

CONSTITUTION OF ARTHRITIS NSW

ACN 000 587 299

Company limited by guarantee

Incorporating Osteoporosis NSW

Contents

- 1. Name of the Organisation i
- 2. Definitions i
- 3. Interpretation..... ii
- 4. Application of Corporations Act iii
- 5. Enforcement..... iii
- 6. Objectives and Purposes of the Company..... iii
- 7. Application of income and property iv
- 8. Membership of Arthritis NSW v
- 9. Cessation of Membership v
- 10. Effect of Cessation vi
- 11. Calling meetings of Members vii
- 12. Notice of All Meetings of Members..... vii
- 13. Quorum..... vii
- 14. Chairperson of General Meetings..... viii
- 15. Voting at a meeting of Members viii
- 16. Restrictions on voting rights ix
- 17. Proxies For All Meetings of Members x
- 18. Appointment of Directors..... xi
- 19. Retirement of Directors xii
- 20. Secretary xii
- 21. Powers and Duties of the Board xiii
- 22. Committees and delegates..... xiii
- 23. Board Proceedings xiv
- 24. Company Seal xiv
- 25. Interests of Directors..... xiv
- 26. Financial Management..... xv

27.	Winding Up.....	xvi
28.	Amendments to the Constitution.....	xvi
29.	Indemnity and insurance.....	xvi

1. Name of the Organisation

The name of the organisation shall be Arthritis NSW.

2. Definitions

In this Constitution:

Annual General Meeting or **AGM** is given the meaning as it appears from time to time in the Corporations Act 2001 (Cth).

Attending Member means, in relation to a meeting of Members, the Member present at the place of the meeting at the time the resolution is put to the meeting, in person, by proxy, by attorney, by video conference, by teleconference, or, where the Member is a body corporate, by Corporate Representative.

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

Business Day means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

Centre of Excellence means a place, either physical, virtual or digital, that strives to achieve best practice, quality outcomes and clinical governance.

Company means Arthritis NSW ACN 000 587 299.

Corporate Representative means a person authorised in accordance with the Corporations Act by a Member which is a body corporate to act as its representative at a meeting of Members.

Corporations Act means the *Corporations Act 2001 (Commonwealth)*.

Director means a person who is, for the time being, a director of the Company including where appropriate, an alternate director of the Company.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by a person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

Liability of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate but does not include any liability arising from fraudulent behaviour of the person nor an act of wanton disregard for the interests of the Company

Member means a person whose name is entered in the Register as a member of the Company.

Notice means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

Personal Representative means the legal personal representative, executor or administrator of the estate of a deceased person.

President means the position set out in Article 18.

Register means the register of Members kept pursuant to the Corporations Act and, where appropriate, includes any branch register.

Relevant Officer means an "officer" as defined by the Corporations Act from time to time.

Secretary means a person appointed as, or to perform the duties of, secretary of the Company for the time being.

3. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a reference to this constitution or any other document is a reference to this constitution or that other document as varied, novated or replaced in any way;
- (b) a word importing the singular includes the plural (and vice versa);
- (c) a word indicating a gender includes every other gender;
- (d) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (e) the word "includes" in any form is not a word of limitation;
- (f) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (g) a reference to person includes firm, corporation, body corporate, unincorporated association and a governmental authority;
- (h) a reference to a party or a person includes that party's or person's executors, legal personal representatives, successors, liquidators, administrators, trustees in bankruptcy and similar officers and, where permitted under this document, their substitutes and assigns;
- (i) an agreement on the part of, or in favour of, two or more persons binds or is for the benefit of them jointly and severally;
- (j) a reference to includes means includes but without limitation;
- (k) a reference to a clause is a reference to a clause of this constitution;
- (l) a reference to time is to the time in the place where a thing is to be done, unless specified otherwise;

- (m) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
- (n) a reference to a law includes any law, principle of equity, statute and official directive of any government agency; and
- (o) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements of it and any regulation or other statutory instrument issued under it.

4. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution; and
- (b) The replaceable rules in the Corporations Act do not apply to the Company.

5. Enforcement

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of the New South Wales Supreme Court, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
 - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

6. Objectives and Purposes of the Company

The objectives of the Company are to:

- (a) Contribute to the development of a centre of excellence for the support and treatment of people with arthritis and associated musculoskeletal conditions.

- (b) Support people living with arthritis and associated musculoskeletal conditions by providing up to date evidence based information, education and services.
- (c) Contribute to, and promote research into the causes and treatment of arthritis and associated musculoskeletal conditions.
- (d) Create, administer and assist a network of support groups and branches across NSW.
- (e) Advocate for the development of policies and programs with government and non government organisations which aim to promote quality of life for people with arthritis and other associated musculoskeletal conditions.
- (f) Grow our brand and achieve regular and sustained income within the legal guidelines.

7. Application of income and property

- (a) Subject to Articles 7(b) and 7(c), the Company must apply the profits (if any), income and property of the Company solely towards the promotion of the objects of the Company set out in Article 6 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) The Company must not pay fees to or on behalf of Directors but the Company may make payments to a Director in good faith for:
 - (i) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director in the performance of any duty as a director of the Company where that payment or reimbursement has been approved by the President, and complies with the Board Reimbursement Policy or guide that the Company has in force at the time;
 - (ii) for all usual professional or other charges for work done by any Director, being a solicitor, accountant or other person engaged in any profession or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the President and is not more than an amount which commercially would be reasonable payment for the service;
 - (iii) any payment or wage due to the Director where the terms of employment have been approved by the Board;
 - (iv) an insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Company where the Board has approved the payment of the premium; or
 - (v) any payment pursuant to Article 29.

8. Membership of Arthritis NSW

- (a) Any person is eligible to apply to become a Member.
- (b) To become a Member, each applicant must complete an application in the form the Board determines, and pay any subscription fee which the Board determines.
- (c) The Board may at a regular meeting, determine in its absolute discretion whether an applicant may become a Member.
- (d) The Board may in its discretion from time to time, create, modify or change membership categories.
- (e) Subject to article 8(c) membership will be awarded upon receipt by the Company of the written application form and payment of annual subscription.
- (f) Honorary Life Membership may be awarded at the Annual General Meeting in recognition of long and meritorious service to the organisation
- (g) The rights of Honorary Life Members shall include membership to the Company without payment of fees for the life of their membership.
- (h) If an application to become a Member is accepted by the Board, the Company must enter the applicant's name in the Register.
- (i) If an application to become a Member is rejected by the Board, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant within 60 days, without the necessity to give any reasons.
- (j) Failure by the Company to comply with any notice requirement in this Article 8(i) does not invalidate the decision regarding an application.
- (k) The liability of Members is limited.
- (l) Consistent with Article 8(k), every Member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for payment of debts and liabilities. Such amount will not exceed twenty dollars.

9. Cessation of Membership

- (a) If the annual membership subscription remains unpaid for 4 months without reason after it becomes due, the name of such Members shall be removed by the Board from the Register, provided that the Board will restore the name of the Member to the Register upon payment of all arrears, if the Board deems it appropriate to do so.

- (b) A Member may at any time by giving notice in writing to the Chief Executive or President resign his or her membership. Unless otherwise stated on the notice, resignation by a Member takes effect immediately from the date of receipt of that notice by the Company.
- (c) A person ceases to be a Member if they die, or in the case of a Corporate Member, the Company is wound up.
- (d) If any Member:
 - (i) wilfully refuses or neglects to comply with the provisions of the Constitution of the Company;
 - (ii) is guilty of any conduct which in the opinion of the Board is unbecoming of a Member;
 - (iii) that is a Corporate Member, becomes, or takes any steps to become, insolvent, under administration or an externally administered body corporate; or
 - (iv) prejudices the interest or reputation of the Company,

the Board shall have the power to expel the Member from the Company and remove the Member's name from the Register.

- (e) Article 9(d) is made subject to the provision that at least one week prior to a Board meeting at which a Member's expulsion is to be considered, the Member shall be given notice of such meeting and of the allegations against the Member giving rise to the motion to expel the Member from the Company. At the meeting the Member will have the opportunity to address the Board, either orally or in writing, and give an explanation or defence that he or she sees fit. Any explanation or defence the Member wishes to rely on must be submitted to the Secretary at least twenty-four hours prior to the meeting at which the resolution for his or her expulsion is to be considered.

10. Effect of Cessation

- (a) A person who ceases to be a Member:
 - (i) remains liable to pay to the Company, all outstanding amounts that at the date of cessation were payable by that person to the Company as a Member. In addition any amounts payable under clause 8(m), if any, will also be payable by the Member.
- (b) The Company by a Board resolution may waive any of the outstanding amounts owed by a person who ceases to be a Member.

Proceedings of Members

11. Calling meetings of Members

- (a) An Annual General Meeting of the Company shall be held in accordance with the requirements set out in the Corporations Act. All meetings of Members, other than the Annual General Meeting, shall be called a General Meeting.
- (b) The Company may by resolution of the Board call a General Meeting to be held at a reasonable time and place that the Board resolves.
- (c) Five per cent of Members of the Company may call a General Meeting as permitted by the Corporations Act.

12. Notice of All Meetings of Members

- (a) At least twenty-one days notice (excluding the day of the meeting) shall be given of a meeting of Members.
- (b) Subject to article 12(c), where the Company has called a meeting, notice of the meeting may be given in the form and in the manner which the Board resolves, subject to any requirement in the Corporations Act.
- (c) The notice of a meeting must:
 - (i) state the general nature of the meeting's business to be conducted at the meeting; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) indicate if a special resolution is to be proposed at the meeting; and
 - (iv) be signed by the members giving the notice.
- (d) Notice of the Annual General Meeting shall also be provided to the auditor.

13. Quorum

- (a) No business shall be transacted at a meeting of Members unless a quorum is present at the time the meeting commences.
- (b) A quorum for a meeting of Members is twenty Attending Members entitled to vote on a resolution at that meeting. Each individual present may only be counted once towards a quorum. A member shall include a person attending as a proxy or a person representing a corporate member.
- (c) If within thirty minutes of the designated starting time, a quorum of Members is not present, the meeting shall be adjourned to the same day and at such time and place in the next week that the Board shall determine. If within thirty minutes of the start of the adjourned meeting a

quorum is not present, the Members present being not less than three shall constitute a quorum.

14. Chairperson of General Meetings

- (a) The President or his/her delegate, shall preside as chairperson at every Annual General Meeting and General Meeting of the Company.
- (b) If at a meeting;
 - (i) the President is unwilling or unavailable, the Vice President or his/her delegate shall preside; or
 - (ii) if the Vice President is unavailable or unwilling to act as chairperson,the Members present shall elect a chairperson.
- (c) A chairperson of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her.
- (d) Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (e) The chairperson of a meeting of Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.
- (f) The chairperson of a meeting of Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.
- (g) The chairperson of a meeting of Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (h) The chairperson of a meeting of Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting.

15. Voting at a meeting of Members

- (a) At any meeting of Members a resolution put to the vote of the meeting shall be decided upon a show of hands, unless a poll (before or after the show of hands) is demanded by:
 - (i) The chairperson; or
 - (ii) at least three members present in person or by proxy.

- (b) If a poll is duly demanded and held it shall be taken in such manner as determined by the Chairman.
- (c) Subject to this Constitution and any rights or restrictions of a class of Members, on a show of hands at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- (d) Subject to this Constitution and any rights or restrictions of a class of Members, on a poll at a meeting of Members, each Attending Member having the right to vote on the resolution has one vote for each Member that the Attending Member represents.
- (e) Except where a resolution at a meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour of the resolution than against it.
- (f) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (g) In the case where the vote is equal (either by show of hands, or by a poll) the chairperson shall have a second and deciding vote.

16. Restrictions on voting rights

- (a) A Member who is of unsound mind or who is liable to be dealt with under the laws relating to mental health, may vote by the person responsible for his estate or his legal representative. This shall be the case both on a show of hands and a poll.
- (b) No Member shall be entitled to vote at any general or annual general meeting if their annual subscription shall be more than four months in arrears at the date of the meeting.
- (c) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- (d) An Attending Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (e) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a resolution does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

17. Proxies For All Meetings of Members

- (a) A Member who is entitled to attend and vote may appoint a person in proxy to attend and vote for the Member in accordance with the Corporation Act and this Constitution, but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) The instrument appointing a proxy shall be in writing under the hand of the appointor. If the appointor is a corporation the proxy shall be either a solicitor or other duly authorised person.
- (d) A proxy may but need not be a Member of the Company. A proxy shall be in the following form, or as near to, the form set out below:

Arthritis NSW

*I, _____ of _____ being a member of the above
organisation*

hereby appoint _____ of _____ or failing him/her,

of _____ as my proxy to vote for me at the annual general or general

*meeting of Arthritis NSW to be held on _____ day of _____ 20_____ and any adjournment
thereof.*

Signed this _____ day of _____ 20_____

This form is used in favour or/against the resolution. (*whichever is not desired to be struck*

out). Unless otherwise instructed the proxy may vote as he./she sees fit.)

- (e) The form appointing the proxy must be received by the office of the Company not less than forty-eight hours prior to the meeting or adjourned meeting, otherwise, the proxy may not vote at the meeting without the approval of the chair person.
- (f) If the name of the proxy or the name of the office of the proxy in the proxy appointment is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
 - (ii) if no person is so specified, the chairperson of that meeting.

The Board

18. Appointment of Directors

- (a) The Board of the Company shall consist of no more than nine Directors, nor less than five Directors.
- (b) A Director must be a Member.
- (c) Subject to Article 18(a) and 18(d), the Board may appoint any person as a Director.
- (d) The Board in appointing a person as a Director shall:
 - (i) where available, have regard to having a Director on the Board that is a representative of the branches or support groups; and
 - (ii) ensure that the Board is represented by at least one Director that is a person affected by arthritis and/or other musculoskeletal conditions.
- (e) Following the Annual General Meeting the Board shall elect from their own a Board Executive which shall comprise:
 - (i) President;
 - (ii) Vice President; and
 - (iii) an Honorary Treasurer.
- (f) The Board Executive may be delegated by the Board to make specific decisions on behalf of the Board and may work with the CEO on matters affecting the Company, in instances where a full meeting of the Board is not possible. Decisions made by the Board Executive must be ratified by the Board.
- (g) The Board may from time to time, by a majority vote of 75% of the total Board, increase or decrease the maximum number of Board members.

- (h) The Board shall have the power at any time to appoint any Member to the Board to either fill a casual vacancy, or as an addition to existing Board members. This can be done on the basis that the number of Board members shall not at any time exceed the number fixed in accordance with Article 18(a). Any Member so appointed shall hold office only until the time of the next Annual General Meeting unless his/her appointment is confirmed at that meeting.

19. Retirement of Directors

- (a) At each Annual General Meeting, 3 Directors will retire from office. The 3 Directors that will retire from office will be those who have served the longest in office since their appointment or re-election.
- (b) A retiring Director will be eligible for re-election.
- (c) For the purpose of Article 19(a), if there are more than three Directors who have served equal terms of office since their appointment or re-election, it will be determined by lot to defer retirement of one of the Directors to the following year's Annual General Meeting.
- (d) The election or re-election of the Board Directors shall take place in the following manner:
 - i. any two Members shall be at liberty to nominate any other Member to serve on the Board;
 - ii. the nomination shall be in writing and signed by the Member and his proposer and seconder and lodged with the Company Secretary at least twenty eight days prior to the Annual General Meeting at which the election is to take place;
 - iii. the list of candidates names shall be displayed in a prominent place at the office of the Company for at least seven days prior to the Annual General Meeting; and
 - iv. balloting lists shall be prepared if required, listing candidates names in alphabetical order and each Member present at the meeting shall be entitled to one vote for any number of such candidates, not exceeding the number of vacancies.
- (e) The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

20. Secretary

- (a) A Company Secretary shall be appointed by the Board. This appointment will be renewed annually by the Board.
- (b) Subject to an agreement between the Company and the Secretary, the Board may vary or terminate the appointment of the Secretary at any time, with or without cause.

21. Powers and Duties of the Board

- (a) The business of the Company shall be managed by the Board who may pay all expenses incurred in undertaking the authorised work of the Company.
- (b) The Board may exercise the power to borrow and to mortgage or charge its property or any part thereof whether outright or as security for any debt, liability or obligation of the Company.
- (c) All cheques, electronic funds transfers and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, authorised and otherwise executed by any two members of the Board or the Chief Executive and a Board member as determined by the Board from time to time.
- (d) The Board shall appoint a Chief Executive to manage the business of the Company who has authority to do all things as appear to the Board to be necessary and desirable for proper management of the affairs of the Company.

22. Committees and delegates

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (c) Subject to the terms of appointment or reference of a committee, Article 23 applies with the necessary changes to meetings and resolutions of a committee of the Board.
- (d) Committees may comprise representatives from outside the Company, or staff. The Chair of the committee will be a Board member. If the Chair of the committee has not arrived within ten minutes of the time of scheduled meeting, another Board member may chair the meeting. If no other Board member is present another person from among the members may chair the meeting, but the business of the meeting must be ratified by a future meeting at which at least one Board member is present.
- (e) Membership of each committee is to be reviewed by the Board on the two year anniversary of the appointment to the committee and every 2 years after that. Board members may be re-appointed to the committee by the Board.

- (f) All committees must have Terms of Reference which are reviewed on a two yearly basis.
- (g) A committee may meet and adjourn as it deems appropriate. Decisions arising at committee meetings will be decided by a majority of votes and in the case of equality of votes, the chairperson shall have a second or casting vote.

23. Board Proceedings

- (a) Subject to this Constitution, the Board shall meet together to conduct business, adjourn and otherwise regulate its meetings as it thinks appropriate. The President and one other Board member may summon a meeting of the Board if they deem it appropriate.
- (b) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (c) Resolutions of the Board shall be decided by a majority of votes and where there is any equality of votes, the President shall have the right to a second or casting vote.
- (d) Until otherwise determined by the Board, a quorum for a Board meeting is attendance in person, by video conference or by teleconference of 5 Directors entitled to vote on a proposed resolution at that meeting. A quorum for a Board meeting must be present at all times during the meeting.
- (e) The President will preside as chairperson at every Board meeting. Where the chairperson is unavailable or not in attendance at least ten minutes after the scheduled commencement of the meeting, the Vice President, Hon Treasurer or other nominated Board member shall chair the meeting.
- (f) Board papers shall be prepared by the Chief Executive (or nominated person) and circulated to Board members one week prior to each Board meeting.

24. Company Seal

- (a) The Board shall provide for safe custody of the seal which shall only be used under the authority of the Board. Every document to which the seal is affixed shall be signed by the President and one other nominated Board member.

25. Interests of Directors

- (a) A Director is disqualified from holding an office or place of profit or employment in the Company or related body corporate of the Company.
- (b) Subject to clause 25(a), a Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:

- (i) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
 - (ii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iii) entering into any agreement or arrangement with the Company; or
 - (iv) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (c) Each Director must comply with Corporations Act in relation to the disclosure of the Director's interests.
- (d) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (e) If a Director has an interest in a matter, then subject to Article 25(d), Article 25(f) and this Constitution:
- (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
 - (ii) that Director may participate in and vote on matters that relate to the interest;
 - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (f) If an interest of a Director is required to be disclosed pursuant to Article 25(c), Article 25(e)(iv) applies only if the interest is disclosed before the transaction is entered into.
- (g) A Board Director may sit on the Board of another organisation where that organisation does not present a conflict of interest.
- (h) A Board Director shall not sit on the Board of Arthritis Australia or Osteoporosis Australia because of a conflict of interest.

26. Financial Management

- (a) The Board will ensure true and proper accounting and financial records be kept and provide copies of the profit & loss account and balance sheet (including every document required by law to be attached) to every Annual General Meeting.
- (b) An annual audit shall be conducted by a qualified auditor appointed by the Board. The remuneration of the auditor shall be fixed by the Board.
- (c) Financial records shall be made available to Members for inspection if requested. The profits (if any) and income wheresoever derived shall be applied solely towards objectives of the Company set out in this Constitution. No portion either directly or indirectly shall be paid or transferred in any way to Members.
- (d) Payments shall be made in good faith and based on agreed remuneration to employees of the Company.
- (e) The funds of the Company shall be derived from membership fees, donations, government grants, bequests, sponsorship, outsourcing of services, entrance fees, and such other sources as the Board determines.
- (f) The Company shall abide by the wishes of the estate in regard to all bequests which are received, using the funds as stipulated by the deceased's Will.

27. Winding Up

If upon winding up or dissolution of the assets, there remains after payment of all debts and liabilities, any property, the same shall not be paid or distributed to Members but shall be given or transferred to another institution whose:

- (i) objects are similar to the objects of the Company; and
- (ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company pursuant to Article 27.

28. Amendments to the Constitution

The Company may modify or repeal the Constitution or a provision of the Constitution by special resolution of the Members.

29. Indemnity and insurance

- (a) To the extent permitted by law, the Company may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 29(a):
 - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;

- (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
 - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
 - (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,

a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:
 - (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
 - (ii) indemnify that person against any Liability and Legal Costs of that person;
 - (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
 - (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).