

CONSTITUTION
of
HEARTS OF HOPE AUSTRALIA LIMITED



CORPORATIONS ACT
A COMPANY LIMITED BY GUARANTEE
(ACN 110 635 517)

Constitution

HEARTS OF HOPE AUSTRALIA LIMITED

DATED: 12 June 2006

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1. DEFINITIONS

In this Constitution:

- **Company** means HoH.
- **Complex Congenital Heart Disorders** means those heart conditions that are present at birth which cannot be cured through surgical or other medical intervention. Treatment of these conditions is considered to be palliative and includes, but is not limited to, disorders such as Hypoplastic Left Heart Syndrome and other single ventricle anomalies.
- **Corporations Act** means the Corporations Act 2001.
- **Director** means a duly appointed director of the Company under this Constitution.
- **HoH** means Hearts of Hope Australia Limited, ACN 110 635 517.
- **Member** means a member of the Company pursuant to the Corporations Act, and includes:
 - (a) an Executive Member;
 - (b) a General Member; and
 - (c) an Honorary Member
- **Secretary** means any person appointed to perform the duties of a secretary of HoH and includes an honorary secretary.

2. COMPANY LIMITED BY GUARANTEE**2.1 Type of Company**

The Company is a company limited by guarantee.

2.2 Member Contribution

Each Member undertakes to contribute an amount not exceeding 50 cents to the property of the Company if the Company is wound up at a time when that person is a Member for:

- (a) payment of the debts and liabilities of the Company contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

3. AIMS OF HOH

HoH exists for the benefit of members of the public who suffer from and/or are interested in Complex Congenital Heart Disorders. The aims of HoH are to:

- (a) relieve suffering and distress to every member of the public who have Complex Congenital Heart Disorders,
- (b) engage in charitable works to alleviate suffering in the community and ameliorate the spiritual, physical and financial circumstances of the less fortunate;
- (c) be a charitable and non-profit organization;
- (d) provide the Australian public with information services on Complex Congenital Heart Disorders;
- (e) provide the Australian public with resources, including media and literature, to help them to relieve Complex Congenital Heart Disorders;
- (f) promote the social and moral well being of the members of the Australian community; and
- (g) conduct educational programmes to enable the Australian public to learn about Complex Congenital Heart Disorders.

4. INDEPENDENCE OF OPERATIONS

In performing its functions, the Company will be responsive to the views of Members but will act independently of Members and will develop and adhere to the policies, procedures and priorities consistent with its aims which are adopted by the Executive Committee from time to time.

5. POWERS OF THE COMPANY

Subject to the Corporations Act, the Company has all the powers necessary to achieve its aims, including:

- (a) the power to deal with property, whether real, personal, intellectual or otherwise;
- (b) the power to create and manage charitable and other trusts;
- (c) the power to employ persons;
- (d) the power to raise and manage finance; and
- (e) the power to establish, own, manage and sell businesses.

6. APPLICATION OF FUNDS

6.1 Funds to be applied to aims

- (a) The income and property of HoH shall be applied solely towards the promotion of the aims of HoH as set out in Rule 3.
- (b) Subject to Rule 6.2, no portion of the income or property of HoH shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member or Director of HoH.

6.2 Remuneration of Members

Provided that any payment to a Director must be approved by all other Directors and the Executive Committee, nothing in Rule 6.1 shall:

- (a) prevent the payment in good faith of remuneration to any Member, Director, employee or agent of HoH as consideration for any services actually rendered, or goods supplied to HoH, or
- (b) limit HoH's ability to apply funds in any manner it sees fit to promote and achieve its aims.

7. AMENDMENT TO CONSTITUTION

In addition to any requirements imposed by the Corporations Act, any amendment to this Constitution shall require the approval of 2/3 of the Executive Committee at a meeting of the Executive Committee.

8. ACCOUNTS

HoH shall keep true and accurate accounts of money received and expended by HoH and of the assets and liabilities of HoH. At least once every year, the accounts of HoH shall be examined by one or more properly qualified auditor or auditors who shall issue an auditor's report to the Members.

9. DISSOLUTION

On winding-up or dissolution of the Company, the association will immediately pay or apply the whole of the Gift Fund to or for a fund, authority or institution, to which tax deductible gifts can be made under Division 30 of the Income Tax Assessment Act 1997

MEMBERS

10. MEMBERSHIP

The Company shall have Executive Members, General Members and Honorary Members.

10.1 Executive Members

- (a) Any Member may nominate, or be nominated by another Member, to become an Executive Member when and as HoH management positions become vacant. Appointment as an Executive Member is subject to the provisions of Rule 13.4.
- (b) Executive Members shall, in general terms, comprise those who have positions of responsibility in determining the strategy, operations and management of the Company.
- (c) Executive Members must be not less than two.

10. MEMBERSHIP

10.2 General Members

- (a) Any person can become a General Member of the Company on the condition that he or she has, to the satisfaction of the Executive Committee, demonstrated a commitment to the aims of the Company and complies with such policies and procedures as may be set by the Executive Committee, including but not limited to meeting any membership fees or renewal fees which may be set from time to time.
- (b) Provided the condition in Rule 10.2 (a) is met, any person may be invited to be a Member in writing by the Chief Executive Officer (or his or her agent), or the Executive Committee. Upon accepting such invitation, that person will become a General Member.
- (c) Provided the condition in Rule 10.2 (a) is met, any person may apply to become a Member of the Company. Upon receipt of such an application together with the annual membership fee as prescribed by the Executive Committee, that person will become a General Member.

10.3 Honorary Members

- (a) The Chief Executive Officer (or his or her agent) or the Executive Committee may invite any person to become an Honorary Member. Upon accepting such invitation, that person will become an Honorary Member.
- (b) Honorary Members are not required to pay membership fees or renewals.
- (c) Honorary Members do not have voting rights at meetings of the Members.

11. TERMINATION OF MEMBERSHIP

The membership of a Member will cease by:

- (a) death;
- (b) resignation;
- (c) insanity;
- (d) acting against the interests of the Company;
- (e) not co-operating or attending meetings of the Company or by other similar reasons (as determined by 2/3 of the Members of the Executive Committee, in a meeting of the Executive Committee); or
- (f) loss of faith in either the aims or ideals of the Company (as determined by 2/3 of the Members of the Executive Committee, in a meeting of the Executive Committee)

12. CERTIFICATES

Every Member will be entitled to a Member Certificate where required under the Corporations Act.

OFFICE HOLDERS

13. EXECUTIVE COMMITTEE

13.1 Composition of the Executive Committee

- (a) The Executive Committee is comprised of the Executive Membership and the Chief Executive Officer.
- (b) The Executive Committee shall include a Chairperson, Secretary and Treasurer.
- (c) Subject to this Rule 13, only Executive Members and the Chief Executive Officer may sit on the Executive Committee.
- (d) Notwithstanding Rules 14(c) and 13.4, on the date of each Annual General Meeting, the composition of the Executive Committee shall be determined by a majority vote of the Members of the Company, or their proxies, at the Annual General Meeting.

13.2 Role of the Executive Committee

The affairs of the Company shall be managed and controlled by the Executive Committee.

13. EXECUTIVE COMMITTEE (CONTINUED)

13.3 Powers of the Committee

Subject to this Constitution and the Corporations Act, the Executive Committee may exercise all powers and do all things necessary to advance and achieve the aims of the Company.

13.4 Appointment and Removal of Members of the Committee

- (a) At the direction of the Executive Committee, the Chief Executive Officer may:
- i. appoint Members to the Executive Committee, provided that Members so appointed are interested in Complex Congenital Heart Disorders, are of good character and sound mind, and contribute a valuable skill or quality to the Executive Committee; and
 - ii. remove Members from the Executive Committee at any time by virtue of the provisions of Rule 11.
- (b) When new positions are created or vacancies arise as a result of unforeseen circumstances such as the unexpected death or resignation of an Executive Member, the Executive Committee shall call for nominations from the General Membership for appointment to these positions. The Executive Committee shall consider all nominations and instruct the Chief Executive Officer to appoint the most suitable nominee. Such appointments shall be effective until the date of the next Annual General Meeting.

13.5 Powers to Increase and Decrease Number of Committee Members

The Executive Committee has the power to increase and decrease the number of Members.

13.6 Appointment of Officers and Employees

The Executive Committee may appoint such officers and employees as are required to carry out the objects of the Company (including a public officer if required by the Corporations Act), and may delegate any of its powers to such officers and employees.

14. CHIEF EXECUTIVE OFFICER

- (a) Subject to Rule 14(b), the Chief Executive Officer shall have overall responsibility for the strategy, operations and management of the Company.
- (b) The Chief Executive Officer must comply with the directions given to him or her in their capacity as the Chief Executive Officer by the Executive Committee from time to time.
- (c) Subject to Rule 14(b), the Chief Executive Officer may at any time and for any reason, confer Membership of any type on any person and revoke the membership of any Member.
- (d) The Executive Committee may replace the Chief Executive Officer with a new Chief Executive Officer if
- i. the Chief Executive Officer dies, or becomes permanently either physically incapacitated or of unsound mind; or,
 - ii. the Executive Members unanimously decide that the Chief Executive Officer is not acting in the best interest of the Company or is restricting the capacity of the Executive Committee to act in the best interest of the company
- (e) The Chief Executive Officer may be removed and replaced by:
- i. voluntary resignation;
 - ii. voluntary retirement; or
 - iii. by virtue of Rule 14(d).

15. BOARD OF DIRECTORS

15.1 Director's Duties

Each Director must act in accordance with his or her obligations as a Director under the Corporations Act.

15.2 Number of Directors

The Company will have no less than 3 Directors.

15. BOARD OF DIRECTORS (CONTINUED)

15.3 Appointment and Removal of Directors

- (a) A Director may only be appointed by the
 - i. other Directors of the Company; or
 - ii. Chief Executive Officer, at the direction of the Executive Committee.
- (b) Appointments shall be confirmed by resolution at the Company's next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a Director of the Company at the end of the Annual General Meeting.
- (c) Subject to the Corporations Act, a Director may be removed from office by a resolution passed at a general meeting.

15.4 Term and Resignation

- (a) All Directors will be appointed until the date of the next Annual General Meeting, and thereafter, if re-appointed, for a term concluding on the date of the next Annual General Meeting.
- (b) A Director may resign from office on giving the Company notice in writing.

15.5 Vacation of office of Director

- (a) Each Director will remain in office until his or her office is vacated.
- (b) The office of a Director is vacated if that Director:
 - i. resigns the office of Director in accordance with this Constitution;
 - ii. is removed under this Constitution; or
 - iii. otherwise ceases to be, or becomes prohibited from being, a Director by virtue of the Corporations Act.

16. SECRETARY

16.1 Secretary's Duties

The Secretary must act in accordance with his or her obligations as a Secretary under the Corporations Act.

16.2 Appointment of Secretary

Secretaries will be appointed (and may be removed) by the Directors in accordance with the Corporations Act.

17. TREASURER

17.1 Treasurer's Duties

The Treasurer must act in accordance with his or her obligations as a Treasurer under the Corporations Act.

17.2 Appointment of Treasurer

Treasurers will be appointed (and may be removed) by the Directors in accordance with the Corporations Act.

MEETINGS

18. MEETINGS OF THE MEMBERS

18.1 Annual General Meetings

Where the Corporations Act requires the Company to hold Annual General Meetings, the Company will hold Annual General Meetings in accordance with the Corporations Act.

18.2 Notice

Notice of a meeting of Members must be given in accordance with the Corporations Act.

18. MEETINGS OF THE MEMBERS (CONTINUED)

18.3 Procedures

Subject to the Corporations Act, the Members shall determine the procedures for conducting meetings of Members.

18.4 Quorum

A quorum for a meeting of Members is 5 Members.

18.5 General conduct of meetings

- (a) Subject to the Corporations Act, the chairperson will be responsible for the general conduct of meetings and for the procedures to be adopted at meetings.
- (b) The chairperson may delegate the powers conferred by this Rule 18.5 to such person or persons as he or she thinks fit.
- (c) Nothing contained in this Rule 18.5 shall be taken to limit the powers conferred on the chairperson by law.

18.6 Votes at Meetings

On a show of hands and on a poll at a meeting, every Member present has one vote.

19. MEETINGS OF THE EXECUTIVE COMMITTEE

19.1 The HoH Executive Committee will meet regularly in order to manage the day to day operations and implement the programmes of the Company.

- (a) Decisions made at Executive Committee meetings must be decided by a vote by means specified by the Executive from time to time, including but not limited to online voting.
- (b) No decision will be made unless it is voted on by 2/3 of the Members of the Executive Committee.
- (c) The Chief Executive Officer is authorised to veto any decisions of the Executive Committee that are unlawful or are not made in the best interest of the Company or do not support the aims of the Company as set out in Rule 3.
- (d) Only Executive Members may vote at an Executive Committee meeting.
- (e) Notwithstanding Rule 19.1(c), a Member of the Executive Committee may, from time to time, invite a General Member or Honorary Member to attend a meeting of the Executive Committee on a non-voting basis
- (f) A quorum for a meeting of the Executive Committee is 2 Executive Members and the Chief Executive Officer or his or her proxy

19.2 Chairman

- (a) The Chairman of the Company is the Chief Executive Officer.
- (b) Subject to Rule 19.2(c), the Chief Executive Officer, or his or her proxy or agent, shall perform the duties of Chairman at each Executive Committee meeting.
- (c) The Chief Executive Officer may, from time to time, delegate the role of Chairman to another Executive Member.

20. PROXIES

20.1 Right to appoint proxy or attorney

- (a) A Member who is entitled to attend and cast a vote at any meeting of Members (including an Executive Committee meeting) may appoint a person (whether a Member or not) as the Member's proxy to attend and vote for the Member at the meeting.
- (b) A proxy may be appointed for all meetings or for any number of meetings or for a particular purpose.

20. PROXIES (CONTINUED)

20.2 Authority conferred on proxy

Unless otherwise provided in the instrument, an instrument appointing a proxy will be taken to confer authority:

- (a) to agree to a meeting of Members being called by shorter notice than is required by the Corporations Act; and
- (b) to vote on a show of hands in accordance with the directions (if any) given in the instrument.

20.3 Deposit of proxy form before meeting

An instrument appointing a proxy, to be effective, must be received by the Company:

- (a) at the place, fax number or electronic address as is specified in the notice of meeting of Members to which the proxy or attorney relates; or
- (b) at the Office or a fax number at the Office, not less than 48 hours before the time scheduled for commencement of the meeting (or any adjournment of that meeting) at which the person named in the instrument intends to vote.

20.4 How proxy is to vote

A Member may, but need not, specify the manner in which a proxy is to vote on a particular resolution.
