

# San Foundation Inc

## Constitution

Under the *Associations Incorporation Act 2009 (NSW)*



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# Model Constitution

## Part A Preliminary

### 1. Definitions

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(a) In this Constitution:

**Board** means the board of management of the Foundation.

**Chairman** means the person appointed by the Board from time to time as the chairman of the Board.

**Church** means the Seventh-day Adventist Church (SPD) Limited.

**Community Member** means a person who has been nominated and accepted in accordance with clause 3.

**Constitution** means this constitution of the Foundation.

**Foundation** means the San Foundation Inc (Formerly Sydney Adventist Hospital Foundation Incorporated).

**Foundation Trust** means the public ancillary fund covered by Item 2 of the table in Section 30-15 of the *Income Tax Assessment Act 1997* which is endorsed as a deductible gift recipient (**DGR**) of which the Foundation is the trustee.

**Founding Members** means a person who made application to register the Foundation and who has not ceased to be a member of the Foundation after incorporation of the Foundation under the Act.

**Honorary Life Member** means a member appointed pursuant to clause 2(c).

**Hospital** means the Adventist Healthcare Limited.

**Office bearer** means the Chairman, the vice chairman, the Secretary, the public officer and the treasurer.

**ordinary Board member** means a member of the Board who is not an office-bearer of the Foundation.

**Public Officer** means the person appointed by the Board from time to time as the public officer of the Foundation.

**Secretary** means:

(i) the person holding office under this Constitution as secretary of the Foundation, or

(ii) if no such person holds that office - the Public Officer of the Foundation.

**special general meeting** means a general meeting of the Foundation other than an annual general meeting.

**special resolution** means a resolution passed in accordance with Clause 31.

**Supportive Member** means a member referred to in clause 2(b).

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

**Treasurer** means the person appointed by the Board from time to time as the treasurer of the Foundation.

**Vice-Chairman** means the person appointed by the Board from time to time as the vice-chairman of the Board.

**Voting Member** means a member of the Foundation who is entitled to vote in accordance with clause 32.

- (b) In this Constitution:
- (i) a reference to a function includes a reference to a power, authority and duty; and
  - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) 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.

## Part B Membership

### 2. Membership generally

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- (a) The membership of the Foundation shall comprise
  - (i) Community Members;
  - (ii) Founding Members;
  - (iii) Supportive Members; and
  - (iv) Honorary Life Members.
- (b) Supportive Members shall represent up to ten (10) natural persons comprising:
  - (i) five (5) natural persons nominated and appointed in writing by the Church; and
  - (ii) five (5) natural persons nominated and appointed in writing by the Hospital.
- (c) A person is eligible to be an Honorary Life Member of the Foundation if:
  - (i) the person is a natural person; and
  - (ii) the person has been nominated and approved by the Board.

### 3. Nomination for Community Membership

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- (a) A nomination of a person for Community Membership of the Foundation:
  - (i) must be made by a member of the Foundation in writing in the form set out at Appendix 1 or such other form as may be approved by the Board; and
  - (ii) must be lodged with the Secretary of the Foundation.
- (b) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (c) As soon as practicable after the Board makes that determination, the Secretary must:
  - (i) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable); and
  - (ii) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a member as entrance fee and annual subscription.
- (d) The Secretary must, on payment by the nominee of the amounts referred to in subclause (c)(ii) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Foundation.

#### **4. Cessation of membership**

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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 meet the qualifications of that category of membership.

#### **5. Membership entitlements not transferable**

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

- (a) is not transferable or transmittable to another person; and
- (b) terminates on cessation of the person's membership.

#### **6. Resignation of membership**

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- (a) A member of the Foundation may resign from membership of the Foundation by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (b) If a member of the Foundation ceases to be a member under subclause (a), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. Register of members**

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- (a) The Public Officer of the Foundation must establish and maintain a register of members of the Foundation specifying:
  - (i) the categories of members;
  - (ii) the name and postal or residential address and class of membership of each person who is a member of the Foundation; and
  - (iii) the date on which the person became a member.
- (b) The register of members must be kept in New South Wales:
  - (i) at the main premises of the Foundation; or
  - (ii) if the Foundation has no premises, at the Foundation's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the Foundation at any reasonable hour.
- (d) A member of the Foundation may obtain a copy of any part of the register of members on payment of a fee of not more than \$1.00 for each page copied.

- (e) If a member requests that any information contained on the register of members about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register of members to contact or send material to the person, other than for:
  - (i) the purposes of sending the person, a notice in respect of a meeting relating to the Foundation or other material relating to the Foundation; or
  - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Fees and subscriptions**

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- (a) A Community Member of the Foundation (and such other member as the Board may determine from time to time) must, on admission to membership, pay to the Foundation a fee as determined by the Board.
- (b) In addition to any amount payable by the member under subclause (a), a member of the Foundation must pay to the Foundation an annual membership fee as determined by the Board from time to time:
  - (i) except as provided by paragraph (ii), before 1 July in each calendar year; or
  - (ii) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

## **9. Members' liabilities**

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The liability of a member of the Foundation to contribute towards the payment of the 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 membership of the Foundation.

## **10. Resolution of disputes**

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- (a) 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*.
- (b) If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

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- (a) A complaint may be made to the Board by any person that a member of the Foundation:
  - (i) has refused or neglected to comply with a provision or provisions of this Constitution; or
  - (ii) has wilfully acted in a manner prejudicial to the interests of the Foundation.



- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Board decides to deal with the complaint, the Board:
  - (i) must cause notice of the complaint to be served on the member concerned; and
  - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The Board may, by resolution, expel the member from the Foundation or suspend the member from membership of the Foundation 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 proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the Board expels or suspends a member, the Secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (f) The expulsion or suspension does not take effect:
  - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (ii) if within that period the member exercises the right of appeal, unless and until the Foundation confirms the resolution under clause 12, whichever is the later.

## **12. Right of appeal of disciplined member**

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- (a) A member may appeal to the Foundation in general meeting against a resolution of the Board under clause 11, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under subclause 12(a), the Secretary must notify the Board which is to convene a general meeting of the Foundation to be held within 3 months after the date on which the Secretary received the notice.
- (d) At a general meeting of the Foundation convened under subclause (c):
  - (i) no business other than the question of the appeal is to be transacted; and
  - (ii) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present and entitled to vote are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (e) The appeal is to be determined by a simple majority of votes cast by members of the Foundation.

## Part C The Board

### 13. Powers of the Board

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

- (a) is to control and manage the affairs of the Foundation and through the Foundation control and manage the affairs of the Foundation Trust in accordance with the trust deed of the Foundation Trust and any related guidelines applicable to public ancillary funds under the law;
- (b) may exercise all such functions as may be 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;
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Foundation; and
- (d) is to appoint all office bearers.

### 14. Composition and membership of Board

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- (a) The members of the Board are to consist of:
  - (i) two (2) members appointed by the Supportive Members, including the Chairman;
  - (ii) up to six (6) members, each of whom is to be elected at the annual general meeting of the Foundation under clause 15;
  - (iii) one (1) member on an ex officio basis, being the Chief Executive Officer of Adventist HealthCare Limited from time to time; and
  - (iv) one (1) member on an ex officio basis, being the Managing Director of the Foundation from time to time.
- (b) The total number of Board members is to be up to ten (10).
- (c) A Board member may hold up to two offices (other than both the Chairman and Vice-Chairman offices).
- (d) Except for the member of the Board referred to in subclauses 14(a)(iii) and 14(a)(iv), each member of the Board is, subject to this Constitution, to hold office for a 3 year term, and is eligible for re-election for a maximum of two additional 3 year terms only. The members of the Board referred to in subclauses 14(a)(iii) and 14(a)(iv) hold office for a term that is coextensive with their respective terms as the Chief Executive Officer of Adventist HealthCare Limited and Managing Director of the Foundation, subject to earlier termination in accordance with this Constitution.
- (e) Notwithstanding subclause (d), a member of the Board may stand for re-election for such further term or terms in excess of the maximum of two additional terms provided the re-election is approved by way of special resolution of members.

## 15. Election of Board members

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- (a) Nominations of candidates for election as ordinary Board members:
  - (i) must be made in writing, signed by two (2) members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (ii) must be delivered to the Secretary of the Foundation at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of ordinary Board members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

## 16. Secretary

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- (a) The Secretary of the Foundation must, as soon as practicable after being appointed by the Board as Secretary, lodge notice with the Foundation of his or her address.
- (b) It is the duty of the Secretary to keep minutes of:
  - (i) all appointments of office-bearers and ordinary Board members; and
  - (ii) the names of members of the Board present at a Board meeting and a general meeting; and
  - (iii) all proceedings at Board meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## 17. Treasurer

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It is the duty of the Treasurer of the Foundation to ensure:

- (a) that all money due to the Foundation is collected and received and that all payments authorised by the Foundation are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Foundation, including full details of all receipts and expenditure connected with the activities of the Foundation.

## 18. Casual vacancies

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- (a) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a capable and reasonably appropriate person that, if not already a member, agrees in writing to be bound by the provisions of this Constitution as if they were a member to fill the vacancy and the person 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.
- (b) A casual vacancy in the office of a member of the Board occurs if the Board member:
  - (i) dies; or
  - (ii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
  - (iii) resigns office by notice in writing given to the Secretary; or
  - (iv) if insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies under clause 13(c);
  - (v) is removed from office under clause 19; or
  - (vi) becomes a mentally incapacitated person; or
  - (vii) is absent without the consent of the Board from three consecutive meetings of the Board; or
  - (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
  - (ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

## 19. Removal of Board members

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- (a) The Board may by majority resolution remove any member of the Board 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.
- (b) If a member of the Board to whom a proposed resolution referred to in subclause (a) relates makes representations in writing to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representations be notified to the Voting Members, the Secretary or the Chairman may send a copy of the representations to each Voting Member or, if the representations are not so sent, the member is entitled to require that the representations be read out at the Board meeting at which the resolution is considered.

## 20. Committee meetings and quorum

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- (a) The Board must meet at least twice in each period of 12 months at such place and time as the Board may determine.
- (b) Additional meetings of the Board may be convened by the Chairman or by any member of the Board.

- (c) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subclause (c) must specify the general nature of 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 Board members present at the meeting unanimously agree to treat as urgent business.
- (e) Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) 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 stand adjourned to the same place and at the same hour of the same day in the following week.
- (h) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members of the Board present (being at least three (3)) are to constitute a quorum.
- (i) At a meeting of the Board:
  - (i) the Chairman or, in the Chairman's absence, the Vice-Chairman is to preside; or
  - (ii) if the Chairman and the Vice-Chairman are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

## **21. Establishment by Board of sub-committees**

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- (a) The Board may, by instrument in writing, establish one or more sub-committees (consisting of such member or members as the Board thinks fit) with such functions as are specified in the instrument, with a view to the sub-committee making recommendations to the Board.
- (b) 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.
- (c) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause shall be of no force or effect unless approved by the Board.
- (d) The establishment of the sub-committee 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 establishment.
- (e) The establishment of a sub-committee under this clause does not limit any function of the Board, and the Board may continue to exercise any function delegated.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

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

**22. Voting and decisions**

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- (a) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (b) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 20(e), the Board may act despite any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## Part D General meetings

### 23. Annual general meetings - holding of

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The Foundation must hold its annual general meetings:

- (a) within six (6) months after the close of the Foundation's 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 at

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- (a) The annual general meeting of the Foundation is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board thinks fit.
- (b) 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:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Board reports on the activities of the Foundation during the last preceding financial year;
  - (iii) to elect ordinary Board members under clause 13;
  - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act; and
  - (v) to appoint the auditor of the Foundation for the financial year.
- (c) An annual general meeting must be specified as such in the notice convening it.

### 25. Special general meetings - calling of

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- (a) The Board may, whenever it thinks fit, convene a special general meeting of the Foundation.
- (b) The Board must, on the requisition in writing of at least five (5) per cent of the total number of Voting Members, convene a special general meeting of the Foundation.
- (c) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting;
  - (ii) must be signed by the members making the requisition;
  - (iii) must be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Board fails to convene a special general meeting within three (3) months after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.



- (e) A special general meeting convened by a member or members as referred to in subclause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **26. Notice**

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- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Foundation, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Foundation, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matters required under subclause (a), the intention to propose the resolution as a special resolution.
- (c) 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(b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

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

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- (a) 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.
- (b) Five (5) 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.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of members, is to be dissolved; and
  - (ii) in any other case, is to stand adjourned to the same day in the following week at the same place and at the same hour of the same day in the following week.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3)) are to constitute a quorum.

## **28. Presiding member**

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- (a) The Chairman or, in the Chairman's absence, the Vice-Chairman, is to preside as chairperson at each general meeting of the Foundation.
- (b) If the Chairman and the Vice-Chairman are absent or unwilling to act, the members present must elect one (1) of their number to preside as chairperson at the meeting.

## 29. Adjournment

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- (a) 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 from time to time and place to place, 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.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Foundation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subclauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 30. Making of decisions

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- (a) A question arising at a general meeting of the Foundation is to be determined by either:
  - (i) a show of hands; or
  - (ii) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Foundation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## 31. Special resolutions

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- (a) A special resolution may only be passed by the Foundation if:
  - (i) it is supported by at least 75% of the votes cast by members of the Foundation who are entitled to vote on the proposed resolution; and
  - (ii) notice has been given to members no later than 21 days before the date of the resolution; and
  - (iii) the notice includes the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

## 32. Voting

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- (a) On any question arising at a general meeting of the Foundation a Founding Member, Supportive Member and Honorary Life Member have one vote each respectively.
- (b) Community Members have no voting rights.

- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member is not entitled to vote at any general meeting of the Foundation unless all money due and payable by the member to the Foundation has been paid.
- (e) A member is not entitled to vote at any general meeting of the Foundation if the member is under 18 years of age.

### **33. Proxy votes not permitted**

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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**

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

**Part E Miscellaneous****35. Insurance**

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The Foundation may effect and maintain insurance.

**36. Funds - source**

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- (a) The funds of the Foundation are to be derived from donations and, subject to any resolution passed by the Foundation in general meeting, such other sources as the Board determines.
- (b) 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.
- (c) The Foundation must, as soon as practicable after receiving any money, issue an appropriate receipt.

**37. Funds - management**

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

**38. Change of name, objects and constitution**

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

**39. Custody of books etc.**

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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 books etc.**

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- (a) The following documents must be open to inspection, free of charge, by a member of the Foundation at any reasonable hour:
  - (i) records, books and other financial documents of the Foundation;
  - (ii) this Constitution; and
  - (iii) minutes of all Board meetings and general meetings of the Foundation.
- (b) A member of the Foundation may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than \$1.00 for each page copied.

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**41. Service of notices**

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- (a) For the purpose of this Constitution, a notice may be served on or given to a person at the address specified in the register of members or as otherwise notified to the Foundation in writing.
- (b) For the purpose of this Constitution, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally; or
  - (ii) by sending it by pre-paid post to the address of the person; or
  - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (c) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - (ii) 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
  - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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**42. Financial year**

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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.*

**Appendix 1 - Application for Community Membership of Foundation**

(Clause 3(a)(i))

**APPLICATION FOR MEMBERSHIP OF THE SYDNEY ADVENTIST HOSPITAL FOUNDATION INCORPORATED** (incorporated under the *Associations Incorporation Act 1984*)

I, .....  
[full name of applicant]

of .....  
[address]

.....  
[occupation]

hereby apply to become a Community Member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the Constitution of the Foundation for the time being in force.

.....  
Signature of applicant Date

I, .....  
[full name]

a member of the Foundation, nominate the applicant for membership of the Foundation.

.....  
Signature of proposer Date

I, .....  
[full name]

a member of the Foundation, second the nomination of the applicant for membership of the Foundation.

.....  
Signature of seconder Date