

Lupus National Body Discussion Paper

Presented to all persons and organisations with a direct interest in the welfare of those living with lupus and other associated connective tissue diseases by Ben Jackson, Executive Officer, The Lupus Association of NSW Inc.

1. Executive Summary

It is time that people who live with lupus and associated connective tissue diseases had a voice on the national stage. A voice that provides structure and consistency to support and information provision, a voice that can educate everyone touched by these diseases including doctors, patients, and their families but most importantly a voice that drives research into a cure through lobbying and fundraising.

2. Background

As far back as 1988, again in 2002, and as recently as 2006 moves have been made by the various state lupus bodies to create a body to represent them on the national stage. The organisations at the forefront of this move were the Lupus Association of NSW, The Victorian Lupus Association and The Tasmanian Lupus Association. Little is known about this time as the Victorian body has now merged with Arthritis and the Tasmanian Lupus Association has lost momentum in this regard. Records of the progress made are limited.

The benefits of forming a national body remain the same and fall under the broad headings of national focus and economies of scale.

A national focus provides several opportunities:

- To access to federal grant money,
- To access to national corporate sponsorship.
- To lobby at a national level and influence lupus related health issues.

Economies of scale can be found in many areas of the organisation's structure.

- In marketing; the website, the quarterly newsletter, collateral, and consistent national branding.
- In research; dissemination of information on research, and an increased pool for funding research.
- In operations: merchandise, books, stationery, public liability insurance, and a national database.
- In support; the 1300 OLUPUS support and counselling line, and library services.
- In education; consistent messages and information to patients and doctors as well as planning and implementation assistance.

3. Introduction

The objective of this discussion paper is to give a starting point for developing a national body for what is hoped to be the final time. It is an invitation for state-based lupus organisations, members, the public and other interested stakeholders to have a say in the structure, the direction and the vision of a body that will serve the interests of all Australians living with this and other connective tissue diseases.

This is an opportunity to look beyond state borders, to progress past parochialism and to build an organisation that is capable of taking the search for a cure to the next level.

Feedback, all types of feedback, is not just welcomed, but is imperative, to a robust organisation that is built to last and built to serve the interests of all those living with lupus.

4. Objectives of a National Lupus (Sjögren's and Associated Autoimmune Diseases) Body

Currently the mission of the Lupus Association of NSW is "to work towards a world without Lupus and associated connective tissue diseases through support, education and research into a cure".

The mission of Lupus Australia, Queensland Incorporated is to be "committed to providing support and education for its members; to raising awareness of Lupus and its impact among Lupus sufferers, their families and friends, health professionals and the general public; and to encourage research into the cause of and cure for Lupus.'

The Lupus Association of Tasmania's aim is "to serve those people afflicted with lupus or ANY auto-immune disease in the following ways: By educating and informing patients and their families, by providing support in the form of encouragement and service, by promoting and supporting research designed to discover the cause of, and a cure for, lupus and related auto-immune diseases".

The Lupus Group of WA's mission is to "Act as the principal resource for lupus patients, their families, doctors and the community to provide educational awareness, support and facilitation of research activities".

It is clear that the goals of these quite separate entities have evolved to be very similar in nature and certainly reinforces that the direction of a national body will not vary too much from any one of these missions. So there is no reason why the national body's objectives should deviate too much from these, however there are a number of functions that a national body is better equipped to achieve than any of the current state bodies are. These include:

- Research coordination and research funding.
- Producing cost effective awareness promotion in the general community.
- Support activity provision that is not face to face dependant.
- Education through the dissemination of information about lupus to doctors, patients and carers.
- Provision of consistent messages in education materials, promotional material and branding.
- Lobbying Federal Government.

5. National versus State based responsibilities

It is proposed that there be some delineation in the roles of state based and national lupus organisations. This delineation is for the stakeholders to decide but given the philosophy behind this discussion paper the following responsibilities have been defined.

National

- Lupus and Sjögren's Awareness
- Research
- Lobbying
- National Fundraising
- Producing education materials
- Information sharing
- Special projects
- National newsletter
- National library services
- Member services
- National 1300 OLUPUS information and counselling line

State

- Support Groups
- Local Seminars
- Social Functions
- Local Medical Advisory Panel
- Local Support Coordinators
- Local Awareness Functions in particular World Lupus Day and Lupus Awareness Month.
- Local Fundraising

6. Naming the National Body

During the efforts to create a national body in 2002, there were a number of possible names suggested, however the name that was most popular was Lupus Australia. This is a strong, clean name that describes the primary reason for being: Lupus, and the area of operation: Australia. The other name considered was The Lupus Association of Australia. There is no record of other suggested names, although other names may be considered during the creation process. During the drafting process names have been suggested which include the Lupus Foundation of Australia (in the same vein as the Lupus Foundation of America) and the Lupus Alliance of Australia.

7. Creating a National Constitution

In 2005 a draft constitution was proposed by the Lupus Association of NSW in consultation with those other organisations participating in the national movement. However at that point it was thought that the best form for the body to take was as a company limited by guarantee. The constitution is included in the Appendices.

It is suggested at this point that a national body be registered in NSW as an Association. This is for a number of reasons; cost, the reporting burden, and the proximity to resources to achieve the registration process. Registering an Association is much cheaper than a corporation and also provides a much softer reporting regime which will take much less resources. It is proposed it be registered in NSW for a number of geographical reasons. This means that the bulk of the structure of the constitution will be shaped by the NSW Association's model rules.

A national constitution should include:

- Name – to be determined through consultation with stakeholders
- Location – it is thought at this point to have the national office situated at the NSW office's premises as these will be cost effective and it will have ready access to NSW resources.
- Purpose and aims of the organisation
- Type of organisation – company, association, limited, incorporated.
- Board of Management

8. A CEO versus an Active National Board

The leadership of the organisation is key to the future success of a national body. Therefore there must be an initial decision as to whether a CEO is employed or whether an active Board of Directors is sufficient to fulfill many of the basic functions of the organisation.

Available finances, available man power, and the activity level that the Board want the national body to operate at will all be factors in deciding leadership and operational activities.

The available finances is determined by any start up grants or loans to the national body, and in turn will determine the extent to which a CEO can be employed. The skills of the board and the available time will determine how much of the national body's operations can be covered by them. As proposed earlier in the document there are a number of activities that could be allocated to the national body, however it doesn't mean that all of those activities need to be attempted in the initial stages of the organisation.

9. Research

Currently there is no patient focused group that can influence the course of research in this area.

Research is being done at either end of the country, on a number of different aspects of the disease but there is little to no collaboration in this regard. There is also not enough money going into a research pool where an organisation can dictate where they want their research money spent. A national body creates a number of efficiencies in this regard: Firstly it creates a larger pool of funding by combining all of the state's efforts in research fundraising. Secondly the national body is not limited to just one state's expertise; they are able to draw on relevant experts from across the nation. Finally, a national body will also be able to attract, influence and lobby for federal government funding, something that state organisations are notoriously poor at achieving.

10. Lobbying

With a national body there will be the opportunity to try and influence federal government decisions about medication, funding and research. Currently there are no resources to attempt this activity. There is also no expertise in this area and so as a part of the ongoing strategy of the national body recruitment of a suitable volunteer or, in the case of a CEO, a CEO with these skills will be important to the success of this activity.

11. Costs of Establishment

The costs in establishing a national organisation fit into 4 categories:

Legal Costs, which includes registering the name and registering the organisation.

Set Up Costs, which includes costs of initial meetings of interested parties, and recruitment of Board Members.

Operational Costs, which includes the cost of branding, stationery and office space. It also includes the cost of wages of a CEO or the costs of regular Board Meetings. Whether or not the organisation is run by a CEO or a Board there will be some reimbursable costs associated with running the organisation such as phone calls and mileage.

Marketing Costs, which includes start up fundraising and company launch advertising and media.

Budget

Legal Costs

| | | |
|----------------------|----|----------|
| Register the Name | \$ | 400.00 |
| Register the Company | \$ | 1,200.00 |

Set Up Costs

| | | |
|--------------------------|----|----------|
| Initial Meeting | \$ | 4,000.00 |
| First Meeting | \$ | 4,000.00 |
| Board Member Recruitment | \$ | 200.00 |

Operational Costs

| | | |
|--------------------|----|----------|
| Branding | \$ | 400.00 |
| Stationery | \$ | 500.00 |
| Office Space | \$ | - |
| Board Meetings (4) | \$ | 8,000.00 |

Marketing Costs

| | | |
|----------------------|----|----------|
| Start Up Fundraising | \$ | 5,000.00 |
| Launch Function | \$ | 3,000.00 |
| Launch Advertising | \$ | 3,000.00 |

| | | |
|-------|----|-----------|
| Total | \$ | 29,700.00 |
|-------|----|-----------|

12. Future National Sponsorship and Fundraising

As part of the start up activity some effort must be put towards sourcing an income stream that can maintain at least the operational costs of the national body. The best targets in this regard would be one of the pharmaceutical companies.

13. A Case for Support

A case for support is an invaluable tool for fundraising and is critical to the success of driving income streams. It is also a very time consuming document to produce. It is to fundraising what branding is to marketing and is integral to the success of a national body.

14. Conclusion

While the momentum is building towards a national body, we must take action before we are again left in a position of a turnover of staff and volunteers providing the impetus. Organisations such as Scleroderma Australia, Alzheimer's Australia and the Eczema Association of Australasia have in recent times moved into a national structure and are starting to reap the benefits. People living with lupus, Sjögren's and related autoimmune diseases need national representation or will be left behind in the ever competitive world of disease support organisations' search for research and operational funding. We need to announce the commencement of or agreement to form a national body by the end of Lupus Awareness Month (October) 2008.

Appendices

1. Draft Constitution of Lupus Australia, a company limited by guarantee.

Contents

1. Defined Meanings

Words used in this document and the rules of interpretation that apply are set out and explained in the definitions and interpretation clause at the back of this document.

2. Objectives

- a. provide a national forum for discussion, cooperative planning and general support to member organisations;
- b. establish and maintain liaison with international lupus organisations;
- c. distribute relevant information to member organisations;
- d. coordinate special projects on a national basis, promoting uniformity of purpose and objectives;
- e. adopt national policies in relation to Systemic Lupus Erythematosus (SLE) and related Connective Tissue Diseases (CTD);
- f. support and represent Members in all dealings with governments in Australia;
- g. promote greater awareness of SLE and related CTD;
- h. advance and improve the treatment, care and greater welfare of people living with SLE and related CTD in Australia;
- i. be a non-profit, non-political, non-sectarian organisation;
- j. publicise and promote the company, its objectives and activities;
- k. promote financial support for research, training and health care services for SLE and related CTD;
- l. consult with Government bodies for appropriate funding for SLE and related CTD; and
- m. solely for any or all of the above purposes, do anything permitted by section 124 of the Act.

3. Limited Liability

a. Members' Liability

The liability of the members is limited

b. Members' Contributions

Every member of the Company undertakes to contribute to the assets of the Company if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for:

- i. the payments of the debts and liabilities of the Company, contracted before the Member ceased to be a Member;
- ii. the expenses of winding up the Company; and
- iii. the adjustments of the rights of the contributories among themselves.

c. Amount of Member's Contributions

The amount of the contribution under cause 3.2 must not exceed \$100 per Member in any circumstances.

4. Use of the Property by the Company

a. Conduit Policy

Any allocation of funds or property to other institutions, bodies, entities, organisations, government departments or persons must be made in accordance with the established objectives of the Company and not be influenced by the expressed preferences or interest of a particular donor to the Company.

b. Application of Company Property.

All income and property of the Company must be applied for the Objectives of the Company. No portion of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit or return of capital to any Member.

c. Payment of Company Expenses

Nothing in clause 4.2 prevents the payment in good faith of reasonable and proper:

- i. remuneration to any of the officers or employees of the Company or to any Member in return for any services actually rendered by them to the Company;
- ii. interest on money borrowed from any Member for any of the purposes of the Company (provided the interest rate does not exceed the rate charged by the Company's bank on similar borrowings);
- iii. rent for premises let by any Member to the Company; or
- iv. payment for any goods supplied to the Company by any Member.

d. Remuneration Payments

No remuneration payments or other benefit may be paid or given by the Company to any Director except for the following payments which must first be approved by a resolution of the Directors:

- i. Expenses incurred by the Director in the course of the Director's duties as a Director
- ii. Interest on moneys lent by any Director or Directors to the Company at a rate not exceeding the Overdraft Rate; and
- iii. Market rent on any premises let by any Director or Directors to the Company.

e. Conflict of Interest Resolution

At any meeting of the Directors at which a resolution is put for approval of a payment to be made pursuant to clause 4.4 (conflict of interest resolution) or at any general meeting considering a conflict of interest resolution and any other Director or Member who is related to that Director is not entitled to:

- i. be heard in discussion on the conflict of interest resolution;

- ii. propose or second the conflict of interest resolution;
- iii. vote on the conflict of interest resolution;
- iv. be present at the meeting when the conflict of interest resolution is put to the vote.

5. Use of Property on Winding Up and On Revocation of Endorsement

a. Surplus

- i. winding up or dissolution of the Company; or
- ii. the revocation of the Company's endorsement under Subdivision 30 –BA of the ITAA, after the satisfaction of all its debts and liabilities, any property remains (surplus), the surplus must not be paid or distributed amongst any of the Members in their capacity as Members. This rule does not prevent a Member that is a Transferee Entity as described in clause 5.2 from receiving any of the surplus.

b. Transfer of Surplus

The surplus must be given or transferred to an institution, body, entity, or organisation (Transferee Entity):

- i. having objectives similar to the objectives of the Company and which is endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA; and
- ii. whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clauses 4 and 5.

c. Choice of Transferee Entity

The Transferee Entity must be chosen by the Directors (as the Directors were constituted at the commencement of the winding up). If the Directors do not choose a Transferee Entity within a reasonable time, any Member at the commencement of the winding up or the liquidator may apply to the Supreme Court of New South Wales to choose the Transferee Entity.

6. Fundraising Authority

If the Company holds an authority to fundraise from the Chief Secretary's Department of New South Wales, no addition, alteration or amendment may be made to clauses 4 or 5 without the prior written approval of the Minister responsible for the administration of the Charitable Fundraising Act 1991.

7. Registration as a Charity

a. Notification of Changes

If the Company is at any time registered as a charity in any State or Territory of Australia any changes to:

- i. the composition of the Board; or
- ii. this Constitution,

must be notified to the relevant statutory authority in each State or Territory within a reasonable time of such changes being made.

b. Compliance with charity laws

The Directors must comply with all relevant legislation that relate to charitable fundraising in all States and Territories of Australia.

8. Members

a. General

The Members consist of:

- i. Members as at the date this Constitution is adopted as the Constitution of the Company; and
- ii. all other persons admitted to Membership in accordance with this Constitution.

b. Membership qualifications

A person cannot become a Member of the Company unless the person

- i. is an Australian Lupus Organisation;
- ii. is a member of an Australian Lupus Organisation;
- iii. applies to become a Member in the form and manner prescribed by the Board from time to time; and
- iv. is approved by an Admittance Resolution of existing Members.

c. Admitting Members

No applicant may be admitted to Membership and have their name entered in the Register unless the applicant agrees in writing to be bound by this Constitution and has paid the Entrance Fee. No Entrance Fee is payable by the Members as at the date this Constitution is adopted as the Constitution of the Company.

d. Admittance Resolution

- i. The Board must put the application for membership to vote by way of an Admittance Resolution at the next general meeting of the Company that is convened after the receipt of the application for membership.
- ii. The decision of the general meeting is final.

9. Fees to be Paid by Members

a. Entrance Fee

The Entrance Fee payable by Members is or such amount as determined by the Company in general meeting from time to time.

b. Annual Subscription

- i. The Annual Subscription payable by each Member is determined by the Company in general meeting from time to time.
 - ii. All Annual Subscriptions must be paid in advance for the period beginning on 1 July in every year.
 - iii. All Annual Subscriptions are calculated to meet the Company's operating costs and expenses and are not for profit.
- c. Annual Subscription in arrears

If any Member fails to pay its Annual Subscription within 1 month of the date determined by the Directors, that Member is not entitled, while the subscription remains due and unpaid, to:

- i. nominate any person as a candidate for election of Director;
- ii. vote in any ballot;
- iii. receive notices of meetings of Members; or
- iv. attend, be counted in forming a quorum for, exercise any vote at, or be a proxy for Nominated Representative for any Member for, any general meeting.

10. Rights of Membership

a. Members

Members are entitled to all the rights of Members under this Constitution

b. Nominated Representatives of Australian Lupus Organisations

- i. Each such Member is entitled to appoint two Nominated Representatives to represent it at general meetings under the terms of this Constitution in accordance with the Schedule;
- ii. that Member's appointment of its Nominated Representative's under subclause (a) is subject to it giving written notice to the Secretary not less than 48 hours prior to the time notified for commencement of any general meeting;
- iii. a Nominated Representative must be a member of the Member which appointed it.

11. Cessation of Membership

a. Cessation

A person ceases to be a Member of the Company if the person:

- i. resigns that Membership;
- ii. fails to pay that person's Annual Subscription within six months from the date determined by the Directors pursuant to clause 9.3;
- iii. is expelled from the Company by an Admittance Resolution at a general meeting; or
- iv. is a person whose actions in the opinion of the Directors bring the Company into serious disrepute.

b. Appointment as Member not transferable

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

- i. is not capable of being transferred or transmitted to another person; and
- ii. terminates upon cessation of the person's Membership.

c. Resignation

A Member of the Company may not resign that Membership except in accordance with this clause. A Member of the Company who has paid all amounts payable by the Member to the Company in respect of the Member's Membership may resign that Membership by first giving notice in writing of such resignation.

12. Discipline of Members

a. Initial resolution of Directors

Where the Directors are of the opinion that a Member of the Company:

- i. has refused or neglected to comply with a provision of the Constitution; or
- ii. has acted in a manner prejudicial to the reputation or interests of the Company, the Directors may, by Ordinary Resolution (Initial Resolution):
- iii. reprimand the Member;
- iv. suspend the Member from Membership of the Company for a specified period; or
- v. expel the Member from the Company.

b. Suspended operation

An Initial Resolution is of no effect unless it is confirmed at a meeting of the Directors in accordance with the following clauses. For that purpose, the meeting of Directors must be held not earlier than 7 days and not later than 21 days after service on the Member of a notice under the clause 12.3.

c. Notice to Member

The Secretary must, as soon as practicable following the passing of the Initial Resolution cause a notice in writing to be served on the Member. The notice must:

- i. set out the Initial Resolution and the grounds on which it is based;
- ii. state that the Member may address the Directors in relation to the Initial resolution at a meeting of the Directors to be held not earlier than 7 days and not later than 21 days after service of the notice;
- iii. state the date, place and time of that meeting of the Directors; and
- iv. inform the Member that the Member may submit to the Directors at or prior to the date of that meeting a written representation relating to that resolution and speak to the representation.

d. Confirming resolution of Directors

At a meeting of the Directors held as referred to in the preceding clause, the Directors must:

- i. give to the Member an opportunity to speak to the written representation;
 - ii. give due consideration to any written representation submitted to the Directors by the Member at or prior to the meeting; and
 - iii. by Ordinary Resolution (Confirming Resolution) confirm, vary or revoke the Initial Resolution.
- e. Immediate or suspended effect
- The Confirming Resolution may take effect immediately, after any period of time or only on conditions specified in the Confirming Resolution.
- f. Right of appeal
- There is no right of appeal against the Confirming Resolution of the Directors.
- g. Notice to a Member
- The Secretary must, within 7 days of the passing of the Confirming Resolution, by notice in writing, inform the Member of the fact and that there is no right of appeal under the Constitution.

13. Register of Members

The Secretary must maintain at the Company's offices a Register of Members which may be accessed wholly or in part (subject to the Privacy Act 1988 or its subsequent versions) by Directors which contain the following details of each Member:

- a. full name;
- b. address;
- c. Annual Subscription (if any);
- d. date on which the entry of the Member's name in the Register is made;
- e. names and addresses of the current office-bearers of the Member; and
- f. number of members of each Member.

14. Meetings of Members

- a. Calling of meetings
 - i. The Directors may call a meeting
 - ii. The President may call a meeting upon written request from not less than one third of all Members.
 - b. Requisition of meetings
- Subject to clause 14.1(b), and except as provided in the Act, no Member may call a general meeting.
- c. Notice of meeting
- Every notice of a general meeting must:
- i. set out the place, date and time of meeting;

- ii. in the case of special business, state the general nature of the business;
- iii. if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and state the resolution;
- iv. in the case of an election of Directors, give the names of the candidates for election;
- v. contain a statement setting out the following in relation to proxy voting:
- vi. that the Member has a right to appoint a proxy.

d. Entitlement to notice

Notice of a general meeting must be given to:

- i. each Member who, under this Constitution or by the terms of issue of any Membership is entitled to receive such notice;
- ii. the auditor of the Company; and
- iii. each Director.

e. Notice period

Notice of a meeting of Members must be given in accordance with section 249H of the Act

f. Proxy Voting by Members

A member may appoint a proxy to attend and vote at any meeting at which the Member is entitled to attend and vote. To be valid, a proxy appointment must be in writing and delivered to the place nominated by the Directors in the notice of meeting (or, if no place is nominated, the Registered Office) at least 48 hours before the scheduled commencement of the meeting. A proxy appointment may be delivered by facsimile transmission

g. Omission to give notice

The accidental omission to give notice of a general meeting to, or the non-receipt of any such notice by, a person entitled to receive it, or the accidental omission to advertise (if necessary) such meeting, does not invalidate the proceedings at, or any resolution passed at, any such meeting.

h. Consent to short notice

With the consent in writing of all the Members for the time being entitled to vote at a general meeting, any general meeting may be called on short notice and in any manner they think fit and all provisions of this Constitution are modified accordingly.

i. Cancellation or postponement of meeting

The Directors may cancel or postpone the holding of any general meeting. If the meeting was called by requisitioning Members or in response to a requisition by Members, the Directors may only cancel or postpone the holding of it with the consent of a majority of the requisitioning Members.

j. Notice of cancellation or postponement

The Directors may notify the Members of a cancellation or postponement of a meeting by such means as they see fit. If any meeting is postponed for 28 days or more, then no less

than 5 days' notice must be sent to the Members of the postponed meeting. It is not necessary to specify in such notice the nature of the business to be transacted at the postponed meeting.

k. Venue

Despite any other rule, the Company may hold a general meeting of Members at two or more venues using technology that gives the Members as a whole a reasonable opportunity to participate in the meeting.

15. Representation at Meetings

a. Persons entitled to attend

The following persons only may attend a general meeting:

- i. each Member who, under this Constitution or by the terms of issue of any Membership is entitled to attend;
- ii. each Director, Secretary and auditor of the Company;
- iii. each person who is a proxy or attorney of a Member.

16. Proceedings at Meetings of Members

a. Quorum

No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as provided in clause 16.2, a quorum is constituted by 3 or more Members including 1 Director between them appointed to represent not less than 50% of the total number of Members.

b. Failure of quorum

If a quorum is not present within 15 minutes from the time appointed for a general meeting:

- i. where the meeting was called by, or in response to the requisition of Members made under the Act, the meeting is dissolved; or
- ii. in any other case the meeting stands adjourned to such day, and at such time and place, as the Directors determine.

If no determination of an adjourned meeting is made by the Directors, the meeting stands adjourned to the same day in the second week following, at the same time and place. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting 2 Members including 1 Director constitute a quorum, or where 2 Members including 1 Director are not present, the meeting is dissolved.

c. Business of annual general meeting

The business of an annual general meeting is:

- i. confirmation of the minutes of the preceding annual general meeting;

- ii. to receive the Company's financial report, the Directors' report and the auditors' report on the financial statements;
- iii. to elect Directors in place of those retiring;
- iv. determination of the Annual Subscriptions for the next financial year; and
- v. to transact any other business which under the Constitution or the Act ought to be transacted at an annual general meeting.

d. Report on Company's activities

The Board must at each general meeting in addition to the matters in clause 16.3, submit to the Members a report on the activities of the Company in the period since the previous general meeting.

e. Frequency of Annual General Meeting

The Company must hold an annual general meeting at least once every calendar year and within 5 months after the end of its financial year.

f. Special business

No special business may be transacted at any general meeting other than that stated in the notice calling the meeting unless it is a matter that is required by this Constitution or the Act to be transacted at the meeting.

g. Chair of Meeting

The Chair, or in the Chair's absence the deputy chairperson of the Directors (if any), is entitled to take the chair at each general meeting. If neither of those persons is present at any general meeting within 15 minutes after the time appointed for holding the meeting, or neither of them is willing to take the chair, the Members present must elect a person to be chairperson of the meeting.

h. Passing the chair

If the chairperson of a general meeting is unwilling or unable to be the chairperson for any part of the business of the meeting:

- i. that chairperson may withdraw as chairperson for that part of the business and may nominate any person who would be entitled under the preceding clause to chair the meeting for that part of the business; and
- ii. after that part of the business is completed, the person so nominated must cease to chair the meeting upon the request of the prior chairperson. The prior chairperson is then entitled to resume as the chairperson of the meeting.

i. Responsibilities of chairperson

The chairperson of a general meeting is responsible for the general conduct of the meeting and to ascertain the sense of the meeting concerning any item of business which is properly before the meeting. For these purposes the chairperson of the meeting may, without limitation:

- i. delay the commencement of the meeting if that person determines it is desirable for the better conduct of the meeting;

- ii. make, vary or rescind rulings;
- iii. prescribe, vary or revoke procedures;
- iv. in addition to other powers to adjourn, adjourn the meeting, or any item of business of the meeting, without the consent of the meeting if that person determines it is desirable for the orderly conduct of the meeting or the conduct of a poll; and
- v. determine conclusively any dispute concerning the admission, validity or rejection of a vote.

j. Admission to meetings

The chairperson of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- i. in possession of a pictorial –recording or sound –recording device;
- ii. in possession of a placard or banner;
- iii. in possession of an article considered by the chairperson to be dangerous, offensive or liable to cause disruption;
- iv. who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- v. who behaves or threatens to behave in a dangerous, offensive or disruptive manner;
or
- vi. who is not entitled under this Constitution to attend the meeting.

k. Adjournment of meeting

The chairperson of a general meeting at which a quorum is present may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place as the chairperson determines.

l. Business at adjourned meeting

No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjournment, or of the business to be transacted at an adjourned meeting. However if any meeting is adjourned for 10 business days or more, notice of the adjourned meeting must be given.

17. Voting at Meetings of Members

a. Entitlement to vote

Subject to this Constitution each natural person who is present at a general meeting may vote if he or she is a Member.

b. Number of Votes

Each Member who is, under the preceding clause, entitled to vote has:

- i. on a show of hands only one vote; and
- ii. on a poll the number of votes is one per person

c. Voting restrictions

If permitted or contemplated by the Act or this Constitution, the Directors may direct that particular persons (whether specified by name or description) do not cast a vote on particular business of a meeting. In relation to that business, votes cast by the prohibited persons are to be disregarded.

d. Method of voting

Every resolution put to vote at a general meeting (except where there is an election of Directors by ballot) must be determined by a show of hands unless a poll is properly demanded either before or on the declaration of the result of the show of hands.

e. Demand of poll

A demand for a poll under the preceding clause may be made by:

- i. the chairperson of the meeting; or
- ii. at least 3 persons present having the right to vote at the meeting.

f. Declaring result of vote on show of hands

In respect of any general meeting (unless a poll is so demanded):

- i. a declaration by the chairperson of the meeting that a resolution has been carried, or carried by a particular majority, or lost, or has not been carried by a particular majority; and
- ii. an entry made in the book containing the minutes of proceedings of the Company.

Is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

g. Conduct of poll

The demand for a poll may be withdrawn. If a poll is duly demanded (and the demand not withdrawn) it must be taken in such a manner and at such time (either at once or after an interval or adjournment or otherwise) as the chairperson of the meeting directs.

The result of the poll is the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairperson or on any question of adjournment must be taken at the meeting and without an adjournment. The demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

h. Casting vote of chairperson

If, on a show of hands or on a poll, the votes are equal the chairperson of the meeting has a casting vote in addition to the deliberative vote, if any, of the chairperson.

i. Objections

No objection may be made to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote is tendered. Every vote allowed at any such meeting or poll is treated as valid. In recording votes the latest copy of the Register held in the Registered Office must be adopted and acted on as the voting roll.

j. Ruling on votes

The chairperson of the meeting is the sole judge of the validity of every vote rendered at the meeting and the determination of the chairperson is final and conclusive.

18. Appointment and Removal of Board of Directors

a. Board of Directors

The Board comprises at least 6 (and not more than 10 Directors) or such other number as the Board may determine from time to time.

b. Director's qualification

A Director must be a representative member of an Australian Lupus Organisation.

c. Initial Directors

The Directors holding office at the date of adoption of this Constitution continue in office subject to this Constitution, with their retirement determined under clauses 18.5 or 18.6.

d. Casual appointment

The Directors may at any time appoint any person as a Director, to fill a casual vacancy. Until that person is re-elected at a general meeting, that Director is a "casual appointee".

e. Retirement of casual appointee

A casual appointee, following his or her appointment by the Directors, holds office only until the conclusion of the next annual general meeting and is then eligible for reelection. A casual appointee is not taken into account in determining the number of Directors, if any, who are to retire by rotation at such a meeting.

f. Retirement at each Annual General Meeting

- i. At the conclusion of every annual general meeting, all Directors must retire from office.

- ii. A Director who is required to retire under this rule retains office until dissolution of adjournment of the meeting at which the retiring Director retires.
- iii. Subject to sub-clause (d), a retiring Director is eligible for re-election.
- iv. A retiring Director that served in the same position for 2 or more years may only be re-elected by the passing of an Admittance Resolution at the relevant annual general meeting.

g. Requirement for Nomination

No person is eligible for election to the office of Director at any general meeting unless duly nominated, except for:

- i. a Director retiring at an annual general meeting;
- ii. a casual appointee; or
- iii. a person recommended by the Directors for election.

h. Valid nominations

- i. Nominations for election to the office of Director must be made to the Company Secretary at the Registered Office. Nominations close at 4.00pm local time 21 days prior to an annual general meeting of Members. To be valid:
 - 1. the nomination must name the candidate and be signed by at least 1 Member;
 - 2. the person nominated must consent to act if elected; and
 - 3. the nomination and consent must be received before the close of nominations.
- ii. A consent is sufficient if the person signs a form of consent on the nomination paper. The Company Secretary may accept any other form of consent, whether or not accompanied by the nomination paper, that the Secretary deems satisfactory, and such acceptance is final.

i. Resignation of Director

Any Director may retire from office by giving notice in writing to the Company of the Director's intention to do so. Such resignation takes effect immediately unless the resignation is stated in the notice to take effect at some time in the future. However the resignation must take effect within 3 months from the date of the giving of the notice.

j. Vacation of office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Act or other provisions of this Constitution, the office of Director is vacated automatically if the Director:

- i. becomes mentally incapable, or the Director's estate is liable to be dealt with in any way under the law relating to mental health;
- ii. is absent from more than 3 consecutive meetings of Directors without the prior leave of the Directors; or

- iii. is declared, or is subject to proceedings which may result in that Director being declared bankrupt.
- k. Less than minimum number of Directors

The continuing Directors may act despite any vacancy in their body. If the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only:

 - i. to appoint Directors up to that minimum number;
 - ii. to call a general meeting; or
 - iii. in emergencies.
- l. Power to appoint alternate Director

Each Director may at any time appoint any Member approved for that purpose by a majority of his or her co-Directors to act as an alternate Director in the appointor's place.
- m. Suspension of appointment

The appointor may vary, suspend, or terminate the appointment of any alternate.
- n. Notice of appointment

Notice of each such appointment, suspension or termination must be made in writing to the alternate, signed by the appointer, and a copy served on the Company.
- o. Termination of alternate's appointment

The appointment of an alternate Director is automatically terminated if:

 - i. the alternate resigns such appointment;
 - ii. the appointment of the alternate is terminated by the appointer;
 - iii. a majority of the co-Directors of the appointer withdraw the approval of the person to act as an alternate;
 - iv. the appointment is to act as alternate for 1 or more Directors and all of those named Directors have vacated office as Directors; or
 - v. on the happening of any event which, if the alternate were a Director, would cause the alternate to vacate the office of Director.

19. Appointment and Removal of Office Bearer

- a. The Directors must elect from among their number a President, a Vice-President, a Treasurer, Secretary and a Public Officer, and the Directors may determine the period for which each is to hold office.
- b. The President will be the Chair and the Vice-President will be the Deputy Chair of each of the Directors' meetings held under this Constitution.
- c. Where a Directors' meeting is held and a chair has not been elected or the Chair or in their absence, the Deputy Chair is not present within 10 minutes after the time appointed for holding of the Directors' meeting or is unwilling to act, the Directors present must elect one of their number to be a chairperson of the Directors' meeting.
- d. The Directors may elect from among their number such other office bearers as determined by the Directors from time to time and may determine the period for which each is to hold office.

20. Proceedings of Directors

a. Number of Board meetings

At least 4 Board meetings must be held in each financial year.

b. Mode of meeting

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. The Directors may conduct their meetings in person, by telephone, audio visual link or by using any other technology consented to by all Directors. A consent may be a standing one. A meeting conducted by telephone or other means of communications is considered to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

c. Quorum

A quorum of the Board comprises 4 Directors capable of holding a meeting in accordance with clause 20.2.

d. Chair calling a meeting

The Chair may at any time call a meeting of the Directors to be held at such time and place as the Chair chooses.

e. Secretary calling a meeting

The Secretary, upon the request of any 2 Directors, must call a meeting of the Directors to be held at such time and place as is convenient to the Directors.

f. Notice of meeting

Notice of each meeting of the Directors:

- i. may be given by such means as is convenient, including by telephone or electronic transmission; and
- ii. must be given to all Eligible Directors.

g. Recipients of notice

For the purposes of the preceding clause:

- i. Eligible Directors are all Directors and Eligible Alternate Directors for the time being and excluding those given leave of absence;
- ii. the accidental omission to give notice of any meeting of the Directors to, or the non-receipt of any such notice by, a person entitled to receive that notice does not invalidate the calling of the meeting or any resolution passed at any such meeting.

h. Appointment of Chairperson

If:

- i. no Chair is elected; or
- ii. at any meeting of the Directors the Chair is not present within 15 minutes of the time appointed for holding the meeting.

the Directors present must choose one of their number to be chairperson of such meeting.

i. Votes of Directors

Questions arising at any meeting of the Directors must be decided by a majority of votes cast. Each Director has one vote. A person who is an alternate Director is entitled (in addition to their own vote if a Director) to one vote on behalf of each Director whom the alternate Director represents (as an alternate Director at the meeting). The alternate Director may only vote if the Director is not personally present. If there is an equality of votes, provided more than three Directors present are competent to vote on the question at issue but not otherwise, the Chair has a second or casting vote.

j. Circular resolution of Directors

If a majority of Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Directors held on the day on which the document was signed. If the Directors sign the documents on different days, then a resolution is treated as having been passed on the day on which the document was last signed by a Director thereby constituting a majority in number of the Eligible Directors. A resolution is not treated as passed on that day if the document, by its terms, is said to take effect from an earlier date.

k. Signing of circular resolution

For the purposes of the preceding clause:

i. the Eligible Directors are all Directors for the time being but excluding:

1. all alternate Directors; and
2. those who, at a meeting of Directors, would not be entitled to vote on the resolution;

ii. each Director, other than one not entitled to vote on the resolution, may sign the document;

iii. if the person who is not entitled to vote on the resolution signs the document, it does not invalidate the resolution if it is otherwise valid.

iv. each alternate Director may sign the document on behalf of each Director whom the alternate Director represents (appointor) if:

1. the alternate Director reasonably believes that the appointor is unavailable to sign the document; and
2. the appointor has not suspended the appointment of the alternate Director.

An alternate Director may sign even if the available appointor could not have voted on the resolution.

v. an electronic transmission purporting to be signed by a Director or alternate Director is treated as being in writing signed by such person; and

vi. two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together treated as constituting one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

l. Deemed minute

The document or documents referred to in the two preceding clauses are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

m. Validity of acts of Directors

All acts done in respect of any meeting of:

- i. the Directors; or
- ii. a committee of Directors; or
- iii. other persons or by any person acting as a Director; or
- iv. any person purporting to act as an attorney under power of the Company, are, despite the fact that later it is discovered that there was some defect on the appointment or continuance in office of such Director, person or attorney so acting or that they or any of them were disqualified or were not entitled to vote, as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or attorney and was entitled to vote.

21. Director's Contracts with Company

a. Director's contracts and conflicts of interest

In relation to Director's contracts and conflicts of interest, but subject at all times to clause 4:

- i. despite any rule of law or equity to the contrary, no Director is disqualified by that office from contracting with the Company provided they declare their interest to a Board meeting as soon as they become aware of such contracts or conflicts of interest;
- ii. no Director may be an employee of the Company;
- iii. any such contract, or any contract entered into by or on behalf of the Company in which any Director is in any way interested, is not avoided;
- iv. any Director so contracting or being so interested is not liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relationship thereby established;
- v. the nature of the Director's interests must be disclosed by that Director at the meeting of the Directors at which the contract is decided on if that interest then exists and has not previously been disclosed. In any other case at the first meeting of the Directors after the acquisition of those interests; and
- vi. a Director may not vote in that capacity in respect of any contract or arrangements on which the Director is interested if prohibited by the Act from doing so. However, such Director may, despite that interest, participate in the execution of any instrument by or on behalf of the Company, whether through signing or sealing it or otherwise.

b. Requirement to leave the meeting

Despite anything in the preceding clause, a Director's entitlement to vote, or be present, at a meeting of the Directors of any Director who has a material personal interest in a matter that is being considered at the meeting is restricted in accordance with section 195 of the Act (and every other mandatory law) as it may apply from time to time to the Company.

c. Notice of interest

A general notice given to the Directors by any Director in accordance with section 192 of the Act and to the effect that he or she:

- i. is an officer or a member of, or interested in, any specified firm or body corporate; and
- ii. is to be regarded as interested in all transactions with such firm or body, is sufficient disclosure as required by the Act as regards such Director and those transactions. After such general notice it is not necessary for such Director to give any special notice relating to any transaction with such firm or body.

d. Office in another company

- i. A Director of the Company may be, or become, a director or other officer of, or otherwise interested in, any body corporate promoted by the Company or in which the Company may be interested, or which holds any Membership in the Company.
- ii. No such Director is accountable to the Company for any remuneration or other benefits received by him or her as a Director or officer of, or from his or her interest in, such body corporate.
- iii. The Directors may exercise the voting power conferred by the shares or owned by the Company, or exercisable by them as Directors of such other body corporate in such manner in all respects as they think fit. This includes the exercise of that voting power in favour of any resolution appointing themselves, or any of them as Directors or other officers of such body corporate. Any Director may vote in favour of the exercise of such voting power in that manner despite the fact that he or she may be, or be about to be, appointed a Director or other officer of such corporation and as such is, or may become, interested in the exercise of such voting power in that manner.

e. Director of wholly owned subsidiary

If a Director is or becomes a director of a wholly owned subsidiary of the Company, and the constitution of that subsidiary expressly authorises the director to act in the best interests of the Company that Director is taken to be acting in the best interests of the wholly owned subsidiary when he acts in good faith in the best interests of the Company.

22. Powers and Duties of Directors

a. Powers generally

Subject to the Act and to any other provisions of this Constitution, the management and control of the Company and of the business and affairs of the Company is vested in the Directors who may exercise all such powers of the Company and do all such acts or things not expressly required by this Constitution or by the Act to be exercised or done by a general meeting. No clause adopted or resolution passed by a general meeting invalidates any prior act of the Directors which would have been valid if that clause or resolution had not been adopted or passed.

b. Borrowing

The Directors have the power to raise or borrow any sum of money and to secure the payment or repayment of such money and any other obligation or liability of the Company in such manner and on such terms as they think fit.

This includes:

- i. upon the security of any mortgage;
- ii. by the issue of debenture stock of the Company charged upon all or any of the property of the Company (both present and future) including its goodwill and undertaking for the time being; or
- iii. upon bills of exchange, promissory notes or other obligations or otherwise.

c. Execution of negotiable instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Directors at any time determine.

d. Official Seal

The Directors may exercise all the powers of the Company in relation to any official Seal for use outside the State where the Seal is kept and in relation to branch Registers.

e. Appointment of Attorney

The Directors may at any time, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may:

- i. contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit; and
- ii. authorise any such attorney to delegate all or any of the powers authorities and discretions vested in the attorney.

f. Delegation

The Directors may at any time confer upon any Director, or such other person as they may select, such of the powers exercisable under the Constitution by the Directors for such time as they may think fit and to be exercised for such objectives and purposes and upon such terms and with such restrictions as they think expedient. They may confer such powers whether collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect. They may at any time revoke withdraw, alter or vary all or any of such powers.

g. Validity of acts

Despite anything contained in this Constitution, if it is found that some formality required by this Constitution to be done has been inadvertently omitted or has not been carried out, such omission does not invalidate any resolution, act, matter or thing which but for such omission would have been valid.

23. Patrons

The Board may from time to time appoint a patron or patrons to represent the Company and promote the Objectives of the Company throughout the community.

24. Committees

a. Delegation to committee

The Directors may:

- i. delegate any of their powers to committees consisting of such one or more persons, whether Directors or not, as they think fit; and
- ii. establish advisory committees (or other committees not having delegated power of Directors) consisting of such person or persons as they think fit.

b. Committee powers

Any committee so formed or person or persons so appointed must, in the exercise of the powers so delegated, or functions entrusted, conform to any regulations that may at any time be imposed by the Directors.

c. Committee Meetings

The meetings and proceedings of any committee, consisting of 2 or more persons are governed by the provisions in this Constitution for regulating the meetings and proceedings of the Directors so far as those provisions are applicable and not affected by any resolution or regulation made by the Directors under the preceding clause.

d. Committee members as Officers

Each person appointed to a committee under clause 24.1(a), if not otherwise an officer of the Company, is, when exercising the powers so delegated or functions entrusted, an officer of the Company.

25. Minutes

a. Taking of minutes

- i. Minutes shall be kept of the proceedings of all General Meetings of the Company, of all meetings of the Directors and all minutes shall be open for inspection by Members.
- ii. Minutes of meetings shall be verified at the next succeeding meeting and shall be signed by the Chairperson of that meeting. When the minutes are signed they shall be prima facie evidence of the facts stated therein.

26. Seal

a. Use of common seal

The Seal must not be affixed to any document unless it is done by the authority of Board or of a committee of Directors.

b. Mode of execution by common seal

Every document to which the Seal is affixed must be signed, to attest the affixing of the Seal, by 2 persons. One must be a Director. The other must be the Secretary, another Director, or such other person as the Directors may appoint for that purpose. No person may sign in more than one capacity.

c. Custody

The Secretary must retain custody of the Seal at all times.

27. Accounts

- a. The Company must keep proper books of account (which may include computer records) of the Company at its principal office and entries made of all such matters, transactions and things which are usually entered in books of accounts kept by entities engaged in concerns of a similar nature.
- b. The Company must in accordance with the Act and any State or Territory legislation applicable to registration of charities, or charitable fundraising arrange for the accounts to be audited in accordance with the Act and the applicable State or Territory legislation.

28. Notices

a. Service of notices

Where this Constitution, the Act or other legislation require or permit a document to be served on, given, sent or dispatched to, any person, whether any such expression or any other expression is used (in this clause referred to as "served"), the document may be served on the person:

- i. by delivering it to the person personally;
- ii. by dispatching it, whether by post, contractor, agent, electronic means or otherwise, to:
 1. the address of the place of residence;
 2. business of the person last known to the person serving the document; or
 3. in the case of a Member, to the address of the Member entered in the Register; or
- iii. subject to the Act, by publication in a newspaper circulating generally in the State in which the Registered Office is located.

b. Date of deemed service

A document served under clause 28.1 is treated as having been duly served, regardless of whether it is actually received;

- i. where clause 28.1(b) applies –on the day following the day when dispatch occurred; and
- ii. where clause 28.1(c) applies –on the day the newspaper is first published.

c. Counting of days

Subject to the Act, where a specified number of days' notice or notice extending over any period is required to be given, both the day of service and the day upon which such notice will expire are included in such number of days or other period.

d. Service on Company or its officers

Every document required to be served upon the Company or upon any officer of the Company may be served by leaving it at the Registered Office.

e. Signature

The signature to any document to be given by the Company may be written, printed or stamped.

29. Indemnity

a. Indemnity for officers

To the extent that the Act allows it, each Officer of the Company and each Officer of a related body corporate of the Company, must be indemnified by the Company against any liability incurred by that person in that capacity.

b. Insurance premiums

The Company may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an Officer of the Company against a liability incurred by the person as such an Officer, or as an officer of a related body corporate. The Liability insured against may not include that which the Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, the remuneration approved by Members under this Constitution.

30. Use of the Name

a. Prohibition

A Member shall not be entitled to have as part of its name the words 'Lupus Australia'

b. Representing the Company

A Member may only act or speak on behalf of its own Association except with prior consent of the Directors.

c. Use of Company Name and Logo

- i. A Member may apply to the Directors for consent to reproduce the Company's name or official logo on official documents or other printed items.
- ii. The Company may give or refuse consent under paragraph (a) in its absolute discretion, and may, in giving its consent, impose such conditions as it considers appropriate.

d. Deeming Provision

Any conduct of the kind prohibited by clause 30.2 or 30.3 shall be deemed to be conduct detrimental to the best interests of the Company.

31. Definitions and Interpretations

a. Definitions

In the construction of this Constitution, unless the contrary intention appears:

Act means the Corporations Act 2001;

Admittance Resolution means a resolution of a general meeting of Members where more than 2/3 of the total votes cast on the resolution are in favour of the resolution;

Annual Subscriptions means yearly subscription payable by each Member and determined by the Board from time to time;

Australian Lupus Organisation means any present or future incorporated or unincorporated organisation established in Australia with objectives substantially similar to the Objectives of the Company, and includes the following State and Territory bodies:

- (a) Lupus Association of NSW Inc
- (b) Lupus Association of Tasmania Inc
- (c) Lupus Group of WA

Board means the Board of Directors of the Company from time to time;

Chair means the chairperson of the Board appointed at clause 19 from time to time;

Company means "Lupus Australia"ACN [];

Constitution means this constitution;

Deputy Chair means a deputy to the chair of the Board appointed at clause 19 from time to time;

Directors mean the Directors of the Company in office for the time being;

Eligible Alternate Directors means only those alternate Directors who an appointor has notified the Company in writing must receive, either generally or in particular circumstances, notification of the meetings of Directors and/or the Members;

Entrance Fee means the amount (if any) determined by the Board from time to time which is payable by a Member upon their election as such;

General Meeting means a meeting of Members duly called and constituted in accordance with the Constitution and any adjourned holding of it;

ITAA means the Income Tax Assessment Act 1997 (Cth) as amended from time to time;

Member means any person that has been entered in the Register as a member for the time being of the Company;

Membership means membership of the Company;

Nominated Representative means a natural person appointed by a Member to be its representative at specified general meetings;

Objectives of the Company means the objectives set out in clause 2;

Officer is defined in section 82A of the Act;

Ordinary Resolution means a resolution of a general meeting where more than one half of the total votes cast on the resolution are in favour of the resolution;

Organisation means for the purposes of clause 10.2 a Member other than a natural person;

Overdraft Rate means the interest rate charged by the Company's bankers on any overdraft taken out by the Company;

Patron means a person appointed as patron pursuant to clause 23;

President means the president of the Company appointed at clause 19 from time to time;

Public Officer means any person appointed at clause 19 to perform the duties of a public officer of the Company and includes any person appointed to act as the secretary temporarily;

Register means the Register of Members kept under the Act and includes any branch Register;

Registered Office means the Registered office for the time being of the Company;

Remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances, bonuses, incentive schemes or profit sharing schemes;

Schedule means the schedule to this Constitution;

Seal means the common seal of the Company and includes any official seal of the Company;

Secretary means any person appointed at clause 19 to perform the duties of secretary of the Company and includes an assistant secretary or any person appointed to act as the secretary or assistant secretary temporarily;

Special Resolution means a resolution of a general meeting where at least 75% of the votes cast on the resolution are in favour of the resolution and which is passed in accordance with sections 249H and 249L of the Act;

State means a State of the Commonwealth of Australia;

Territory means a Territory of the Commonwealth of Australia;

Transferee Entity has the meaning given to that term in clause 5.2;

Treasurer means a treasurer of the Company appointed under clause 19 from time to time; and

Vice-President means a vice-president of the Company appointed at clause 19 from time to time.

b. Interpretation

In the construction of this Constitution:

- i. headings are disregarded;
- ii. words importing persons include partnerships, associations, corporations, companies unincorporated and incorporated whether by Act of Parliament or otherwise, as well as individuals;
- iii. singular includes plural and vice versa and words importing any gender include all other genders;
- iv. except for the definitions in the preceding clause, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act; and
- v. all references to statutory provisions are construed as references to any statutory modification or re-enactment for the time being in force.

c. Replaceable Rules

The operation of each of the sub-sections of the Act which are defined as replaceable rules are displaced by this Constitution and do not apply to the Company.