



Constitution of the Arthritis Foundation of Tasmania Inc

ABN 77 080 908 252

*Amended 28 September 2016
Amended 27 September 2012
Amended 9 October 2004
Amended 20 September 2003
Adopted 17 September 2000*

Arthritis & Osteoporosis Tasmania
19A Main Road, Moonah TAS 7009
P: 03 6228 4824

E: info@arthritistas.org.au
W: www.arthritistas.org.au
ARTHRITIS INFOLINE: 1800 011 041

Constitution of the Arthritis Foundation of Tasmania Inc

Table of contents

PART 1 - PRELIMINARY	3
1. Name of the Association	3
2. Interpretation	3
3. Financial Year	3
PART 2 - OBJECTS, PRINCIPLES AND POWERS.....	4
4. Objects and Purposes of Association.....	4
PART 3 - MEMBERSHIP	4
5. Membership	4
6. Cessation of Membership.....	4
7. Honorary Life Membership.....	5
8. Annual Subscription	5
9. Expulsion of Members.....	5
PART 4 - BOARD OF MANAGEMENT	6
10. Powers of the Board.....	6
11. Constitution of the Board.....	6
12. Officers of the Association.....	7
13. Election of Members of Board	7
14. Vacation of Office.....	8
15. Meetings of the Board and of Sub-committees	8
16. Disclosure of Interest.....	9
17. Sub-committees	10
18. Power to Appoint CEO	10
PART 5 – MEETINGS	11
19. Annual General Meeting.....	11
20. Special General Meetings	12
21. Notices of Annual General Meetings.....	12
22. Business and Quorum at Annual General Meetings.....	12
23. President to Preside at General Meetings.....	13
24. Adjournment of General Meetings.....	13
25. Determination of Questions Arising at General Meetings.....	14
26. Votes	14
27. Taking of Vote	14
28. When Vote to be Taken.....	14

PART 6 - FINANCIAL MATTERS	15
29. Income and Property of Association.....	15
30. Accounts of Receipts and Expenditure.....	15
31. Banking and Finance.....	15
32. Auditor.....	16
33. Audit of Accounts	16
PART 7 - MISCELLANEOUS	17
34. Notices	17
35. Disputes	17
36. Seal of Association.....	17
37. Dissolution.....	18

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) "**ACNC**" means the Australian Charities and Not-for-Profits Commission;
- b) "**ACNC Act**" means the Australian Charities and Not-for-Profits Commission Act 2012;
- c) "**Act**" means the Associations Incorporation Act 1964;
- d) "**Annual General Meeting**" means the Annual General Meeting of Members convened in accordance with clause 19 and conducted in accordance with Part 5 of this Constitution.
- e) "**Association**" means the Association referred to in Rule 1;
- f) "**Auditor**" means the person appointed as the auditor of the Association under Rule 32;
- g) "**Board**" means the Board of management of the Association constituted by Rule 11;
- h) "**Board Members**" means the members for the time being of the Association assembled as a Board;
- i) "**General Meeting**" means a general meeting of the Board convened in accordance with clause 15 and conducted in accordance with Part 4 of this Constitution;
- j) "**Financial year**" means the year ending 30 June;
- k) "**Ordinary business of the Annual General Meeting**" means the business specified in Rule 19(e);
- l) "**Ordinary Board member**" means a member of the Board to whom Rule 13 (b)(c)(d)(e) & (f) relates;
- m) "**Special general meeting**" means any general meeting other than the Annual General Meeting.
- n) "**Special Resolution**" means in the case of a vote or resolution, one passed by more than 75% of the persons eligible to vote.

3. Financial Year

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

PART 2 - OBJECTS, PRINCIPLES AND POWERS

4. **Objects and Purposes of Association**

- a) The basic object of the Association is to make a positive difference to the lives of Tasmanians affected by arthritis, osteoporosis and related musculoskeletal conditions, through:
 - i. community awareness, prevention and education programs and services;
 - ii. advocating on behalf of affected people in Tasmania;
 - iii. raising funds to support the conduct of these activities;
 - iv. contributing to research; and
 - v. any other activity which the Board from time to time deems appropriate.

PART 3 - MEMBERSHIP

5. **Membership**

- a) All members agree to abide by the Association's rules and commit to the objects of the Association.
- b) Conditions of membership of the Association shall be in accordance with the Board's relevant policies, as amended from time to time.
- c) Application for membership of the Association is to be submitted either electronically or in writing to the Public Officer and accompanied by the payment of the annual fee.
- d) The Public Officer is to be responsible for maintaining a Register of Members.
- e) A person –
 - i) becomes a member of the Association when their name is entered in the Register of Members; and
 - ii) ceases to be a member of the Association when their name is removed from the Register of Members.

6. **Cessation of Membership**

- a) A member of the Association may resign from the Association by delivering a notice of resignation either electronically or in writing to the Public Officer.
- b) The Public Officer can remove a member from the register of members if the annual fee is unpaid 14 days after the member has received notice, either in writing or electronically, from the Public Officer.

7. **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 7(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.

8. **Annual Subscription**

- a) The annual subscription of a member shall be determined from time to time by the Board.
- b) The annual subscription is due and payable on or before the anniversary of their commencement as a member.

9. **Expulsion of Members**

- a) The Board shall have the power to 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) 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.

PART 4 - BOARD OF MANAGEMENT

10. **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 meetings.

11. **Constitution of the Board**

- a) The Board consists of 8 members of the Association who are, subject to Rule 13, 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) At least one member of the Board has to have formal qualifications in accounting and/or finance or possess current financial expertise.
- c) 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 13. The term will be determined having regard to the desirability, and that the Board have a generally equal number of members. Members will serve one, two and three-year terms, to provide for continuity of governance.
- d) 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.
- e) If, following the election at the Annual General Meeting there are fewer than eight 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.

12. **Officers of the Association**

- a) The officers of the Association are:
 - (i) a president;
 - (ii) a vice president; and
 - (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.

13. **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, or as soon as practicable thereafter and in any event within 30 days, in such manner as the Board may direct.
- f) Board members are appointed based on a 3-year term, with a maximum serving period of 9 years made up of three (3) terms of 3 years.

14. **Vacation of Office**

- a) 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 their creditors, or makes any assignment of their 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.

15. **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) Extraordinary meetings of the Board may be convened by the president or any 5 of its members.
- c) Notice is to be given to members of the Board of any extraordinary meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- d) At all Board meetings a quorum shall be a majority of the current members of the Board present in person or present via telephone or video conferencing facilities.
- 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 their 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 their usual or last-known address in time to reach them before the date of the meeting.

16. **Disclosure of Interest**

- 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.

17. **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 the person is a member of the Association or not.
- 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) 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 their usual or last-known address in time to reach them before the date of the meeting.

18. **Power to Appoint CEO**

- a) The Board may appoint any person to the position of chief executive officer for the period and on the terms (including as to remuneration) the Board sees fit;
- b) The chief executive officer must not be a member of the Board of the organisation but may attend meetings of the Board except where the Board otherwise requests;
- c) If a chief executive officer becomes incapable of acting in that capacity the Board may appoint any other person, not being a member of the Board, to act temporarily as chief executive officer.
- d) The Board may, upon terms and conditions and with any restrictions it sees fit, confer on a chief executive officer any of the powers that the Board can exercise;

- e) Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board members;
- f) The Board may revoke or vary an appointment; or any of the powers conferred on a chief executive officer by the Board.

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.
- g) Minutes of proceedings of the Annual General Meeting are to be kept, in the minute book of the Association, by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting.

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 Annual General Meetings**

- a) At least 21 days before the date fixed for holding an Annual General Meeting the Public Officer is to notify members via email, or any other means determined by the Public Officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice –
 - 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 Annual 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 an Annual 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 at an Annual General Meeting is no less than 5 members of the Association who are 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 an agreed day in the next week at the same time and held in 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 their 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 Board 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 6 - FINANCIAL MATTERS

29. **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.

30. **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 Chief Executive Officer 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.

31. **Banking and Finance**

- a) The Chief Executive Officer 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, a banking account or accounts in the name of the Association into which all money received is to be paid as soon as possible after receipt.

- c) All expenditure or incurring of liabilities will be authorised for and on behalf of the Association by two or more persons authorised by the Board for this purpose.

32. **Auditor**

- a) At each Annual General Meeting of the Association the members present are to appoint an organisation to undertake the role of auditor of the Association.
- b) The auditor is to hold office from the agreement of appointment occurring at one Annual General Meeting until the next meeting, at which the organisation 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.

33. **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. they obtained the required information; and
 - II. in their opinion, the accounts are properly drawn up to exhibit a true and correct view of the financial position of the Association –
 - 1. according to the information at their 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. in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

PART 7 - MISCELLANEOUS

34. **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 their usual or last-known address.

35. **Disputes**

- a) Subject to this clause, a dispute between a member and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- b) This Rule does not affect the operation of Rule 37.

36. **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 36(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.

37. **Dissolution**

- a) 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.
- b) 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) and 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.