

CONSTITUTION
of
THERAPEUTIC GUIDELINES LIMITED

Including amendments up until 11 May 2022

A Public Company Limited by Guarantee

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Corporations Act

CONSTITUTION
of
THERAPEUTIC GUIDELINES LIMITED
A Public Company Limited by Guarantee

1. Preliminary

1.1 Definitions

In this Constitution:

ACNC means the Australian Charities and Not-for-profit Commission

ACNC Act means the Australian Charities and Not-for-profit Commission Act 2012 (Cth)

Act means the *Corporations Act* 2001.

Auditor means the auditor for the time being of the Company;

Board means the Board of Directors of the Company;

Chief Executive Officer means the person appointed for the time being as chief executive officer under rule 14;

Company means Therapeutic Guidelines Limited, ACN 074 766 224;

Constitution means this constitution of the Company as amended from time to time;

Director means any director for the time being of the Company;

Guidelines Program means the writing, development and publishing of guidelines regarding therapeutic drugs and drug therapy;

HEAL means Health Education Australia Limited.

Member means any member for the time being of the Company;

Registered Charity means a charity that is registered under the **ACNC Act**

Registered Office means the registered office for the time being of the Company;

Representative means an individual who has been appointed in accordance with the Corporations Act by a body corporate that is a Member;

Seal means the common seal of the Company and includes any duplicate seal of the Company;

Secretary means the secretary for the time being of the Company; and

Surplus Assets means any assets of the **Company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

1.2 Interpretation

In this Constitution:

- (a) headings are used for ease of reference only and are not to be taken into account in construing it;
- (b) a reference to a rule or schedule is a reference to a rule of or the schedule to this Constitution;
- (c) the schedule is an integral part of the Constitution, and any reference to it includes a reference to the schedule;
- (d) any reference to a person is to be construed to include any individual, company or other body corporate, government agency, association, university or other educational institution, or partnership;
- (e) a reference to any document (including this Constitution) is to be construed as a reference to that document as it may be varied from time to time;
- (f) a reference to a statute or statutory provision, ordinance, code or other law includes regulations and other instruments made under it, and consolidations, and amendments of any of them;
- (g) where an expression is defined, another part of speech or grammatical form of that expression is to be construed accordingly; and
- (h) the words including and include are to be construed without limitation.

1.3 Replaceable rules

The replaceable rules contained in the Act do not apply to the Company and are displaced in full by this Constitution.

2. Company and objects

2.1 Public company limited by guarantee

The Company is a public company limited by guarantee.

2.2 Objects

The objects for which the Company is incorporated are:

- (a) To implement and maintain the Guidelines Program and to that end to create, produce, publish, make available on line and sell therapeutic information that is:
 - derived from the best available scientific evidence, with the experience, insight and opinions of Australian experts being an essential element of the writing process, and the final text reflecting independent and expert interpretation;
 - clinically relevant, independent, authoritative, up-to-date, and problem orientated to promote the quality use of medicines;
- (b) to encourage the use of therapeutic guidelines by health professionals to assist them in making therapeutic decisions to facilitate optimum health care;
- (c) to preserve the integrity of the organisation through the policy on conflict of interest for Directors, Members of the Company, staff and members of writing groups;

- (d) to establish strategic alliances or liaise with other bodies, committees or similar interested in or concerned with therapeutic practice, the Guidelines Program, or guidelines or programs in the community to further the objectives of the organisation and to ensure complementary activities and advice for therapeutic practice;
- (e) to evaluate the value of guidelines produced in the Guidelines Program and provide advice to medical, pharmacy and other health professionals and in particular, to medical graduates both in hospital practice and general practice;
- (f) to evaluate the relevance and efficiency of guidelines produced in the Guidelines Program and advice in achieving beneficial change in medical practice, particularly in the quality of prescribing;
- (g) to pursue or develop any other areas or projects related to or consistent with medical therapeutics;
- (h) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

2.3 Powers

The Company has the power to do all things that are necessary, incidental or conducive to the attainment of those objects referred to in rule 2.2, and for that purpose and not otherwise the Company has the legal capacity of a natural person with all consequential powers conferred by section 124 of the Act.

3. Income and property

The income and property of the Company must be applied solely towards promotion of the objects of the Company as set out in rule 2.2. No part of that income or property may be distributed directly or indirectly to any Member, provided that nothing herein shall prevent repayment of out-of-pocket expenses incurred in good faith, payment in good faith of remuneration (at not more than a commercially reasonable rate) in return for any services actually rendered to the Company or payment in good faith (of not more than a commercially reasonable amount) for goods supplied in the ordinary and usual way of business to any officers or servants of the Company or to any Member thereof or to any other person.

4. Membership

4.1 Eligibility

Subject to Rule 4.5, a person, company or other body corporate is eligible to be a Member.

4.2 Application

Application for Membership must be in writing to the Board.

4.3 Term and Renewal of Membership

The period of membership shall be three years. If a membership is not renewed at the end of any three year period the membership shall lapse.

4.4 Approval

The Board must consider each application for Membership and may approve an application from any eligible applicant who is concerned with or interested in an aspect of the objects and purposes of the Company, and whose application complies with the rules (if any) made under Rule 4.5.

4.5 Admission rules

The Board may make such rules governing admission of Members and renewal of membership. as it sees fit.

4.6 Delegation of Membership Consideration

The Board may not delegate the consideration and approval of applications for membership, but may delegate the consideration and approval of renewals of membership.

4.7 Membership

Any Member at the date this Constitution is adopted shall remain a member until membership lapses pursuant to clause 4.3 or ceases pursuant to Rule 5.

4.8 Members Bound by Constitution and Rules

Every Member shall be bound by the provisions of this Constitution and by any rules which the Board may make from time to time.

4.9 Membership Classes

With the prior consent of the Members, the Board may create different classes of Membership (or amend previously created classes) and attach different rights, privileges and entitlements to each class.

4.10 Register of Members

The Company shall maintain a record of Members containing:

- (a) those particulars required by the Act; and
- (b) any other particulars required by the Company.

Every Member shall furnish such particulars as may be required by the Act or which may reasonably be required by the Company.

5. Resignation, readmission and expulsion of members

5.1 A Member may resign its membership, providing it is under no liability to the Company, by giving to the Board one month's written notice of its intention to resign;

5.2 If a member is convicted of an indictable offence, has breached a provision of this Constitution, or is, in the opinion of the Board (which may so decide in its absolute discretion), no longer an appropriate member of the Company, the Board may by special resolution:

- (a) call for the member to resign from the Company;

- (b) suspend the member from membership of the Company, either for a fixed period or at the pleasure of the Board; or
- (c) expel the member from membership of the Company (and remove his or its name from the register).

5.3 A member to whom Rule 5.2 applies may:

- (a) where the Board meets for the purpose of considering the resolution, appear and be heard; or
- (b) where the Board is to vote in writing in relation to the resolution, present a written explanation or argument,

AND for the purposes of this sub-clause, the member shall be given written notice of the intention to propose the resolution not less than one (1) month before the resolution is considered.

5.4 Expulsion or suspension of a member shall not prejudice any legal rights of the Company against that member.

6. Fees, subscriptions and charges

- 6.1 The Board shall prescribe the fees and subscriptions (if any) payable by the Members of every class.
- 6.2 The Board shall collect or may delegate, as it sees fit, the power to collect all fees and subscriptions payable by Members.
- 6.3 Fees and subscriptions shall be paid by each Member within three (3) calendar months after the date upon which they fall due. Any Member who does not pay within that time shall lose all rights and privileges of membership. Such rights and privileges may be resumed upon the payment by the Member of all arrears and such penalties as the Board may determine from time to time.

7. Members' liability and winding up

7.1 Contribution

- (a) If the Company is wound up, each Member existing at the time of the winding up of the Company must contribute to the Company's property for:
 - (i) the debts and liabilities of the Company and the costs, charges and expenses of the winding up; and
 - (ii) the adjustment of the rights of the contributories amongst themselves,
 up to an amount not exceeding one hundred dollars each.
- (b) If the Company is wound up and the existing Members are unable to satisfy the contributions they are liable to make under rule 7.1(a), each person who was a Member at some time during the year ending on the day of the commencement of the winding up of the Company must contribute to the Company's property for:
 - (i) the debts and liabilities of the Company contracted before that person ceased to be a Member;

- (ii) the costs, charges and expenses of the winding up; and
 - (iii) the adjustment of the rights of the contributories amongst themselves,
- up to an amount not exceeding one hundred dollars each.

7.2 Balance of property remaining on winding up of Company

If, on winding up or dissolution of the Company there remains any Surplus Assets, they may not be paid out to or distributed among the Members, but must be given or transferred to a body, fund or institution having objects similar to the objects of the Company, and having charitable purposes only and which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Company by this Constitution.

8. General meetings

8.1 Annual general meetings

- (a) Annual general meetings of the Company must be held in compliance with the Act.
- (b) The Company must hold an annual general meeting at least once in each calendar year.
- (c) Annual general meetings are to be held in addition to other general meetings held by the Company in the year.
- (d) The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
 - (i) the consideration of the annual financial report, Directors' report and Auditor's report; and
 - (ii) the election of those Directors who are to be elected by Members; or, if the voting for such election took place prior to the meeting in accordance with clause 9.9, the declaration of the result of that election.

8.2 Convening general meetings by the Board

The Board may call a general meeting at any time.

8.3 Convening general meetings by the Board when requested by Members

- (a) The Board must call a general meeting on the request of:
 - (i) 5% of the current Membership or 3 Members (to be worked out as at midnight before the request is given to the Company), whichever is the greater.
- (b) The request must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request; and
 - (iv) be given to the Company.

- (c) The Board must call the meeting within 21 days after the request is given to the Company. The meeting is to be held not later than 2 months after the request is given to the Company.

8.4 Notice of general meeting

- (a) A notice of a general meeting must:
 - (i) set out the place, the date and the time of meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) state the general nature of the business to be transacted at the meeting;
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
 - (iv) if a Member is entitled to appoint a proxy contain a statement setting out the following information:
 - (A) that the Member has a right to appoint a proxy;
 - (B) whether or not the proxy needs to be a Member of the Company;
 - (C) that a Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (b) Unless all the Members entitled to attend and vote at a general meeting agree otherwise, at least 21 days notice of every general meeting of the Company must be given in accordance with the Act and rule 19.

8.5 Meetings may be cancelled or postponed

The Board may at any time after notice of a general meeting has been given, postpone or cancel the general meeting by giving notice to all persons entitled to receive notice of that general meeting.

8.6 Failure to give notice

An accidental omission to give notice of a general meeting to or the non-receipt of notice of a general meeting by any Member does not invalidate any of the proceedings of that meeting.

9. Proceedings at general meetings

9.1 Conduct of Meetings

Subject to the Act, the business of meetings of Members shall be in accordance with this Rule 9.

9.2 Quorum required

No business must be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

9.3 Quorum

A quorum at a general meeting is constituted by one quarter of the current Membership (calculated to the nearest whole number by the Secretary at noon on the day before the general meeting or the meeting to be resumed after an adjournment (as the case may be) is scheduled to take place) present in person or by proxy or by Representative.

For the purpose of determining whether a quorum is present, a person attending as a proxy or as a Representative is treated as being a Member. If a Member has appointed more than one proxy or Representative, only one of them may be counted.

9.4 Absence of quorum

If a quorum is not present within 30 minutes from the time appointed for the general meeting:

- (a) where the meeting was convened upon the requisition of Members, the meeting is dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to the date, time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and same place; and
 - (ii) if at the meeting resumed after an adjournment a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting is dissolved.

9.5 Chair

The Chair elected pursuant to rule 13.4 may also preside as chair at every general meeting.

9.6 Absence of Chair

Where a general meeting is held and:

- (a) a Chair has not been elected by the Board; or
- (b) the Chair elected by the Board is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Directors present must elect one of the Directors to chair the meeting or, if no Directors are present or if all Directors decline to take the chair, the Members present must elect one of their number to chair the meeting.

9.7 Adjournment of meetings

The Chair may with the consent of any general meeting at which a quorum is present, and if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any meeting reconvened after an adjournment other than the business left unfinished at the meeting from which the adjournment took place.

9.8 Notice of meeting adjourned

Notice of an adjournment or of the business to be transacted at a meeting to be resumed after an adjournment need only be given when a general meeting is adjourned for one

month or more, in which case notice of the meeting to be resumed after an adjournment must be given in accordance with rule 8.4.

9.9 Voting at general meetings

At any general meeting a resolution put to the vote of the meeting will be decided in the manner which the Chair determines. The Chair may also determine that voting for the election of Board members pursuant to clause 8.1(d)(ii) shall take place prior to the date of the relevant meeting, in which case the result of the election shall be declared at the meeting.

9.10 Result of voting

A declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.11 Chair does not have a casting vote

In the case of an equal number of votes, the Chair of the meeting at which the show of hands takes place does not have a casting vote and the resolution fails.

9.12 Voting entitlement

At meetings of Members:

- (a) each Member entitled to vote may vote in person or by proxy or Representative; and
- (b) on a show of hands every Member, or person entitled to the rights of a Member in accordance with this Constitution, present has one vote.

9.13 Appointment of proxies

An instrument appointing a proxy:

- (a) must be signed by a Member or the Member's attorney (if the Member is a corporation the instrument must be executed under seal or signed by two directors or by a director and secretary);
- (b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy must vote on the resolution in accordance with the directions specified in the instrument; and
- (c) must be in the form of the schedule or in a form that is as similar to it as the circumstances allow.

9.14 Representatives of bodies corporate

A body corporate which is a Member may appoint a specified person to act as its representative to exercise all or any of the powers the body corporate may exercise:

- (a) at meetings of the Company's Members; or
- (b) at meetings of creditors or debenture holders; or
- (c) relating to resolutions to be passed without meetings.

9.15 Validity of instrument of appointment

- (a) An instrument appointing a proxy or Representative must not be treated as valid unless this rule has been complied with.
- (b) An instrument appointing a proxy must be completed and received by the Company (together with, if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority):
 - (i) at least 48 hours before the time appointed for holding the meeting; or
 - (ii) if the meeting has been adjourned at least 48 hours before the resumption of the meeting reconvened after an adjournment.
- (c) An instrument appointing a Representative must be lodged with the Company not less than 48 hours before the time appointed for holding the meeting, or the meeting to be resumed after an adjournment, at which the person named in the instrument proposes to vote. The Representative must produce the instrument to the Secretary or other authorised person of the Company when he or she attends the relevant meeting.

9.16 Validity of vote of proxy notwithstanding death etc of Member

A vote given in accordance with the terms of an instrument of proxy or an instrument appointing a Representative is valid notwithstanding:

- (a) the previous death or mental incapacity of the principal; or
- (b) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power,

if no intimation in writing of the death, mental incapacity or revocation has been received by the Company at the Registered Office before the commencement of the meeting or the meeting resumed after an adjournment at which the instrument is used or the power is exercised.

9.17 Using technology to hold meetings

- 9.17.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 9.17.2 Any member using this technology is taken to be present in person at the meeting.

9.18 Circular resolutions of members

- 9.18.1 Subject to clause 9.18.3, the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 9.18.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 9.18.3 Circular resolutions cannot be used:
 - (a) for a resolution to remove an auditor, appoint a director or remove a director

- (b) for passing a special resolution, or
 - (c) where the Act or this constitution requires a meeting to be held.
- 9.18.4 A circular resolution is passed if not less than 75% of the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 9.18.5 or clause 9.18.6..
- 9.18.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 9.18.6 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

10. Appointment, removal and remuneration of directors

10.1 Continuing Directors

The Directors who hold office at the date of adoption of this Constitution continue in office subject to this Constitution.

10.2 Composition of Board

- (a) The Board shall comprise (subject to their consent) the following persons:
 - (i) one (1) person which the Board may, but is not obliged to appoint from up to two (2) nominees proposed in writing by HEAL;
 - (ii) one (1) person which the Board may, but is not obliged to appoint from up to two (2) nominees proposed in writing by Royal Australian College of General Practitioners; and
 - (iii) up to seven (7) persons elected at a meeting of Members.
- (b) Rule 10.2(a) describes the method of appointment of the Directors only and does not confer a right on any of the nominating bodies referred to in rule 10.2(a) to have their interests represented on the Board nor does it oblige the Director(s) to represent the interests of the body which nominated them.
- (c) In making nominees for the purposes of rule 10.2(a) all bodies nominating the Board members shall have regard to the national character of the Guidelines Program and the objects of the Company.
- (d) Subject to rule 10.9, whilst any body entitled to propose nominees to be appointed to the Board pursuant to rule 10.2(a) is incapable, ineligible or in any way is unable to so nominate a Director, the position of that Director and entitlement to nominate a director is deemed to be removed and rule 10.2(a) is to be read as if the relevant portion had been deleted.
- (e) If any body entitled to propose nominees to be appointed to the Board pursuant to rule 10.2(a) fails to propose the requisite number of nominees or any nominees,

the Board is not obliged to make an appointment to the Board in respect of that nominating body.

10.3 Variation in Directors

All casual vacancies on the Board, however occurring, shall be filled by the body by which the vacating member was nominated, pursuant to rule 10.2, or if the vacating member was appointed by the Members, shall be filled by the Board.

10.4 Duration of appointment

A Director holds office for a term commencing on the date from which he or she is appointed and concluding at the expiration of the third annual general meeting of the Company following appointment, or until removed or their office is vacated pursuant to this Constitution or the Act.

A person who has previously been a Director may be appointed for one or more subsequent terms (consecutive or not) pursuant to rule 10.2.

10.5 Membership Requirement of Directors

A majority of the Directors at any one time must be Members.

10.6 Vacation of Director's office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (b) resigns by one month's notice in writing to the Company;
- (c) is absent without the consent of the Board, from more than two (2) consecutive meetings of the Board;
- (d) is removed as a Director by resolution of the Company;
- (e) is convicted of an indictable offence;
- (f) the Director's term of directorship expires;
- (g) the Director or his nominating body becomes an insolvent under administration as defined by the Act; or
- (h) the Director is prohibited by the law from being a Director.

10.7 The Board may co-opt persons to assist it in the performance of its functions. Such persons may be invited to attend Board meetings, however, they shall not thereby become members of the Board, be counted towards a quorum nor be entitled to vote.

10.8 Remuneration and Expenses incurred by Directors

Notwithstanding Rule 3, no remuneration or other benefit in money or money's worth shall be paid or transferred either directly or indirectly by the Company to any member of the Board of Directors except for:

- (a) repayment of out-of-pocket expenses (not in excess of any amount approved by the Board of Directors) incurred in the performance of any duty as a director or member of a committee of the Company;
- (b) payment of any salary or wage due to the member of the Board of Directors as an employee of the Company on the terms of employment approved by the Board of Directors;
- (c) payment (not in excess of an amount approved by the Board of Directors) for any service rendered to the Company by a member of the Board of Directors in a professional or technical capacity, other than in the capacity of director, providing the amount paid is not more than a commercially reasonable payment for the service;
- (d) the provision of a financial benefit in the form of an indemnity to the extent permitted by the Act; or
- (e) the provision of a financial benefit in the form of the payment of an insurance premium in respect of a contract insuring a member of the Board of Directors to the extent permitted by the Act.

10.9 If HEAL ceases to exist

In the event that HEAL ceases to exist at any time, the following provisions shall apply:

- (a) The requirements of Rule 10.2(a)(i) shall cease to apply;
- (b) a member of the Board nominated by HEAL shall remain in office until that term concludes pursuant to Rule 10.4, after which his term of office shall conclude.

10.10 If RACGP ceases to exist

In the event that RACGP ceases to exist at any time, the following provisions shall apply:

- (a) The requirements of Rule 10.2(a)(ii) shall cease to apply;
- (b) a member of the Board nominated by RACGP shall remain in office until that term concludes pursuant to Rule 10.4, after which his term of office shall conclude.

11. Powers and duties of directors

11.1 Power to manage Company generally

The Directors are responsible for managing the Company's affairs and carrying out the objects of the Company. The Directors may exercise to the exclusion of the Company in general meeting all the Company's powers which are not required, by the Act or by this Constitution, to be exercised by the Company in general meeting.

11.2 Appointment of attorneys

The Board may appoint by power of attorney any person to be an attorney of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as they think fit.

11.3 Provisions of power of attorney

Any power of attorney under rule 11.2 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board determines and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

11.4 Power to pay expenses

The Board may pay all reasonable expenses incurred in promoting and forming the Company.

11.5 Power to Make Rules

The Board may, by special resolution, make, amend or revoke rules from time to time for the proper administration and regulation of the Company or any committees referred to in this Constitution, provided that such rules shall not be inconsistent with the Constitution.

12. Duties and interests of directors

12.1 Duties of Directors

The directors must comply with their duties as directors under the Act, the ACNC Act and as described in the governance standards of the regulations made under the ACNC Act.

12.2 Permitted Interests of Directors

Subject to the Act and rule 12.3, a Director and any firm, body or entity in which a Director has a direct or indirect interest may in any capacity:

- (a) enter into any contract or arrangement with the Company;
- (b) be appointed to or hold any office or place of profit under the Company other than that of the Auditor; and
- (c) act in a professional capacity other than as the Auditor.

12.3 Disclosure of interests

- (a) A Director must declare the existence, nature, character and extent of any interest as soon as practicable after becoming aware of the interest if and as required by the Act.
- (b) The Secretary must record all declarations in the minutes of the relevant Director's meeting.
- (c) A Director's failure to make a disclosure under rule 12.2(a) does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.

12.4 Interested Directors may not vote

Subject to rule 12.5, a Director who has a material personal interest in a matter that is being considered at a meeting of the Board or at a general meeting:

- (a) must not vote on the matter; and

- (c) At any time the Board may revoke or modify any delegation of their powers to a committee or committees under rule 13.8(a), either temporarily or permanently.

13.9 Powers of committee

If any power is delegated to a committee under rule 13:

- (a) the committee must exercise the powers delegated in accordance with any directions of the Board;
- (b) exercise by the committee of the power is taken to be exercised by the Board;
- (c) the delegation does not prevent the exercise of the power by the Board; and
- (d) where the exercise depends upon the opinion, belief or state of mind of the Board, the power may be exercised by the committee upon the opinion, belief or state of mind of the committee.

13.10 Committee Meeting Proceedings

- (a) The Chair shall be entitled to receive notice of, attend, take the chair of and vote at meetings of all committees of the Board.
- (b) Every committee may be comprised, partly or wholly, of persons who are not members of the Board.
- (c) Every committee shall operate within those terms of reference by which it was established. Subject to those terms of reference, every such committee shall regulate its own procedures.
- (d) Committees shall perform those objects designated by the Board at the time of their constitution. The Board shall annually review the continuing need for each committee.

13.11 Circular resolutions of Directors

13.11.1 The directors may pass a resolution without a directors meeting being held.

13.11.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in rule 13.11.3 or rule 13.1.4

13.11.3 Each director may sign:

- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording is the same in each copy.

13.11.4 The company may send a circular resolution by email to directors and the directors may agree by sending a reply email to that effect, including the text of the resolution in their reply.

13.11.5 The resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in rule 13.11.3 or rule 13.11.4

13.12 Validity of Directors' actions

All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

13.13 Using technology to hold directors' meetings

13.13.1 The directors may hold their meetings by using any technology (such as videoconferencing or teleconferencing) that is agreed to by all of the directors.

13.13.2 The directors' agreement may be a standing (ongoing) one.

13.13.3 A director may only withdraw their consent within a reasonable period before the meeting.

13.13.4 A director who participates in a meeting held in accordance with this rule is treated as being present and entitled to vote at the meeting.

14. Chief executive officer

14.1 Appointment and removal of Chief Executive Officer

The Board may from time to time appoint a person (who may not be a director) to the office of Chief Executive Officer for such period and on such terms as it determines and, subject to the terms of any agreement entered into in a particular case, may vary or revoke any such appointment.

14.2 Powers of Chief Executive Officer

The Board may confer on a Chief Executive Officer any of the powers that the Board can exercise which are capable of delegation. The Board may at any time revoke or vary any such conferral of powers.

15. Secretary

15.1 Appointment of secretary

The Directors may appoint any person to be a secretary of the Company and that person holds office as Secretary on such terms and conditions, as to remuneration and otherwise, as the Board determines.

16. Seal and execution of documents

16.1 Authority to use Seal

The Seal may be used only by the authority of the Board, or of a committee of the Board authorised by the Board to authorise the use of the Seal.

16.2 Duplicate seal

The Company may have a duplicate common seal. The duplicate must be a copy of the Seal with the words “duplicate seal” added.

16.3 Execution of documents with Seal

The Company may execute a document if the Seal is fixed to the document and the fixing of the seal signed by:

- (a) one Director who witnessed the affixing of the Seal; and
- (b) the Chair, or some other person appointed by the Board for the purpose.

16.4 Execution of documents without Seal

The Company may execute a document without the Seal if the document is signed by order of the Board by:

- (a) one Director; and
- (b) the Chair, or some other person appointed by the Board for the purpose.

16.5 Safe Custody

The Board shall provide for the safe custody of the Common Seal.

16.6 Execution of Documents

Nothing in these Rules shall prevent or restrict the Company from executing documents in any way provided for by the Act.

17. Company administration**17.1 Minutes of meeting**

The Board must cause minutes containing the following information to be entered into the Company's minute books within one month after the event whose proceedings are recorded in the minutes:

- (a) the names of the Directors present at the relevant meeting of the Board;
- (b) the names of the committee members present at the relevant meeting of a committee formed under rule 13.8;
- (c) all resolutions and proceedings of each general meeting;
- (d) all resolutions and proceedings of meetings of the Board;
- (e) all resolutions and proceedings of meetings of committees formed under rule 13.8; and
- (f) all resolutions passed by the Board without a meeting.

17.2 Evidence of meetings

Any minutes made under rule 17.1 which purport to be signed by the Chair of the meeting to which they relate or by the Chair of the next succeeding meeting are prima facie evidence of the matters stated in them.

17.3 Inspection of minutes

The Board must ensure that the minute books for the meetings of Members are open for inspection by Members free of charge.

17.4 Inspection of other records

Subject to the Act, the Board may determine whether and to what extent, and at what time and place and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by the Act or authorised by the Board or by the Company in general meeting.

17.5 Execution of cheques and negotiable instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must include the name of the Company, its ACN and be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) in such manner as the Board determines.

18. Accounts and audits

18.1 Duty to keep accounts

The Board must cause to be kept such financial records as correctly record and explain the transactions (including any transactions as trustee) and financial position of the Company and as would enable the Company's true and fair financial statements to be prepared and audited, including:

- (a) the receipts and expenditure of the Company;
- (b) the matters in respect of which such receipts and expenditure take place; and
- (c) the property, assets, and liabilities of the Company.

18.2 Audit

- (a) The Board must cause the financial reports of the Company made up to the end of the financial year (which, unless otherwise determined, shall end on the 31st day of December) to be audited annually by a duly qualified auditor, and the report certified by two members of the Board.
- (b) Without limiting the generality of the requirement in rule 17.1, the Board must send a copy of the Auditor's report to Members and lay that report before an annual general meeting of the Company as required by the Act;
- (c) The Auditors shall be appointed and may be removed as provided in the Act.
- (d) The Auditors will perform the duties and have the rights and powers provided in the Act.

19. Notices

19.1 Giving of notices by the Company

A notice may be served by the Company upon any Member either:

- (a) personally;
- (b) by sending it by post (air mail for Members residing outside Australia) to the address for the Member in the register of Members or the alternative address (if any) nominated in writing by the Member; or
- (c) by sending it to the email address (if any) nominated by the Member.

19.2 Effecting of notices

A notice is treated as being effectively served:

- (a) where sent by post, on the day after its date of posting; and
- (b) where sent by email, on the day of sending, unless a non delivery notice is received by the sender, at any time up to four hours after sending

19.3 General meetings

Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director; and
- (c) the Auditor (if any),

and no other person is entitled to receive notices of general meetings.

20. Indemnity and insurance

20.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 20 apply to a member of the Board, a member of a committee of the Board, an officer of the Company and any other officers or former officers of the Company as the Board in each case decide (hereinafter called the 'Indemnified Officers') but does not include an auditor of the Company.

20.2 Indemnity of Indemnified Officers

Every Indemnified Officer must be indemnified out of the assets of the Company against any liability incurred by that Indemnified Officer in the person's capacity as an Indemnified Officer by reason of any act or thing done or omitted to be done by that person in that capacity or in any way in the discharge of that person's duties or by reason of or relating to the person's status as an Indemnified Officer, but excluding any liability from or against which the Company is not permitted by statute to exempt or indemnify the Indemnified Officer.

20.3 Indemnity for Proceedings

Without limiting clause 20.2, every Indemnified Officer is entitled to be indemnified out of the assets of the Company against any liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Indemnified Officer in that person's capacity as an Indemnified Officer but excluding any liability from or against which the Company is not permitted by statute to exempt or indemnify the Indemnified Officer.

20.4 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability incurred by them in that capacity, including a liability for legal costs, unless the Company is not permitted by statute to pay or agree to pay the premium or if the contract would, if the Company paid the premium, be made void by statute.

20.5 Savings

Nothing in this rule 20:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the Company to indemnify or provide or pay for the insurance for any person to whom this rule 20 does not apply.

21. General authorisation

21.1 Authorising rule

The Company is authorised to do any act or thing which the Act states a company may do if its Constitution authorises it to do so.

22. Alteration of constitution

22.1 No alteration

No alteration may be made to this Constitution for the time being in force, or this rule 22, unless it has been approved by a special resolution of the Members.

23. Gift fund

23.1 Gift Fund

The Company must maintain a fund (**Gift Fund**) for the objects contained in clause 2.2:

- (i) to which gifts of money or property for those objects are to be made;
- (ii) to which any money received by the Company because of those gifts is to be credited; and
- (iii) that does not receive any other money or property.



23.2 Use of the Gift Fund

Any gifts made to the Gift Fund or any money received because of those gifts must be used for those objects.

23.3 Bank Account

The Company must maintain a separate bank account for the Gift Fund.

23.4 Property remaining on winding up of Gift Fund

If the Gift Fund is wound up or if the Company ceases to be endorsed as a deductible gift recipient, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

Signed by:

.....

Member

.....

Member

**SCHEDULE
THERAPEUTIC GUIDELINES LTD
ACN 074 766 224
(Company)
FORM OF PROXY**

I/We,

of

am/are a Member/s of Therapeutic Guidelines Ltd.

I/We appoint as my/our proxy.....

of

or failing him or her the chairperson of the [Annual/ General Meeting of the Company] to be held onat am/pm to vote for me/us at that meeting and at any adjournment of it.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

RESOLUTION	FOR	AGAINST	ABSTAIN
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTIONS

1. A member of the Company who is entitled to attend and cast a vote at a meeting of the Company's members may appoint a person as the member's proxy to attend and vote for the member at the meeting. The appointment may specify the proportion or number of votes that the proxy may exercise. A proxy need not be a member of the Company.
2. For this proxy form to be effective, it must be received by the Company at least 48 hours before the meeting. The Company receives an appointment authority when it is received at either of the following:
 - (a) at the Registered Office:
 - (b) by email
3. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion of the member's votes each proxy may exercise, each proxy may exercise half of the votes. Any resulting fractions are to be disregarded.
4. If the proxy form is signed by the member's attorney, the authority under which the appointment was signed or a certified copy of the authority must be lodged with this form.
5. If the member is a corporation, the proxy form must be executed in accordance with section 127 of the Act. For a proprietary company that has a sole director who is also the sole secretary then the proxy form may be signed by that director.
6. Persons signing must state their appropriate designation.

I/We understand that if I/We have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he or she thinks fit.

Dated:

.....
Signature of Member

.....
Signature of Member