



Constitution

Hospitals United for Sick Kids Ltd

ACN 646 041 689

A public company limited by guarantee

Date: 1 December 2025

Contents

Part A – Preliminary matters.....	4
1 Defined terms and interpretation.....	4
2 Name, nature of company and liability	4
Part B – Purpose.....	4
3 Purpose and activities of the company	4
3.1 Charitable Purpose	4
3.2 Activities	4
Part C – Member and membership	5
4 Membership	5
4.1 Sole member of the company.....	5
4.2 Membership is transferable	5
4.3 Resolutions of sole member company	5
Part D – Not-for-profit	5
5 No profits for member	5
Part E – Directors and secretary	6
6 Directors.....	6
6.1 Number of directors.....	6
6.2 Becoming a director and directors’ terms of office	6
6.3 Ceasing to be a director.....	7
6.4 Payments to directors	7
6.5 Interested directors	7
6.6 Powers and duties of directors	8
6.7 Directors’ meetings.....	9
6.8 Convening of meetings of directors	9

6.9	Notice of directors' meetings.....	9
6.10	Quorum for directors' meetings	9
6.11	Chairperson and Deputy Chairperson	10
6.12	Decisions of directors	11
6.13	Decisions without meetings	11
6.14	Committees	11
6.15	Delegation to individuals	12
6.16	Validity of acts	12
7	Secretaries.....	12
Part F – Winding up and loss of endorsement		13
8	Winding up	13
9	Loss of deductible gift recipient endorsement	13
Part G – Administrative matters		14
10	Minutes, records and negotiable instruments	14
10.1	Minutes.....	14
10.2	Inspection of records.....	14
10.3	Negotiable instruments	14
11	Indemnity and insurance.....	14
12	Notices	15
12.1	Giving of notices.....	15
12.2	Timing of services	15
13	General.....	16
1	Dictionary.....	17

Part A – Preliminary matters

1 Defined terms and interpretation

The Dictionary and Interpretation provisions in Schedule 1:

- (a) define some of the terms used in this constitution;
- (b) set out the rules of interpretation which apply to this constitution; and
- (c) clarify the effect of the Corporations Act on this constitution.

2 Name, nature of company and liability

- (a) The name of the company is Hospitals United for Sick Kids Ltd or, if the name is lawfully changed in accordance with the Corporations Act and this constitution, that name.
- (b) The company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- (c) The liability of the member is limited. The member guarantees to contribute up to a maximum of \$10 to the assets of the company if it is wound up while the member is a member, or within one year afterwards, and at the time of winding up the debts and liabilities of the company exceed its assets. The liability of the member is limited to making such contribution and no more.

Part B – Purpose

3 Purpose and activities of the company

3.1 Charitable Purpose

The Charitable Purpose of the company is to relieve the suffering, sickness, disability, distress, helplessness or misfortune experienced by children and young people under 18 years of age requiring hospital grade care as a result of serious illness, injury or disability by carrying out fundraising activities in order to fund specialised support services, hospital-grade medical equipment and access to necessary treatments and care resources that reduce social, emotional and financial hardship faced by the children and their families.

3.2 Activities

The activities of the company must be conducted in the furtherance of its Charitable Purpose and may include:

- (a) raising funds to support the charitable work of children's hospitals, children's hospital foundations and other charitable entities with a purpose similar to the Charitable Purpose;
- (b) supporting and facilitating programs, services, projects and initiatives;
- (c) collaborating and working with hospitals and paediatric services, as well as national and international organisations, business and government;
- (d) educating and increasing the awareness of individuals, communities, business and government; and

- (e) any other activities ancillary or incidental to, or necessary for, the fulfilment of the Charitable Purpose.

Part C – Member and membership

4 Membership

4.1 Sole member of the company

The member of the company is Sydney Children's Hospitals Foundation Limited (ACN 003 073 185) or such other replacement as determined by the sole member from time to time.

4.2 Membership is transferable

Membership of the company and the associated rights may, by declaration of the sole member, be transferred in any manner whatsoever, provided the new member first agrees in writing to be bound by this constitution and to the liability limit stated at rule 2(c).

4.3 Resolutions of sole member company

The company may pass a resolution by the sole member recording it and signing the record. That record is to be taken as a minute of the passing of that resolution.

Part D – Not-for-profit

5 No profits for member

- (a) Subject to rule 5(b), the assets and income of the company must be applied solely in furtherance of the Charitable Purpose and no portion of the income or assets of the company may be paid or transferred, directly or indirectly, to the member.
- (b) The company may, with the approval of the directors, make payment in good faith to the member:
 - (i) by way of reasonable and proper payment for any goods supplied or services rendered to the company;
 - (ii) by way of interest on money lent to the company by the member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the company's bankers on overdrawn accounts;
 - (iii) by way of reasonable and proper rent for premises let by the member to the company;
 - (iv) by way of a grant (or similar contribution) awarded in furtherance of the Charitable Purpose;
 - (v) as a result of the member's participation in a social bond or similar program of the company;
 - (vi) by way of distribution to the member, but only if the member is an Eligible Recipient; and

- (vii) for authorised out-of-pocket expenses reasonably and properly incurred by the member in connection with the affairs of the company.
- (c) For the avoidance of doubt, nothing in this rule 5:
 - (i) prevents the member from receiving such services as may ordinarily be provided by the company in the course of undertaking its activities; or
 - (ii) prohibits the member from receiving a minor benefit that is directly related to membership of the company.

Part E – Directors and secretary

6 Directors

6.1 Number of directors

- (a) The minimum number of directors is three. The maximum number of directors is seven or such other number as determined by the member.
- (b) If at any time there are less than three directors, the remaining director or directors may act but only:
 - (i) in an emergency;
 - (ii) for the purpose of notifying the member that there are less than three directors; or
 - (iii) if the member fails to appoint a sufficient number of directors to reach or exceed three directors within a reasonable time, for the purpose of increasing the number of directors to three.

6.2 Becoming a director and directors' terms of office

- (a) So long as doing so does not exceed the maximum number of directors permitted under rule 6.1(a), the member may, in accordance with rule 4.3:
 - (i) appoint any natural person to be a director of the company; and
 - (ii) may, at the time of appointment, determine that director's term of office.
- (b) Each director is to remain as a director until that person's term of office expires or until that person resigns or is otherwise removed as a director of the company in accordance with the law and this constitution.
- (c) A person who holds, or has held, the position of director is not restricted in how many terms of office that person may serve and is eligible for reappointment.
- (d) The member may remove and replace one or more directors which, for the avoidance of doubt, includes the removal and replacement of all directors at the same time.

6.3 Ceasing to be a director

- (a) In addition to the circumstances prescribed by law (including the Corporations Act and the ACNC Act), the office of any director becomes vacant if the director:
 - (i) dies;
 - (ii) is, due to physical or mental impairment, unable to properly perform the duties of a director, as determined by a suitably qualified professional acting reasonably;
 - (iii) is convicted of an indictable offence; or
 - (iv) fails to attend three or more consecutive directors' meetings in any 12 month period without leave of absence approved by the directors.
- (b) Nothing in rule 6.3(a) prevents a director from vacating office by providing a written notice of resignation to the company addressed to the Chairperson or the secretary. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

6.4 Payments to directors

- (a) Directors must not receive any payment for acting as a director but, subject to rule 6.4(b), each director is entitled to:
 - (i) be reimbursed for all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the company, including attending and returning from meetings of the directors and meetings of committees; and
 - (ii) receive payment for any goods supplied or services rendered to the company (other than in their role as a director), as long as the amount is proper and reasonable in the circumstances.
- (b) Notwithstanding anything else in this constitution, no payment of any kind can be made by the company to a director unless that payment is approved by:
 - (i) the directors; or
 - (ii) such other person or persons to whom the directors may have delegated such authority in a way consistent with rule 6.14 or rule 6.15.

6.5 Interested directors

- (a) No contract made by a director with the company and no contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is voided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.

- (b) Each director must disclose all personal interests and other matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the directors.
- (c) Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution in accordance with the Corporations Act which permits that director to do so.
- (d) If rule 6.5(c) operates to the effect that there are not enough directors to form a quorum for a directors' meeting, the provisions of the Corporations Act will apply in relation to that matter.
- (e) Subject to rule 6.5(f), a director who is in any way interested in a contract or arrangement (other than by having a material personal interest which is to be dealt with in accordance with rule 6.5(c)) may, despite that interest:
 - (i) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement; and
 - (iii) remain present in the meeting and vote in relation to that contract or arrangement or any matter arising out of those things.
- (f) Rule 6.5(d) does not apply if, and to the extent that, it would be contrary to law.

6.6 Powers and duties of directors

- (a) The directors are responsible for the governance, business and affairs of the company and may exercise all the powers of the company which are not required by the law or this constitution to be exercised by the member.
- (b) The directors must comply with their duties as directors under legislation and common law. For as long as the company is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, the company must also ensure the directors comply with the requirements described in Governance Standard 5 of the regulations made under the ACNC Act which are to ensure the directors:
 - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company;
 - (ii) act in good faith in the best interests of the company and to further the Charitable Purpose;

- (iii) do not misuse their position as a director;
 - (iv) do not misuse information that they gain in their role as a director;
 - (v) disclose any perceived or material conflicts of interest;
 - (vi) ensure that the financial affairs of the company are managed responsibly; and
 - (vii) do not allow the company to operate while insolvent.
- (c) Where permitted by the Corporations Act, if the company has only one member, and is a wholly-owned subsidiary of that member, a director may act in the best interests of the member.

6.7 Directors' meetings

- (a) The directors may hold meetings (including by technological means) for the conduct of business and regulate them as they think fit.
- (b) The directors should meet as often as required for the proper discharge of their directors' duties and in any event no less than four times per year.

6.8 Convening of meetings of directors

A meeting of directors may be convened by the member, the Chairperson or any two of the directors.

6.9 Notice of directors' meetings

- (a) Notice of a directors' meeting must be given to each current director, other than a director on leave of absence approved by the directors.
- (b) A notice of a directors' meeting must:
 - (i) be given in a way permitted by rule 12;
 - (ii) specify the time and place of and, if relevant, the form of technology for, the meeting;
 - (iii) state the nature of the business to be transacted at the meeting; and
 - (iv) be provided with sufficient time for the directors to properly consider the subject matter contained within the notice and any accompanying materials.
- (c) A resolution passed at a directors' meeting is valid even in circumstances where a director did not receive notice of the meeting, provided:
 - (i) the notice was not received because of accident or error;
 - (ii) before or after the meeting, that director notifies the company of their agreement with the resolution; or
 - (iii) the director attended the meeting.

6.10 Quorum for directors' meetings

- (a) No business may be transacted at a directors' meeting unless there is a

quorum of directors at the time the business is dealt with.

- (b) A quorum consists of two current directors.
- (c) For the avoidance of doubt, a director is present at a meeting if participating by technological means such as by telephone.
- (d) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide and as notified to all directors in accordance with rule 6.9(a).

6.11 Chairperson and Deputy Chairperson

- (a) The directors may appoint a director to the office of chairperson of directors (**Chairperson**) and may appoint a different director to the office of deputy chairperson of directors (**Deputy Chairperson**) and, subject to rule 6.2, determine the period for which each director is to hold such office.
- (b) The directors may remove a director from the office of Chairperson and Deputy Chairperson at any time but doing so does not remove that person as a director.
- (c) A person may only fill the office of Chairperson or Deputy Chairperson for as long as that person is a director of the company.
- (d) Subject to rule 6.11(e), the Chairperson must preside as chair at each directors' meeting.
- (e) If at a meeting of directors:
 - (i) there is no Chairperson;
 - (ii) the Chairperson is absent from the meeting (or part of the meeting);
or
 - (iii) the Chairperson is present but is prevented from acting or not willing to act as chair of the meeting or of part of the meeting, the Deputy Chairperson (if there is one) must preside as chair of that meeting or part of it until such time as the Chairperson joins the meeting or can resume the role of chair (as applicable).
- (f) Subject to rules 6.11(d) and 6.11(e), if at a meeting of directors:
 - (i) there is no Chairperson and no Deputy Chairperson;
 - (ii) the Chairperson and Deputy Chairperson are absent from the meeting (or part of the meeting); or
 - (iii) the Chairperson and Deputy Chairperson are present but are prevented from acting or not willing to act as chair of the meeting or of part of the meeting, the directors present may elect one of themselves to be chair of the meeting or part of the meeting until such time as the Chairperson or Deputy Chairperson joins the meeting or can resume the role of chair (as

applicable).

6.12 Decisions of directors

- (a) A directors' meeting at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under the law and this constitution.
- (b) Questions arising at a directors' meeting and any other matter to be determined by the directors under this constitution are (unless a higher number or threshold is required under the law or this constitution) to be decided by a majority of votes cast by the directors present. A decision of a kind made in accordance with this rule is for all purposes a determination of the directors.
- (c) If there are an equal number of votes cast for and against a resolution at a directors' meeting, then the chair does not have a second or casting vote in addition to any vote the chair may have as a director of the company.

6.13 Decisions without meetings

Directors may pass resolutions outside of a directors' meeting in any manner (including through the use of technology) provided:

- (a) all directors other than a director on an approved leave of absence are sent a copy of the resolutions and are given a reasonable time to respond considering the urgency and nature of the matters under consideration;
- (b) any such resolution is passed by at least 75% of all current directors (unless a higher threshold is required by law or this constitution); and
- (c) such manner complies with:
 - (i) the law; and
 - (ii) any policies and procedures relating to the passing of director resolutions as determined by the directors from time to time.

6.14 Committees

- (a) The directors may resolve to:
 - (i) establish one or more committees consisting of such persons as they determine;
 - (ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - (iv) change the makeup of a committee at any time or dissolve it all together.

- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within policies, terms of reference, guidelines or protocols.
- (c) The directors may continue to exercise all of their powers despite any delegation made under this rule.

6.15 Delegation to individuals

- (a) The directors may resolve to delegate any of their powers to such individual or individuals as they so determine including:
 - (i) to one or more directors; or
 - (ii) to one or more employees.
- (b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- (c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.
- (d) The directors may continue to exercise all of their powers despite any delegation.
- (e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position.

6.16 Validity of acts

An act done by a director or by a meeting of the directors or a committee attended by a director is not invalid just because:

- (a) of a defect in the appointment of the director;
- (b) the person is disqualified from being a director or has vacated office; or
- (c) the person is not entitled to vote, if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

7 Secretaries

- (a) The directors must appoint at least one secretary who may be, but does not need to be, a director.
- (b) The appointment of a secretary may be for the period, on the conditions and at the remuneration as the directors determine.
- (c) Subject to any contract between the company and the relevant secretary, a secretary of the company may be removed or dismissed by the directors at any time, with or without cause. If that person is a director, such removal or dismissal does not remove that person from office as a director.

- (d) The duties of the secretary include:
 - (i) ensuring that the necessary registers required by the law are established and properly maintained;
 - (ii) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time; and
 - (iii) ensuring the organisation of, and attendance at, meetings of the directors, including the sending out of notices, the preparation of agenda and the compilation of minutes.
- (e) An act done by a person acting as a secretary is not invalid just because:
 - (i) of a defect in the person's appointment as a secretary; or
 - (ii) the person is disqualified from being a secretary, if that circumstance was not known by the person or the directors when the act was done.

Part F – Winding up and loss of endorsement

8 Winding up

- (a) If upon the winding up or dissolution of the company there remains after satisfaction of all of its debts and liabilities any property or moneys whatsoever (**Surplus Assets**), such Surplus Assets must only be given or distributed to one or more Eligible Recipients. For the avoidance of doubt, Surplus Assets may be given or distributed to a member that is also an Eligible Recipient.
- (b) The decision as to which Eligible Recipient is (or which Eligible Recipients are) to be given the Surplus Assets under rule 8(a) is to be determined:
 - (i) by a resolution of the member at or before the winding up or dissolution of the company; or
 - (ii) if no such resolution is passed, by the Supreme Court.

9 Loss of deductible gift recipient endorsement

- (a) If the company is endorsed as a deductible gift recipient as a whole and this endorsement is revoked, then the company must ensure that the following assets remaining after the payment of all liabilities are distributed to one or more Eligible Recipients:
 - (i) deductible gifts of money or property received for the Charitable Purpose;
 - (ii) deductible contributions made in relation to an eligible fundraising event held to raise funds for the Charitable Purpose; and
 - (iii) money received by the company because of such deductible gifts and contributions.
- (b) The decision as to which funds, authorities or institutions are to receive the funds distributed in accordance with rule 9(a) is to be determined by a resolution of the member.

Part G – Administrative matters

10 Minutes, records and negotiable instruments

10.1 Minutes

The directors must ensure that the following minutes are recorded, approved and kept in accordance with the law:

- (a) resolutions of the member;
- (b) meetings and resolutions of directors (including those made without meetings under rule 6.13); and
- (c) meetings and resolutions of committees.

10.2 Inspection of records

- (a) Subject to the law and rule 10.2(b), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open for inspection.
- (b) The member may, upon reasonable notice to the directors, inspect any books, records or documents of the company, provided the information obtained is only used for a proper purpose in connection with membership of the company.
- (c) The company must establish and administer all registers required to be kept by law and the member must provide the company with such information as is required for the company to comply with this rule. If events occur which would cause the information contained in a register maintained by the company to be inaccurate the member must notify the company in writing of the change within 21 days of the member becoming aware that such change has occurred.
- (d) Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.
- (e) The company must keep all financial and other records required by law.

10.3 Negotiable instruments

The directors may determine how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments or other documents must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the company.

11 Indemnity and insurance

- (a) To the extent permitted by law, the company indemnifies its officers (both current and past) for all losses or liabilities incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.
- (b) This indemnity:
 - (i) may only be for losses or liabilities incurred as an officer of the

- company (either before or after the adoption of this rule);
- (ii) does not cover any loss or liability of an officer seeking to be indemnified under this rule if that loss or liability arises from that person's wilful misconduct or fraud; and
- (iii) operates only to the extent that the loss or liability is not paid by insurance.
- (c) To the extent permitted by law, the company must take out and pay for insurance for the benefit of its officers (both current and past) against any liability incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs.
- (d) To the extent permitted by law, the company may enter into an agreement (including a deed) with a person who is or agrees to become or has been an officer of the company on any terms and conditions that the directors think fit to give effect to the rights of that person under this rule 11. Any such agreement may also give the person rights to inspect and obtain copies of the books of the company for the purposes, and on such other terms and conditions, as the directors resolve.

12 Notices

12.1 Giving of notices

Any notice, document or other communication required or permitted to be given under this constitution or law may be given in any manner (including through the use of technology) provided such manner complies with:

- (a) the law; and
- (b) any policies and procedures relating to the giving and receiving of notices, documents and other communications as determined by the directors from time to time.

12.2 Timing of services

- (a) Where a notice is served personally, service of the notice is taken to be effected when delivered.
- (b) Where a notice is sent by post, service of the notice is taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic means, including email or fax, service of the notice is taken to be effected:
 - (i) when the sender receives an automated message confirming delivery; or
 - (ii) 30 minutes after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the notice has not been delivered, whichever happens first.

- (d) If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.

13 General

- (a) **Common seal:** The company may, but is not required to, have and use a common seal. If the directors determine that the company have a common seal, then it must be kept and used in accordance with the law.
- (b) **Formulating rules:** Without limiting the directors' powers under this constitution, the directors may from time to time make regulations and rules about any matter related to the operations or conduct of the company, provided such regulations and rules are not inconsistent with the law or this constitution. If there is any inconsistency between regulations and rules formulated pursuant to this rule 13(b) and the provisions of this constitution or the law, the provisions of this constitution and the law will prevail.
- (c) **Submission to jurisdiction:** The member submits to the non-exclusive jurisdiction of the Supreme Court of the State of New South Wales, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

Schedule 1 Dictionary

1 Dictionary

In this constitution:

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

Business Day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the company's registered office is located.

Chairperson has the meaning given at rule 6.11(a).

Charitable Purpose has the meaning given at rule 3.1.

Corporations Act means the *Corporations Act 2001* (Cth).

Deputy Chairperson has the meaning given at rule 6.11(a).

Eligible Recipient means an organisation that:

- (a) has charitable objects or purposes similar to the Charitable Purpose;
- (b) has a governing document which requires its income and property to be applied in promoting its objects and agrees to use any distribution provided to it by the company to further such objects or purposes;
- (c) is registered as a charity with the Australian Charities and Not-for-profits Commission;
- (d) by law or its constituent rules, is prohibited from distributing, and does not distribute, its income and property amongst its members (either while it is operating or upon winding up) to an extent at least as great as is imposed upon the company; and
- (e) if the company is endorsed as a deductible gift recipient for the purpose of any Australian federal tax law, is similarly endorsed as a deductible gift recipient.

Surplus Assets has the meaning given at rule 8(a)).

2 Interpretation

2.1 General

- (a) In this constitution the words 'constitution', 'director', 'secretary', 'member' and the like are, and should be interpreted to be, references to the constitution, director, secretary, member and the like (as the case may

be) of the company named in rule 2(a) unless the context otherwise requires.

- (b) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (c) In this constitution, headings are for convenience only and do not affect the interpretation of this constitution.
- (d) Unless the contrary intention appears, in this constitution:
 - (i) words importing the singular include the plural and vice versa; (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally include any individual, company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (iv) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
 - (v) the words 'including', 'such as', 'for example' and the like are not, and should not be interpreted to be, words of limitation, unless explicitly stated otherwise; and
 - (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (e) A requirement in this constitution for something to be carried out in writing will be satisfied if the matter in question is carried out in some other lawful manner that is approved by the directors.
- (f) In this constitution, where communication from the member to the company must be 'signed' by the member, in addition to any other methods permitted by law, the member may sign in any manner that allows the directors to be satisfied, acting reasonably, that the communication is from the member, including by using an electronic signature.
- (g) 'Writing' or 'written' includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form which

renders the message retrievable by people who know the language in question.

2.2 Replaceable rules not to apply

The replaceable rules contained in the Corporations Act from time to time do not apply to the company.