

CONSTITUTION
OF
Centre for Community-Driven Research



CENTRE FOR COMMUNITY-DRIVEN RESEARCH

1. NAME AND INTERPRETATION

1.1 Company Name

The name of the company is the Centre for Community-Driven Research.

1.2 Definitions

In this Constitution:

"Associate Member" means an organisation or person appointed as such under this Constitution;

"Board" means the board of directors of this company;

"Chief Executive Officer" means the person appointed to that office under this Constitution;

"Constitution" means this Constitution and all supplementary substituted or amending Constitution for the time being in force;

"Centre For Community-Driven Research" means the company above named;

"Corporations Act" means the Corporations Act including any amendment or re-enactment thereof for the time being in force;

"Member" means an Associate Member or an Ordinary Member and "Members" means all of them;

"Ordinary Member" means an organisation or person accepted as such under this Constitution; and

"Secretary" means any person appointed to perform the duties of a Secretary of the Centre For Community-Driven Research.

1.3 Interpretation

(a) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in the visible form;

(b) Headings are for convenience and will be disregarded for interpretation of the Constitution

1.4 Replaceable Rules

The Replaceable Rules contained in the Corporations Act do not apply to the Centre For Community-Driven Research.

2. OBJECTS AND POWERS

2.1 Objects of the Centre for Community-Driven Research

The objects for which the Centre for Community-Driven Research has been established are:

- (a) provide the community with a platform to provide feedback in relation to disease prevention, treatment and care;
- (b) create a cooperative centre in the field of community engagement in public health with the capability of pursuing community-driven research to create a more patient-centric health sector;
- (c) promote a managed and cooperative approach to research and training in the field of community engagement so as to maximise the benefits of public health initiatives;
- (d) as an ancillary and supportive purpose, to utilise Centre IP in such a manner as to ensure that the maximum benefit accrues to all people;

2.2 Powers of the Centre For Community-Driven Research

The Centre for Community-Driven Research has the powers set out in Section 124 of the Corporations Act.

3. INCOME AND PROPERTY

The income and property of the Centre For Community-Driven Research must be applied solely towards promoting the Centre or Community-Driven Research's objects. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the Members or directors. However, this clause 3 does not prohibit making a payment approved by the directors for:

- (a) out of pocket expenses incurred by a director in performing a duty as a director of the Centre For Community-Driven Research; or
- (b) a service rendered to the Centre for Community-Driven Research by a director in a professional or technical capacity or as an employee of the Centre For Community-Driven Research, other than in the capacity as a director of the Centre for Community-Driven Research, where:
 - (i) the provision of the service has the prior approval of the directors; and
 - (ii) the amount payable is not more than an amount that commercially would be reasonable payment for the service, or prohibit payment:
- (c) in good faith to any member for goods or services supplied in the ordinary and usual course of business;
- (d) of reasonable and proper interest on money borrowed from a Member; or
- (e) of reasonable and proper rent for premises let by any Member to the Centre for Community-Driven Research,
- (f) or indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this Constitution.

4. MEMBERS CONTRIBUTION AND LIABILITY

4.1 Liability

The liability of the Members is limited to the contribution required under clause 4.2.

4.2 Contribution on winding up

Every Member of the Centre for Community-Driven Research undertakes to contribute to the property of the Centre for Community-Driven Research in the event of the same being wound up while it is a member, for payment of the debts and liabilities of the Centre for Community-Driven Research contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00) or such other sum as may be determined by the Board from time to time.

4.3 Annual Membership Fee

Every Member and every Associate Member of the Centre for Community-Driven Research undertakes to pay the annual membership fee, if any, as determined by the Board. The Board may determine different annual membership fees for different members, Associate Members and/or Members of particular classes or categories.

5. ESTABLISHMENT AND OPERATION OF GIFT FUND

5.1 Maintaining Gift Fund

The Centre for Community-Driven Research must maintain for its principal objects a fund (Gift Fund):

- (a) to which gifts of money or property for those objects are to be made;
- (b) to which any money received by the Centre for Community-Driven Research because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

5.2 Limits on use of Gift Fund

The Centre for Community-Driven Research must use the following only for its objects:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

5.3 Winding up

At the first occurrence of:

- (a) the winding up of the Gift Fund; or
- (b) the Centre for Community-Driven Research ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the Income Tax Assessment Act 1997, any surplus assets of the Gift Fund must be transferred to an institution:
- (c) which is charitable at law;

(d) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in clause 3; and

(e) gifts to which are deductible under Division 30 of Income Tax Assessment Act 1997 due to it being characterised as a charitable institution whose principal activity is to promote the prevention or control of disease in human beings as described in item 1.1.6 of section 30-20 of Income Tax Assessment Act 1997.

The identity of institution must be decided by the directors.

5.4 Accounts

True accounts shall be kept of the sums of money received and expended by the Centre for Community-Driven Research and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Centre for Community-Driven Research and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution shall be open to the inspection of the members.

6. MEMBERSHIP

6.1 Ordinary Members

The Ordinary Members of the Centre For Community-Driven Research shall be:

Centre For Community-Driven Research, 35 Terminal Avenue Canberra, 2609 ACT

6.2 Associate Members

An organisation having aims consistent with the aims and objects of the Centre for Community-Driven Research may apply to the Board to become an Associate Member. Associate Membership shall be for three years, unless sooner determined, and the membership may be renewed for further terms as the Board sees fit.

6.3 Other Categories of Classes of Membership

The Centre for Community-Driven Research may by special resolution:

- (a) establish categories or classifications of Members; and
- (b) introduce new classes of members.

6.4 Form of Application for Membership

Every application for membership of the Centre for Community-Driven Research shall be made in writing by the applicant and be in such form as the Board from time to time prescribes.

6.5 Determination of Application

Upon receipt of an application for membership the Board shall convene a general meeting of members to consider the application. At that meeting members may:

- (a) determine upon the admission or rejection of the applicant; or
- (b) postpone the consideration of the application and request further information to support the application.

6.6 No Requirement for Reasons

In no case shall the members be required to give any reason for the rejection of an application for membership.

6.7 Notice to be Given to Applicant

When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of acceptance. The notice shall set out the class into which the applicant has been admitted. Upon acceptance the applicant shall become a member of the Centre for Community-Driven Research in the nominated class.

7. CESSATION OF MEMBERSHIP

7.1 Resignation from membership

A Member may at any time by giving notice in writing to the Secretary resign from membership of the Centre For Community-Driven Research.

7.2 Expulsion of Member

If any Member shall:

- (a) wilfully refuse or neglect to comply with the provisions of the Constitution of the Centre For Community-Driven Research; or
 - (b) be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Centre for Community-Driven Research;
 - (c) cease to satisfy the criteria for admission to membership of the class in which the Member has been admitted, the Board shall have power to expel the Member from the Centre for Community-Driven Research and erase the Member's name from the Register of Members, provided that:
 - (i) at least two (2) months before the meeting of the Board at which a resolution for the Member's expulsion is passed the Member shall have had notice of such meeting and the allegations against the Member and of the intended resolution for the Member's expulsion and that the Member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense the Member may think fit;
 - (ii) any such Member may by notice in writing lodged with the Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for the member's expulsion is to be considered by the Board elect to have the question of the Member's expulsion dealt with by the Centre for Community-Driven Research in General Meeting; and
 - (iii) in that event a General Meeting of the Centre for Community-Driven Research shall be called for the purpose of sub clause
- (ii) hereof, and if at the meeting a resolution for the expulsion of the Member be passed by a majority of two-thirds of those present and voting (such vote to be taken by poll) the Member shall be expelled and the Member's name removed from the Register of Members.

8. GENERAL MEETINGS

8.1 First General Meeting

The first General Meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the registration of the Centre for Community-Driven Research and at such place as the Board may determine.

8.2 Annual General Meeting

An Annual General Meeting of the Centre for Community-Driven Research shall be held in accordance with the provisions of the Corporations Act. All Meetings other than the Annual General Meetings shall be called General Meetings and there will be two General Meetings per annum.

8.3 Requisition by Director and Members

(a) The Board may, whenever it considers it appropriate, call a general meeting of the Centre for Community-Driven Research.

(b) The Board must, on the requisition in writing of not fewer than two members, call a meeting of the Centre for Community-Driven Research.

(c) A requisition of members for a general meeting –

(i) must state the purpose or purposes of the meeting; and

(ii) must be signed by the 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 members making the requisition.

8.4 General Meeting by Requisition

If the Board fails to call a general meeting within one month after the date when a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may call a general meeting to be held not later than three months after that date.

8.5 Notice of Meetings

Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Centre For Community-Driven Research. If a special resolution is to be proposed at the meeting the notice must set out an intention to propose the special resolution and state the resolution.

9. PROCEEDINGS AT GENERAL MEETINGS

9.1 Quorum Required

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) Members present shall be a quorum.

9.2 Effect on Meeting if Quorum not Present

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum.

9.3 Chairperson to preside at General Meetings

The President appointed pursuant to clause 10.5 shall preside at every general meeting of the Centre for Community-Driven Research unless the members present elect instead one of their number to be Chairperson of the meeting. If the President is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, then the members present shall elect one of their number to be the Chairperson of the meeting.

9.4 Chairperson may adjourn meeting

The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.

9.5 Resolutions to be decided by show of hands unless poll demanded

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or electronic voting unless a poll is demanded:

- (a) by the Chairperson; or
- (b) by at least (3) members present.

9.6 When a poll may be demanded

A poll may be demanded:

- (a) before a vote is taken;
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

9.7 Chairperson may declare resolution on show of hands

Unless a poll is so demanded a declaration by a Chairperson that a resolution has on a show of hands or electronic voting been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Centre for Community-Driven Research shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

9.8 Members to appoint Representatives

A member may attend a general meeting of the Centre for Community-Driven Research by appointing a representative to attend the meeting on its behalf. The appointment must be in writing, notice of which must be given to the Secretary not less than one week before the date fixed for the meeting.

9.9 Poll

If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

9.10 Chairperson to have Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

9.11 Entitlement to Vote

The members are entitled to cast one vote each.

10. BOARD

10.1 Composition of Board

The Board of the Centre for Community-Driven Research shall consist of:

- (a) up to six (6) directors appointed by the Ordinary Members;
- (b) a minimum of three (3) directors appointed by the Ordinary Members;
- (c) the President so that the total number of directors constituting the Board is not more than seven (7), together with such further directors as may be appointed pursuant to clause 10.3.

10.2 Appointment of Directors by Ordinary Members

The directors shall be appointed as follows:

- (a) Centre for Community-Driven Research shall be entitled to appoint directors

10.3 Nomination of Directors by Associate Members

An Associate Member may request the Centre for Community-Driven Research to appoint its nominee to the Board. Nominations shall:

- (a) be made in writing and signed by the nominee and Associate Member;
- (b) be delivered to the Centre for Community-Driven Research six (6) weeks prior to the Annual General Meeting; and
- (c) provide particulars of the nominee provided that such particulars shall not exceed one A4 page.

The information on the nominees shall be circulated to the Members with the notice of the Annual General Meeting.

10.4 Election of Directors

- (a) The directors appointed under clause 10.1(a) shall be approved by the Members at the Annual General Meeting of the Centre for Community-Driven Research.
- (b) The director to be appointed under clause 10.1(c) shall be elected by the Members at the Annual General Meeting of the Centre for Community-Driven Research. If there be more than one nominee for the position under clause 10.1(c), a ballot must be held.
- (c) Any director seeking appointment under clause 10.3 shall be elected by the Members at the Annual General Meeting of the Centre for Community-Driven Research.

10.5 President

The Board shall appoint one of their number as president

The President shall be appointed for a term of three (3) years and upon expiration of their term shall be eligible for re-appointment provided that no person may serve more than three (3) terms. Otherwise, the Board shall specify the terms of each appointment. The President, or in their absence a delegate shall preside at all meetings of the Board. The President shall also preside at general meetings of the Centre for Community-Driven Research unless the members at such a general meeting elect someone else to be Chairperson pursuant to clause 9.3. The President, upon appointment, remains a director and occupies the position described in clause 10.1(b). The directorship formerly held by the President becomes vacant upon the appointment and may be filled in accordance with clause 10.7.

10.6 Number of Directors may be Increased or Reduced

The Centre for Community-Driven Research may from time to time by special resolution passed at a General Meeting increase or reduce the number of directors of the Board.

10.7 Filling Casual Vacancies

Should a director elected in accordance with clause 10.4 cease to be a director then the Board may appoint any person to fill the vacancy. Should a director appointed pursuant to clause 10.2 cease to hold office the member who appointed that director shall appoint another by way of replacement. In either case the replacement will hold office until the next annual general meeting of the Centre for Community-Driven Research.

10.8 Removal of Director by Resolution

The Centre for Community-Driven Research may by ordinary resolution passed at a meeting of the Members remove any director before the expiration of their period of office, and may by an ordinary resolution appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting. If the director removed was appointed pursuant to clause 10.2 the member which appointed the director must appoint their replacement.

10.9 Vacancy

The office of a director shall become vacant if the director:

- (a) ceases to be a director by virtue of the Corporations Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns their office by notice in writing to the Centre for Community-Driven Research;
- (f) for more than four (4) months is absent without permission of the Board from meetings of the Board held during that period or from two (2) consecutive meetings;
- (g) shall be guilty of any conduct which in the opinion of the Board is unbecoming of a director or prejudicial to the interests of the Centre for Community-Driven Research;
- (h) if the director was nominated by a member, that member ceases to be a member of the Centre for Community-Driven Research; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Centre for Community-Driven Research and fails to declare the nature of the interest in the manner required by the Corporations Act., PROVIDED ALWAYS THAT nothing in this Clause shall affect the operation of Clause 3 of the Constitution of the Centre for Community-Driven Research.

11. POWERS AND DUTIES OF THE BOARD

11.1 Centre For Community-Driven Research Affairs to be Managed by the Board

The business of the Centre for Community-Driven Research shall be managed by the Board who may pay all expenses incurred in promoting and registering the Centre For Community-Driven Research, and may exercise all such powers of the Centre for Community-Driven Research as are not, by the Corporations Act or by the provisions of this Constitution, required to be exercised by the Centre for Community-Driven Research in General Meeting, subject nevertheless to the provisions of this Constitution and of the Corporations Act, and to such regulations being not inconsistent with the provisions of this Constitution as may be prescribed by the Centre for Community-Driven Research in General Meeting; provided that any rule, regulation or by-law of the Centre For Community-Driven Research made by the Board may be disallowed by the Centre For Community-Driven Research in General Meeting and provided further that no resolution of or regulation made by the Centre for Community-Driven Research in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

11.2 Board May Exercise the Borrowing Powers

The Board may exercise all the powers of the Centre for Community-Driven Research to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability, or obligation of the Centre for Community-Driven Research.

11.3 Execution of cheques

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Centre for Community-Driven Research, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two (2) members of the Board or in such other manner as the Board from time to time determines. The Board may determine that cheques, promissory notes, drafts, bills of exchange and other negotiable instruments where the face value is less than a certain sum, can be executed by one director. The Board may also determine that execution be delegated to one or more nominees.

11.4 Minutes to be Kept

The Board shall cause minutes to be made of:

- (a) the names of Members present at all meetings of the Centre for Community-Driven Research and the names of all directors present at all meetings of the Board; and
- (b) all proceedings at all meetings of the Centre for Community-Driven Research and of the Board.

11.5 Minutes to be Signed by Chairperson

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting, or if the minutes are unavailable at the next meeting then at the earliest opportunity afforded by a subsequent meeting.

12. PROCEEDINGS OF THE BOARD

12.1 Board Meetings

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time and the Secretary shall on the requisition of a director summon a meeting of the Board. The Board may meet personally or through any available means of electronic audio or audio/visual means as the Board may determine.

12.2 Board to Decide by Majority

Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

12.3 Conflict of Interest

A director shall not vote in respect of any contract or proposed contract with the Centre for Community-Driven Research in which the member has an interest, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.

12.4 Quorum for Board Meetings

The quorum necessary for the transaction of the business of the Board shall be two (2) directors or such greater number as may be fixed by the Board.

12.5 Board may continue to act notwithstanding a vacancy

The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing directors may act for the purpose of increasing the number of directors to that number or summoning a General Meeting of the Centre for Community-Driven Research but for no other purpose.

12.6 Chairperson of Meetings

The President shall preside at every meeting of the Board, or if there is no President or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairperson of the meeting.

12.7 Board may delegate

The Board may delegate any of its powers to Committees consisting of such director or directors together with or without other person or persons approved by the Board as they think fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

12.8 Chairperson of Committees

A Committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

12.9 Meetings of Sub Boards or Committees

A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson shall have a second or casting vote.

12.10 Validation of acts

All acts done by any meeting of the Board or Committee or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

12.11 Paper Resolutions

A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors. Electronic signatures are acceptable and considered as paper resolutions.

13. SECRETARY

The Secretary shall in accordance with the Corporations Act be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it.

14. ACCOUNTS

Proper Accounts to be kept

The Board shall cause proper accounting and records to be kept and shall distribute copies of the financial accounts (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report where available, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting.

15. AUDIT

A properly qualified Auditor or Auditors shall be appointed and the remuneration for their services fixed and duties regulated in accordance with PART 3.7 of the Corporations Act and this Constitution when an audit is required by the Australian Charities and Not-for-Profit Commission.

16. NOTICES

16.1 Method of Giving Notices

A notice may be given by the Centre for Community-Driven Research to any Member:

(a) personally; or

(b) by sending it by post to the Member's registered address, or supplied by the Member to the Centre For Community-Driven Research for the giving of notices to the member: where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting 3 days after it is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post;

(c) by sending it to the fax number or electronic address (if any) nominated by the Member: A notice sent by fax or other electronic means is deemed to be given on the business day after it is sent; or

(d) by means of electronic communication if the Member has elected to receive notices electronically.

16.2 Notices of General Meetings

Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

(a) every member;

(b) the Auditor or Auditors for the time being of the Centre for Community-Driven Research when and if engaged; and

(c) every director.

17. COMMON SEAL

17.1 Board to Keep Seal Safe

The Board may provide for the safe custody of the Seal. The Seal shall only be used by the authority of the Board, or of a committee of the Board authorised by the directors to authorise the use of the Seal. Every document to which the Seal is affixed shall be signed by a director and countersigned by another director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

17.2 Method of Execution Without Seal

The Company may execute a document without using the Seal if the document is signed by:

- (a) Two directors; or
- (b) A director and the Secretary

18. INDEMNITY AND INSURANCE

18.1 Persons to whom clauses 18.2 and 18.4 apply

Clauses 18.2 and 18.4 apply to:

- (a) each person who is or has been a director, alternate director or secretary of the Centre For Community-Driven Research; and
- (b) any other officers or former officers of the Centre for Community-Driven Research or of its related bodies corporate that the directors decide in each case.

18.2 Indemnity

The Centre for Community-Driven Research must

- (a) indemnify; and
- (b) if requested by a person to whom this clause 18.2 applies, enter into a deed indemnifying, on a full indemnity basis and to the full extent permitted by law, each person to whom this clause 18.2 applies for all losses or liabilities incurred by the person as an officer of the Centre for Community-Driven Research or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:
- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (d) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Act.

18.3 Extent of indemnity

The indemnity in clause 18.2:

- (a) is a continuing obligation and is enforceable by a person to whom clause 18.2 applies even though that person has ceased to be an officer of the Centre for Community-Driven Research or of a related body

corporate; and

(b) operates only to the extent that the loss or liability is not covered by insurance.

18.4 Insurance

The Centre for Community-Driven Research may, to the extent permitted by law:

(a) purchase and maintain insurance; or

(b) pay or agree to pay a premium for insurance, for any person to whom this clause 18.4 applies against any liability incurred by the person as an officer of the Centre for Community-Driven Research or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

18.5 Savings

Nothing in clauses 18.2 or 18.4:

(a) affects any other right or remedy that a person to whom those clauses apply may have in respect of any loss or liability referred to in those clauses; or

(b) limits the capacity of the Centre for Community-Driven Research to indemnify or provide insurance for any person to whom those clauses do not apply.

19. BY LAWS

Notwithstanding anything contained herein the Centre for Community-Driven Research may adopt any by-laws standing orders or constitutional rules as may be passed from time to time at any General Meeting of the Centre for Community-Driven Research or by the Board with respect to any matter that is necessary or convenient for the carrying out of this Constitution.

20. GOVERNANCE REVIEW

The Board shall carry out an independent review of this Constitution and governance processes of the Centre for Community-Driven Research at least once every five years for the purpose of ensuring that the governance system meets contemporary standards and the strategic needs of the organisation.

21. WINDING UP

21.1 Limit on distribution of Surplus

If, on the winding up or dissolution of the Centre for Community-Driven Research, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:

(a) which is charitable at law; and

(b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in clause 3; and

(c) gifts to which can be deducted under Division 30 of the Income Tax Assessment Act 1997 due to it being characterised as a charitable institution whose principal activity is to promote the prevention or control of disease in human beings as described in item 1.1.6 of section 30-20 of Income Tax Assessment Act 1997.

21.2 Institution to be Determined by Centre For Community-Driven Research

The identity of the institution referred to in clause 21.1 must be decided by the Board at or before the time of winding up or dissolution of the Centre for Community-Driven Research and, if the Board cannot decide, by the Supreme Court of the State in which it was incorporated.

22. ALTERING THIS CONSTITUTION

22.1 Certain Alterations Subject to ATO Consent

A special resolution making a material alteration to, or materially affecting, clauses 2.1, 3, 5, 21, or this clause 22 except an alteration necessary to enable the Centre for Community-Driven Research to comply with the fundraising or collections legislation of any state or territory of Australia, has no effect unless approved in writing by a Deputy Commissioner of Taxation.

22.2 Notice to ATO

All alterations making a material alteration to or materially affecting this Constitution must be notified in writing to a Deputy Commissioner of Taxation.