



AUSTRALIAN CAPITAL TERRITORY
Incorporating Osteoporosis ACT

CONSTITUTION OF THE ARTHRITIS FOUNDATION OF THE ACT **INCORPORATED**

1. The association

- (1) The name of the association is “the Arthritis Foundation of the ACT Incorporated” (hereinafter called “the association”).
- (2) The assets and income of the association shall be applied exclusively to the promotion of its object and no portion shall be paid or distributed directly or indirectly to the members of the association except as bona fide remuneration for services rendered or expenses incurred on behalf of the association.

2. Objects

The objects of the association are to ease the pain and suffering of people with arthritis, osteoporosis and other musculoskeletal conditions and to promote the prevention of these conditions through:

- (1) development and conduct of educational programmes, including self management courses, workshops, seminars and lectures;
- (2) conduct of a hydrotherapy programme;
- (3) introduction of new programmes as they become available;
- (4) provision of an information service about arthritis and other musculoskeletal condition.
- (5) sponsoring support groups, where members offer support to each other and exchange experiences in the management of the above conditions;
- (6) other activities, including contributing to research, which directly or indirectly are designed to ease the pain and suffering of people with arthritis and other musculoskeletal conditions;
- (7) any other activity which the Board from time to time sees as appropriate.

RULES OF THE ASSOCIATION

PART I - PRELIMINARY

1. Definitions

- (1) In these rules, unless a contrary intention appears:
 - (a) “financial year” means the year ending on 30 June;
 - (b) “member” means a member, however described, of the association;
 - (c) “board” means the board constituted under Rule 12;
 - (d) “secretary” means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association;
 - (e) “the Act” means the *Associations Incorporation Act 1991*;
 - (f) “treasurer” means any person appointed Treasurer under this Constitution;
 - (g) “auditor” means the Association’s auditor;
 - (h) “common seal” means the Association’s common seal;
 - (i) “constitution” means the Constitution of the Association as amended from time to time;
 - (j) “president” means any person appointed President under this Constitution;
 - (k) “vice president” means any person appointed Vice President under this Constitution;
 - (l) “special resolution” means a resolution proposed under that name which is passed by at least a three-quarters majority at a General Meeting;
 - (m) “the Regulations” means the Associations Incorporation Regulations.
 - (n) “register of members” means a list of current members.
- (2) In these rules:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to exercise of the power, authority or the performance of the duty.
- (3) The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

2. Membership qualifications

A person is qualified to be a member if:

- (a) the person is a person referred to in paragraph 21 (2) (a) or (b) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (b) the person has completed a membership application, and has paid the appropriate membership fee.

3. Classes of membership

- (1) There shall be classes of membership:
 - (a) honorary members appointed by resolution of the board;

- (b) honorary life members appointed by resolution of the board;
 - (c) ordinary life members (restricted to existing ordinary life members);
 - (d) ordinary members.
- (2) The rights of honorary members shall include:
- (a) to remain a member of the association without payment of dues for a period of two years from the date of election as an honorary member;
 - (b) to be entitled for re-election as an honorary member by resolution of the board;
- (3) The rights of honorary life members shall include:
- (a) to remain a life member of the association for life without payment of dues;
 - (b) to be entitled to receive notices of meetings and attend meetings but not entitled to vote thereat.
- (4) The rights of the ordinary life member shall include:
- (a) to remain a life member of the association for life without payment of dues;
 - (b) to be entitled to receive notices of meetings and attend meetings but not entitled to vote thereat.

4. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

5. Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies or, in the case of a body corporate, is wound up;
- (b) resigns from membership of the association;
- (c) is expelled from the association, or
- (d) fails to renew membership of the association.

6. Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than one month or, if the board has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Fees, subscriptions etc

- (1) The entrance fee to the association is such amount as is determined by resolution of the board.

- (2) The annual membership fees of the association are such amounts as are determined by resolution of the board.
- (3) The annual membership fees are payable:
 - (a) except as provided by sub-paragraph (b), before 1 July in each calendar year; or
 - (b) where a person first becomes a member, at the time of application for membership.
- (4) Fees for other services provided by the association are such amounts as are determined by resolution of the board.
- (5) If a person applies for membership after 1 July, a monthly pro rata rate will be charged.

8. Members' liabilities

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 7.

9. Disciplining of members

- (1) Where the board is of the opinion that a member:
 - (a) has persistently refused or neglected to comply with a provision of these rules: or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.The board may, by resolution:
 - (c) expel the member from the association; or
 - (d) suspend the member from such rights and privileges of membership of the association as the board may determine for a specified period.
- (2) A resolution of the board under subrule (1) is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the board passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the board and the grounds on which it is based;
 - (b) stating that the member may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the board at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the board mentioned in subrule (2), the board shall:
 - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the board by that member at or prior to the meeting; and

- (c) by resolution determine whether to confirm or to revoke the resolution of the board made under subrule (1).
- (5) Where the board confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the board under subrule (4) does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with subrule 10 (4).

10. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the board which is confirmed under subrule 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary shall notify the board which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under subrule (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9 (4), that resolution is confirmed.

PART III - THE BOARD

11. Powers of the board

The board, subject to the Act, the Regulations, these rules, and to any resolutions passes by the association in general meeting, shall:

- (1) Appoint a Chief Executive Officer, who subject to the Board will,
 - (a) control and manage the affairs of the association
 - (b) has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.
- (2) Exercise all functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting: and

12. Constitution and membership

- (1) The board shall consist of;
 - (a) the president of the association;
 - (b) the vice president of the association;
 - (c) the secretary of the association;
 - (d) the treasurer of the association;
 - (e) not more than ten other members of the association.
- (2) The board may co-opt to the board a member or members in order to provide for:
 - (a) a reasonable degree of diversity in appropriate skills;
 - (b) appropriate representation of persons with arthritis or other musculoskeletal conditions; and
 - (c) representation of various groups of people who are interested in the object of the association.
- (3) Each member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a vacancy in the membership of the board, the board may appoint a member of the association to fill in the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

13. Election of board members

- (1) Nominations of candidates for election as members of the board:
 - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the board shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of members of the board shall 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.

- (7) A person is not eligible simultaneously to hold more than one position on the board unless the board resolves that exceptional circumstances justify such appointment.

14. Secretary/Public Officer

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary shall keep minutes of:
- (a) all elections and appointments of members of the board;
 - (b) the names of members of the board present at a board meeting or a general meeting; and
 - (c) all proceedings at board meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15. Treasurer

The treasurer of the association shall be responsible for ensuring the integrity of the organisation's financial reporting through:

- (a) reviewing business results;
- (b) approving budgets and monitoring budgetary control and corrective action;
- (c) approving and monitoring the process of expenditure, investments and divestitures;
- (d) effective monitoring of the organisation's financial reporting.

16. Vacancies

For the purposes of these rules, a vacancy in the office of a member of the board occurs if the member:

- (a) dies;
- (b) resigns the office;
- (c) is removed from office pursuant to rule 17;
- (d) becomes an insolvent under administration within the meaning of the Corporations Law;
- (e) suffers from mental or physical incapacity;
- (f) is disqualified from office under subsection 63 (1) of the Act; or
- (g) is absent without the consent of the board from all meetings of the board held during a period of 6 months.

17. Removal of board members

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the board from the office of member of the board before the expiration of the member's term of office.

18. Board meetings and quorum

- (1) The board shall meet at least 3 times in each calendar year at such place and time as the board may determine.

- (2) Additional meetings of the board may be convened by any member of the board.
- (3) Oral or written notice of a meeting of the board shall be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (6) No business shall be transacted by the board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the board:
 - (a) the president, or in the absence of the president, the vice president shall preside; or
 - (b) if the president and the vice president are absent, one of the remaining members of the board may be chosen by the members present to preside.

19. Delegation by board to committee

- (1) The board may, by instrument in writing, delegate to 1 or more committees (consisting of such member or members of the association as the board thinks fit) the exercise of such functions of the board as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the board by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the board may continue to exercise any function delegated.
- (5) Any act, or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.

- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A committee may meet and adjourn as it thinks proper.

20. Voting and decisions

- (1) Questions arising at a meeting of the board or of any committee appointed by the board shall be determined by a majority of the votes of members of the board or committee present at the meeting.
- (2) Each member present at a meeting of the board or of any committee appointed by the board (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 18 (5), the board may act notwithstanding any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a committee appointed by the board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or committee.

PART IV - GENERAL MEETINGS

21. Annual general meetings - holding of

- (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 5 months after the expiration of the financial year of the association.
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

22. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the board reports on the activities of the association during the last preceding financial year;

- (c) to elect members of the board; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 24.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

23. General meetings - calling of

- (1) The board may, whenever it thinks fit, convene a general meeting of the association.
- (2) The board shall, on the requisition in writing of not less than 5% of the total number of members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the board fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

24. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by either pre-paid post to each member at the member's address appearing in the register of members or via email to the address identified in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business, other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 22 (2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25. General meetings - procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) 5 members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 4) shall constitute a quorum.

26. Presiding member

- (1) The president, or in the absence of the president, the vice president shall preside at each general meeting of the association.
- (2) If the president and the vice president are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

27. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written, electronic or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of decisions

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a

declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.

- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on that matter shall be deemed to be the resolution of the meeting on that matter.

29. Voting

- (1) Subject to subrule (3), upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

30. Funds – source

- (1) The funds of the association shall be derived from entrance fees and subscriptions of members, donations, government grants, sponsorship, outsourcing of services and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, such other sources as the board determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

31. Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the board or employees of the association, being members of the board or employees authorised to do so by the board.

32. Alteration of objects and rules

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

33. Common seal

- (1) The common seal of the association shall be kept in the custody of the secretary or as directed by the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by the signatures either of 2 members of the board or of 1 member of the board and of the secretary.

34. Custody of books

Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

35. Inspection of books

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association at any reasonable hour.

36. Service of notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

37. Gift fund

If the Gift Fund is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

38. Dissolution

In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.