Constitution, unless the context clearly indicates otherwise:

Act means the *Associations Incorporation Act 2009* (NSW);

AGM means annual general meeting;

Annual Subscription Fee means the amount determined by the Executive Council from time to time in accordance with clause 8.1;

Application Form means the application form for membership of ANZCHOG annexed at Annexure A or any other form approved by the Executive Council from time to time;

Auditor means the auditor for the time being of ANZCHOG;

Chair means the chairperson of the Executive Council from time to time, elected from and by the Ordinary Members in accordance with clause 10;

Child/ren means children and adolescents;

Deputy Chair means the deputy chairperson of the Executive Council from time to time, elected from and by the Ordinary Members in accordance with clause 10;

Director means a member of the Executive Council;

Director-General means the Director-General of the Department of Fair Trading (NSW);

Doctor means a person who is registered in one of the Australian states or territories or in New Zealand as a medical practitioner and is currently practising;

Eligible Charity means a fund, authority or institution:

- (a) which is charitable at law; and
- (b) gifts to which are deductible under item 1 of the table in section 30-15 of ITAA 97;

Executive Council means the governing body of ANZCHOG referred to in clause 9;

Financial Year means a period of 12 months commencing on 1 January;

Honorary Member means an honorary member of ANZCHOG as described in clause 4.3;

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth);

Member means a member of ANZCHOG, being an Ordinary Member or an Honorary Member;

Model Constitution means the model constitution referred to in section 107(2) of the Act;

New Zealand Director means a Director elected from and by the Ordinary Members in accordance with clause 10.6;

Office Bearers means the office bearers of the Executive Council as described in clause 9.3;

Ordinary Member means an ordinary member of ANZCHOG as described in clause 4.2;

Public Officer means the person who is the public officer of ANZCHOG from time to time, being the primary contact of ANZCHOG and being responsible, among other things, for lodging documents on behalf of ANZCHOG;

Qualified Person means a person who has a continuing commitment to the research, or treatment, of children's blood diseases and/or cancer and who is not a Doctor;

Regulations means the regulations made under section 107 of the Act;

Research means the research of the causes of, and treatments for, children's blood diseases and/or cancer and the promotion, encouragement and support of such research;

Secretary means the secretary of the Executive Council from time to time, elected from and by the Ordinary Members in accordance with clause 10;

Special General Meeting means a general meeting of ANZCHOG other than an AGM;

Special Resolution has the meaning in clause 26; and

Treasurer means the treasurer of the Executive Council from time to time, elected from and by the Ordinary Members in accordance with clause 10.

3.2 Interpretation

In this Constitution, unless the context clearly indicates otherwise:

- (a) a reference to this **Constitution** or another document means this Constitution or that other document and any document which varies, supplements, replaces, assigns or novates this Constitution or that other document;
- (b) a reference to **legislation** or a **legislative provision** includes any statutory modification, or substitution of that legislation or legislative provision and any subordinate legislation issued under that legislation or legislative provision;
- (c) a reference to a **body** or **authority** which ceases to exist is a reference to either a body or authority that the parties agree to substitute for the named body or authority or, failing agreement, to a body or authority having substantially the same objects as the named body or authority;

- (d) a reference to the **introduction**, a **clause**, **schedule** or **annexure** is a reference to the introduction, a clause, a schedule or an annexure to or of this Constitution;
- (e) **clause headings** and the **table of contents** are inserted for convenience only and do not form part of this Constitution;
- (f) the **introduction** and **annexures** (if any) form part of this Constitution;
- (g) a reference to a **person** includes a natural person, corporation, statutory corporation, partnership, the Crown or any other organisation or legal entity;
- (h) **including** and **includes** are not words of limitation;
- (i) a reference to a time is to that time in New South Wales;
- (j) a word that is derived from a defined word has a corresponding meaning;
- (k) **monetary amounts** are expressed in Australian dollars;
- (l) the singular includes the plural and vice-versa;
- (m) words importing one gender include all other genders;
- (n) a reference to a function includes a reference to a power, authority and duty; and
- (o) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3.3 Interpretation Act 1987 (NSW)

The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under the Act.

4 MEMBERSHIP

4.1 Classes of Members

ANZCHOG consists of the following classes of Members:

- (a) Ordinary Members; and
- (b) Honorary Members.

4.2 Ordinary Members

A person is qualified to be an Ordinary Member of ANZCHOG if the person is:

- (a) a Doctor; or
- (b) a Qualified Person.

4.3 Honorary Members

The Executive Council may, by unanimous resolution, admit a person who:

- (a) has been an Ordinary Member for at least ten (10) years and has retired from medical practice; or
- (b) has rendered special service to children's blood diseases and/or cancer, as an Honorary Member.

5 APPROVAL FOR MEMBERSHIP

5.1 Application

A person may apply to be an Ordinary Member of ANZCHOG by:

- (a) filling out the Application Form; and
- (b) lodging the Application Form with the Secretary attaching any required documentation.

5.2 Consideration by the Executive Council

As soon as practicable after receiving an Application Form, the Secretary must refer the Application Form to the Executive Council for consideration at a meeting of the Executive Council.

5.3 Notification to the Applicant

After the Executive Council has decided whether to approve or reject the application, the Secretary must:

- (a) notify the applicant, in writing, that the Executive Council has approved or rejected the application (as the case may be); and
- (b) if the Executive Council approved the application, request the applicant to pay (within the period specified by the Executive Council) the Annual Subscription Fee for an Ordinary Member in accordance with clause 8.

6 CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member of ANZCHOG if the person:

- (a) dies;
- (b) resigns their membership; or
- (c) ceases to be a Member of ANZCHOG pursuant to clause 16.

6.2 Register of Members

If a Member of ANZCHOG ceases to be a Member, the Secretary must make an appropriate entry in the register of Members referred to in clause 31.3 recording the date on which the Member ceased to be a Member of ANZCHOG.

6.3 Membership entitlements not transferable

Any right, privilege or obligation which a person has by reason of being a Member of ANZCHOG:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

7 MEMBERS' LIABILITY

The liability of a Member of ANZCHOG to contribute towards the payment of the debts and liabilities of ANZCHOG and/or the costs, charges and expenses of the winding up of ANZCHOG is limited to the amount, if any, unpaid by a Member in respect of the Member's membership of ANZCHOG as required by clause 8.

8 ANNUAL SUBSCRIPTION FEE

8.1 Determination by the Executive Council

- (a) The Executive Council may, in its sole discretion, determine the amount of the Annual Subscription Fee for each Financial Year and the time for payment of that Annual Subscription Fee.
- (b) The amount of the Annual Subscription Fee may differ for different categories of Members.

8.2 Payment of Annual Subscription Fee

- (a) An Ordinary Member must pay to ANZCHOG the Annual Subscription Fee.
- (b) The payment of the Annual Subscription Fee must be paid by an Ordinary Member within the time specified by the Executive Council.
- (c) If an Ordinary Member fails to pay their Annual Subscription Fee within the time specified by the Executive Council, that Ordinary Member will not be entitled to vote at any meeting of ANZCHOG until such time as their Annual Subscription Fee and all arrears is paid to ANZCHOG.

9 POWERS OF THE EXECUTIVE COUNCIL

9.1 The Executive Council

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Ordinary Members in general meeting, the Executive Council:

- (a) is to control and manage the affairs of ANZCHOG, including making policy decisions;
- (b) may exercise all such functions as may be exercised by ANZCHOG, other than those functions that are required by this Constitution to be exercised by a general meeting of the Ordinary Members of ANZCHOG; and
- (c) has the power to perform all such acts and do all such things as appear to the Executive Council to be necessary or desirable for the proper management of the affairs of ANZCHOG, including the creation of sub-committees of the Executive Council to manage the affairs of ANZCHOG.

9.2 Composition of the Executive Council

The Executive Council consists of:

- (a) the Chair;
- (b) the Deputy Chair;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) three (3) Directors,

one of whom, subject to clause 10.6(a), must be an Ordinary Member ordinarily resident in New Zealand.

9.3 Office Bearers

The Office Bearers of the Executive Council consist of:

- (a) the Chair, which position must be held by a Doctor;
- (b) the Deputy Chair;
- (c) the Secretary; and
- (d) the Treasurer.

9.4 Payment of costs

Subject to this Constitution and to the Act, the Directors may, out of the funds of ANZCHOG, pay all costs, losses and expenses which any Director may incur or become liable to pay by reason of any contract entered into or act or thing lawfully done by them in the discharge of their duties as a Director.

9.5 Attendance by invitation

The Executive Council may invite non-members of the Executive Council to attend the whole or any part of meetings of the Executive Council and such persons are entitled to speak at meetings of the Executive Council but they are not entitled to vote at meetings of the Executive Council, nor will any such person be included in determining the quorum for meetings of the Executive Council.

9.6 Public Officer

The Executive Council must appoint a person ordinarily resident in New South Wales to the position of Public Officer.

10 ELECTION OF DIRECTORS

10.1 Notice

At least thirty (30) days prior to each AGM, the Secretary must notify all Members in writing as to the number of vacancies for Directors which will occur at the AGM and must enclose a nomination form with that notification.

10.2 Nomination

Any Member may nominate any other Ordinary Member for election as a Director by completing, dating, signing and delivering the nomination form specified by the Executive Council from time to time and provided to that Member by the Secretary within the time specified by the Executive Council.

10.3 Insufficient nominations

- (a) If insufficient nominations are received to fill all vacancies of Directors on the Executive Council, the candidates nominated will be taken to be elected at the AGM and further nominations may be received at the AGM.
- (b) If insufficient further nominations are received at the AGM, any vacant positions of Directors remaining on the Executive Council are taken to be casual vacancies.
- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, an election is to be held at the AGM.

10.4 Election

Subject to clauses 10.5 and 10.6, a candidate for each position on the Executive Council is elected upon receiving the largest number of votes of Ordinary Members attending the AGM for that position.

10.5 Chair

To be eligible for nomination for the position of Chair, an Ordinary Member must be a Doctor.

10.6 New Zealand Director

- (a) The Executive Council must comprise at least one Director who is ordinarily resident in New Zealand, unless there is no nomination for a person who is ordinarily resident in New Zealand for election as a Director.
- (b) If one or more nominations for a person who is ordinarily resident in New Zealand are received and none of the persons elected to the Executive Council are ordinarily resident in New Zealand, the candidate for election as a non-Office Bearer Director who is ordinarily resident in New Zealand who receives the largest number of votes of Ordinary Members attending the AGM will be elected as a Director.

10.7 Term of appointment as a Director

- (a) Each Director will hold office until they vacate their office in accordance with clause 11, or the term for which they were appointed or elected expires.

- (b) A Director is appointed or elected for a period of two (2) years, concluding at the conclusion of the second AGM occurring after their appointment or election.
- (c) A Director whose term of appointment or election as a Director has expired is eligible for re-election or re-appointment provided that each Director may serve on the Executive Council for not more than the aggregate of:
 - (i) two (2) terms as an Office Bearer; and
 - (ii) two (2) terms as a Director who is not an Office Bearer.
- (d) The maximum aggregate period that any person can serve on the Executive Council is eight (8) years, being four (4) terms of two (2) years in accordance with clause 10.7(c).

10.8 Remuneration of Directors

The appointment and election of Directors is on a voluntary basis, and no Director is entitled to remuneration from ANZCHOG for their services in connection with their membership on the Executive Council.

11 CASUAL VACANCIES OF OFFICE BEARERS AND DIRECTORS

11.1 Casual vacancy

For the purposes of this Constitution, a casual vacancy in the office of a Director occurs if a Director:

- (a) dies;
- (b) resigns office by notice in writing given to the Secretary;
- (c) ceases to be an Ordinary Member;
- (d) is removed from office under clause 12;
- (e) becomes a mentally incapacitated person; or
- (f) is absent without the approval of the Executive Council from all meetings of the Executive Council held during a period of six (6) months.

11.2 Appointment by the Executive Council

In the event of a casual vacancy occurring in the office of a Director, the Executive Council may appoint an Ordinary Member to fill that vacancy and that person will hold office until the next AGM of ANZCHOG.

12 REMOVAL OF DIRECTOR

12.1 Removal

The Ordinary Members in general meeting may by resolution remove any Director from the office of Director and may by resolution appoint another person to hold that office until the expiration of the term of office of the Director so removed.

12.2 Representations by the Director

If a Director to whom a proposed resolution referred to in clause 12.1 relates makes representations in writing to the Secretary (not exceeding a reasonable length) and requests that the representations be notified to the Members of ANZCHOG, the Secretary must send a copy of the representations to each Member of ANZCHOG.

13 MEETINGS AND QUOROM

13.1 Meetings of the Executive Council

- (a) The Executive Council must meet at such place and time as the Executive Council may determine.
- (b) Additional meetings of the Executive Council may be convened by the Secretary or by any Director.

13.2 Written notice of Executive Council meetings

- (a) Written notice of a meeting of the Executive Council must be given by the Secretary to each Director at least fourteen (14) days (or such other period as may be unanimously agreed on by the Directors) before the time appointed for the holding of the meeting.
- (b) Notice of a meeting given under clause 13.2(a) must contain an agenda for the meeting.

13.3 Quorum for Executive Council

- (a) Any four (4) Directors constitute a quorum for the transaction of the business of a meeting of the Executive Council.
- (b) No business is to be transacted by the Executive Council unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is dissolved.

13.4 Chairperson of Executive Council meetings

At a meeting of the Executive Council:

- (a) the Chair or, in the Chair's absence, the Deputy Chair is to preside; or
- (b) if both the Chair and the Deputy Chair are absent or unwilling to act, one (1) of the remaining Directors chosen from and by the other Directors present at the meeting is to preside.

13.5 Circulating resolutions

- (a) The Directors may pass a resolution without an Executive Council meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

13.6 Use of technology

The Directors may meet in person or by contemporaneous linking by telephone or live audio-visual transmission (or similar).

14 DELEGATION BY THE EXECUTIVE COUNCIL TO SUB-COMMITTEES

14.1 Establishment of Sub-Committees

The Executive Council may, by resolution of the Executive Council, delegate to one or more sub-committees, consisting of such persons as the Executive Council thinks fit, and any temporary sub-committee for particular purposes from time to time to operate for a limited duration, the exercise of such of the functions of the Executive Council as are specified in the resolution, other than:

- (a) this power of delegation; or
- (b) a function which is a duty imposed on the Executive Council by the Act or by any other law.

14.2 Delegation

- (a) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the resolution of the Executive Council.
- (b) The delegation of a function to a sub-committee by the Executive Council does not prevent or restrict the Executive Council itself exercising that function.
- (c) Any act or thing done by a sub-committee acting in the exercise of a delegation under this clause 14 has the same force and effect as it would have if it had been done by the Executive Council.
- (d) The Executive Council may, by resolution of the Executive Council, revoke wholly or in part any delegation under this clause 14.
- (e) A sub-committee may meet and adjourn as it considers appropriate.

14.3 Chairperson of a sub-committee

Each sub-committee established under this clause 14 must be chaired by a Director unless the Executive Council resolves that a person other than a Director is to be the chair.

14.4 Report

Each sub-committee established under this clause 14 must report regularly to the Executive Council.

15 VOTING AND DECISIONS

15.1 Executive Council

- (a) Questions arising at a meeting of the Executive Council are to be decided by the affirmative vote of a majority of the Directors present.
- (b) The Executive Council may act despite any vacancy on the Executive Council.

15.2 Sub-committee

Questions arising at a meeting of any sub-committee appointed by the Executive Council are to be decided by the affirmative vote of a majority of the members of the sub-committee present at the meeting.

15.3 Votes

Each Director present at a meeting of the Executive Council and each member of any sub-committee appointed by the Executive Council present at a meeting of that sub-committee (including the person presiding at the meeting) is entitled to only one (1) vote, and in the event of an equality of votes on any question, the person presiding at the meeting may exercise a second or casting vote.

15.4 Validity of actions

Any act or thing done, or purported to have been done, by the Executive Council or by a sub-committee appointed by the Executive Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director of the Executive Council or member of a sub-committee.

16 RESOLUTION OF INTERNAL DISPUTES

16.1 Negotiation

The Executive Council must attempt to resolve disputes between Members (in their capacity as Members) of ANZCHOG and disputes between Members and ANZCHOG by negotiation.

16.2 Mediation

- (a) If any dispute between Members (in their capacity as Members) of ANZCHOG, or any dispute between Members and ANZCHOG, cannot be resolved by negotiation, ANZCHOG may refer the dispute for mediation by an independent legal practitioner chosen by the Executive Council or by such other person as the parties to the dispute may agree.
- (b) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (c) In the absence of manifest error, the decision made by the mediator will be final and binding on the parties to the dispute.
- (d) The costs of any mediation referred to in this clause (other than the legal costs of each party) are to be paid by the parties to the dispute in equal shares.

17 DISCIPLINING AND EXPULSION OF MEMBERS

17.1 Complaint

A complaint may be made in writing to the Executive Council by a Member that another Member:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of ANZCHOG.

17.2 Notice to the Member

On receiving such a complaint, the Executive Council:

- (a) must cause notice of the complaint to be served on the Member concerned; and
- (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Executive Council in connection with the complaint.

17.3 Determination by the Executive Council

- (a) The Executive Council may, by resolution, expel a Member to whom notice has been given under clause 17.2 from ANZCHOG or suspend the Member from membership of ANZCHOG if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the substance of the complaint has been proved.
- (b) If the Executive Council expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken and of the reasons given by the Executive Council for having taken that action, and the expulsion or suspension takes effect upon written notice being given to the Member.

17.4 Error or omission in the Application Form

If a Member has provided incorrect information in their Application Form, and that information is material information which the Executive Council considered in determining whether to approve or reject the application for membership, the Executive Council may, by resolution, expel the Member from ANZCHOG or suspend the Member from membership of ANZCHOG, in its sole discretion and the procedure in clause 17.3(b) will then apply.

18 ANNUAL GENERAL MEETINGS

18.1 Holding of AGM

ANZCHOG must, at least once in each calendar year and within the period of fifteen (15) months after the holding of the last preceding AGM, convene an AGM of its Members.

18.2 Calling of AGMs

The AGM of ANZCHOG is, subject to the Act and clause 18.1, to be convened on such date and at such place and time as the Executive Council thinks fit.

18.3 Business at AGM

In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:

- (a) confirmation of the minutes of the last preceding AGM and of any Special General Meeting held since that meeting;
- (b) receipt from the Executive Council of reports on the activities of ANZCHOG during the last preceding Financial Year including the reports of:
 - (i) the Chair;
 - (ii) the Secretary; and
 - (iii) the Treasurer;
- (c) receipt and consideration of the statement which is required to be submitted by the Executive Council to Members under Part 5 of the Act being a statement of:
 - (i) the income and expenditure of ANZCHOG during its last Financial Year;
 - (ii) the assets and liabilities of ANZCHOG at the end of its last Financial Year;
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of ANZCHOG at the end of its last Financial Year;
- (d) receipt and consideration of the Auditor's report;
- (e) election of Directors and Office Bearers (as may be required); and

- (f) any special business of which notice in writing has been given to the Secretary at least 30 days prior to the AGM and which is included in the notice convening the AGM.

19 CALLING OF SPECIAL GENERAL MEETINGS

19.1 By the Executive Council

The Executive Council may, whenever it thinks fit, convene a Special General Meeting of ANZCHOG.

19.2 By the Ordinary Members

- (a) The Executive Council must, on the requisition in writing of at least ten (10) Ordinary Members, convene a Special General Meeting of ANZCHOG.
- (b) A requisition of Ordinary Members for a Special General Meeting:
 - (i) must state the purpose or purposes of the meeting; and
 - (ii) must be signed by the Ordinary Members making the requisition; and
 - (iii) must be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Ordinary Members making the requisition.
- (c) If the Executive Council fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of Ordinary Members for the meeting is lodged with the Secretary, any one or more of the Ordinary Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by an Ordinary Member as referred to in clause 19.2(c) must be convened in substantially the same manner as general meetings are convened by the Executive Council.

19.3 Business at Special General Meeting

No business may be transacted at a Special General Meeting except the business for which the Special General Meeting has been convened as set out in the notice of meeting.

20 NOTICE FOR GENERAL MEETINGS

20.1 General

Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of ANZCHOG, the Secretary must at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The notice must be in writing and may be given by post, facsimile transmission or email.

20.2 Special Resolution

If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of ANZCHOG, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matters required under clause 20.1, the intention to propose the resolution as a Special Resolution.

20.3 Requisite notice

- (a) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an AGM, business which may be transacted under clause 18.3.
- (b) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

21 PROCEDURE FOR GENERAL MEETINGS

21.1 Quorum

- (a) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present in person or by proxy during the time the meeting is considering that item.
- (b) Ten (10) Ordinary Members present in person or by proxy constitute a quorum for the transaction of the business of a general meeting, one of whom must be a Director.

21.2 Voting Rights

Honorary Members have the same rights ascribed to them as Ordinary Members including the right to attend all general meetings, but Honorary Members are not

entitled to vote at general meetings and are not to be included in determining the quorum for a general meeting.

21.3 Adjournment if a quorum is not present

- (a) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of Ordinary Members, is to be dissolved; and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (b) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least seven (7) Ordinary Members) will constitute a quorum.

22 PRESIDING AT GENERAL MEETINGS

22.1 Election by Executive Council

The Chair or such other Director as the Executive Council may appoint for a particular meeting is to preside at meetings of the Members.

22.2 Election by Ordinary Members

The Ordinary Members present at a meeting of Members must select an Ordinary Member present to preside at the meeting if the Chair or Director appointed to preside at the meeting in accordance with clause 22.1 is not present within twenty (20) minutes after the time scheduled for the commencement of the meeting.

23 ADJOURNMENT OF GENERAL MEETINGS

23.1 Adjournment of general meeting

The person who presides at a general meeting at which a quorum is present may, with the consent of a majority of Ordinary Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted

at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

23.2 Adjournment in excess of 14 days

If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written notice of the adjourned meeting to each Member of ANZCHOG stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

23.3 Notice of adjournment

Except as provided in clauses 23.1 and 23.2, notice of an adjournment of a general meeting or of the business to be transacted at a general meeting, adjourned in accordance with this clause 22, is not required to be given.

24 MAKING OF DECISIONS AT GENERAL MEETINGS

24.1 Majority of votes

A question arising at a general meeting of ANZCHOG is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding at the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of ANZCHOG, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

24.2 Poll

At a general meeting of ANZCHOG, a poll may be demanded by the person presiding at the meeting or by at least three (3) Ordinary Members present in person or by proxy at the meeting.

24.3 Procedure of the Poll

If a poll is demanded at a general meeting, the poll must be taken -

- (a) immediately in the case of a poll which relates to the election of an Ordinary Member to preside at the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding at the meeting directs,

and the resolution of the poll on a matter is taken to be the resolution of the meeting on that matter.

24.4 Proxies

All votes must be given personally by each Ordinary Member or by their proxy.

24.5 Casting Vote

In the case of an equality of votes on a question at a general meeting, the person presiding at the meeting is entitled to exercise a second or casting vote.

24.6 Prohibition on voting

An Ordinary Member or proxy is not entitled to vote at any general meeting of ANZCHOG unless all money due and payable by the Ordinary Member or proxy to ANZCHOG has been paid.

25 APPOINTMENT OF PROXIES**25.1 Notice of proxy**

Each Ordinary Member is entitled to appoint another Ordinary Member as proxy by written notice given to the Secretary by post, facsimile transmission or email no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

25.2 Proxy Form

The notice appointing the proxy is to be in the form prescribed by the Executive Council from time to time.

26 SPECIAL RESOLUTION

A resolution of ANZCHOG is a Special Resolution:

- (a) if it is passed by a majority which comprises at least three quarters of Ordinary Members of ANZCHOG as, being entitled under these rules to do so, vote in person or by proxy at a general meeting of which at least twenty one (21) days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution; or
- (b) where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in clause 26(a), the resolution is passed in a manner specified by the Director-General.

26A POSTAL BALLOTS

ANZCHOG may hold a postal ballot to determine any issue or proposal and any postal ballot must be conducted in accordance with the provisions of Schedule 3 of the *Associations Incorporation Regulation 2010* (NSW).

27 ALTERATION OF OBJECTS AND CONSTITUTION

This Constitution, including the statement of objects in clause 1, may only be amended by a Special Resolution of ANZCHOG.

28 AUDITOR

- (a) An Auditor who is a member of a recognised institute of accountants must be appointed by resolution at each AGM.
- (b) The Executive Council must cause the Auditor to audit the books of account of ANZCHOG not more than ninety (90) days after the end of each Financial Year.

29 DONATIONS TO ANZCHOG**29.1 Maintaining a Gift Fund**

The Executive Council must place any pecuniary gift made to ANZCHOG for the purpose of Research in a separate fund (**Gift Fund**):

- (a) to which gifts of money or property for that purpose are to be made;
- (b) to which any money received by ANZCHOG as a gift for the purpose of Research is to be credited; and
- (c) that does not receive any other money or property.

29.2 Limits on use of Gift Fund

The Executive Council may only apply the monies in the Gift Fund for Research.

29.3 Administration of Gift Fund

The Executive Council must ensure that:

- (a) a separate bank account is established for the Gift Fund; and
- (b) clear accounting procedures are implemented to keep the funds of ANZCHOG separate from the Gift Fund.

29.4 Receipts

Receipts issued for gifts must state:

- (a) the name of the Gift Fund;
- (b) the Australian Business Number applicable to the Gift Fund; and
- (c) the fact that the receipt is for a gift.

29.5 Dissolution or winding up

- (a) Subject to the Act, ANZCHOG may only be dissolved or wound-up by Special Resolution.
- (b) If on the winding up of ANZCHOG any property remains after the satisfaction of all its debts and liabilities, the Executive Council must pay or apply the property to or for such Eligible Charities, or for the establishment of such Eligible Charities, as the Executive Council determines in its sole discretion.
- (c) Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 97 are satisfied, a payment or application of income or capital under this clause must be made in accordance with those conditions.

30 FUNDS

30.1 Derivation of Funds

- (a) The funds of ANZCHOG are to be derived from annual subscriptions of Members, donations (provided that those donations are specified to be for ANZCHOG and not the Gift Fund) and, subject to any resolution passed by ANZCHOG in general meeting, such other sources as the Executive Council determines.
- (b) All money received by ANZCHOG must be deposited as soon as practicable and without deduction to the credit of ANZCHOG's bank account.

30.2 Management of Funds

Subject to any resolution passed by ANZCHOG in general meeting, the funds of ANZCHOG are to be used in pursuance of the objects of ANZCHOG in such a manner as the Executive Council determines.

30.3 Financial Management Policy

The Executive Council may in its sole discretion determine a finance policy for ANZCHOG.

30.4 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by:

- (a) any two (2) Ordinary Members of ANZCHOG provided that one person is a Director if the amount is less than \$20,000; or
- (b) any two (2) Directors if the amount is equal to or greater than \$20,000.

31 BOOKS OF ACCOUNT AND RECEIPTS**31.1 Treasurer to keep accounts**

The Treasurer must keep or cause to be kept proper accounts in respect of all receipts and payments on account of ANZCHOG and of all dealings connected with ANZCHOG.

31.2 Financial Statements

The Treasurer must present financial statements which include an income and expenditure statement and a balance sheet, to each meeting of the Executive Council.

31.3 Register of Members

The Secretary must establish and maintain a register of Members of ANZCHOG specifying the name and address of each person who is a Member together with the date on which the person became a Member, and make appropriate entries in that register if a Member ceases to be a Member of ANZCHOG, including the date on which the Member ceased to be a Member.

31.4 Custody of books and records

Except as otherwise provided in this Constitution, the Secretary must keep in the Secretary's custody or control all records, books and other documents relating to ANZCHOG.

31.5 Location and inspection

The records, books and other documents of ANZCHOG including the register of Members must be kept at the principal place of administration of ANZCHOG and must be open for inspection, free of charge, by any Member during business hours upon the provision of reasonable notice by that Member.

31.6 Register of the Executive Council

- (a) The Public Officer must establish and maintain a register of the Executive Council specifying the name and address of each person elected to the Executive Council together with:
 - (i) the position held by each person elected to the Executive Council;
 - (ii) the date on which the person was elected; and
 - (iii) the date on which the person ceased to hold a position on the Executive Council.
- (b) The register of the Executive Council must be kept at the residential address of the Public Officer.

31.7 Common Seal

- (a) The common seal of ANZCHOG must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Executive Council and the affixing of the common seal must be attested by the signatures of two (2) Directors.

32 SERVICE OF NOTICES

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally;
 - (ii) by sending it by pre-paid post to the address of the person; or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving of notices.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of the post; and
- (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

33 INDEMNITY

33.1 General

Subject to the Act, ANZCHOG indemnifies and keeps each Director indemnified against, and ANZCHOG will pay the Director on receipt of written notice from the Director, the amount of any liability to another person (other than ANZCHOG) incurred in that person's capacity as a Director unless such liability arises out of conduct involving a lack of good faith.

33.2 Particulars of Indemnity

- (a) ANZCHOG will indemnify a Director against any liability for costs and expenses (including, without limitation, legal expenses on a full indemnity basis) incurred by the Director in defending proceedings, whether civil or criminal, in which:

- (i) judgment is given in favour of the Director; or
- (ii) the Director is acquitted;

subject only to an obligation on the Director to repay to ANZCHOG the expenses advanced by ANZCHOG if:

- (A) judgment is not given in the Director's favour;
- (B) the Director is not acquitted;
- (C) a court subsequently determines that the indemnification is not permitted; or
- (D) the indemnification is not permitted by the Act.

- (b) For the purposes of this clause 33, ANZCHOG will have the burden of proving that the Director to be indemnified is not entitled to the requested indemnification.
- (c) If ANZCHOG determines that a Director is not entitled to be indemnified, that Director will be entitled to direct that ANZCHOG obtain and follow, at ANZCHOG's expense, an opinion as to such entitlement from a barrister who has been admitted to practice as a barrister in the State of New South Wales for a period of not less than ten (10) years.
- (d) The indemnification rights in this clause 33 constitute a contract between the relevant parties seeking indemnification and ANZCHOG and will continue to have effect following the rescission or restrictive modification of the clause with respect to events occurring prior to the rescission or modification of the clause.

33.3 Indemnity of other persons

ANZCHOG may indemnify any other employee or Member of ANZCHOG in the Executive Council's sole discretion.

34 LIMITATION OF LIABILITY OF DIRECTORS

Subject to the provisions of the Act, a Director of ANZCHOG will not be liable for:

- (a) the acts, receipts, neglect or defaults of any other Director;
- (b) joining in any receipt or other act of conformity or for any loss happening to ANZCHOG through:
 - (i) an insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of ANZCHOG; or
 - (ii) an insufficiency or deficiency of any security in or upon which any of the moneys of ANZCHOG will be invested;
- (c) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects are deposited;
- (d) any loss occasioned by any error of judgment or oversight on the Director's part; or
- (e) any other loss, damage or misfortune which occurs in the execution of the duties of the Director's office,

unless the liability was incurred through the Director's own dishonesty.

35 INSURANCE

35.1 General

- (a) The Executive Council may effect and maintain such insurance for ANZCHOG as the Executive Council may consider appropriate from time to time.

35.2 Contract of insurance

ANZCHOG may pay a premium for a contract insuring a person who is or has been a Director against:

- (a) any liability incurred by the Director which does not arise out of conduct involving:
 - (i) a wilful breach of duty in relation to ANZCHOG;
 - (ii) improper use of their position in ANZCHOG; or
 - (iii) information gained in their position in ANZCHOG; or
- (b) any legal costs however incurred.

36 GOVERNING LAW

This Constitution is governed by the laws of New South Wales.

ANNEXURE A

APPLICATION FOR MEMBERSHIP OF ANZCHOG

Australian and New Zealand Children’s Haematology/Oncology Group, Incorporated (**ANZCHOG**)
(incorporated under the *Associations Incorporation Act 2009* (NSW)).

I,.....(insert full name of applicant)
of.....(insert address)

apply to become an Ordinary Member of ANZCHOG. If I am admitted as a member, I agree to be bound by the Constitution of ANZCHOG in force from time to time and I acknowledge I have been provided with a copy of the Constitution.

DECLARATION BY APPLICANT FOR MEMBERSHIP

Please circle the most relevant answer to you.

I warrant and represent to ANZCHOG that:

- (a) I am registered as a medical practitioner in the Jurisdiction of(insert) and I practice in the area of children’s blood diseases and/or cancer;
- OR
- (b) I am not a Doctor (as defined in the Constitution of ANZCHOG) however I have a continuing commitment to the research in, or treatment of, children’s blood diseases and/or cancer as detailed further below.

Details

If you answered (b), please provide further details:

.....
.....
.....

ACKNOWLEDGEMENT

I acknowledge that, if there is any error or omission in the above warranties and representations, the Executive Council of ANZCHOG will have the right to, in its sole discretion, expel me as a member of ANZCHOG.

SIGNED SEALED AND DELIVERED)
in the presence of:)
)

.....
Signature of Witness

.....
Signature

.....
Print name of Witness

.....
Print name of signatory

.....
Date

.....
Date

