

**ARTHRITIS FOUNDATION OF WA  
INCORPORATED**

**CONSTITUTION**

**AS AMENDED April 2009**

## CONTENTS

	Page
1. NAME	3
2. OFFICE	3
3. THE FOUNDATION	3
4. OBJECTIVE	3
5. POWERS	3
6. PATRON	5
7. GOVERNORS	5
8. MEMBERSHIP	5
9. MANAGEMENT OF THE FOUNDATION	6
10. POWERS OF THE BOARD	7
11. MEETINGS OF THE BOARD	7
12. COMMITTEES OF THE BOARD	7
13. ELECTION OF DONOR MEMBERS TO BOARD	8
14. DUTIES OF OFFICE BEARERS	8
15. TRUSTEES	9
16. BANK ACCOUNT	9
17. AUDITOR OF FOUNDATION	9
18. ANNUAL GENERAL MEETING	10
19. FINANCIAL LIABILITY OF THE FOUNDATION	10
20. INDEMNITY	10
21. COMPLIANCE WITH INCORPORATION	10
22. AMENDMENT OF RULES	10
23. INTERPRETATION OF CONSTITUTION	10
24. WINDING UP THE FOUNDATION	10
25. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION	11

In the construction of this document except where the subject or context or the other provisions thereof require a different construction:

"The Foundation" means the Arthritis Foundation of WA Incorporated also incorporating the Western Australian Arthritis and Rheumatism Foundation Inc.

"The Board" means the Board of Management of the Foundation for the time being and hereinafter constituted.

"Members" shall mean those persons whose names are listed on the Foundation's records as being Donor Members, Volunteer Members, Honorary Members, Governors or Life Members (as appointed by the Board).

The masculine shall include the feminine. The singular shall include the plural.

**1. NAME**

The name of the Foundation shall be the Arthritis Foundation of WA Incorporated

**2. OFFICE**

The office of the Foundation shall be at such place, or places, as the Board may from time to time determine.

**3. THE FOUNDATION**

The Foundation shall be non-sectarian and non-political.

**4. OBJECTIVE**

The objective of the Foundation is to reduce the incidence and disabling effects of arthritis, osteoporosis and related conditions in the people of Western Australia through programs in Care, Education and Research

**5. POWERS**

The powers of the Foundation shall be all powers sufficient to enable it to achieve its objectives including, without limitation, the following powers:

- (a) To establish and maintain contact with any similar body or interested party elsewhere in Australia, or in other countries, for the promotion of any, or all, of these objectives.
- (b) To raise money by all lawful means and to solicit, receive and enlist financial or other aid from any source and to conduct fund-raising campaigns.
- (c) To promote, obtain and achieve any object of the Foundation by, or through, the facilities available in any public or private hospital, established university, recognised medical, optical, scientific and research institute, council, faculty,

school or like institution and to make outright donations of money, apparatus and equipment and give subsidies to the same.

- (d) To collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from any source.
- (e) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (f) To borrow and raise money and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality of that language) by means of mortgage, charge of debenture upon or over all or any of the property of the Foundation.
- (g) To lend or invest such of the moneys and funds of the Foundation as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem desirable provided that such securities or investments shall be authorised or permitted by the law of Western Australia for the investment of trust funds.
- (h) To arrange and support general or particular research work
- (i) To employ and engage clerks, servants and persons whose services may be deemed necessary or desirable for the purpose of the Foundation.
- (j) To purchase, take on lease or acquire by gift or otherwise real and personal property of any nature or description.
- (k) To sell such property or exchange it for other property.
- (l) To demise such property for such term at such rent and upon such conditions as may be deemed desirable.
- (m) To raise money on such property on such terms and conditions as may be deemed desirable.
- (n) To promote, establish, superintend, conduct, control and assist within Western Australian branches, committees and other forms of organisation and administration for the purposes of widening the influence and operations of the Foundation.
- (o) Generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Foundation.
- (p) To undertake and execute any trusts the undertaking whereof may be necessary, or desirable, for the carrying out of any of the objects of the Foundation.
- (q) To accept any gift, endowment or bequest made to the Foundation generally or for the purpose of any specific object and to carry out any trusts attached to any gift endowment or bequest.

- (r) The income and property of the Foundation shall be applied solely towards the promotion of its objects as set forth in this Constitution and it shall not trade nor shall it allow any member of the Board to secure pecuniary profit from any of its transactions and no portion of the income or property shall be paid or transferred directly, or indirectly, by way of dividend, bonus or otherwise however by way of profit to members of the Board, and no member of the Board shall have any interest of any sort in the assets of the Foundation except by way of indemnity against any liability incurred by him on behalf of the Foundation.

This clause shall not prohibit the reimbursement of lawful expenses incurred by a member of the Board in carrying out the functions of the Foundation

## **6. PATRON**

The Patron and Vice Patrons of the Foundation may be appointed from time to time on the invitation of the Board.

## **7. GOVERNORS**

There shall be Governors of the Foundation who shall be responsible for counselling and advising the Foundation on its work. Such Governors shall be the Patron and any Vice Patrons of the Foundation (as provided for in clause 6 hereof) and such other persons who have substantially assisted the Foundation and who have accepted an invitation from the Board to become a Governor for such period as is specified by that Board. Such invitation shall be issued only in accordance with criteria determined by the Board. Governors appointed for life shall be known as Life Governors.

The Governors shall be invited to attend the Annual Meeting and also to attend a meeting of the Board to be held on a date six months from the Annual Meeting (or as near as practicable thereto), but no Governor shall be entitled to vote at any such meeting of the Board unless that Governor is otherwise a member of that Board.

## **8. MEMBERSHIP**

- a) Ordinary members shall be those persons who have made a monetary donation, have purchased goods from the Foundation or have given their time to Foundation activities during the preceding 12 months and have applied to have their names recorded on the Member Roll.
- b) Termination or suspension of membership may be effected by the Board if the Board determines that the Member had done, or has failed to do anything which is not in the best interest of the Foundation or brings the Foundation into disrepute.
- c) Honorary Members shall be those persons who, having contributed significant service to the Foundation, have been elected by the Board as an Honorary Member.
- d) Life Members shall be those persons appointed by the Board as Life Members in recognition of outstanding service to the Foundation.

The Patron, Vice Patrons and Governors of the Foundation as set out in clauses 6. and 7. shall be deemed to be Honorary Members.

## 9. MANAGEMENT OF THE FOUNDATION

- (a) The affairs and property of the Foundation shall be vested in the Board, which shall consist of up to nine members of the Foundation as follows:
  - (i) Two ordinary members elected at the Annual General Meeting, appointed for one year and eligible for re-election
  - (ii) Up to Seven additional members nominated by the Board.
- (b)
  - (i) All members of the Board shall be entitled to equal voting rights except that in the case of equality of votes the President shall have a casting vote in addition to his deliberative vote.
  - (ii) Whenever a two thirds majority is required under these Rules, this shall mean two thirds of the total membership of the Board.
  - (iii) There shall be no proxy or postal voting at meetings of the Board.
- (c) The officers of the Foundation shall be a President, a Vice President and a Treasurer who shall be elected from amongst the members of the Board.
- (d) The term of office of the President and Vice President shall be for a period of two years but the occupants of these positions shall be eligible for re-appointment. 5.
- (e) The term of office of President shall expire on the thirtieth day of June in each year whose number ends with an odd number. The appointment of the President shall be made at the meeting of the Board held in the month of June of the year in which the vacancy occurs.
- (f) The terms of office of the Vice-President and Treasurer shall expire on the thirtieth day of June in each year whose number ends with an even number. The appointment of the Vice-President and Treasurer shall be made at the meeting of the Board held in the month of June in the year the vacancy occurs.
- (g) The Board may fill any casual vacancy in the membership of the Board by a majority vote but the person so appointed shall only be appointed for the unexpired period of the term of office of the person replaced as a member of the Board.
- (h) Any member of the Board may be removed from office by at least a two-thirds majority of members of the Board at a special meeting of the Board called for that purpose. The remaining members of the Board may fill the vacancy thus caused by a majority vote.

## **10. POWERS OF THE BOARD**

The powers of the Board shall be to exercise all the powers of the Foundation including, without limitation:

- (a) To enter into any contract for services to the Foundation and to vary, extend or terminate same from time to time.
- (b) To appoint and, at their discretion remove, suspend or dispense with the services of paid servants, for permanent, temporary or special services as it may from time to time think fit; to determine their duties, fix their salaries or emoluments, and pay the same out of the funds of the Foundation.
- (c) To pay and discharge all just debts and liabilities, charges, assessments and outgoings of the Foundation at such times and in such manner as they may from time to time determine, and at its discretion to defend any action or threatened action to appeal against charge or assessment.
- (d) To elect or appoint committees from amongst the members of the Foundation to perform specific duties, which the Board may add to, subtract from or modify in any way it deems desirable, other than as provided herein.
- (e) To enter into arrangement or contract with the Federal or any state or Local Government Authorities or other bodies for the purposes of the Foundation.

## **11. MEETINGS OF THE BOARD**

- (a) The Board shall meet at such time and within such hours as it may decide, subject to the provision that the interval between its meetings shall not exceed three calendar months.
- (b) A special meeting of the Board may be convened by the President at any time, and the Executive Director shall convene a special meeting of the Board on requisition signed by not less than half the members of the Board, the purpose and business of the special meeting to be itemised in the notice calling the meeting.
- (c) 50% of the members of the Board shall constitute a quorum for the transaction of business.

## **12. COMMITTEES OF THE BOARD**

The Board may, at its discretion establish Advisory Committees comprised of persons who the Board determines are appropriately qualified and can contribute to the Foundation's work and to advise the Board

- (a) Advisory Committees shall comprise only Members of the Foundation.
- (b) Where possible each Advisory Committee shall include at least one Board member.
- (c) Each Advisory Committee continues until the 30<sup>th</sup> June each year.

(d) Board approved Terms of Reference for Advisory Committees shall be maintained.

### **13. ELECTION OF DONOR MEMBERS TO BOARD**

- (a) Two donor members of the Board shall be elected annually and be eligible for re-election without time restriction.
- (b) The ballot shall be by post only.
- (c) The Executive Director shall call for nominations twelve (12) weeks prior to the Annual General Meeting.
- (d) Nominations shall be signed by the nominee and two donor members and accompanied by a brief biography of the nominee.
- (e) Nominations shall close with the Returning Officer no later than eight (8) weeks prior to the Annual General Meeting.
- (f) Names of nominees shall be publicised no later than four (4) weeks prior to the Annual General Meeting.
- (g) Postal ballot papers will be sent only upon request by donor members, volunteer members and honorary members and be accompanied by the brief biography of each nominee.
- (h) The ballot to close at 5.00 pm on the Friday preceding the Annual General Meeting.
- (i) The Executive Director shall act as Returning Officer and two Scrutineers shall be appointed by the Board prior to the close of the ballot.
- (j) In the event of there being three or more nominations, the vote shall be preferential.
- (k) In the event of two of the three or more nominations resulting in a tied vote, the nominee gaining the greatest number of first votes will be declared elected. In the event of the first votes being equal in a tied vote, the greatest number of second votes shall take priority and in the event of there still being a tied vote the President shall have a casting vote.

### **14. DUTIES OF OFFICE BEARERS**

#### **(a) President of the Board**

The President of the Board shall:

- (i) Take the chair at all meetings of the Board at which he is present;
- (ii) Have the right to attend, and to possess voting rights, on any committee  
or  
sub committee established by the Foundation;

- (iii) Issue (or his nominee may issue) all public statements on behalf of the Foundation;
- (iv) Ensure that all operations of the Foundation are carried out in conformity with the requirements of the law.

(b) **Treasurer**

The Treasurer shall:

- (i) Receive all moneys on behalf of the Foundation and give receipts therefor on the official receipt form;
- (ii) Pay all moneys into such account or accounts in the name of the Foundation at such bank or banks as the Board may from time to time Determine
- (iii) Submit at the Annual General Meeting, hereinafter provided for, an Annual Report, Balance Sheet, Statement of Income and Expenditure and other such information as the Foundation or Board may require
- (iv) Submit financial statements as and when required by the Board.

(c) **Vice President**

In the absence of the President, the Vice President will assume the duties designated to the President as stated in 14(a).

**15. TRUSTEES**

The Board shall ensure that there are at all times three persons appointed by that Board to be the Trustees and Seal Holders of the Foundation. Any two Trustees acting jointly and at the direction of the Board shall use the Common Seal.

**16. BANK ACCOUNT**

Any two signatories as nominated by the Board shall operate the Bank account, or accounts. At the date of signature, these are any two of the following:

President  
Vice President  
Treasurer  
Chairman – Finance Committee  
Executive Director

**17. AUDITOR OF THE FOUNDATION**

An auditor shall examine the accounts of the Foundation at least once in every year and at such other times as the Board shall consider expedient. At the request of the Board, he shall furnish written reports of the accounts of the Foundation.

The Board shall agree with the Auditor upon the fee to be paid to the Auditor for these services.

**18. ANNUAL GENERAL MEETING**

An Annual Meeting of all members of the Foundation shall be convened by the Board prior to the thirtieth day of April in each year for the purposes of reporting to such members on the activities of the Foundation and its financial position and to declare elected two members of the Board as provided in Rules 8 and 9.

**19. FINANCIAL LIABILITY OF THE FOUNDATION**

No person or committee appointed by the Board shall enter into any financial transaction in the name of the Foundation unless specifically authorised to do so by resolution of the Board.

**20. INDEMNITY**

Every office bearer or servant of the Foundation shall be indemnified against, and it shall be the duty of the Board out of the funds of the Foundation to pay all disbursements, liabilities, costs, losses and expenses which any such office bearer or servant may incur or become liable for by reason of duly authorised contract entered into or authorised act or thing done by him as such office bearer or servant in the lawful and proper discharge of his duties.

**21. COMPLIANCE WITH INCORPORATION**

It shall be the duty of the President of the Board to ensure that the Executive Director complies with the requirements of the Association's Incorporation Act 1895 - as amended.

**22. AMENDMENT OF RULES**

Amendments to the Constitution shall only be made by special resolution in accordance with the Associations Incorporation Act 1987 (WA)

A "special resolution" is a resolution passed by a majority of no less than three-fourths of the members of the Foundation who are entitled under the rules of the Foundation, to vote in person or by proxy. The general meeting shall include advice of the intention to propose the special resolution.

**23. INTERPRETATION OF CONSTITUTION**

The interpretation of this Constitution shall be solely determined by the Board whose decision shall be final and binding for all purposes provided a two-thirds majority carries it.

**24. WINDING UP THE FOUNDATION**

(a) In the event of the Board making a decision that the Foundation should be wound up or dissolved, a Special General Meeting shall be called upon 28 days

notice to all members and the decision shall be effective only if confirmed by 75% of the members voting at that meeting to dissolve the Association.

- (b) Should the Board be unable to reach agreement by the requisite 75% majority or the Special General Meeting not confirm the Board's recommendation, the decision shall be made by a Judge of the District Court.

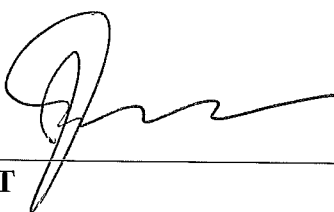
**25. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

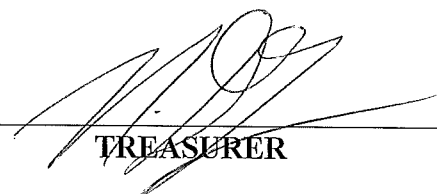
- (1) If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to
  - (a) to another association incorporated under the Act; or
  - (b) for charitable purposes

Which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan of the surplus property of the association.

- (2) In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

SIGNED

  
\_\_\_\_\_  
PRESIDENT

  
\_\_\_\_\_  
TREASURER