



Constitution of the Arthritis Foundation of Tasmania Inc

ABN 77 080 908 252

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CONSTITUTION

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THE CONSTITUTION

PART 1 - PRELIMINARY

1. **Name of the Association**

The name of the Association shall be the "*Arthritis Foundation of Tasmania Inc*".

2. **Interpretation**

In this Constitution -

- a) **"Act"** means the Associations Incorporation Act 1964;
- b) **"Association"** means the Association referred to in Rule 1;
- c) **"Auditor"** means the person appointed as the auditor of the Association under Rule 17;
- d) **"Board"** means the Board of Management of the Association constituted by Rule 31.
- e) **"ordinary business of the annual general meeting"** means the business specified in Rule 19 (e);
- f) **"ordinary board member"** means a member of the board to whom Rule 32 (b)(c)(d) & (e) relates;
- g) **"special general meeting"** means any general meeting other than the annual general meeting.

3. **Association's Office**

The office of the Association is to be at a place that the Board decides.

4. **Financial Year**

- a) The financial year of the Association is the period beginning on 1st July in one year and ending on the 30th June the next following year.

PART 2 - OBJECTS, PRINCIPLES AND POWERS

5. **Objects and Purposes of Association**

- a) The basic object of the Association is to improve the quality of life for people in Tasmania by reducing and preventing the effects of arthritis, osteoporosis and related musculoskeletal conditions.
- b) In addition to the basic object of the Association, the objects and purposes of the Association include the following:
 - i) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
 - ii) the buying, selling and supplying of, and dealing in, goods of all kinds;
 - iii) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
 - iv) the accepting of any gift for any one or more of the objects or purposes of the Association;
 - v) the taking of any step the Board or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
 - vi) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;
 - vii) the borrowing and raising of money in any manner and on terms –
 - (1) the Board thinks fit; or
 - (2) approved or directed by resolution passed at a general meeting;
 - viii) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Board determines;

- ix) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which the Income Tax Assessment Act 1997 of the Commonwealth relates;
- x) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- xi) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- xii) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the Constitution of the Association; and
- xiii) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this Rule.

PART 3 - MEMBERSHIP

6. **Membership**

- a) A person who is approved for membership as provided in this Constitution is eligible to be a member of the Association on payment of the annual subscription fixed under this Constitution.
- b) An application for membership of the Association is to be –
 - i) made in writing, and
 - ii) accompanied by the written consent of the applicant; and
 - iii) lodged with the public officer of the Association.
- c) As soon as practicable after the receipt of an application, the public officer is to refer the application to the Board or to a sub-committee established by the Board for this purpose.

- d) On an application being approved by the Board or sub-committee, the public officer –
 - i) is to notify the applicant, in writing, that he or she has been approved for membership of the Association; and
 - ii) upon receipt of the sum payable as the first year's subscription, is to enter the applicant's name in a register of members.
- e) A person –
 - i) becomes a member of the Association when his or her name is entered in the register of members; and
 - ii) ceases to be a member of the Association when his or her name is removed from the register of members.

7. Membership Entitlements Not Transferable

- a) Any right, privilege or obligation of a person as a member of the Association:-
 - i) is not capable of being transferred or transmitted to another person; and
 - ii) terminates on the cessation of the membership.

8. Cessation of Membership

- a) A member of the Association may resign from the Association by delivering or sending by post to the public officer a written notice of resignation.
- b) A membership will cease when the person fails to pay all arrears of subscription due, within 14 days after receiving a notice in writing signed by the public officer stating that he or she has ceased to be a financial member of the Association.
- c) On completion of the requirements of Subrule 8(a) or (b) the public officer is to remove the name of the member from the register of members.

9. **Members' Liabilities**

- a) If the Association is wound up the liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Rule 11.
- b) Any liability under Rule 9 is not to exceed amount of annual subscription.

10. **Honorary Life Membership**

- a) A person is eligible for honorary life membership of the Association if the person has contributed outstanding and meritorious service to the Association.
- b) Subject to Rule 10(a) the appointment of an honorary life member will be by a special resolution of the members of the Association passed at a general meeting of the Association on the recommendation of –
 - i) the Board; and
 - ii) at least five other members of the Association.
- c) An honorary life member is entitled to all privileges of membership of the Association (including voting rights) without payment of any subscription.

11. **Annual Subscription**

- a) The annual subscription shall be decided by the Board and reviewed annually.
- b) The annual subscription of a member is due and payable on or before the anniversary of their commencement as a member.

12. **Expulsion of Members**

- a) The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.

- b) The expulsion of a member under Subrule 12(a) does not take effect until whichever of the following is the later date –
 - i) the expiration of 14 days after the service on the member of a notice under Subrule 12(c);
 - ii) if the member exercises his right of appeal under Rule 13, the conclusion of the special general meeting convened to hear the appeal.
- c) If the Board expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –
 - i) stating that the Board has expelled the member; and
 - ii) specifying the grounds for the expulsion; and
 - iii) informing the member of a right to appeal against the expulsion under Rule 13.

13. **Appeal against Expulsion**

- a) A member may appeal against an expulsion under Rule 12 by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under Subrule 12(a), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- b) On receipt of a requisition –
 - i) the public officer is to immediately notify the Board of its receipt; and
 - ii) the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- c) At a special general meeting convened for the purpose of this Rule –
 - i) no business other than the question of the expulsion is to be transacted; and

- ii) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
 - iii) the expelled member is to be given an opportunity to be heard; and
 - iv) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- d) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
- i) the expulsion is to be taken to have been lifted; and
 - ii) the expelled member is taken not to have been expelled.
- e) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
- i) the expulsion takes effect; and
 - ii) the expelled member ceases to be a member of the Association.

PART 4 - FINANCIAL MATTERS

14. **Income and Property of Association**

- a) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- b) No portion of the income and property of the Association is to be paid or transferred to any member of the Association.
- c) The Association is not to –
 - i) appoint a person who is a member of the Board to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
 - ii) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

15. **Accounts of Receipts and Expenditure**

- a) True accounts are to be kept of –
 - i) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - ii) the property, credits and liabilities of the Association.
- b) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.
- c) The Treasurer of the Association is to ensure that all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association are kept in the form and manner the Board directs.
- d) The accounts, books and records are to be kept at the Association's office or at any other place the Board decides.

16. **Banking and Finance**

- a) The Treasurer of the Association, on behalf of the Association, is to ensure that receipts are issued for all moneys paid to the Association.
- b) The Board is to cause to be opened, with any financial institutions the Board selects, an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.
- c) The Board may –
 - i) receive from the Association's financial institution the transactions drawn by the Association on any of its accounts with the financial institution(s); and
 - ii) release and indemnify the financial institution(s) from and against all claims, actions, suits or demands that may be brought against the financial institution(s) arising directly or indirectly out of those transactions.
- d) All cheques, electronic transfers, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed or otherwise confirmed by two or more persons authorised by the Board for this purpose.

17. Auditor

- a) At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.
- b) The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.
- d) The auditor may only be removed from office by special resolution.
- e) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

18. Audit of Accounts

- a) The auditor is to examine the accounts of the Association each financial year and to provide to the Board an auditor's report.
- b) In the auditor's report, the auditor is to state if –
 - i) he or she has obtained the required information; and
 - ii) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association –
 - (1) according to the information at his or her disposal and the explanations given; and
 - (2) as shown by the books of the Association; and
 - iii) the Rules relating to the administration of the funds of the Association have been observed.
- c) The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

- d) The auditor may –
 - i) have access to the accounts, books, records, vouchers and documents of the Association; and
 - ii) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
 - iii) employ persons to assist in investigating the accounts of the Association; and
 - iv) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

PART 5 – MEETINGS

19. **Annual General Meeting**

- a) The Association is to hold an annual general meeting each year.
- b) The annual general meeting is to be held on any day (being not later than 6 months after the close of the financial year of the Association) the Board determines.
- c) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- d) The notice convening the annual general meeting is to specify the purpose of the meeting.
- e) The ordinary business of the annual general meeting is to be as follows:
 - i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - ii) to receive from the Board, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;
 - iii) to elect the ordinary Board members;
 - iv) to appoint the auditor;
- f) The annual general meeting may transact special business of which notice is given in accordance with this Constitution.

20. **Special General Meetings**

- a) The Board may convene a special general meeting of the Association at any time.
- b) The Board, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association.
- c) A requisition for a special general meeting –
 - i) is to state the objects of the meeting; and
 - ii) is to be signed by the requisitionists; and
 - iii) is to be deposited at the office of the Association; and
 - iv) may consist of several documents, each signed by one or more of the requisitionists.
- d) If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists may convene the meeting within 3 months from the day of the deposit of the requisition.
- e) A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.
- f) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

21. **Notices of General Meetings**

- a) The public officer of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, is to cause to be inserted in at least one newspaper published in this State an advertisement –
 - i) specifying the place, day and time for the holding of the meeting; and
 - ii) the nature of the business to be transacted at the meeting.

22. **Business and Quorum at General Meetings**

- a) All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.
- b) Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- c) A quorum for the transaction of the business of a general meeting is 15 members present and entitled to vote.
- d) If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting –
 - i) if convened on the requisition of members, is to be dissolved; or
 - ii) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- e) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- f) The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

23. **President to Preside at General Meetings**

- a) The president, or in his or her absence, the vice-president is to preside as chairperson at every general meeting of the Association.
- b) If the president and vice-president are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

24. **Adjournment of General Meetings**

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- b) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- c) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. **Determination of Questions Arising at General Meetings**

- a) A question arising at a general meeting of the Association is to be determined on a show of hands.
- b) Unless before or on the declaration of the result of the show of hands a vote is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

26. **Votes**

- a) On any question arising at a general meeting of the Association, a member has one vote only.
- b) All votes are to be given personally.
- c) In the case of an equality of voting on a question, the chairperson has a second or casting vote.

27. **Taking of Vote**

- a) If at a meeting a vote on any question is demanded –
 - i) it is to be taken at that meeting in the manner the chairperson directs; and
 - ii) the result of the vote is taken to be the resolution of the meeting on that question.

28. **When Vote to be Taken**

- a) A vote that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- b) A vote that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

PART 5 - BOARD OF MANAGEMENT

29. **Powers of the Board**

The Board has the power to:

- a) control and manage the affairs of the Association;
- b) perform all such acts and do all such things, including the appointment of a Chief Executive Officer, as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- c) Exercise all functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in general meeting.

30. **Constitution of the Board**

- (a) The Board consists of up to ten members of the Association who are, subject to Rule 31, elected at the Annual General Meeting each year, taking into consideration the skills mix required for the Board, gender balance, regional representation, cultural representation and other matters that may from time to time be desirable.
- (b) A Board member is to be elected for a term to be determined by the Board prior to the Annual General Meeting, subject to Rule 31. The term will be determined having regard to the desirability that the Board have a generally equal number of members with one, two and three year terms, to provide for continuity of governance.
- (c) If a casual vacancy occurs in the position of an ordinary Board member, the Board may appoint a member of the Association to fill the vacancy until the conclusion of the Annual General Meeting next following the date of the appointment.

- (d) If, following the election at the Annual General Meeting there are fewer than ten Board members, the Board may, at any time during the Association year, appoint a member of the Association to fill the vacancy until the conclusion of the Annual General Meeting next following the date of the appointment.

31. **Officers of the Association**

- (a) The officers of the Association are:
- (i) a president;
 - (ii) a vice president;
 - (iii) a treasurer
- (b) Each officer of the Association is to hold office for three years (one term) from the date of their election, and is eligible for re-election for two more terms only. At the expiration of the third term they must not hold an office in the Association for a further three years.
- (c) The officers are elected at the Annual General Meeting which is held at the expiry of their term of office.
- (d) If a casual vacancy occurs in the position of any office, the Board may appoint a member of the Association to fill the vacancy in that office until the conclusion of the Annual General Meeting next following the date of the appointment (as in Rule 30).

32. **Election of Members of Board**

- a) Nominations of candidates for election as Board members are to be:
- i) made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - ii) delivered to the public officer of the Association at least 10 days before the date fixed for the holding of the Annual General Meeting.
- b) If insufficient nominations are received to fill all vacancies on the Board:
- i) the candidates nominated are taken to be elected; and
 - ii) further nominations are to be received at the Annual General Meeting.

- c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- d) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- e) The ballot for the election of Board members is to be conducted at the Annual General Meeting in the usual manner as directed by the Board.

33. **Vacation of Office**

- a) For the purpose of this Constitution, the office of an officer of the Association or of an ordinary Board member becomes vacant if the officer or Board member –
 - i) dies; or
 - ii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
 - iii) becomes of unsound mind; or
 - iv) resigns office in writing addressed to the Board; or
 - v) ceases to be resident in the State; or
 - vi) fails, without leave granted by the Board, to attend 3 consecutive meetings of the Board; or
 - vii) ceases to be a member of the Association.

34. **Meetings of the Board and of Sub-committees**

- a) The Board is to meet at least once in each three months at any place and time the Board determines.
- b) Special meetings of the Board may be convened by the president or any 4 of its members.
- c) Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.

- d) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- e) Business is not to be transacted unless a quorum is present.
- f) At a meeting of the Board, the following is to preside:
 - i) the president, or in his or her absence the vice-president,
 - ii) if the president and the vice-president are absent, any one of the remaining members of the Board as may be chosen by the members present.
- g) Any question arising at a meeting of the Board or of any sub-committee appointed by the Board is to be determined –
 - i) on a show of hands; or
 - ii) if demanded by a member, by a vote taken in any manner the person presiding at the meeting determines.
- h) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- i) If there is an equality of votes on any question, the person presiding has a second or casting vote.
- j) Written notice of each Board meeting is to be served on each member of the Board by –
 - i) delivering it at a reasonable time before the meeting, personally or by electronic means; or
 - ii) sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

35. **Disclosure of Interest in Contracts**

- a) A member of the Board who has an interest in any contract or arrangement made or proposed to be made with the Association is to disclose the interest:
 - i) at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or

- ii) in any other case, at the first meeting of the Board after the acquisition of the interest.
- b) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Board after he or she becomes so interested.
- c) A member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

36. **Sub-committees**

- a) The Board may –
 - i) appoint a sub-committee from the Board; and
 - ii) prescribe the powers and functions of that sub-committee.
- b) The Board may co-opt a member of the Association as a member of a sub-committee.
- c) The Board may co-opt any person as a member of a sub-committee without voting rights, whether or not the person is a member of the Association.
- d) A quorum at a meeting of the sub-committee is 3 appointed members, or as determined by the Board.
- e) The Board shall determine which member of a sub-committee is to convene meetings of the sub-committee and this person is to report on the activities and recommendations of the sub-committee to the Board.
- f) Written notice of each sub-committee meeting is to be served on each member of the sub-committee by –
 - i) delivering it at a reasonable time before the meeting, personally or by electronic means; or
 - ii) by sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

37. **Executive Committee**

- a) The president, the vice-president and the treasurer constitute the executive committee.
- b) The executive committee may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Board.
- c) The executive committee is to report on any instructions issued under Subrule 37(b) to the next meeting of the Board.

PART 6 - MISCELLANEOUS

38. **Notices**

- a) A notice may be served by or on behalf of the Association on any member –
 - i) delivering it at a reasonable time before the meeting, personally or by electronic means; or
 - ii) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address.

39. **Disputes**

- a) A dispute between a member of the Association in the capacity as a member and the Association is to be determined under the grievance policy in force from time to time as if the member was an employee of the Association.
- b) This Rule does not affect the operation of Rule 13.

40. **Seal of Association**

- a) The seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "**Seal**".
- b) The seal of the Association is not to be affixed to any instrument except by the authority of the Board.

- c) The affixing of the seal is to be attested by the signatures of –
 - i) two members of the Board; or
 - ii) one member of the Board and the public officer of the Association or any other person the Board may appoint for that purpose.
- d) Attestation under Subrule 40(c) is sufficient for all purposes that the seal was affixed by authority of the Board.
- e) The seal is to remain in the custody of the public officer.
- f) A notation is to be made in the minutes of the next Board meeting after the seal has been used that the seal has been used, the purpose and the names of the people affixing the seal.

41. **Dissolution**

If upon winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property, that property must not be paid to or distributed among its members, but must be given or transferred to some other Association, the rules of which must prohibit the distribution of its or their income among its or their members. Such an association must be an Australian Charity registered under the Charities Act 2013 and listed with the Australian Charities and Non-profits Commission (or any successor to it), or holding Deductible Gift Recipient status approved by the Australian Taxation Office. Such association is to be determined by the members of the Association at or before the time of dissolution, or by a Judge of the Supreme Court of Tasmania.