

**Constitution of The Australian
Psychoanalytic Foundation
(ABN 87097394637)**

**A company limited by guarantee
Incorporated in New South Wales**

(as amended by special resolution on 4 March 2002)

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GENERAL

1. Definitions

The following definitions apply in this Constitution unless the context otherwise requires.

Director means a person appointed or elected to the office of director of the Foundation in accordance with this Constitution and includes any alternate director duly acting as a director.

Law means the Corporations Law and the Corporations Regulations.

Member Present means, in connection with a meeting, the member present in person at the venue or venues for the meeting or by proxy, by attorney and, where the member is a body corporate, by representative.

Prescribed Rate means the base rate charged by the Foundation's principal banker to corporate customers from time to time in respect of overdraft loans in excess of \$100,000 calculated on a daily basis and a year of 365 days.

Seal means any common seal or duplicate common seal of the Foundation.

Foundation means the Australian Psychoanalytic Foundation, a public limited company limited by guarantee (ABN [*])

2. Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the Article or paragraph, respectively, in which the reference appears.
- (e) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (f) Division 10 of Part 1.2 of the Law applies in relation to this Constitution as if they were an instrument made under the Law.
- (g) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Law, the same meaning as in that provision of the Law.

3. Replaceable Rules

The replaceable rules contained in the Law do not apply to the Foundation.

4. Actions authorised under the Law and compliance with the Law

Where the Law authorises or permits a company to do any matter or thing if so authorised by its constitution, the Foundation is and will be taken by this Article to be authorised or permitted to do that matter or thing, despite any other provisions of this Constitution.

OBJECTS

5. Objects

The objects for which the Foundation is established are:

- (a) the setting up of a low-cost, high skill out patients consultation and referral service able to offer psychoanalytic services to the community;
- (b) to link with institutions and Community Services in the territory with the aim to reach that section of the population that normally would not have access or could not afford highly specialised psychological services;
- (c) to address the gap which presently exists between Local Government Community Services and professionals in private practice who are not in a position to provide a wide range of specialised services;
- (d) to provide assessment, short and long term therapy, family therapy, child therapy, couple therapy and group discussions to families, children and adolescents with emotional and psychiatric problems;
- (e) to provide professional treatment of individuals by psychoanalysts, psychiatrists, psychoanalytic psychotherapists, social workers and psychologists;
- (f) to provide consultations to schools and to other mental health professionals;
- (g) to organise practical work placements for psychology and medical students in association with relevant university departments;
- (h) to conduct research into the causes, effects and treatment of psychological problems within our Community; and
- (i) to sponsor or support organisations or individuals with similar endeavours and objectives as the Foundation.

INCOME AND PROPERTY

6. Application of income and property

- 6.1 Subject to Articles 6.2 and 6.3, the profits (if any) or other income and property of the Foundation must be applied solely towards the promotion of the objects of the Foundation
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set out in Article 5 and no portion of it may be paid or transferred, directly or indirectly, to any member of the Foundation whether by way of dividend, bonus or otherwise.

- 6.2 Nothing in Article 6.1 prevents any payment in good faith by the Foundation of:
- (a) reasonable and proper remuneration to any member for any services actually rendered or goods supplied in the ordinary and usual course of business to the Foundation;
 - (b) the payment or reimbursement of out-of-pocket expenses incurred by a member of the Foundation on behalf of the Foundation where the amount payable does not exceed an amount previously approved by the directors of the Foundation;
 - (c) reasonable and proper rent for premises let or demised by any member of the Foundation to the Foundation;
 - (d) moneys to any member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the directors (or a Committee or representative authorised by the directors) has approved the provision of services and the amount payable and is not more than an amount which commercially would be reasonable payment for the service; or
 - (e) interest at a rate not exceeding the Prescribed Rate on money borrowed from members of the Foundation.
 - (f) For the purpose of this Article 6.2 a reference to a member shall mean an individual member or an entity in which the member has an interest as either a director, shareholder or employee.
- 6.3 The Foundation must not pay fees to directors but the Foundation may make payments in good faith for:
- (a) the payment or reimbursement of out-of-pocket expenses incurred by a director in the performance of any duty as director where the amount payable does not exceed an amount previously approved by the directors;
 - (b) moneys to any director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer where the provision of the service has the prior approval of the directors and where the amount payable is approved by the directors and is not more than amount which commercially would be reasonable payment for the service;
 - (c) any salary or wage due to the director as an employee of the Foundation where the terms of employment have been approved by the directors of the Foundation;
 - (d) an indemnity, exception, insurance premium or payment for legal costs as referred to in section 212 of the Law;
 - (e) any payment to a director in the capacity of a member; and
 - (f) any other payment to any director approved by the directors.

7. Gift Fund

- 7.1 The Foundation must establish and maintain a gift fund.
- 7.2 All money or property received by the Foundation in the form of the donations will be kept in the gift fund separate from all other money and property controlled by the Foundation and shall be used solely for the purpose of achieving the objects of the Foundation.
- 7.3 The Foundation will maintain detailed accounts of the gift fund including documentation of the use of donated money and property.
- 7.4 The Foundation will provide receipts to a donor for any donations of money or property to the Foundation. The receipt will state the name of the Foundation, the Foundations' ABN and the fact that the receipt is for a gift.
- 7.5 If the gift fund is wound up or endorsement is revoked then the Foundation must transfer any surplus assets of the gift fund to another similar deductible gift recipient.

LIABILITY

8. Limited Liability

The liability of the members is limited.

9. Extent of liability

Each member undertakes to contribute to the property of the Foundation if the Foundation is wound up while he, she or it is a member or within 1 year after he, she or it ceases to be a member, for payment of the Foundation's debts and liabilities contracted before he, she or it 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, but not exceeding A\$20.00.

AMENDMENT OF CONSTITUTION

10. Amendment of Constitution

No addition, alteration or amendment to this constitution will be effective unless such addition, alteration or amendment is carried out in accordance with the Law.

MEMBERSHIP

11. Members

- 11.1 The number of members with which the Foundation proposes to be registered is unlimited.

11.2 The members of the Foundation will be:

- (a) the persons specified, with their consent, as a proposed member in the Foundation's application for registration; and
- (b) any other persons admitted to membership in accordance with this Constitution.

12. Application for membership

- 12.1 Every applicant for membership of the Foundation (other than the persons who became members of the Foundation on registration) must be proposed by 1 member of the Foundation and seconded by another member of the Foundation both of whom the applicant knows personally.
- 12.2 An application for membership must be in writing, signed by the applicant, the proposer and seconder and in a form prescribed by the directors from time to time, if any and accompanied by such evidence of eligibility as required by the directors from time to time.
- 12.3 Upon receiving an application for membership, the directors may require the applicant to supply such evidence or further evidence of eligibility for membership that the directors consider reasonably necessary. At the next meeting of directors after the receipt of any application for membership and all evidence of eligibility required by the directors, the application must be considered by the directors who must decide whether or not to admit the applicant in their absolute discretion. The directors are not required to give any reason for the rejection of an applicant.

CESSATION OF MEMBERSHIP

13. Resignation of a member

A member may at any time, by giving notice in writing to the secretary, resign as a member of the Foundation. The resignation will be effective from the date of receipt of the notice by the secretary. That member's name must be removed from the register of members.

14. Misconduct of a member

14.1 If any member:

- (a) is in breach of the provisions of this Constitution; or
- (b) is guilty of any act or omission which, in the opinion of the directors is unbecoming of a member, or prejudicial to the interest of the Foundation,

the directors may do any one or more of censure, suspend or expel the member from the Foundation and remove the member's name from the register of members.

14.2 The directors must not expel a member under Article 14.1 unless:

- (a) at least 7 days' notice has been given to the member stating the date, time and place at which the question of expulsion of that member is to be considered by the directors, and the nature of the alleged misconduct; and



- (b) the members given the opportunity of giving to the directors, orally or in writing, any explanation he may think fit.
- 14.3 If the directors resolve to expel a member, the secretary must immediately give notice of this to the member. The member then has the right, exercisable by notifying the secretary within 7 days after receipt of the notice (the *Expulsion Notice Period*), to have the issue dealt with by the Foundation in general meeting. In that event, a general meeting of the Foundation must be called for that purpose, having the same powers as the directors have under Article 14.1. If a resolution to expel the member is passed at the meeting by a majority of two-thirds of the Members Present, the member ceases to be a member on the making of the resolution and the member's name must be removed from the register of members.
- 14.4 If the member does not notify the secretary on or before the expiration of the Expulsion Notice Period that the member wishes to have the issue dealt with by the Foundation in general meeting, the member ceases to be a member on the expiration of the Expulsion Notice Period and the member's name must be removed from the register of members.
- 16.5 Every person ceasing to be a member of the Foundation whether by retirement, expulsion, death, non payment of subscription or other debt or for any other reason shall forfeit all rights and claims upon the Foundation to enjoy the privileges of membership.

15. Other grounds for cessation of membership

A member's membership of the Foundation automatically ceases:

- (a) in the case of a member who is a natural person on the date that the member:
 - (i) dies;
 - (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) becomes bankrupt or insolvent or makes an assignment of composition with or for the benefit of his, her or its creditors; or
 - (iv) is convicted of an indictable offence; or
- (b) in the case of a member which is a body corporate on the date that:
 - (i) a liquidator is appointed in connection with the winding-up of the member; or
 - (ii) an order is made by a court for the winding-up or deregistration of the member.
- (iii) (c) The directors may at any time in their absolute discretion by resolution cancel the membership of a member which in the opinion of the directors has ceased to be qualified for membership.



GENERAL MEETINGS

16. Power of directors to convene

- 16.1 Any director may convene a general meeting whenever the director thinks fit.
- 16.2 Any director may cancel by notice in writing to all members any meeting convened by the director, except that a meeting convened on the requisition of a member or members must not be cancelled without the consent of the relevant member or members.
- 16.3 The directors may postpone a general meeting or change the place at which it is to be held by notice not later than 72 hours prior to the time of the meeting to all persons to whom the notice of meeting (the *first notice*) was given. The postponing notice must specify the place, date and time of the meeting. The meeting is taken to be duly convened under the first notice.

17. Notice of general meetings

- 17.1 Each notice convening a general meeting must contain the information required by the Law.
- 17.2 The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

18. Business of general meetings

Unless all members are present as Members Present and agree otherwise, business must not be transacted at any general meeting except as set out in the notice of meeting.

19. Quorum

- 19.1 Business must not be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 19.2 Except as otherwise provided in this Constitution, 2 Members Present constitute a quorum.

20. If quorum not present

If a quorum is not present within 20 minutes after the time appointed for the meeting:

- (a) where the meeting is convened on the requisition of members, the proposed meeting is automatically dissolved (subject to Article 22.1);
- (b) in any other case:
- (i) the meeting stands adjourned to a day and at a time and place as the directors decide or, if no decision is made by the directors, to the same day in the next week at the same time and place; and

- (ii) if at the adjourned meeting a quorum is not present within 20 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

21. Chair of meetings

21.1 Subject to Article 21.2, the chair of directors or, in the chair's absence, the deputy chair will preside as chair at every general meeting.

21.2 Where a general meeting is held and:

- (a) there is no chair or deputy chair; or
- (b) the chair or deputy chair is not present within 15 minutes after the time appointed for the meeting or does not wish to act as chair of the meeting,

the directors present may choose one of their number or, in the absence of all directors or if none of the directors present wish to act, the Members Present may elect one of their number to be chair of the meeting.

22. Adjournments

22.1 The chair may and must if so directed by the meeting adjourn the meeting from time to time and from place to place.

22.2 The only business which may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

22.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

22.4 Except as provided by Article 22.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. Voting at general meetings

23.1 Any resolution to be considered at a meeting must be decided on a show of hands unless a poll is demanded.

23.2 A declaration by the chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.

23.3 A poll for a resolution may be demanded by at least 5% of Members Present and entitled to vote on the resolution or the chair.

23.4 A poll may not be demanded on the election of a chair or on a resolution for adjournment.

- (a) 26.5 A resolution signed by all the members of the Foundation for the time being entitled to vote shall be as valid and effectual as if it had been passed at a

meeting of the members duly called and constituted, and the members may sign separate copies of the resolution circulated for that purpose.

- (b) 26.6 If and whenever the directors think fit, they may submit any question to the vote of all members for the time being entitled to vote at general meeting by means of a ballot in such form and returnable in such manner as the directors decide. A resolution approved by a majority of members voting by such a ballot shall have the same force and effect as such resolution would have carried by such a majority at a duly constituted general meeting of the Foundation.

24. Procedure for polls

- 24.1 A poll when demanded must be taken in the manner and at the time the chair directs.
- 24.2 The result of the poll is a resolution of the meeting at which the poll was demanded.
- 24.3 If a poll has been demanded at a meeting, the meeting may continue with the transaction of business other than the resolution on which the poll was demanded.

25. Chair's casting vote

In the case of an equality of votes on a show of hands or on a poll the chair of the meeting has a casting vote in addition to any vote to which the chair may be entitled as a member, proxy, attorney or body corporate representative.

26. Representation and voting of members

Subject to this Constitution:

- (a) at meetings of members each member entitled to attend and vote may attend and vote in person or by proxy, or attorney and (where the member is a body corporate) by representative;
- (b) a member is not entitled to vote at a general meeting unless all sums presently payable by the member in respect of membership in the Foundation have been paid; and
- (c) on a show of hands and on a poll, every Member Present having the right to vote at the meeting has 1 vote.

27. Objections to qualification to vote

- 27.1 An objection to the qualification of a person to vote may be raised only at the meeting or adjourned meeting at which the vote objected to is tendered.
- 27.2 Any objection must be referred to the chair of the meeting, whose decision is final.
- 27.3 A vote allowed after an objection is valid for all purposes.



28. Number of proxies

A member may appoint 1 proxy.

29. Form of proxy

29.1 An instrument appointing a proxy must:

- (a) be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing; or
- (b) if the appointor is a corporation, be either under seal or under the hand of a duly authorised officer or attorney.

29.2 A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

29.3 An instrument appointing a proxy may be in any form that the directors may accept or stipulate.

30. Lodgement of proxies

30.1 For an instrument appointing an attorney to act on behalf of a member at all meetings of the Foundation (or at all meetings for a specified period) to be effective the following documents must be received by the Foundation not less than 48 hours (or any shorter period as the directors may permit) before the commencement of the meeting or adjourned meeting at which the attorney proposes to vote:

- (a) the power of attorney or a certified copy of that power of attorney; and
- (b) any evidence that the directors may require of the validity and non-revocation of that power of attorney.

30.2 For the purposes of Article 30.1, the Foundation receives these documents when they are received at any of the following:

- (a) the Foundation's registered office;
- (b) a fax number at the Foundation's registered office; or
- (c) a place, fax number or electronic address specified for the purpose in the notice of meeting.

31. Validity of proxies

31.1 A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:

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

if no notice in writing of the death, unsoundness of mind or revocation has been received by the Foundation at its registered office not less than 48 hours (or any shorter period as the directors may permit) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

- 31.2 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

32. Where proxy is incomplete

- 32.1 No instrument appointing a proxy is treated as invalid merely because it does not contain:
- (a) the address of the appointor or of a proxy;
 - (b) the proxy's name or the name of the office held by the proxy; or
 - (c) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- 32.2 Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.

33. Right of officers and advisers to attend general meeting

- 33.1 A director who is not a member is entitled to be present and to speak at any general meeting.
- 33.2 A secretary who is not a member is entitled to be present and, at the request of the chair, to speak at any general meeting.
- 33.3 Any other person (whether a member or not) requested by the directors to attend any general meeting is entitled to be present and, at the request of the chair, to speak at that general meeting.

APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS

34. Appointment and removal

- 34.1 Subject to the Law, the Foundation may at any time by resolution passed in general meeting:
- (a) appoint any person as a director; or
 - (b) remove any director from office.
- 34.2 Subject to the Law and Article 34.3, the directors may at any time appoint any person as a director.

35. Annual retirement

- 35.1 Subject to Article 51, a director must retire from office at the conclusion of the first annual general meeting after the director was appointed or last elected.
- 35.2 A retiring director is eligible for re-election and does not need to give any prior notice of intention to submit for re-election.
- 35.3 When a director retires at an annual general meeting, the Foundation may by ordinary resolution elect a person to fill the vacated office.
- 35.4 A person, other than a retiring director, is not eligible for election as a director at a general meeting unless the person, or a member who intends to propose the person, has given written notice of the director's candidature, signed by the candidate and the proposer, at least 14 days before the meeting.
- 35.5 A written notice listing all director vacancies and each candidate for re-election, in alphabetical order, must be posted in a conspicuous place in the registered office of the Foundation for at least 7 days immediately before the meeting at which the election will take place.
- 35.6 If the vacated office is not filled and the retiring director has offered himself or herself for re-election, the retiring director is deemed to have been re-elected unless, at the meeting at which he or she retires:
- (a) it is resolved not to fill the vacated office; or
 - (b) the resolution for the re-election of the director is put and lost.

36. Vacation of office

In addition to the circumstances in which the office of a director becomes vacant:

- (a) under the Law; or
 - (b) because of a resolution under Article 34.1(a);
- the office of a director becomes vacant if the director:
- (c) 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;
 - (d) resigns by notice in writing to the Foundation;
 - (e) is absent without the consent of the directors from 2 continuous meetings of directors;
 - (f) becomes bankrupt;
 - (g) dies;
 - (h) becomes prohibited from being a director of a company under the Law;
 - (i) if a representative of a Corporate Member, ceases to be a representative; or
 - (j) holds any office of profit under the Foundation.

POWERS AND DUTIES OF DIRECTORS

37. Powers of directors

- 37.1 Subject to the Law and this Constitution, the business of the Foundation is managed by the directors, who may exercise all powers of the Foundation which are not, by the Law or this Constitution, required to be exercised by the Foundation in general meeting.
- 37.2 Without limiting the generality of Article 37.1, the directors may exercise all the powers of the Foundation:
- (a) to borrow money, to charge any property or business of the Foundation or all or any of its uncalled capital;
 - (b) to issue debentures or give any other security for a debt, liability or obligation of the Foundation or of any other person.

38. Appointment of attorneys

- 38.1 The directors may, by power of attorney, appoint any person to be the attorney of the Foundation for the purposes, with the powers, authorities and discretions vested in or exercisable by the directors for any period and subject to any conditions as they think fit.
- 38.2 Any appointment under Article 38.1 may be made on terms for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

39. Negotiable instruments

All negotiable instruments of the Foundation must be executed by the persons and in the manner the directors decide from time to time.

PROCEEDINGS OF DIRECTORS

40. Proceedings

- 40.1 The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit, but in any event no less frequently than 6 times in each 12 months.
- 40.2 A director may at any time, and on the request of a director a secretary must convene a meeting of the directors.
- 40.3 Reasonable notice, being unless otherwise decided 30 days, must be given to every director of the place, date and time of every meeting of the directors. Where any director is for the time being outside of Australia, notice need only be given to that director if contact details have been given, but notice must always be given to any alternate director in Australia whose appointment by that director is for the time being in force.

41. Meetings by technology

41.1 For the purposes of the Law, each director, on becoming a director (or on the adoption of this Constitution), consents to the use of the following technology for calling or holding a directors meeting:

- (a) video;
- (b) telephone;
- (c) electronic mail;
- (d) any other technology which permits each director to communicate with every other director; or
- (e) any combination of the technologies described in the above paragraphs.

A director may withdraw the consent given under this Article in accordance with the Law.

41.2 Where the directors are not all in attendance at one place and are holding a meeting using technology and each director can communicate with the other directors:

- (a) the participating directors are, for the purpose of every provision of this Constitution concerning meetings of the directors, taken to be assembled together at a meeting and to be present at that meeting; and
- (b) all proceedings of those directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were present.

42. Quorum at meetings

At a meeting of directors, the number of directors whose presence is necessary to constitute a quorum is 2 directors entitled to vote. Unless the directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.

43. Vacancies

The directors may act even in the event of a vacancy or vacancies in the office of a director or offices of directors, but if the number of directors is not sufficient to constitute a quorum at a meeting of directors, the directors may act only to appoint a sufficient number of directors to constitute a quorum.

44. Chair of directors

44.1 The directors may elect one of their number as their chair and may decide the period for which the chair is to hold office as chair.

44.2 Where a meeting of directors is held and:

- (a) a chair has not been elected as provided by Article 44.1; or

- (b) the chair is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,

the directors present may elect one of their number to be a chair of the meeting.

45. Proceedings at meetings

- 45.1 Subject to this Constitution, questions arising at a meeting of directors are decided by a majority of votes of directors present and voting and for all purposes any such decision is taken to be a decision of the directors.
- 45.2 In the case of an equality of votes, the chair of the meeting has a casting vote in addition to the chair's deliberative vote.

46. Material Personal Interests

- (a) A director is not disqualified by the director's office from contracting with the Foundation or any related body corporate of the Foundation in any capacity by reason of holding of the office of director.
- (b) In relation to a contract or arrangement in which a director has a material personal interest:
 - (i) the fact that the director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - (ii) a contract or arrangement made by the Foundation or any related body corporate with a director may not be avoided merely because the director is a party to the contract or arrangement or otherwise interested in it; and
 - (iii) the director will not be liable to account to the Foundation for any profit derived in respect of the contract or arrangement merely because of the director's office or the fiduciary relationship it entails.
- (c) Subject to paragraph (d), a director who has a material personal interest in a matter that relates to the affairs of the Foundation must give the other directors notice of his or her interest.
- (d) A director with a material personal interest in a matter that relates to the affairs of the Foundation is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the director has already given notice of the nature and extent of the interest and its relation to the affairs of the Foundation;
 - (B) if a person who was not a director at the time the notice was given is appointed as a director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or

- (ii) if the director has given a standing notice of the nature and extent of the interest in accordance with the Law and that standing notice is still effective in relation to the interest; or
 - (iii) as otherwise permitted under the Law.
- (e) Notices of material personal interest given by directors must:
- (i) give details of the nature and extent of the director's interest and the relation of the interest to the affairs of the Foundation;
 - (ii) be given at a directors' meeting as soon as practicable after the director becomes aware of their interest in the matter; and
 - (iii) be recorded in the minutes of the directors' meeting at which the notice is given.
- (f) A director who has a material personal interest in a matter that is being considered at a directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter, except in the following circumstances:
- (i) if the material personal interest is a matter that is not required to be disclosed under this Clause or under the Law; or
 - (ii) if the directors who do not have a material personal interest in the matter have passed a resolution that:
 - (A) identified the director, the nature and the extent of the director's interest in the matter and its relation to the affairs of the Foundation; and
 - (B) states that those directors are satisfied that the interest should not disqualify the director from voting or being present; or
 - (iii) as otherwise permitted under the Law.
- (g) Nothing in this Clause affects the duty of a director:
- (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the directors' duties or interests as a director, to declare at a meeting of directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the Law.

47. Alternate directors

47.1 A director may:

- (a) with the approval of a majority of the other directors (if any), appoint a person (whether a member of the Foundation or not); or
- (b) without the need for the approval of the other directors, appoint another director, to be an alternate director in the director's place during any period that the director thinks fit.

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- 47.2 An alternate director is entitled to notice of meetings of the directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in the director's stead.
- 47.3 An alternate director may exercise any powers which the appointor may exercise. The exercise of any power by the alternate director (including signing a document) is taken to be the exercise of the power by the appointor. The exercise of any power by the alternate director is as agent of the Foundation and not as agent of the appointor. Where the alternate is another director, that director is entitled to cast a deliberative vote on the director's own account and on account of each person by whom the director has been appointed as an alternate director.
- 47.4 The appointment of an alternate director:
- (a) may be terminated at any time by the appointor even if the period of the appointment of the alternate director has not expired; and
 - (b) terminates automatically if the appointor vacates office as a director.
- 47.5 An appointment or the termination of an appointment of an alternate director must be effected by service on the Foundation of a notice in writing signed by the director making the appointment.

48. Committees

- 48.1 The directors may delegate any of their powers to a committee or committees consisting of such number of them and/or other persons as they think fit. A committee may consist of one or more persons.
- 48.2 A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors. A power so exercised is taken to be exercised by the directors.
- 48.3 Articles 40, 41, 44 and 45 apply to any committee as if each reference in those articles to the directors was a reference to the members of the committee and each reference to a meeting of directors was to a meeting of the committee.
- 48.4 The number of members whose presence at a meeting of the committee is necessary to constitute a quorum is the number determined by the directors and, if not so determined, is 2. Unless the directors determine otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- 48.5 The minutes of all the proceedings and decisions of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the directors are required by the Law to be made, entered and signed.

49. Written resolutions

- 49.1 If a document:
- (a) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;

- (b) contains a statement that the signatories to it are in favour of that resolution;
 - (c) the terms of the resolution are set out or identified in the document; and
 - (d) has been signed by a majority of the directors entitled to vote on that resolution,
- a resolution in those terms is passed on the day on which and at the time at which the document was signed by a majority of directors and the document has effect as a minute of the resolution.

49.2 For the purposes of Article 49.1:

- (a) 2 or more separate documents containing statements in identical terms each of which is signed by one or more directors are together taken to constitute one document containing a statement in those terms signed by those directors at the time at which the last of those documents to be signed was signed by a director; and
- (b) a fax which is received by the Foundation or an agent of the Foundation and is sent for or on behalf of a director or alternate director is taken to be signed by that director or alternate director not later than the time of receipt of the fax by the Foundation or its agent in legible form.

50. Defects in appointments

- 50.1 All acts done by any meeting of the directors, committee of directors, or person acting as a director are as valid as if each person was duly appointed and qualified to be a director or a member of the committee.
- 50.2 Article 50.1 applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a director or a member of a committee or to act as a director or that a person so appointed was disqualified.

MANAGING DIRECTOR

51. Power to appoint managing director

- 51.1 The directors may appoint one or more directors to the office of managing director for the period and on the terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the directors may at any time revoke any appointment.
- 51.2 A managing director's appointment automatically terminates if the managing director ceases for any reason to be a director.
- 51.3 The provisions of Article 35 do not apply to a managing director.

52. Remuneration

A managing director may, subject to the Law and the terms of any agreement between the managing director and the Foundation, receive remuneration (whether by way of salary,

commission, or participation in profits, or partly in one way and partly in another) as the directors decide.

53. Delegation of powers to managing director

- 53.1 The directors may, on the terms and conditions and with any restrictions as they think fit, confer on a managing director any of the powers exercisable by them.
- 53.2 Any powers so conferred may be concurrent with the powers of the directors.
- 53.3 The directors may at any time withdraw or vary any of powers conferred on a managing director.

SECRETARIES AND OTHER OFFICERS

54. Secretaries

- 54.1 A secretary of the Foundation holds office on the terms and conditions, as to remuneration and otherwise, as the directors decide.
- 54.2 The directors may at any time terminate the appointment of a secretary.

55. Other officers

- 55.1 The directors may from time to time:
- (a) create any other position or positions in the Foundation with the powers and responsibilities as the directors may from time to time confer; and
 - (b) appoint any person, whether or not a director, to any position or positions created under paragraph (a).
- 55.2 The directors at any time may terminate the appointment of a person holding a position created under Article 55.1 and may abolish the position.

SEALS AND EXECUTING DOCUMENTS

56. Seals and their use

- 56.1 The Foundation may have a common seal. If the Foundation has a common seal it may also have a duplicate common seal.
- 56.2 A Seal may be used only by the authority of the directors, or of a committee of the directors authorised by the directors to authorise the use of the Seal. Every document to which the Seal is affixed must be signed by:
- (a) 2 directors;

- (b) a director and a secretary (or another person appointed by the directors to countersign that document or a class of documents in which that document is included).

56.3 This Article does not limit the ways in which the Foundation may execute a document.

INSPECTION OF RECORDS

57. Inspection of records

- 57.1 The directors may authorise a member to inspect books of the Foundation to the extent, at the time and places and under the conditions, the directors consider appropriate.
- 57.2 A member (other than a director) does not have the right to inspect any document of the Foundation except as provided by law or as authorised by the directors.

NOTICES

58. Notices generally

- 58.1 Any member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Foundation may be served or sent is not entitled to receive any notice.
- 58.2 A notice may be given by the Foundation to any member by:
 - (a) serving it on the member personally;
 - (b) sending it by post to the member or leaving it at the member's address as shown in the register or the address supplied by the member to the Foundation for the giving of notices;
 - (c) serving it in any manner contemplated in this Article 58.2 on a member's attorney as specified by the member in a notice given under Article 58.3;
 - (d) fax to the fax number supplied by the member to the Foundation for the giving of notices; or
 - (e) transmitting it electronically to the electronic mail address given by the member to the Foundation for giving notices.
- 58.3 A member may, by written notice to the secretary left at or sent to the registered office, require that all notices to be given by the Foundation or the directors be served on the member's attorney at an address specified in the notice.
- 58.4 Notice to a member whose address for notices is outside Australia must be sent by airmail, fax or electronic mail.
- 58.5 Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
 - (a) in the case of a notice of a meeting, on the day after the date of its posting; and

- (b) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

58.6 Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.

59. Notices of general meeting

59.1 Notice of every general meeting must be given:

- (a) in the manner authorised by Article 58.2;
- (b) to every member and to each director; and
- (c) to the auditor to the Foundation (if any).

No other person is entitled to receive notice of general meetings.

WINDING UP

60. Winding Up

If, on the winding up or dissolution of the Foundation by any means and for any reason, there remains any property, after the satisfaction of all the Foundation's debts and liabilities, the property must not be paid to or distributed among the members of the Foundation, but must be given or transferred to:

- (a) one or more institutions (whether or not a member or members of the Foundation) selected by the members of the Foundation at or before the dissolution of the Foundation:
 - (i) having objects similar to the objects of the Foundation; and
 - (ii) whose constitution prohibits the distribution of its or their income and property to an extent at least as great as that imposed on the Foundation under Article 6; or
- (b) if there are no institutions meeting the requirements of paragraph (a), to one or more other institutions, associations or bodies (whether or not a member or members of the Foundation) selected by the members of the Foundation at or before the dissolution of the Foundation, the objects of which are the promotion of charity and gifts to which are allowable deductions under the Income Tax Assessment Act 1997; or
- (c) if the members do not make a selection pursuant to paragraphs (a) or (b) for any reason, to one or more institutions, associations or bodies meeting the requirements of either paragraphs (a) or (b) selected by the directors of the Foundation.



BY LAWS

61. Directors' power to make by-laws

Without limiting the operation of clause 42, the directors shall have power from time to time to make by-laws as it sees fit for the conduct of the affairs of the Foundation and to effect its objects and from time to time to amend, repeal or re-enact its objects.

INDEMNITY

62. Indemnity and Insurance

- (a) To the extent permitted by law and without limiting the powers of the Foundation, the Foundation must indemnify each person who is, or has been, a director or secretary of the Foundation against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity in relation to the Foundation:
- (i) to any person whether or not arising from a prior contingent liability incurred on or after 13 March 2000 other than:
 - (A) a liability owed to the Foundation or a related body corporate; or
 - (B) a pecuniary penalty or compensation order made under the Law; or
 - (C) a liability that is owed to someone (other than the Foundation or a related body corporate) and did not arise out of conduct in good faith;
 - (ii) for legal costs incurred in defending an action for liability incurred as a director or a secretary of the Foundation if the costs are incurred other than:
 - (A) in defending or resisting civil proceedings in which the person is found to have a liability for which there is no indemnity under paragraph (a)(i); or
 - (B) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (C) 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 by the Court to be established; or
 - (D) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.
 - (E) Paragraph (C) does not apply to costs incurred in responding to actions brought by the ASIC or a liquidator as part of an investigation before commencing proceedings for the court order.

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- (b) To the extent permitted by law and without limiting the powers of the Foundation, the directors may authorise the Foundation to, and the Foundation may enter into any:
- (i) documentary indemnity in favour of; or
 - (ii) insurance policy for the benefit of,
- a person who is, or has been, a director, secretary, auditor, employee or other officer of the Foundation or of a subsidiary of the Foundation, which indemnity or insurance policy may be in such terms as the directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.
- (c) The benefit of any indemnity previously given to any person in respect of liabilities incurred prior to 13 March 2000 is not affected by this Clause.
- (d) The benefit of each indemnity given in paragraph (a) continues, even after its terms or the terms of this Clause are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

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CONSENT TO TERMS OF THIS CONSTITUTION

Each person named below as a member consents to becoming a member of the Foundation and agrees to the terms of this Constitution.

Name of member	Signature of Member	Date
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[Full Name]

[Full Name]

[Full Name]

Australian Psychoanalytic Foundation	Signed for and on behalf of Australian Psychoanalytic Foundation by	[Date]
	[Full name] Director	