



Australasian Society for Breast Disease

Dedicated to promoting knowledge in the areas of prevention, diagnosis and management of breast disease

Constitution of Australasian Society for Breast Disease Ltd (ACN 078 271 324)

A public company limited by guarantee and not having any share capital

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Prepared by:

Marsdens Law Group

Level 1
49 Dumaresq Street
CAMPBELLTOWN NSW 2560

Tel: 02 4626 5077

Fax: 02 4626 4826

DX: 5107 Campbelltown



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Constitution of Australasian Society for Breast Disease Ltd (ACN 078 271 324)

Part 1 - Preliminary

1 Definitions and Interpretation

1.1 Defined Terms

In this Constitution, words beginning with a capital letter that are defined in Part 1 of **Schedule 1** have the meaning ascribed to them in that schedule.

1.2 Interpretation

The interpretational rules contained in Part 2 of **Schedule 1** apply in the interpretation of this Constitution.

2 Replaceable Rules

The Replaceable Rules contained in the Act do not apply to the Company.

3 Objectives

The **Objectives** of the Company are to:

- (1) bring together individuals wherever in Australia, New Zealand and other Pacific rim countries, having the purpose of promoting better knowledge in biology, medicine and human sciences related to the breast in order to establish an Australasian society, with the intention of advancing multidisciplinary understanding and cooperation in the areas of prevention, detection, diagnosis and management of breast disease;
- (2) promote and encourage scientific research and publications related to the purpose of the Company;
- (3) instil an increased consciousness within the medical and lay communities with regard to breast disease, by using available means of education, information and publicity; and
- (4) cooperate with relevant international associations, societies, other groups and individuals to promote the purpose of the Company.
- (5) undertaking education for the benefit of the Members;
- (6) engaging in other activities related to the prevention, detection, diagnosis and management of breast disease; and
- (7) doing all such other things as may be necessary or incidental to the attainment of the objectives referred to in this clause 3.

The Company has no political or religious purpose whatsoever.

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4 Power and restrictions

4.1 Power

For the sole purpose of carrying out the Objectives, the Company has the power and capacity to do all such acts, deeds and things as a Company has capacity and power to do pursuant to the Act including but not limited to:

- (1) purchasing, leasing, hiring or otherwise acquiring any real or personal property from time to time;
- (2) entering into any contractual arrangement with any person in furtherance of the Objectives;
- (3) investing and dealing with the moneys of the Company in such a manner as the Board thinks fit; and
- (4) engaging professional assistance of any kind and to remunerate any person for services rendered in connection with the affairs of the Company.

4.2 Restriction on activity

- (1) The Company must not engage in any activity that is not related to, or ancillary to, the Objectives.
- (2) In the exercise of any power or function either under this Constitution or generally, all officers of the Company must act in the pursuit and furtherance of the Objectives.

5 Property of the Company

5.1 Application of income and property

- (1) The income and property of the Company must be applied solely towards the pursuit and furtherance of the Objectives.
- (2) No portion of the income and property of the Company will be paid or transferred, directly or indirectly, by way of dividend, bonus or any other means of profit to any Member except as:
 - (a) payment in good faith, of reasonable and proper remuneration to any Member, in return for any services actually rendered to the Company at the request of the Company;
 - (b) payment in return for any services actually rendered, or goods supplied, to the Company in the ordinary and usual course of the relevant Member's business;
 - (c) payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money lent; or
 - (d) repayment of out of pocket expenses reasonably incurred by a Member on behalf of the Company.
- (3) A Director must not:

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- (a) be paid a salary or wages or a similar basis of remuneration by the Company; or
- (b) subject to clause 5.1(2), receive from the Company remuneration or other benefit in money.

5.2 Winding Up

If:

- (1) the Company is wound up or dissolved;
- (2) all debts and liabilities of the Company are satisfied; and
- (3) there is then property of the Company remaining,

then that property will not be paid to or distributed amongst the then current Members of the Company, but will be given or transferred to some other entity within Australia:

- (4) that has similar objectives to those Objectives referred to in clause 3;
- (5) whose Constitution prohibits the distribution of its income and property amongst its members; and
- (6) which is a not-for-profit organisation exempt from income tax.

5.3 Amalgamation

In furtherance of the Objectives, the Company may amalgamate with any one or more organisations having objects similar to those of the Company and which must prohibit the distribution of its income and property amongst its or their members to an extent at least as great as that imposed upon the Company and which is a not-for-profit organisation exempt from income tax. Any such proposed amalgamation must be approved by Special Resolution.

Part 2 - Membership

6 Members

6.1 Membership

- (1) The Company has the following classes of Members:
 - (a) Full Members.
 - (b) Associate Members.
 - (c) Honorary Members.
 - (d) Life Members.
- (2) The Board may:
 - (a) establish new classes of membership and determine the privileges attaching to those classes from time to time; or
 - (b) change the existing classes of membership and the privileges attaching to those classes (which may include abolishing a class of membership).

6.2 Eligibility

- (1) The following table sets out the eligibility criteria and privileges for each class of membership:

Class	Eligibility criteria	Privileges
Full	Any individual person who is a qualified practising medical practitioner registered on any national medical board who may in the opinion of the Board promote or advance industry and assist the Company in relation to the Objectives.	To attend and vote at General Meetings and Annual General Meetings.
Associate	<ul style="list-style-type: none"> • Any individual person who was a qualified medical practitioner registered on any national board but who no longer practises and who may in the opinion of the Board promote or advance industry and assist the Company in relation to the Objectives; or 	<ul style="list-style-type: none"> • To attend at General Meetings and Annual General Meetings, but not to vote at those meetings. • No right to call for General Meetings. • Associate Members are not relevant to determining a quorum at General Meetings



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	<ul style="list-style-type: none"> Any individual person, who is an Allied Health Professional; or Any entity, partnership or body corporate who employs Allied Health Professionals. 	<p>and Annual General Meetings.</p> <ul style="list-style-type: none"> Such other restrictions and privileges respectively imposed or granted by the Board from time to time.
Honorary	<p>Any person being a prominent citizen in public office or a citizen with a high degree of responsibility within the community and who is recognised as promoting or supporting the Objectives generally as determined by the Board.</p> <p>Honorary Members, at their discretion, may also apply to be Full Members</p>	<ul style="list-style-type: none"> To attend at General Meetings and Annual General Meetings, but not to vote at those meetings. No right to call for General Meetings. Honorary Members are not relevant to determining a quorum at General Meetings and Annual General Meetings. Such other restrictions and privileges respectively imposed or granted by the Board from time to time. The Board, at its discretion, may revoke any such membership at any time.
Life	<p>Any person who has rendered distinguished service to the Company and who in the opinion of the Board should be recognised for such service.</p> <p>Life Members, at their discretion, may also apply to be Full Members.</p>	<ul style="list-style-type: none"> To attend at General Meetings and Annual General Meetings, but not to vote at those meetings. No right to call for General Meetings. Life Members are not relevant to determining a quorum at General Meetings and Annual General Meetings. Such other restrictions and privileges respectively imposed or granted by the Board from time to

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		<p>time.</p> <ul style="list-style-type: none"> The Board, at its discretion, may revoke any such membership at any time.
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- (2) Membership, and the privileges attaching to membership, are not transferable.

6.3 Application for membership

- (1) Every applicant for membership of the Company (**Applicant**) must make an application for that membership:
- in writing addressed to the Executive Officer in the application form adopted by the Board from time to time; and
 - accompanied by the Entrance Fee (if any) and/or the First Annual Subscription, which is wholly refundable to the Applicant in the event his or her application is rejected by the Board.
- (2) All applications for membership submitted in accordance with paragraph (1) will be forwarded by the Executive Officer to the Secretary and considered by the Board.
- (3) Subject to the Act, the Board may impose such conditions of the membership of the Applicant as it thinks fit.
- (4) An Applicant may only be made a Member if the Board approves their application. The Board is not required to give any reason for its decision concerning an application for membership. The Board's decision to approve or reject an application for membership is final and binding.

6.4 Acceptance of application

- (1) When an application for membership has been approved by the Board, the Secretary will send the relevant Applicant written notice:
- confirming the Board's approval of the Applicant becoming a Member; and
 - confirming receipt of payment of their Entrance Fee (if any) and/or the First Annual Subscription.
- (2) When an application for membership has been rejected by the Board, the Secretary will:
- send the Applicant written notice advising of the Board's rejection of the Applicant's application for membership; and
 - arrange for the Entrance Fee (if any) and/or First Annual Subscription paid by the Applicant to be wholly refunded to the Applicant.
- (3) The Board, in its discretion, may withdraw its approval of the application for membership at any time before the Applicant becomes a Member by notice in writing to that effect to the Applicant. The Board is not required to give any

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reason for its decision concerning the withdrawal of its approval and which decision is final and binding.

7 Liability of Members

7.1 Membership fees

- (1) Any Annual Fees will become due and payable at such time as the Board determines.
- (2) The Board may by resolution:
 - (a) impose a new membership fee and/or annual subscription on Members; or
 - (b) increase or decrease the then current fees payable by Members.

7.2 Members contribution on winding up

- (1) The liability of the Members is limited as set out in this Constitution.
- (2) If the Company is wound up then each current Member, plus any person that ceased to be a Member within one (1) month of the winding up, must contribute:
 - (a) to the property of the Company for payment of the debts and liabilities of the Company incurred:
 - (i) in the case of then current Members, before the winding up; or
 - (ii) in the case of a person that ceased to be a Member within one (1) month of the winding up, before they ceased to be a Member,
 - (b) to the costs, charges, and expenses incurred in relation to the winding up; and
 - (c) for the adjustment of the rights of the contributories among themselves,

provided that the amount of any such contribution required to be made by a Member will not exceed twenty dollars (\$20.00).

7.3 Failure to pay

- (1) If a Full Member does not pay their Annual Fee for a period of more than two (2) months after it becomes due then the Board may declare that the Member has ceased to be a Financial Member of the Company, regardless of whether the Member has received notice requiring payment.
- (2) Subject to clause 7.3(3), the Board may, but is not obliged to, declare a Full Member who is subject to a declaration under clause 7.3(1) to be a Financial Member once they have paid all amounts owing to the Company.
- (3) If the Annual Fee of any Member remains unpaid for a period of six (6) months after it becomes due, the Board may cancel the membership of that Member by notice in writing to that effect to the Member.

8 Obligations of Members

In addition to any obligations imposed on them under the Act or this Constitution, each Member is subject to, and must comply with, the following obligations:

- (1) To keep strictly confidential and not to use or disclose any Company reports, data, submissions or other information prepared by or for the Company (other than promotional material, educational material and other similar material which by their nature are not confidential). This obligation is subject to the following exceptions:
 - (a) where the Company consents to the disclosure;
 - (b) where the disclosure is made to professional advisers (including legal and financial advisers) of the Member who are subject to a duty of confidentiality; or
 - (c) where the disclosure is required by law.
- (2) Not to engage in any conduct (either by making statements or otherwise) that would materially harm or prejudice the ability of the Company to achieve the Objectives.
- (3) Not to engage in any conduct (either by making statements or otherwise) that would bring the Company or other Members into disrepute.

9 Cessation of Membership

9.1 Resignation

- (1) A Member may resign their membership of the Company at any time by giving notice in writing to the Secretary.
- (2) If a Member resigns their membership they must still pay:
 - (a) any Annual Fee (plus any arrears) due and unpaid at the date of their resignation;
 - (b) any other money they owe the Company for any reason; and
 - (c) any other amount for which they may become liable under this Constitution.
- (3) If a Member resigns they are not entitled to a refund of any money paid by them to the Company prior to their resignation.

9.2 Expulsion procedure (Board Meeting)

Subject to clause 9.3, if any Member:

- (1) wilfully refuses or neglects to comply with this Constitution; or
- (2) is guilty of any conduct which in the opinion of the Board:
 - (a) brings the Company into disrepute, or has the potential to do so; or

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- (b) is, or has the potential to be, prejudicial to the interests of the Company or any of the other Members,

the Board may expel the Member from the Company but only if:

- (3) it calls a Board Meeting at which the resolution for the expulsion will be determined;
- (4) the Member in question is given:
 - (a) at least one (1) weeks notice of that meeting which sets out:
 - (i) the reasons upon which the proposed expulsion is based; and
 - (ii) the proposed resolution for their expulsion,
 - (b) a reasonable opportunity to respond to the allegations made against them and provide any defence they think fit, either before the relevant meeting verbally or at the relevant meeting in writing; and
 - (c) the right to attend the relevant Board Meeting,
- (5) the Board, after considering the Member's submissions in paragraph (4)(b), passes a resolution at the Board Meeting to expel the Member.

9.3 Expulsion or suspension (Effective Immediately)

Notwithstanding clause 9.2, the Boards may expel, or suspend the rights of, a Member effective immediately if that Member:

- (1) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health;
 - (2) becomes a bankrupt or subject to insolvency; or
 - (3) no longer meets the eligibility criteria set out in clause 6.2.
-

Part 3 – Members’ Meetings

10 Meetings

10.1 Types of Meetings

There will be two (2) types of Members’ Meetings (which may also be referred to as meetings of the Company) being:

- (1) the Annual General Meeting; and
- (2) General Meetings.

10.2 Annual General Meeting

- (1) Within five (5) months of the end of each Financial Year, the Company must hold an Annual General Meeting at least once in every twelve (12) month period anywhere within Australia.
- (2) The following business must be transacted at each Annual General Meeting:
 - (a) The confirmation of the minutes of the Annual General Meeting held during the preceding year.
 - (b) Subject to this Constitution, the election of the Directors.
 - (c) The consideration of:
 - (i) the Annual Financial Report;
 - (ii) the Annual Report; and
 - (iii) the Auditor’s Report.
 - (d) The appointment of the Auditor.
 - (e) To consider any other business (if any) the general nature of which will have been specified in the notice convening the meeting or which the chairperson of the meeting permits to be brought before the meeting.

10.3 Convening a General Meeting

Subject to the Act:

- (1) at least fifty percent (50%) of the Directors may convene a General Meeting;
or
- (2) the President may convene a General Meeting.

10.4 Notice of General Meeting

All Members entitled to attend and vote at General Meetings must be provided with notice of the holding of a General Meeting. The notice must:

- (1) comply with any requirements of the Act;

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- (2) be in writing;
- (3) specify the date, time and place of the meeting;
- (4) specify the business to be transacted at the meeting; and
- (5) subject to the Act, be sent to Members no less than twenty one (21) days prior to the date of the meeting.

10.5 Directors entitled to notice of General Meeting

A Director is entitled to receive notice of and to attend all General Meetings and is entitled to speak at those meetings.

10.6 Quorum

- (1) A quorum for a Members' Meeting is met if five (5) Members entitled to vote at the meeting are in attendance at the meeting (either in person or by proxy).
- (2) No business may be transacted at a Members' Meeting unless a quorum is present.
- (3) If a quorum is not achieved at a Members' Meeting then the meeting will be adjourned and thereafter the Board will provide notice to the Members setting out details of the day, time and place of the adjourned meeting.
- (4) If a quorum is not present at the commencement of the adjourned meeting then the meeting will continue with the Members in attendance constituting a quorum for the purposes of that meeting.

10.7 Adjournment

- (1) A General Meeting may be adjourned by the President.
- (2) An adjourned meeting will be reconvened at the day, time and place nominated by the President.
- (3) If the adjourned meeting is to reconvene more than thirty (30) days from the date of the original meeting, the Secretary must ensure that notice of the meeting is sent to all Members as if the meeting were a new meeting.
- (4) The Members present at the adjourned meeting will constitute a quorum for the purpose of this Constitution.

10.8 Cancellation or postponement of General Meeting

- (1) Where a Members' Meeting is convened by the Directors, they may issue a notice, whenever they think fit, to:
 - (a) cancel the meeting;
 - (b) postpone the holding of the meeting to a date and time determined by them; or
 - (c) change the place for the meeting.
- (2) This clause does not apply to a meeting convened:

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- (a) in accordance with the Act by the Directors or by the Directors on the request of Members; or
- (b) by a Court.

10.9 Notice of cancellation, postponement or change of place of General Meeting

Written notice of cancellation or postponement or change of place of a General Meeting must be given to all persons entitled to receive notices of General Meetings. The Notice must be given at least seven (7) days before the date for which the meeting is convened and must specify the reason for the cancellation, postponement or change of place. A Notice of a change of place of a General Meeting must specify the different place for the holding of the meeting.

10.10 Contents of notice postponing General Meeting

A notice postponing the holding of a General Meeting must specify:

- (1) a date and time for the holding of the meeting;
- (2) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (3) if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

10.11 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the original notice convening the meeting.

11 Voting at Members' Meetings

11.1 Voting Rights

- (1) Subject to clause 11.1(2), each Member has one (1) vote at a meeting of Members.
- (2) Only Financial Members are entitled to vote at meetings of Members.

11.2 Form of vote

- (1) All matters determined at Members' Meeting will be determined by show of hands unless a poll is demanded.
- (2) A poll may be demanded by the President of the meeting, or by at least five (5) Members in personal attendance and entitled to vote at the meeting.
- (3) A poll may not be demanded after the voting results on a show of hands is declared.
- (4) The demand for a poll may be withdrawn.
- (5) If a poll is duly demanded it will be taken:
 - (a) immediately, if the question to be determined by the poll is the election of a President or on a question of an adjournment; or

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- (b) in any other case in such manner and either at once or after an interval or adjournment or otherwise as the President directs.
- (6) The result of a poll will be a resolution of the meeting at which the poll was demanded.

11.3 Voting by Proxy

- (1) Voting at a Members' Meeting may be by proxy.
- (2) The appointment of a proxy will be in writing or otherwise as authorised by the Board.
- (3) A duly completed proxy notification, in the form set out as **Schedule 2** (or as otherwise determined by the Board), will confer authority on the appointed proxy to participate in a poll.
- (4) If a Member elects to vote by proxy he or she must:
 - (a) deliver the completed proxy form to the registered office of the Company;
 - (b) if applicable, fax the completed proxy form to the facsimile number provided in the relevant notice of meeting and receive a transmission confirmation of the same;
 - (c) if applicable, email the completed proxy form to the email address provided in the relevant notice of meeting and receive confirmation of receipt of the same,

not less than twenty four (24) hours before the time of the Member's Meeting at which the person named in the proxy intends to vote.

- (5) The vote of an authorised proxy remains valid even if the Member dies or is deemed to be of unsound mind, unless the Company is notified of the death or unsoundness of mind within twenty four (24) hours before the Member's Meeting.

11.4 Decision making

- (1) For the purpose of this Constitution:
 - (a) an Ordinary Resolution will be passed by a simple majority;
 - (b) a Special Resolution will be passed by a majority of at least seventy five per cent (75%); and
 - (c) a Unanimous Resolution will be passed by a majority of 100%,of the Members attending the relevant meeting either in person or by proxy and entitled to vote on that resolution either in person or by proxy.
- (2) Before a vote is taken the President must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.
- (3) Unless a poll is demanded a declaration by the President that a resolution has been:



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- (a) carried by a particular majority; or
- (b) lost,

and an entry to that effect in the book containing the minutes of the proceedings of the Company will be conclusive evidence of the outcome of the resolution without proof of the number or proportion of the votes being recorded.

Part 4 – Board

12 Composition

12.1 Composition

- (1) The Board will have a maximum of nine (9) Directors.
- (2) The Company, from time to time, may by Ordinary Resolution passed at a General Meeting, increase or reduce the number of maximum Directors.
- (3) The Directors in office at the time of the adoption of this Constitution continue in office subject to this Constitution.

12.2 Officers

The officers of the Company are as follows and who must also be Full Members:

- (1) The President.
- (2) The Vice-President.
- (3) The Treasurer.
- (4) The Secretary.
- (5) Subject to clause 12.1(2), a maximum of five (5) other Directors.

Each elected officer will hold that office for a period of two (2) years.

12.3 Qualifications of Directors

- (1) The criteria and qualifications a Director must possess may be determined by the Board from time to time, comprising a mix of appropriate skills and experience and having regard to the Objectives (**Qualifications Policy**).
- (2) In the absence of a Qualifications Policy, the Board must comprise:
 - (a) practising medical practitioners (who are also Full Members) who specialise in a breast cancer related field; and
 - (b) at least three (3) practising medical practitioners who are also Full Members (whether registered in Australia, New Zealand or any other country) who represent at least three (3) of the following six (6) specialities:
 - (i) Surgery.
 - (ii) Radiology.
 - (iii) Pathology.
 - (iv) Medical oncology.
 - (v) Radiation oncology.

- (vi) Breast medicine.
- (3) If a sufficient number of Board nominations, having regard to the requirements of clause 12.3(2), are not received prior to an Annual General Meeting, then the remaining members of the Board may be medical practitioners who specialise in any field.

12.4 Appointment by the Board

- (1) The Board, from time to time, may appoint any Full Member to fill a casual vacancy of an elected Director position on the Board, provided that the number of directors do not exceed the number prescribed in clause 12.1(1).
- (2) A Director appointed in accordance with clause 12.4(1) may be appointed:
 - (a) for a specified term; or
 - (b) until they are removed in accordance with this Constitution or the Act, however may not be appointed for a period greater than the next Annual General Meeting.
- (3) At the Annual General Meeting, subject to clauses 12.8 and 13.4, the relevant Directors will be elected by the Members and will hold office until the next Annual General Meeting when they will retire.

12.5 Election of Directors

The election of Directors will take place in the following manner:

- (1) Two (2) Full Members can nominate another Full Member (**Nominee**) to be a Director.
- (2) Nominations must be in writing and be signed by the Nominee and his or her proposer and seconder. Nominations must be lodged with the Secretary fourteen (14) days before the Annual General Meeting at which the election is to take place and if the Nominee wishes to nominate for a particular office then the office they wish to occupy must be stated in the nomination.
- (3) Prior to the Annual General Meeting, all Members will be provided with a list of candidates' names, in alphabetical order, with the proposers' and seconders' name and the particular office (if any) they have nominated .
- (4) In the case of there not being sufficient numbers of candidates nominated, the Board may appoint any person or persons who is a Full Member to fill the remaining vacancy or vacancies (including the role of the person filling the vacancy) .

12.6 Removal and Resignation

- (1) A Director may resign at any time by notice in writing to the Company.
- (2) A Director may be removed by a resolution of the Board if the Director in question:
 - (a) wilfully refuses or neglects to comply with this Constitution;
 - (b) is guilty of any conduct which in the opinion of the Board:

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- (i) brings the Company into disrepute, or has the potential to do so; or
 - (ii) is, or has the potential to be, prejudicial to the interests of the Company or any of the other Members,
 - (c) fails to comply with the Board Code of Conduct (if any is adopted by the Board);
 - (d) breaches clause 21(2) (with respect to conflicts of interest);
 - (e) is no longer a Full Member; or
 - (f) fails to attend Board Meetings on more than three (3) consecutive occasions without leave of absence from the Board and following written notice by the Board of this failure.
- (3) A Director may be removed from office by Ordinary Resolution of Members passed at a General Meeting.
- (4) Any resolution removing a Director under clause 12.6(3) will not be effective unless:
- (a) the Company was provided with at least one (1) months notice of the proposed meeting;
 - (b) the subject of the proposed resolution was given a copy of the notice of the meeting as soon as practicable after it was received by the Company;
 - (c) the subject of the proposed resolution was afforded an opportunity to:
 - (i) provide a written statement to the Company for circulation to Members; and
 - (ii) make oral submissions to the Members at the relevant meeting; and
 - (d) any statement provide by the Director under clause 12.6(4)(c)(i), that is less than one thousand (1,000) words long and is not defamatory, is circulated to the Members by:
 - (i) sending a copy of the notice to everyone to whom notice of the meeting was sent; or if there is insufficient time to do so; and
 - (ii) having the statement distributed to the Members who attend the relevant meeting and ensuring the statement is read out at the meeting before the resolution is voted on.

12.7 Vacancy

The position of Director becomes vacant if the Director in question:

- (1) ceases to be, or is prohibited from being, a Director by operation of the Act or this Constitution;



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- (2) becomes bankrupt or makes any arrangements or composition with their creditors generally;
- (3) being the President, is obliged to retire under clause 13.4;
- (4) is convicted on indictment of an offence and the Board does not, within one (1) month of that conviction, resolve to confirm the appointment; or
- (5) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any other way under the laws relating to mental health.

12.8 Rotation of Directors

- (1) At each Annual General Meeting, at least three (3) of the Directors who have served for two (2) or more years, as determined by the Board, are subject to retirement by rotation (or, if the number of Directors is not a multiple of three (3) then the number nearest or equal to but not exceeding one-third of the Directors must retire from office as Directors).
- (2) The Directors to retire by rotation at each Annual General Meeting must include any Director who wishes to retire and does not wish to be re-appointed as a Director. Any further Director required to retire must be the Director who has been in office the longest as Director.
- (3) If there are two (2) or more Directors that have been in office for an equal amount of time, and an agreement cannot be reached between those Directors on who will retire, the Members will determine the Director or Directors who will retire.
- (4) Subject to clause 13.4, a retiring Director is eligible for re-appointment.
- (5) Unless a resolution is passed to appoint some other person to fill the office of Director in accordance with this Constitution to be vacated by the retiring Director, a retirement by rotation at an Annual General Meeting does not become effective until the end of the meeting.

13 President

13.1 Role of President

The President must chair all meetings of the Board and the Members and must ensure the orderly and efficient conduct of those meetings in accordance with:

- (1) this Constitution;
- (2) the Act; and
- (3) generally accepted rules of procedural fairness.

13.2 Casting vote

The President has a casting vote at meetings of the Board and the Members.

13.3 Alternate President

- (1) If the appointed President is absent from any meeting of the Board or the Members then the Vice-President will act as the President for the purpose of that meeting.

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- (2) If both the President and the Vice-President are absent from any meeting of the Board or the Members then:
 - (a) in the case of a meeting of the Board, the Directors present at that meeting may appoint any Director to act as President for the meeting;
or
 - (b) in the case of Members' Meetings, the Members present at that meeting may appoint any Director to act as President for the meeting.
- (3) Any alternate President appointed under clauses 13.3(1) and 13.3(2) will have a casting vote.

13.4 Maximum term of President

- (1) For the purpose of this clause 13.4, a 'term' constitutes a period of twenty four (24) months from the date of election of the President. For the purpose of clarity, a term which commenced prior to the adoption of this Constitution continues after this Constitution is adopted.
- (2) The President may hold office as President for a maximum of three (3) consecutive terms.
- (3) If at the Annual General Meeting at the conclusion of the third consecutive term of the President, there is no other Member who has nominated for the role of President then the existing President may continue in that role but only for a further period of one (1) term (**Further Term**).
- (4) At the conclusion of the Further Term, a new President must be appointed by the Members (and if no such appointment is made by the Members, then the Board must make such an appointment).
- (5) It is desirable for the exiting President to remain on the Board as a Director for a period of two (2) years after he or she ceases holding the office of President.

14 Other Board positions

14.1 Role of Vice-President

- (1) The role and responsibilities of the Vice-President will be decided by the Board from time to time.
- (2) The role of the Vice-President includes:
 - (a) exercising the rights and responsibilities of the President during the absence of the President;
 - (b) supporting the President in his or her duty.
- (3) A casual vacancy in the President's position will be filled by the Vice-President.

14.2 Role of Secretary

- (1) The role and responsibilities of the Secretary will be decided by the Board from time to time.



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- (2) The role of the Secretary includes:
 - (a) maintaining a register of the Company's Members; and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Directors' meetings and circular resolutions.

14.3 Role of Treasurer

- (1) The role and responsibilities of the Treasurer will be decided by the Board from time to time.
- (2) The role of the Treasurer includes ensuring that:
 - (a) all money due to the Company is collected and received and that all payments authorised by the Company are made;
 - (b) all money received is to be receipted and those receipts are to be provided to those entitled to such receipts;
 - (c) correct books and accounts are kept showing the financial affairs of the Company including full details of all receipts and expenditure connected with the activities of the Company.

15 Powers of the Board

15.1 Powers

- (1) The business of the Company will be managed by the Board.
- (2) No resolution of the Company at a General Meeting will invalidate any prior act of the Board which would have been valid had that resolution not been passed or made.
- (3) The Board may exercise all powers of the Company that are not required to be exercised by the Company in Members Meeting.
- (4) The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

15.2 Minutes

- (1) The Secretary will cause minutes to be made of:
 - (a) all appointments of an Officer of the Company;
 - (b) the names of Directors present at all meetings of the Board; and
 - (c) all proceedings of all meetings of the Board.
- (2) The minutes will be signed by the President of the meeting at which the proceedings were held or by the President of the next succeeding meeting and will be distributed to all Directors.

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- (3) If it is discovered that there was some defect in the appointment of any Director, or that any Director was disqualified when he or she did an act on behalf of the Company or voted at a meeting of the Board, then the fact of that defect or their disqualification will not invalidate those acts or votes.

16 Executive Officer

The Directors may appoint and remove any person as an Executive Officer of the Company on the terms the Directors think fit. An Executive Officer may in the discretion of the Directors be given the right to:

- (1) attend and speak (but not vote) at any Directors' meeting or General Meeting of the Company and be given notice of the meeting as if they were a Director or Member as the case may be; and
- (2) receive accounts of the Company when available to Members.

17 Advisory council

17.1 Setting up an advisory council

The Directors may set up (and disband) an advisory council for the purposes of providing guidance and advice to the Directors (which will not be binding on the Directors) and for any other informal purposes as the Directors may decide from time to time.

17.2 Directors' discretion

The Directors have complete discretion as to the composition, functions and rules for proceedings (including frequency of meetings) of any advisory council set up under clause 17.1.

18 Committee

18.1 Setting up a committee

- (1) The Board may establish committees and disband them.
- (2) Each committee will be chaired by a person appointed by the Board.

18.2 Directors' discretion

- (1) The Board has complete discretion as to the composition, functions, powers and rules for proceedings (including frequency of meetings) of any committee set up under clause 18.1.
- (2) Any committee must make minutes of its meetings and will submit those minutes to the Board as soon as possible after each committee meeting.

19 Reimbursement of Expenses

A Director is entitled to be reimbursed out of the funds of the Company for any reasonable expenses incurred by them in discharging their duties as a Director upon prior approval by either the Board or the President.

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20 Director's Interests

Subject to complying with the Act and clause 21 regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (1) hold any office or place of profit in the Company, except that of Auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- (2) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (3) enter into a contract or arrangement with the Company;
- (4) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them;
- (5) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as Auditor;
- (6) sign or participate in the execution of a document by or on behalf of the Company; and
- (7) do any of the above despite the fiduciary relationships of the Director's office:
 - (a) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (b) without affecting the validity of any contract or arrangement.

21 Conflicts of Interest

- (1) No Director may be appointed to or attain any office or place of profit in the Company (other than Director) whilst he or she is a Director.
- (2) A Director who has a direct or indirect interest in any contract or arrangement or proposal with the Company must disclose that interest at the first Board Meeting after the acquisition of that interest.
- (3) No Director may remain present at any Board Meeting during any consideration or discussion of or voting upon any question with respect to any contract or arrangement or proposal in which that Director is interested.

22 Maintenance of Register

22.1 Register of Members

The Secretary must maintain a **Register of Members** setting out:

- (1) the name and address of each Member;
- (2) the date on which each person became a Member;
- (3) the class of the Member;
- (4) any conditions imposed on a Member's membership; and



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- (5) in respect of each person who has ceased to be a Member, the date on which that person ceased to be a Member.

22.2 Inspection of Register of Members

The Register of Members must be kept at the Company's registered office or principal place of business. A Member may inspect the Register of Members between the hours of 9.00 am and 5.00 pm on any business day in the State in which the Register of Members is located. No amount may be charged for inspection.

Part 5 - Board Proceedings

23 Voting Rights

Each Director has one (1) vote at meetings of the Board.

24 Meetings

24.1 Convening meetings of the Board

- (1) A minimum of three (3) Directors may request that the Secretary convene a Board Meeting.
- (2) The Secretary must convene a Board Meeting as soon as possible after being requested to do so in accordance with clause 24.1(1).

24.2 Frequency of Board Meetings

The Board may meet at such frequency as it determines, but must meet at least three (3) times in each year.

24.3 Notice

- (1) Notice of any Board Meeting must be in writing and sent to the address of the Director contained in the Company register or records.
- (2) The notice of meeting:
 - (a) must state the time and place of the meeting;
 - (b) need not state the general nature of business to be discussed at the meeting; and
 - (c) must be given at least seven (7) days before the meeting is due to be held.
- (3) A Director may:
 - (a) waive the requirement for them to be given notice of any Board Meeting; or
 - (b) specify a different manner in which they may receive notice of any such meeting/s,

by notice in writing to the Company to that effect.

24.4 Failure to receive notice

Failure to receive notice of a meeting by any Director does not invalidate any resolution passed at that meeting if:

- (1) the failure was the result of accident or error;
- (2) the Director has waived the requirement for them to be provided with such notice;

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- (3) the Director has notified the Company of their agreement to the resolutions proposed to be passed at the meeting; or
- (4) the Director attends the meeting.

24.5 Quorum

A quorum for a Board Meeting is constituted by the presence of at least the following number of Directors at the time the relevant meeting was held:

- (1) Firstly, calculate fifty percent (50%) of the total number of elected Directors.
- (2) Where the above equation:
 - (a) equals a whole number, then add one (1) to obtain the quorum required for a Board Meeting; or
 - (b) does not equal a whole number then round it up to the nearest whole number to obtain the quorum required for a Board Meeting.

24.6 Method of Voting

- (1) Subject to this Constitution, questions arising at any Board Meeting must be decided:
 - (a) upon a show of hands;
 - (b) by written ballot; or
 - (c) in the case where non-visual technology is being used, by some form of verbal indication by the Director not present in person or capable of being seen by the other Directors.
- (2) Any Director may require a written ballot on any resolution which is to be conducted by the President.

24.7 Circulating Resolutions

The Directors may pass a resolution without a Board Meeting being held if all of the Directors who are 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. Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. Any such resolution is passed when the last Director signs the relevant document.

24.8 Meeting by Use of Technology

- (1) A Board meeting may be convened or held using any technology consented to by the Board.
- (2) A Director participating at a meeting using technology consented to by the Board is treated as being present in person at the meeting.
- (3) A meeting using technology consented to by all Directors is to be taken to be held at the place determined by the chair of the meeting.
- (4) A Director may not leave a meeting using technology consented to by the Board unless the chair consents to that Director leaving.



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- (5) A Director is presumed conclusively to have been present and to have formed part of a quorum at all times during a meeting using technology consented to by the Board, unless the chair consents to that Director leaving in which case that Director will be treated as having been present until that Director leaves.

24.9 Interested Transaction

Subject to the Act, a Director may vote in respect of any contract or proposed contract with the Company in which they are interested, or any matter arising out of such a contract provided that their interest is disclosed to the Board before the relevant vote is taken and the Board approves that Director voting on the subject matter.

24.10 Observers

The Board may allow observers to attend at Board meetings. The observer is not entitled to vote in the Board meetings.

Part 6 - Miscellaneous

25 Execution of documents

25.1 Execution by Directors

A document is validly executed by the Company where it is signed by two (2) Directors, or by a Director and the Secretary.

25.2 Execution by authorised Directors

The Directors, by resolution in writing, may authorise any one (1) Director to sign any document on behalf of the Company and any document executed by that Director is as binding on the Company as if it had been signed in accordance with clause 25.1.

26 Notices

26.1 Method of Service

A notice is given by the Company to a Member when it is:

- (1) served personally on the Member in which case the date of service is the date it is served;
- (2) sent to the address of the Member recorded in the register of Members in which case the date for service is the date that is two (2) Business Days (that is in both the jurisdiction from which it is posted and in which it is received) after the date it is posted;
- (3) transmitted by facsimile to the facsimile number for that Member recorded in the register of Members in which case the date for service is the date stated on any self generating confirmation of transmission; or
- (4) transmitted by such other electronic means to the address, or other contact details, for that Member recorded in the register of Members in which case the date for service is the date stated on any self generating confirmation of transmission.

26.2 Calculation of Period of Notice

In computing the period of notice under this Constitution convening a meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

27 Accounts, records and Auditor

27.1 General obligation

The Directors must ensure that:

- (1) proper accounting records are kept relating to the financial position of the Company;
- (2) the accounts of the Company are maintained and audited in accordance with the Act; and



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- (3) copies of a profit and loss statement, balance sheet and auditors report (if any) are provided to any Member on request.

27.2 Access to books

All Members of the Company are entitled to have access to the accounts, books and register of the Company provided that reasonable notice is given to the Board.

27.3 Authorising payments

All cheques, promissory notes, drafts, bills of exchange, electronic funds transfer, and any other negotiable instrument and all receipts are to be signed or endorsed by:

- (1) one (1) Director and the Executive Officer appointed by the Board from time to time;
- (2) two (2) Directors; or
- (3) by any other person(s) nominated by the Board from time to time.

27.4 Auditor

An Auditor:

- (1) must be appointed by the Board; and
- (2) is to be permitted to:
 - (a) have access to the records and books of the Company; and
 - (b) attend all meetings of the Company.

27.5 Auditor's Report

The Auditor must, and the Directors must procure that the Auditor:

- (1) examine the accounts of the Company and prepare the Auditor's Report at least once in every twelve (12) month period; and
- (2) comply with the provisions of the Act in relation to the records and accounting of the Company.

28 Indemnity and Insurance

28.1 Indemnity in favour of officers

- (1) Subject to the Act, the Company indemnifies each Director against all liability incurred by him or her in the course of discharging their duties as a Director, including the payment of legal costs.
- (2) The indemnity contained in clause 28.1(1) does not apply to liability:
 - (a) owed to a related body corporate of the Company;
 - (b) for a pecuniary penalty order, fine or compensation order under the Act;

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- (c) owed to a person other than the Company that did not arise out of conduct in good faith;
- (d) incurred in connection with proceedings in which the Director is found to have:
 - (i) breached any law relating to their duties as a Director; or
 - (ii) been corrupt, dishonest or negligent in their duties as a Director,
- (e) incurred in defending or resisting criminal proceedings in which the Director is found guilty;
- (f) incurred in defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found to have been established (but this paragraph does not apply to costs incurred in responding to actions taken by the ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
- (g) incurred in connection with proceedings for relief to the Director under the Act in which the court denies the relief.

28.2 Insurance

Subject to the Act, the Company may pay a premium for a contract insuring a person who is or has been a Director acting in that capacity against:

- (1) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome;
- (2) a liability arising from negligence or other conduct; or
- (3) any other liability referred to in clause 28.1.

29 Regulations

- (1) The Board may from time to time make regulations concerning any matter to do with the Company within their control provided that such regulations are not inconsistent with this Constitution or the Act.
- (2) Any regulations made under clause 29(1) have force and effect as if they were set out in this Constitution in full.

30 Amendment of this Constitution

This Constitution may only be amended by a Special Resolution of the Members.

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**Schedule 1:
Defined terms and interpretation**

Part 1 – Definitions

Act	means the <i>Corporations Act 2001</i> (Cth) or such other Act that replaces it from time to time, including any regulations made under that Act.
Allied Health Professional	means: <ul style="list-style-type: none"> (1) a professional or a business that practices or is involved in the allied health profession as defined by the body named Allied Health Professions Australia from time to time including but not limited to: <ul style="list-style-type: none"> (a) Sonographers; (b) Radiographers; (c) Radiation Therapists; (d) Genetic Counsellors; (e) Physiotherapists; (f) Occupational Therapists; (g) Dietitians; (2) medical trainees; (3) medical registrars; (4) registered nurses; and (5) any other professional, body corporate or partnership the Board, at its absolute discretion, considers to be an allied health professional or allied health services provider from time to time.
Annual Fee	means the annual subscription fee payable by Members and as determined by the Board from time to time.
Annual General Meeting	means a meeting of the Members in accordance with clause 10.2.
Auditor	means the auditor of the Company from time to time.
Board	means all of the Directors.
Board Meeting	means a meeting of the Board.
Business Day	means a day on which trading banks under the <i>Banking Act 1959</i> (Cth) are open for business in



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	Sydney, NSW, not being a Saturday, Sunday or a declared public holiday.
President	means a President appointed from time to time pursuant to this Constitution.
Company	means the Company to which this Constitution applies.
Entrance Fee	means the entrance fee for membership to the Company set by the Board from time to time (if any).
Financial Member	means a Member who is not indebted to the Company and who is entitled to vote at a General Meeting or Annual General Meeting (as the case may be).
Financial Year	means a twelve (12) calendar month period commencing on 1 July and expiring 30 June in the following year.
First Annual Subscription	means the first annual subscription fee for membership to the Company set by the Board from time to time.
General Meeting	means a meeting of the Members other than the Annual General Meeting.
Member(s)	means a member in the Company in accordance with the Act.
Members' Meeting	means a General Meeting or the Annual General Meeting (as the case may be).
Member's Representative	means a representative of an incorporated Member.
Objectives	means the objectives of the Company set out in clause 3.
Ordinary Resolution	means a resolution passed by a simple majority.
President	means any person appointed to perform the duties of the president of the Company pursuant to this Constitution and the Act.
Replaceable Rules	means the replaceable rules referred to in s141 of the Act.
Secretary	means any person appointed to perform the duties of the secretary of the Company pursuant to this Constitution.
Special Resolution	means a resolution passed by a majority of 75% or more of the Financial Members.
Vice-President	means any person appointed to perform the duties of the Vice-President of the Company pursuant to this Constitution.
Voting Rights	means the voting rights of a Member.

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Part 2 - Interpretational Rules

Clauses, annexures and schedules		A clause, annexure or schedule is a reference to a clause in or annexure or schedule to this Constitution.
Variations or replacements	or	A document (including this Constitution) includes any variation or replacement of it.
Reference to statutes		A statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
Singular includes plural		The singular includes the plural and vice versa.
Person		The word "person" includes an individual, a firm, a body corporate, a partnership, joint venture, an unincorporated body or association or any government agency.
Executors, administrators, successors		A particular person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns.
Dollars		Australian dollars, dollars, \$ or A\$ is a reference to the lawful currency of Australia.
Calculation of time		If a period of time dates from a given day or the day of an act or event, it is to be calculated exclusive of that day.
Reference to a day		A day is to be interpreted as the period of time commencing at midnight and ending 24 hours later.
Accounting terms		An accounting term is a reference to that term as it is used in accounting standards under the Corporations Act or, if not inconsistent with those standards, in accounting principles and practices generally accepted in Australia.
Reference to a group of persons		A group of persons or things is a reference to any two or more of them jointly and to each of them individually.
Meaning not limited		The words "include", "including", "for example" or "such as" are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.
Next day		If an act under this Constitution to be done by a party on or by a given day is done after 4.30pm on that day, it is taken to be done on the next day.
Next Business Day		If an event must occur on a stipulated day which is not a Business Day then the stipulated day will be taken to be the next Business Day.

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Time of day	Time is a reference to Sydney time.
Headings	Headings (including those in brackets at the beginning of paragraphs) are for convenience only and do not affect the interpretation of this Constitution.
Agreement	A reference to any agreement, deed or instrument includes the same as varied, supplemented, novated or replaced from time to time.
Gender	A reference to one gender extends and applies to the other and neuter gender.

Schedule 2: Form of Proxy

I *[insert name of Member]* of *[insert address]*

being a full member of Australasian Society for Breast Disease Ltd (ACN 078 271 324)

(**Company**)

hereby appoint *[insert proxy]* of *[insert address]*

as my proxy to vote for me on my behalf at the Members Meeting of the Company, to be held on the day of 20 or at any adjournment of that meeting.

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

Signed this day of 20
