

# HSP Research Foundation Incorporated Constitution - Oct 2014 revision

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## Part 1 – About the Foundation

This constitution is the guiding document and formal basis for the Foundation. It is adapted from the Model constitution under the Associations Incorporation Act NSW 2009 and from the Foundation's original constitution.

### 1. Mission

The mission of the HSP Research Foundation is to find a cure for Hereditary Spastic Paraplegia (HSP) – an inherited, degenerative disease affecting mainly the legs, causing muscle weakness, spasticity and severely impairing walking.

The HSP Research Foundation is an incorporated, registered Australian charity that facilitates and funds research to find a cure for HSP. The Foundation is also the community hub for people with HSP in Australia, creating awareness and providing support and education.

### 2. Organisation

The Foundation is legally an incorporated association in New South Wales, and as such, a non-profit organisation:

- (a) any profits or gains of the Foundation are to be used solely to implement its mission and must not be distributed to individual members
- (b) in the event of winding up, the assets will be transferred to a charitable institution chosen by majority vote of the management committee, and must not be distributed to individual members.

## Part 2 – Membership

### 3. Membership generally

(1) A person is eligible to be a member of the Foundation if:

- (a) the person is a natural person, and
- (b) the person has requested and been approved for membership of the Foundation in accordance with clause 4.

(2) A person is taken to be a member of the Foundation if:

- (a) the person is a natural person, and
- (b) the person was:
  - (i) in the case of an unincorporated body that is registered as the Foundation - a member of that unincorporated body immediately before the registration of the Foundation, or
  - (ii) in the case of an organisation that is amalgamated into the Foundation - a member of that other organisation at the time of amalgamation.

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(3) A person is taken to be a member of the Foundation if the person was one of the individuals on whose behalf an application for registration of the Foundation under section 6 (1) (a) of the Act was made.

## 4. Gaining and ceasing membership

(1) Individuals may apply for membership by:

(a) completing and submitting an application form for membership to the Foundation using a form and means of submission stipulated by the Foundation at the given time, or

(b) by providing the required information by other written or verbal means approved by the Foundation in cases where submitting the application form as stipulated is not possible or practical.

(2) Consent to membership: No individual is to be approved for membership or entered into the registry of members without a reasonable indication of their consent. For members of the same family, the applicant's indication of consent for other family members is deemed acceptable.

(3) Individuals must then be approved for or declined membership by at least one committee member at their discretion.

(4) Individuals are to be notified of the determination of their application as soon as practicable, preferably in writing or by the most effective alternative means available.

(5) Payment of any required membership, entrance or annual fee as set by the committee at the given time is then required within 28 days for membership to take effect. In the event that fees are set at zero, an approved membership application takes effect upon the establishment of their record of membership.

(6) Record of membership: Information provided is used to establish a record of membership and becomes part of a registry of members.

(7) Ceasing membership: A person ceases to be a member of the Foundation if the person:

(a) dies, or

(b) resigns membership, or

(c) is expelled from the Foundation, or

(d) fails to pay any fees due and owing within 3 months after the fee is due.

## 5. Membership entitlements not transferable

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

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

## 6. Resignation of membership

(1) A member of the Foundation may resign from membership by making a request to the Foundation, preferably in writing, of their desire to do so.

(2) If a member ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, an appropriate entry in the register of members is to be made, including recording the date on which the member ceased to be a member.

## 7. Register of members

(1) The public officer of the Foundation is responsible for the establishment and maintenance of a register of members of the Foundation that specifies as a minimum the name and contact details provided by each person who is a member, together with the date that their membership took effect.

(2) The register of members must be kept reasonably securely as the protection of the privacy and confidentiality of information provided by members is a matter of priority for the Foundation, and the register is to be used only for approved purposes.

(3) Access to the register of members is to be available only to members of the management committee and other people approved by committee members from time to time such as volunteers or subcontractors, to the extent required to perform necessary tasks and functions.

(4) Access to the register of members is to be available only to people as specified above in sub-clause (3) who have completed and signed a Confidentiality Agreement designed to protect the integrity of data on the register and the privacy and confidentiality of member information.

(5) Members are entitled to be provided with the information contained in their personal record on the registry of members:

(a) by making a written request to the Foundation for that information.

(b) they are further entitled to request changes to their record as long as such requests result in the maintenance of the specified minimum of accurate information as at the time of request.

(c) requests from members to be provided with information in their personal record by postal mail may attract a reasonable fee that may be required to be paid prior to the provision of the information requested.

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## 8. Fees

(1) A member of the Foundation must, on admission to membership, pay to the Foundation a fee in an amount determined by the committee, which may be no fees at all.

(2) In addition to any amount payable by the member under sub-clause (1), a member of the Foundation must pay the Foundation an annual membership fee in an amount determined by the committee, which may be no fees at all.

(3) Where a fee is to be paid, the fee may be prorated to account for the part of the year to which it applies.

## 9. Members' liabilities

The liability of a member of the Foundation to contribute towards the payment of debts and liabilities of the Foundation or the costs, charges and expenses of the winding up of the Foundation is limited to the amount, if any, unpaid by the member in respect of fees owing to the Foundation required by clause 8.

## 10. Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the Foundation, or a dispute between a member or members and the Foundation, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## 11. Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the Foundation:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or  
(b) has wilfully acted in a manner prejudicial to the interests of the Foundation.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned, and  
(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The committee may, by resolution, expel the member from the Foundation or suspend the member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been reasonably established and the expulsion or suspension is warranted in the circumstances.

(5) If the committee expels or suspends a member, the member is to be provided with written notice as soon as is practicable of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

## 12. Right of appeal of disciplined member

(1) A member may appeal to the Foundation against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging a written notice with the Foundation to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member relies for the purposes of the appeal.

(3) On receipt of a notice from a member under sub-clause (1), the committee is to be notified and a meeting of the committee convened within 28 days with the sole purpose of considering the appeal.

(4) The appellant is entitled to attend the meeting and have the opportunity to state their case orally, or in writing, or both.

(5) The committee is to then consider the merits of the appeal in camera if they so choose and decide for or against the appeal by simple majority vote. In the case of a tied vote, the chairperson of the meeting may exercise a casting vote or propose an alternative action to deal with the appeal.

(6) The committee decision is to communicate the outcome of the appeal to the appellant as expeditiously as is practicable, including in writing.

## Part 3 – The committee

### 13. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Foundation in general meeting, the committee:

(a) is to control and manage the affairs of the Foundation, and  
(b) may exercise all such functions as may be

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exercised by the Foundation, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Foundation, and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Foundation.

### 14. Composition and membership of committee

(1) The committee is to consist of:

- (a) the office-bearers of the Foundation, and
- (b) ordinary committee members
- (c) each of whom is to be elected at the annual general meeting under clause 15.

(2) The total number of committee members is to be no less than 4 and no more than 7.

(3) The office-bearers are to be:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary.

(4) A committee member may hold up to two offices (other than both the president and vice-president offices).

(5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

### 15. Election of committee members

(1) Nominations of candidates for election as office-bearers or as ordinary committee members:

- (a) must be made in writing by two members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the nomination), and
- (b) must be received by Foundation at least 3 business days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(4) If the number of nominations received is fewer than or equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such proper manner as the committee may direct.

(7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member must be a member of the Foundation.

### 16. President & Vice-President

(1) As a minimum, it is the duty of the President to take reasonable steps aimed at ensuring that the intent and action of committee members and others assigned with performing functions or services on behalf of the Foundation are in concert with the Mission defined in clause 1 of this Constitution.

(2) The President is to undertake reasonable due diligence aimed at ensuring that the intent and action of committee members and others assigned with performing functions or services on behalf of the Foundation are in its best interests and in concert with the Mission.

(3) The President is responsible for the effective conduct of the business of the Foundation and the provision of the leadership required to achieve that.

(4) The President is responsible for the provision of an Annual Report within 3 months of the end of each financial year that provides members with a fair and accurate picture of the Foundation's activities, achievements and challenges over that year.

(5) It is the duty of the Vice-President to provide support for the President in ensuring the performance of the duties and responsibilities described above in sub-clauses (1)–(3), including standing in for the President and assuming those duties and responsibilities to the extent requested by the President or if the President is indisposed and unable to so do.

### 17. Secretary & Treasurer

(1) The Secretary, or the Public Officer if the Secretary is not the Public Officer, has a primary responsibility for:

- (a) the accuracy and completeness of records, files and other documentation relevant to the conduct of Foundation activities
- (b) the secure keeping and maintenance of same
- (c) the effective provision of access to same for authorised purposes by authorised people
- (d) Foundation activities being in compliance with this Constitution, legal requirements and other

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obligations under law in relation to associations incorporated in New South Wales.

(2) Minimal recordkeeping responsibilities of the Secretary include:

(a) details of all appointments of office-bearers and committee members

(b) names of participants at any formal meeting including committee and general meetings

(c) minutes of proceedings of committee meetings and general meetings that are subsequently confirmed by committee or general meeting resolution as both accurate and complete in all important respects

(d) incoming and outgoing correspondence, official forms and other formal documentation.

(3) The Treasurer has a primary responsibility for:

(a) establishing and maintaining accurate and comprehensive documentation and records of all financial transactions and the financial status of the Foundation

(b) communicating the current financial status to committee members on a regular basis

(c) assessing and advising the committee on the financial implications of activities, events, decisions or courses of action either under consideration or already realised

(d) assessing and advising the committee on fiscally prudent means to maximise net assets to allow funding of mission-critical activities

(e) collection and receipt of monies due and payment of monies owing

(f) provision of the Financial Report part of the Annual Report within 3 months of the end of each financial year, which has been reviewed by an independent accountant or auditor.

### 18. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Foundation to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

(a) dies, or

(b) ceases to be a member of the Foundation, or

(c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

(d) resigns office by notice in writing, or

(e) is removed from office under clause 19, or

(f) becomes a mentally incapacitated person, or  
(g) is absent without the consent of the committee from three consecutive meetings of the committee, or

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

### 19. Removal of committee members

(1) The Foundation in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing (not exceeding a reasonable length) and requests that the representations be notified to the members of the Foundation, a copy of the representations may be sent to each member of the Foundation or, if the representations are not so sent, the member is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

### 20. Committee meetings and quorum

(1) The committee must meet at least three times in each period of 12 months by such means as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee with 5 business days written notice to each committee member.

(3) Notice of a meeting given under sub-clause (2) must specify the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(4) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(5) No business is to be transacted by the committee unless a quorum is present and if, within half an hour

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of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned and be re-called for a later date with appropriate notice as per sub-clause (2).

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the committee:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### **21. Delegation by committee to sub-committee**

(1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Foundation as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

### **22. Voting and decisions**

(1) At meetings of the committee or of any sub-committee appointed by the committee, resolutions

proposed and seconded are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote on any resolution put to the vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 – General meetings**

### **23. Annual general meetings - holding of**

(1) The Foundation must hold its first annual general meeting within 18 months after its registration under the Act.

(2) The Foundation must hold its annual general meetings:

(a) within 6 months after the close of the financial year, or

(b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual general meetings - calling of and business**

(1) The annual general meeting of the Foundation is, subject to the Act and to clause 23, to be convened by such means, conducted in such manner and held at such time as the committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

(b) to receive from the committee, reports on the activities of the Foundation during the last preceding financial year,

(c) to elect office-bearers of the Foundation and ordinary committee members,

(d) to receive and consider any financial statement or

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report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

### **25. Special general meetings - calling of**

(1) The committee may, whenever it thinks fit, convene a special general meeting of the Foundation.

(2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Foundation.

(3) A requisition of members for a special general meeting:

(a) must state the purpose or purposes of the meeting, and

(b) must be signed by the members making the requisition, and

(c) must be lodged with the Foundation, and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

### **26. Notice**

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Foundation, at least 14 days before the date fixed for the holding of the general meeting, written notice is to be given to each member specifying how to participate in the meeting, the date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, then at least 21 days written notice is to be given to members specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general

meeting, business which may be transacted under clause 24 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business, which must then be included in the next notice calling a general meeting given after receipt of the notice from the member.

### **27. Quorum for general meetings**

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour of the time appointed for the general meeting, a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned and be recalled for a later date with appropriate notification as described in clause 26.

(4) If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the members present (being at least three) are to constitute a quorum.

### **28. Presiding member**

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Foundation.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting by calling for nominations and voting where there is more than one nominee.

### **29. Adjournment**

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned, appropriate notification of the adjourned meeting is to be provided to members as described in clause 26.

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## 30. Making of decisions

- (1) A resolution or other matter put to a general meeting is to be determined by a majority of members voting either for or against in a manner determined by the chairperson to be appropriate, including by voice, by show of hands, by ballot, by poll, electronically or by other means at the chairperson's discretion.
- (2) The chairperson, or the chairperson's delegate, is to:
  - (a) conduct voting in accordance with the directions of the chairperson
  - (b) determine the results of voting
  - (c) declare those results to the meeting indicating where the result was unanimous, and where not, indicating the particular numbers of votes, and
  - (d) enter the results of voting into the minutes of the meeting as evidence of the fact, without a requirement for proof of the number or proportion of the votes recorded in favour or against.

## 31. Special resolutions

- (1) A special resolution may only be passed by the Foundation in accordance with section 39 of the Act.
- (2) For a special resolution to be passed, Section 39 of the Act requires, amongst other things, that:
  - (a) at least 21 days written notice of the general meeting, at which the special resolution is to be considered, be given to members
  - (b) the notice must include the terms of the resolution and a statement that the resolution is intended to be passed as a special resolution
  - (c) at least three-quarters of the votes cast by members who are entitled to vote on the proposed resolution support the resolution.

## 32. Voting

- (1) For any vote at a general meeting of the Foundation, a member has one vote only.
- (2) In the case of an equality of votes on a resolution or other matter put to the vote at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting unless all money due and payable by the member to the Foundation has been paid.
- (4) A member is not entitled to vote at any general meeting if the member is under 18 years of age.

## 33. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect

of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

## 34. Postal ballots

- (1) The Foundation may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## Part 5 – Miscellaneous

### 35. Insurance

The Foundation may effect and maintain insurance.

### 36. Funds - source

- (1) The funds of the Foundation may be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Foundation in general meeting, such other sources as the committee determines.
- (2) All money received by the Foundation must be deposited as soon as practicable and without deduction to the credit of the Foundation's bank or other authorised deposit-taking institution account.
- (3) The Foundation must, as soon as practicable after receiving any money, issue a receipt where appropriate, possible and practicable.
- (4) Where the issuing of a receipt for monies received is neither appropriate, possible nor practicable, the books of account of the Foundation are to accurately reflect the source, nature and amount of such monies, as it would for monies that are receipted.

### 37. Funds - management

- (1) Subject to any resolution passed by the Foundation in general meeting, the funds of the Foundation are to be used in pursuance of the Mission of the Foundation in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic payments must be signed or otherwise approved by any two members of the committee or employees of the Foundation, being members or employees authorised to do so by the committee.



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## 38. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## 39. Custody of documentation

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Foundation.

## 40. Inspection of documentation

(1) The following documents, based on a reasonable written request by a member of the Foundation, must be made available to that member, free of charge in electronic form, or, on receipt of payment of a reasonable fee, in paper form:

- (a) records, books and other financial documents of the Foundation, except for any personal information relating to any other member of the Foundation who is not a dependent of the person making the request, or for whom the person making the request does not provide copy of a legal power of attorney
- (b) this constitution
- (c) minutes of committee meetings and general meetings

(2) A member of the Foundation may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page requested and provided in paper form.

## 41. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by e-mail or other electronic transmission to an address or in a way or manner specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the person, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by e-mail or other electronic transmission, on the date it was sent or, if the technology provides reliable information on the time that a transmission was sent, indicating that the notice was sent on a later date, then on that date.

## 42. Financial year

The financial year of the Foundation is:

- (a) the period of time commencing on the date of incorporation of the Foundation and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Foundation, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

## Glossary

In this constitution:

- \* Director-General means the Director-General of the Department of Services, Technology and Administration.
- \* Ordinary committee member means a member of the committee who is not an office-bearer of the Foundation.
- \* Secretary means:
  - (a) the person holding office under this constitution as secretary of the Foundation, or
  - (b) if no such person holds that office - the public officer of the Foundation.
- \* Special general meeting means a general meeting other than an annual general meeting.
- \* The Act means the Associations Incorporation Act NSW 2009.
- \* The Regulation means the Associations Incorporation Regulation 2010.
- \* A reference to a function includes reference to the power, authority and duty associated with that function, and
- \* A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- \* The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.