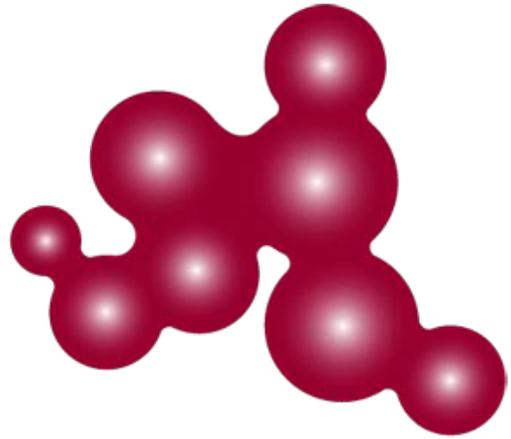


IVD
AUSTRALIA



CONSTITUTION OF
IVD AUSTRALIA LIMITED

ABN: 31 137 771 638

Adopted 13 SEPTEMBER 2016

CONSTITUTION OF IVD AUSTRALIA LIMITED	1
Interpretation	3
Constitutional Objects	4
Membership	5
Cessation of Membership.....	5
Corporate Representative	6
General Meetings	8
Proceedings at General Meetings	9
Proxies	10
Directors	11
Powers And Duties Of The Board	13
Proceedings of the Board	14
Chief Executive Officer	15
Regulations	15
Code of Conduct	16
Accounts	16
Audit	16
Notices	16
Inspection of Documents.....	17
Winding Up	17
Officers: Indemnities and Insurance.....	17
Remuneration.....	18
Liability of Members	19
SCHEDULE 1	20
Category of Members.....	20
SCHEDULE 2	21
PROXY FORM	21

CORPORATIONS ACT
Company Limited by Guarantee
CONSTITUTION
OF
IVD AUSTRALIA LIMITED

Interpretation

1. In this Constitution, unless there is something in the subject or context inconsistent therewith:-

"**Act**" means the Corporations Act and any statutory modification or enactment thereof;

"**Chair**" means the person appointed to chair meetings in accordance with clause 32 of the Constitution.

"**Company**" means IVD Australia Limited as formed by this constitution (and as amended from time to time).

"**Corporate Representative**" means the duly appointed representative of a member which is a Corporation pursuant to clause 14.

"**Corporation**" means any body corporate, whether formed or registered under the laws of the Commonwealth of Australia or under any laws in any state within the Commonwealth; "**Director**" means any person duly appointed as a director for the time being of the Company;

"**Member**" means a person admitted to membership of the Company in accordance with this constitution;

"**Office**" means the registered office for the time being of the Company;

"**Register**" means the Register of Members kept pursuant to Section 169 of the Act;

"**Secretary**" means any person appointed to perform the duties of a secretary of the Company and includes any honorary Secretary;

"**In writing**" or "**written**" includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form;

This Constitution displaces the displaceable rules under the Act.

Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and neuter gender and words importing persons include corporations.

Words or expressions contained in this Constitution will be interpreted in accordance with Part 1.2 of the Act as in force as the date this Constitution became binding on the Company.

IVD Australia Ltd Constitution

A reference to a person includes a body corporate, incorporated association, unincorporated association or corporate representative appointed pursuant to section 250D of the Act.

In every case where in this Constitution general expressions are used in connection with powers discretions or things such general expressions will not be limited to or controlled by the particular powers of discretion or things with which the same are connected. Any words and expressions denoting authority or permission will be construed as words or expressions of authority merely and will not be construed as words or expression denoting directions or compulsory trust. Subject as aforesaid any words defined in the Act will if not inconsistent with the subject of the context bear the same meaning in these presents.

Constitutional Objects

2. The objects for which this Company has been established are: -
- (a) to facilitate the growth and development of the in-vitro diagnostics industry in Australia by, inter alia, providing advocacy for the Industry, enabling access to information and providing education and training in respect of modern, innovative and reliable In-vitro diagnostics;
 - (b) to undertake active involvement in regulatory, technical, reimbursement and industry development issues;
 - (c) to represent the interests of Members to the Commonwealth, State and Territory governments and legislatures, and other institutions within Australia and overseas whose activities are of interest to Members;
 - (d) to facilitate the marketing of quality in-vitro Diagnostics;
 - (e) to encourage the manufacture and export of Australian in-vitro Diagnostics;
 - (f) to support and encourage Australian research and development of in-vitro Diagnostics;
 - (g) to improve community awareness and understanding of the in-vitro Diagnostics industry;
 - (h) to provide a forum to discuss issues related to improving patient and clinician access to In-vitro Diagnostics;
 - (i) to enable access to information and education relating to in-vitro Diagnostics; and
 - (j) to subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the Company will not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members

IVD Australia Ltd Constitution

to an extent at least as great as that imposed on the Company under or by virtue of Clause 90 of this Constitution.

3. The Company will not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of the Act.

Membership

4. The persons specified in the application for the Company's registration and such other persons as the Board will admit to membership in accordance with this Constitution will be members of the Company.
5. Application for membership of the Company will be made in writing, signed by an authorised representative of the applicant and will be in such form as the Board from time to time prescribes.
6. At the next meeting of the Board after the receipt of any application for membership, such application will be considered by the Board, which will determine the admission or rejection of the application. In no case will the Board be required to give any reason for the rejection of an applicant. Each applicant admitted to membership will be recorded to a category of membership as provided in the Schedule of Categories of Members (Schedule 1 hereto).
7. When an applicant has been accepted for membership the Secretary will forthwith send to the applicant written notice of the applicant's acceptance and a request for payment of the entrance fee (if any) and first annual subscription. Upon payment of any entrance fee and first annual subscription the applicant will become a member of the Company provided nevertheless that if such payment be not made within two (2) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.
8. The annual subscription payable by members of the Company will be such as the Company in general meeting will from time to time prescribe.
9. Annual subscriptions for each of the members will become due and payable in advance at the beginning of each financial year.

Cessation of Membership

10. If the subscription of a member will remain unpaid for a period of three (3) calendar months after it becomes due then the member may after notice of the default will have been sent to him by the Secretary, or person appointed by the Board for such purpose, be debarred by resolution of the Board from all privileges of membership and such member's name may be removed by the Board from the Register of Members provided

IVD Australia Ltd Constitution

that the Board may reinstate the member and restore the member's name to the Register on payment of all arrears if the Board thinks fit to do so.

11. A member may at any time by giving one month's notice in writing to the Secretary resign from membership of the Company but will continue to be liable for any annual subscription and all arrears due and unpaid at the date of such resignation and for all other moneys due by the member to the Company and in addition for any sum not exceeding \$25.00 for which the member is liable as a member of the Company under Clause 90 of the Constitution of the Company.
12. If any member:
 - (a) wilfully refuses or neglects to comply with the provisions of the Constitution of the Company,
 - (b) acts in a manner which the Board deems to be materially in breach of the member's obligations under the Trade Practices Act, or
 - (c) is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company, the Board will have power to suspend the member from membership for such period as it may deem appropriate or expel the member from the Company and erase his name from the Register of Members provided that at least one week before the meeting of the Board at which a resolution for the member's suspension or expulsion is passed the member will have had notice of such meeting and of what is alleged against the member and of the intended resolution for suspension or expulsion and that the member will at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence the member may think fit.
13. Where pursuant to clause 12 the Board determines that a member is to be suspended or expelled it will notify such member who will then be entitled to request the Secretary in writing that the issue of such suspension or expulsion be dealt with by the Company at its next Annual General Meeting and until such time the member's membership will remain suspended.

Corporate Representative

14. Every member that is a Corporation must appoint a natural person as its Corporate Representative to represent it and exercise on its behalf any or all of the powers it may exercise:
 - (a) in the member's dealings with the Company;
 - (b) at meetings of the members;
 - (c) in relation to resolutions to be passed without meetings.

IVD Australia Ltd Constitution

15. A Corporate Representative may be any natural person appointed by that Corporation for such purpose.
16. Any such appointment may be a general appointment or limited to a particular meeting of or dealing with the Company.
17. Any appointment of a Corporate Representative must be in writing and be signed by the Corporation appointing the representative and state:
 - (a) the Company's name;
 - (b) the member's name and address;
 - (c) the representative's name, the office held by the representative and contact details; and
 - (d) whether the appointment is a general one or limited to a particular meeting or dealing and the extent of any restrictions on the powers of the Corporate Representative.
18. Subject to clause 19, an instrument purporting to appoint the Corporate Representative is not valid unless it is received by the Company at least 48 hours before any general meeting or, in the case of an adjourned meeting, at least 48 hours before the resumption of an adjourned general meeting to which it relates.
19. A Member which has appointed a Corporate Representative may revoke such appointment by notice to the Company from the voting member stating that the appointment of the Corporate Representative is revoked or by appointing a new Corporate Representative.
20. A vote cast by a Corporate Representative on behalf of a member at any meeting will be valid unless before the start of the meeting at which the Corporate Representative votes the Company has received notice of revocation of the appointment pursuant to clause 19.
21. The Company is not responsible for ensuring that the terms of appointment of a Corporate Representative are complied with, and accordingly is not liable if those terms are not complied with or the Corporate Representative exceeds the powers of appointment.
22. If any Corporate Representative is guilty of any conduct which in the opinion of the Board is in contravention of the Constitution of the Company or is unbecoming of a member or prejudicial to the interests of the Company:
 - (a) the Board will (subject to paragraph (b) below) have power to terminate the appointment of the Corporate Representative and request the member to appoint another Corporate Representative provided that the member is first given at least one week's notice of the meeting of the Board at which a resolution for such suspension is to be considered and of the alleged conduct and that before the passing of such resolution the member has been given an opportunity of giving orally or in writing any explanation or defence the member or its Corporate Representative may think fit;

- (b) where the Board has thereafter determined to terminate the appointment the member will be entitled to requisition the Board to call a general meeting of members to consider and determine upon such termination of appointment and pending such general meeting, the member may either specify that the Corporate Representative's appointment will continue to be effective or appoint another Corporate Representative.

General Meetings

23. Only Voting Members are entitled to vote at any general meeting of the Company.
24. An Annual General Meeting will be held at least once in every calendar year at such time and place as may be determined by the Board.
25. An Extraordinary General Meeting may be convened by the Board whenever it deems it fit.
26. The Secretary will, subject to the following clauses, whenever required or upon requisition made in writing of members having not less than 20% of the total voting rights of all members having at the date of the deposit of the requisition a right to vote at general meetings convene an Extraordinary General Meeting. Any requisition made by members will state the object of the meeting proposed.
27. Prior to calling an Extraordinary General Meeting, the Secretary will notify the Board of the requisition and the Board will invite submissions from and liaise with the Corporate Representatives of those requisitioning the meeting to endeavour to resolve the issues giving rise to the requisition. Should the parties be unable to resolve the issues within 28 days of the Secretary first receiving the requisition then the Board will direct the Secretary to convene an Extraordinary General Meeting to be held not less than 60 days after the date of the requisition at such time and place as the Board may determine.
28. Subject to the provision of the Act relating to special resolutions and agreements for shorter notice twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) will be given to such persons as are entitled to receive such notices from the Company specifying:
- (a) the place, date and time of the meeting (and if the meeting is to be held in two or more places the technology to be used for such meeting),
 - (b) the general nature of the business to be conducted,
 - (c) in case of special business details of any proposed resolutions and any information pertinent to consideration of such matters, and
 - (d) a form of proxy for use by the member, if required.

29. General Meetings of the Company will be held in accordance with the provisions of the Act. All business will be special that is transacted at a General Meeting and also all that is transacted at any Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the Board and Auditors, the election of members of the Board in the place of those retiring and the appointment of the Auditors.

Proceedings at General Meetings

30. No business will be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten (10) members present in person and entitled to vote will be a quorum. For the purposes of this clause, "present in person" will include present by any telecommunication or other electronic or other method of communication employed for the holding of such meeting.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, will be dissolved. In any other case it will stand adjourned to such time and place and to such day (including the day on which the General Meeting was called) as the Board may determine, and if at the adjourned meeting a quorum (which for the purposes of such adjourned meeting will be five (5) members) is not present within half an hour from the time appointed for the meeting it will be dissolved.
32. The person appointed as Chair by the Board will chair every General Meeting of the Company, or if the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair will be act as the chairperson or if the Vice-Chair is not present or is unwilling to act then the members present will elect one of their number to act as chairperson of the meeting.
33. The business of the Annual General Meeting will include:
- (a) confirmation of the minutes of the previous Annual General Meeting or Extraordinary General Meeting,
 - (b) receipt, approval and adoption of the Annual Reports by the Chair, the Treasurer, and the Branch Representative serving as a member of the Board of the Company.
 - (c) receipt, approval and adoption of the Financial Statement for the past financial year,
 - (d) a budget estimate for the ensuing year, and
 - (e) where appropriate, election of Committee members to replace those retiring.
34. The chairperson may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be

IVD Australia Ltd Constitution

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Save as aforesaid it will not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.

35. At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairperson; or
 - (b) by at least three (3) members present in person or by proxy.

Unless a poll is so demanded a declaration by a chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the record containing the minutes of the proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

36. If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll will be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairperson or on a question of adjournment will be taken forthwith. The demand for a poll may be withdrawn.
37. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a second or casting vote.
38. A member may vote in person or by proxy. On any show of hands, counting of proxies, poll or postal vote, each member will have one vote.
39. No member will be entitled to vote at any General Meeting if such member's annual subscription will be more than three (3) month in arrears at the date of the meeting.

Proxies

40. The instrument appointing a proxy will be in writing and the signature of the appointor or his attorney will be witnessed by a person other than the proxy. A proxy must be a member of the Voting Member or its Corporate Representative. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A member will be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
41. A member will not be entitled to hold or act as proxy for more than five (5) members.

IVD Australia Ltd Constitution

42. The instrument appointing a proxy may be in the form as given in Schedule 2 or in a common or usual form.
43. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority will be either deposited:
- (a) purpose in the notice convening the meeting, by close of business and not less than twenty four (24) hours before the time for holding the meeting, or
 - (b) at a time and place as specified by the Board

and in default the instrument of proxy will not be treated as valid.

44. Before a vote is taken the chairperson must inform the members present whether any proxy votes have been received and, if so, how the proxy votes are to be cast vote given in accordance with the terms of an instrument of proxy or attorney.

Directors

45. The Board (not including any ex officio representatives or other persons nominated by the Board to attend and advise from time to time) will consist of a minimum of five (5) members and a maximum of nine (9) members elected as herein provided for a term of two years unless altered pursuant to clause 48 of this Constitution.
46. No member and/or related entity or entities will have more than one representative on the Board.
47. Directors must be Corporate Representatives of Voting Members.
48. At the first Annual General Meeting the number of Directors equal to one half of the total number of Directors of the Company will resign being those longest serving on the Board (or in the event of there being any uneven number of Directors, such number of Directors will retire so the number of the remaining Directors does not exceed one half of the total Directors immediately prior to the meeting). Where there are more than half so due to retire, the Board will decide which Directors will not be required to so retire. Any director who retires at the first Annual General Meeting will be eligible for re-election.
49. Thereafter a Director's term of office expires
- (a) at the second Annual General Meeting following the Annual General Meeting at which they were elected or
 - (b) in the event of the Director being invited to the Board to fill a casual vacancy then at the next Annual General Meeting at which the Director whose vacancy was being filled was due to retire.
- 49.1 Any Director who retires will be eligible for re-election

IVD Australia Ltd Constitution

- (a) for a maximum of five (5) consecutive terms and
 - (b) will be eligible for re-election for up to three consecutive terms after not holding office until a minimum of two Annual General Meetings have been held.
50. The Board will appoint persons to the following positions:-
- (a) the Chair,
 - (b) the Vice-Chair,
 - (c) the Treasurer,
 - (d) the Secretary.
51. The Chair, Vice-Chair and Treasurer will be appointed by the Board from the Directors:
- (a) Terms of these appointments shall be for one (1) year,
 - (b) For the position of Chair, the maximum number of terms shall be limited to a total of five (5), and
 - (c) On conclusion of a total of five (5) terms in the Chair, an individual may continue as a Director per clause 49, but will not be eligible to stand for any other executive position.
52. The Secretary may be appointed by the Board from outside of the Board, but, if so appointed the appointee will not have the power to vote at meetings of the Board.
53. There will be an Executive of the Board responsible to the Board for the running of the day-to-day affairs of the Company consisting of the Chair, Vice-Chair and Treasurer. A quorum of the Executive shall be two (2) members.
54. The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the maximum or minimum number of Directors of the Board provided that the minimum will not be less than five. The continuing Directors may act notwithstanding any vacancy in their number, but for as long as the number of Directors is below the minimum fixed by this Constitution, the Directors will not act except in emergencies or for the purpose of filling up vacancies or convening a general meeting of the Company.
55. The Board will have power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing members of the Board but so that the total number of members of the Board will not at any time exceed the number fixed in accordance with these regulations. Any member of the Board appointed to fill a casual vacancy will hold office only until the next Annual General Meeting at which the Director whose vacancy was being filled was due to retire. Any member appointed as an addition to the existing members of the Board will hold office until the second Annual General Meeting following the member's appointment.

IVD Australia Ltd Constitution

56. The Company may by ordinary resolution remove any member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed will hold office until the next Annual General Meeting at which the Director whose vacancy was being filled was due to retire. A member so removed from the Board will have the right to appeal.
57. The office of a director will become vacant if the member for which that director is the Corporate Representative ceases to be member of the Company or the director:
- (a) ceases to be a member of the Board by virtue of the Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; under the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
 - (e) resigns his office by notice in writing to the Company;
 - (f) is absent from two consecutive Board meetings without approval of the Board.

Powers And Duties Of The Board

58. The business of the Company will be managed by the Board which may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by the regulations, required to be exercised by the Company in General Meeting, subject nevertheless, to any of these regulations, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-Act of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting will invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
59. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, will be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) members of the Board or in such other manner as the Board from time to time determines.
60. The Board will cause minutes to be made:
- (a) of all appointments of officers and servants,
 - (b) of names of members of the Board present at all meetings of the Company and of the Board, and

(c) of all proceedings at all meetings of the Company and of the Board.

Such minutes will be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

Proceedings of the Board

61. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Board will use its best endeavours to meet at least five (5) times in each calendar year.
62. Prior to the closing of any meeting of the Board the Directors set a date for the next meeting of Directors. A meeting of the Board may be called at any time with the authority of four (4) Directors.
63. Subject to these regulations questions arising at any meeting of the Board will be decided by a majority of votes and a determination by a majority of the members of the Board will for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting (determined in accordance with clause 32) will not have a second or casting vote.
64. A Director will not vote in respect of any contract or proposed contract with the Company in which he or the Voting Member for which he is the Corporate Representative is interested, or any matter arising therefrom, and if he does so vote his vote will not be counted. Board members must declare any potential conflict of interest at the commencement of any meeting of the Board
65. Subject to the Act, the quorum necessary for the transaction of the business of the Board will be more than half of the number of appointed Directors present in person or such greater number as may be fixed by the Board. For the purposes of this clause, "present in person" will include present by any telecommunication or other electronic or other method of communication employed for the holding of such meeting
66. The Chair will preside at every meeting of the Board, or if there is no Chair or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-Chair will act as the chairperson. If the Vice-Chair is also not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
67. The Board may at any time appoint and delegate any of its powers to committees consisting of such member or members of the Board and/or the Company, or to members or employees of the Company or persons co-opted for such purpose as the Directors think fit. Any committee so formed will in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and the company constitution.
68. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

IVD Australia Ltd Constitution

69. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson will have a second or casting vote.
70. All acts done by any meeting of the Board or a committee or by any person acting as a member of the Board or a committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that the members of the Board or committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or committee.
71. A resolution agreed to by the majority of the members of the Board for the time being entitled to receive notice of a meeting of the Board, will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of:
- (a) several documents in like form, each signed by one or more members of the Board, or,
 - (b) any electronic method of communication evidencing agreement by the Board Secretary
72. The Secretary will in accordance with the Act be appointed by the Board for such term, at such remuneration and upon such condition as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein will prevent the Board from appointing a member of the Company as honorary Secretary and any member so appointed will forthwith become, if not already a member of the Board, ex officio a member of the Board and be subject to the provision of Clause 84 (b) of the Constitution.

Chief Executive Officer

73. The Board may appoint a person to the office of Chief Executive Officer for such period, and on such terms (including as to powers, duties and remuneration), as the Board determines. The Board may vary or revoke the appointment of or a conferral of any power on the Chief Executive Officer.

Regulations

74. The Board may make regulations not inconsistent with this Constitution as to the establishment functions powers and privileges regulation administration and dissolution of Accreditation Board, Branches, Special interest groups, and any other committees and the appointment removal qualification disqualification duties functions powers and privileges of the committees and members of such groups.

Code of Conduct

75. The Company may adopt and amend from time to time a code of conduct which when adopted:
- (a) will be binding on the members as if were part of the Constitution, and
 - (b) be able to be amended by ordinary resolution of the members in general meeting.

Accounts

76. The Board will:
- (a) cause proper accounting and records to be kept of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company,
 - (b) distribute copies of every profit and loss account and balance sheet (including every document required by Act to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act, and
 - (c) cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date as required by the Act.

Audit

77. A properly qualified Auditor or Auditors will be appointed and may be removed as provided in the Corporations Act. His or their remuneration will be fixed and duties regulated in accordance with the Act and this Constitution.

Notices

78. A notice may be given by the Company to any member either:
- (a) personally; or
 - (b) by post to him at his registered address; or

IVD Australia Ltd Constitution

- (c) facsimile transmission to a facsimile number nominated by the Member; or
- (d) other electronic medium to an electronic address nominated by the Member.

Where a notice is sent by post, service of the notice will be deemed to be effected in the case of a notice of meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

79. Notice of every General Meeting will be given in any manner hereinbefore authorised to:
- (a) Every Voting Member except those members who (having no current registered address) have not supplied to the Company an address for the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Company.

Inspection of Documents

80. The Board may determine whether and to what extent any of the books and records of the Company (including those of any committee) will be available to inspection by members and any restrictions as to access, the time and manner of inspecting the same. Subject to the Act, members will not have any right to call for or inspect any of the books and records of the Company other than any information which is in the public domain.

Winding Up

81. The provisions of Clause 90 of this Constitution relating to the winding up or dissolution of the Company will have effect and be observed.

Officers: Indemnities and Insurance

82. Indemnities

To the extent permitted by Act:

IVD Australia Ltd Constitution

- (a) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Corporations Act; and
- (b) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the Officer in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT this indemnity will not apply where the liability arises out of conduct involving a lack of good faith.

83. Insurance

To the extent permitted by Act the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability.

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of section 199B of the Corporations Act; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

84. Interpretation

In Clauses 83 and 84:

- (a) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Company or of a subsidiary of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company).
- (b) the term "Officer" has the meaning given to that term in section 241(4) of the CORPORATIONS ACT and includes every member of the Board.

Remuneration

- 85. The income and property of the Company however derived, will be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof will be paid or transferred,

IVD Australia Ltd Constitution

directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

86. Nothing herein will prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member of the Company.
87. Any payment to any Company of which a member of the Board may be a member and in which such member will not hold more than one-hundredth part of the capital, such member will not be bound to account for any share of profits he may receive in respect of such payment.
88. A member who is an officer of the Board is not entitled to a salary, wage or fee or other remuneration solely because he is a member of the Board.

Liability of Members

89. The liability of the members is limited.
90. Every member of the Company undertakes to contribute to the property of the Company in the event of the Company being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debt and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$25.00.
91. Upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same will not be paid to or distributed among the members of the Company but will be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which will prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 85 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

SCHEDULE 1

Category of Members

1. The membership of the Company will comprise:-
 - (i) Honorary Life Members
 - (ii) Voting Members
 - (iii) Associate Members
2. A person may be an Honorary Life member if that person has in the determination of the Board made outstanding contributions to the Company or to the field of in-vitro diagnostics or a related field of endeavour.
3. A person may be a Voting Member if that person is a Corporation, incorporated association or unincorporated association formed under any laws of the Commonwealth or states or territories of the Commonwealth and is actively involved in any field of in-vitro diagnostics. In special circumstances, the Board may admit persons not so qualified, to Voting Membership of the Company.
4. Only Voting Members are entitled to vote at any general meeting of the Company.
5. A person may be an Associate member if that person is ineligible to be a Voting member but is involved in any diagnostics industry, studies, research, or supply of services, to the in-vitro diagnostics industry.
7. The rights and privileges of every member are personal to the member. They are not transferable by the member's own act or by operation of Act, and no member is entitled to exercise the rights and privileges of a member unless all monies due by the member to the Company have been paid.
8. Subject to the following clauses, every applicant for membership of the Company must sign and lodge with the Company an application for membership in such form as the Board may from time to time prescribe.
9. The initial subscription fee (if any) and annual subscriptions payable by members are as prescribed from time to time by regulation.
10. The person or organisation which applies and/or accepts an invitation to become a member of the Company shall be thereby deemed to have agreed to be bound by the Constitution of the Company.

SCHEDULE 2

PROXY FORM

_____ (Full Name: print clearly)

of _____ (Print address)

being a member with entitlement to vote# of IVD Australia Limited

hereby appoint _____ (Full Name: print clearly)

of _____ (Print address)

being a member of IVD Australia Limited with entitlement to vote#, as its proxy, or in his/her absence the Chair of the meeting, to vote for the appointor on its behalf at the [Extraordinary]* General Meeting of IVD Australia Limited to be held on

the _____ day of _____ 20__.

The proxy is hereby authorised to vote as shown below with respect to each of the following motions. (If no direction is given the proxy may vote as he/she thinks fit)

Motion _____

*in favour of / *against (*Strike out whichever does not apply)

Signature of Member _____

Signed this _____ day of _____ 20__

Signature of Witness _____

Signed this _____ day of _____ 20__

Note:

Voting member: A Voting Member as defined by the Constitution

Completed proxy forms must be received and date stamped by the IVD Australia Limited Secretariat no later than _____ am/pm on

Post to: – Insert details