

# The Asthma Foundation of South Australia Inc.

## CONSTITUTION

*Amended 30 August 2017*

## **Asthma Foundation of South Australia Inc**

# **Constitution of Asthma Foundation of South Australia**

---

### **1. NAME**

The name of the Association is  
The Asthma Foundation of South Australia Inc.

### **2. INTERPRETATION**

In these Rules unless the contrary intention appears:  
“Foundation” means the Asthma Foundation of South Australia Inc.;  
“Board” means the Board of Directors of the Foundation;  
“company” includes any body corporate;  
the singular includes the plural and the plural includes the singular.

### **3. OBJECTS AND PURPOSES**

- 3.1** To promote and engage in
- (a)** the study of and research into asthma and allied conditions and their cause, prevention, diagnosis and treatment;
  - (b)** the application and dissemination of knowledge and information acquired from such study and research and from any other source.
- 3.2** To reduce the incidence and impact of asthma and other respiratory disorders in the community.
- 3.3** To establish scholarships or funds to further the objects of the Foundation.
- 3.4** To provide guidance and instruction for the parents and guardians of asthmatic children and for adult asthmatics in the prevention, management, treatment and understanding of asthma and allied conditions.
- 3.5** To encourage and foster the affiliation of support groups with the Foundation.
- 3.6** Generally to mitigate suffering from asthma and allied conditions.
- 3.7** To make grants to the Asthma Australia Limited (ABN 91 609 156 630) to enable it to pursue the objects of the Foundation.

### **4. POWERS**

- 4.1** The Foundation shall, in addition to all the powers conferred on an incorporated association by legislation, have the following powers :
- 4.1.1** To borrow or raise upon loan any sum of money and issue a mortgage, charge, debenture, bill of exchange, promissory note or other securities over all or any of the property of the Foundation as may be deemed necessary.
  - 4.1.2** To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the objects of the Foundation.

- 4.1.3 To invest moneys of the Foundation not immediately required upon such securities and in such manner as may be determined from time to time by the Board.
- 4.1.4 To manage, develop, lease, sell, convey, assure or otherwise deal with, either absolutely or by way of mortgage, any real or personal property for the time being vested in the Foundation and, if the Foundation shall take or hold any property which may be subjected to any trust, to deal with the same in such manner as allowed by law having regard to such trust.
- 4.1.5 To conduct appeals for funds and accept donations (whether of real or personal estate), devises and bequests, with power to retain property the subject of any such devise or bequest in the form devised or bequeathed.
- 4.1.6 To amalgamate, co-operate, affiliate and enter into reciprocal arrangements with, make subscriptions and donations to, and become a member of, any other Foundation institution or body having objects wholly or in part similar to those of the Foundation.
- 4.1.7 To make grants to the Asthma Australia Limited (ABN 91 609 156 630) to enable it to pursue the objects of the Foundation.
- 4.1.8 To do all such other lawful things as may be incidental or conducive to the attainment of the objects and the exercise of the powers of the Foundation.
- 4.2 It is the intention that each of the powers specified in the preceding sub-clauses shall be in no way limited or restricted by reference to or inference from any other provision of these Rules.
- 4.3 The powers referred to in clause 4.1.1 shall not be included in any delegation of powers by the Board under these Rules.

## **5. INTENTIONALLY DELETED**

## **6. MEMBERSHIP AND ANNUAL FEES**

The sole member of the Association is Asthma Australia Limited (ABN 91 609 156 630).

## **7. MEMBERS BOUND BY THESE RULES**

Each member is bound to observe and abide by these Rules and any duly made amendments or substituted Rules.

## **8. DISCONTINUANCE OF MEMBERSHIP**

- 8.1 Any member may resign membership by notice in writing but such notice shall not release such a member from the liability to pay any subscription or other moneys due or payable to the Foundation at the time of such resignation.
- 8.2 The Board shall have power, upon giving fourteen day's notice delivered personally or by certified mail to the address appearing in the Register of Members, specifying the conduct to which objection is taken, to call upon any member to attend a meeting of the Board to justify and explain any conduct which, in the opinion of the Board is injurious to the interests of the Foundation.
- 8.3 The Board shall have power to expel, suspend from membership or ask for the resignation of any offending member to whom notice has been

given under Rule 8.2 at the meeting to which the notice relates or any subsequent meeting called to discuss the member's conduct.

- 8.4 In the event of non-attendance by such member at any such meeting, the Board may in the member's absence exercise the powers conferred by this Rule.
- 8.5 Voting on expulsion of a member or suspension from membership shall be by secret ballot and the decision shall be given by mail to the accused member within seven days.
- 8.6 If the offending member is asked to resign and does not tender a resignation within fourteen days of receiving notice of a request for resignation, the member may be expelled by the Board from membership of the Foundation.

## **9. BOARD OF DIRECTORS AND COMMITTEES**

- 9.1 The Foundation will be managed by a Board of Directors comprising of persons who are the directors for the time being of Asthma Australia Limited (ABN 91 609 156 630).
- 9.2 The Directors shall elect office bearers comprising:
  - (a) a President; and
  - (b) a Treasurer.
- 9.3 The term of office for a person elected as a Director of the Board shall be for a term they are director of Asthma Australia Limited (ABN 91 609 156 630).
- 9.4 All positions on the Board shall be honorary and no member of the Board shall be entitled to any remuneration or benefit from the income of the Foundation by virtue of holding a position on the Board, but may otherwise be employed by the Foundation and may be reimbursed for expenses incurred in the course of the performance of duties on behalf of the Foundation.
- 9.5 There shall be an Executive Committee of the Board comprising the President, the Vice President, the Treasurer and such other members of the Board as may be appointed by the Board.
- 9.6 The Executive Committee will hold such powers and exercise such functions as delegated by the Board from time to time and for the term of the delegation.
- 9.7 The Chairman of the board of Asthma Australia Limited (ABN 91 609 156 630) shall be the Chairman and all general meetings of the Foundation and meetings of the Board and the Executive Committee, but if the Chairman is absent or unwilling to act then the members at any such meeting shall elect a member to preside as Chairman.

## **10. DISQUALIFICATION OF MEMBER OF BOARD OF DIRECTORS**

- 10.1 A member of the Board shall automatically vacate his or her position on the Board if the member is -

- (a) disqualified by legislation from being or continuing to act as a member of the Board ; or
- (b) no longer a director of Asthma Australia Limited (ABN 91 609 156 630).

## **11. PROCEEDINGS OF THE BOARD AND THE EXECUTIVE COMMITTEE**

- 11.1** The Board shall meet together for the dispatch of business at least once every two months, or at such other regular intervals as the Board may determine.
- 11.2** Questions arising at any meeting of the Board or the Executive Committee shall be decided by a majority of votes and, in the event of equality of votes, the Chairman shall have a casting vote in addition to a deliberate vote.
- 11.3** Five members shall constitute a quorum for a meeting of the Board, and three members shall constitute a quorum for a meeting of the Executive Committee.
- 11.4** A resolution of the Board or the Executive Committee agreed to by a majority of the members of the Board or the Executive Committee by telephone, facsimile, email or other electronic means approved by the Board and subsequently confirmed by those members signing a document recording the resolution shall have the same effect as a resolution duly passed at a meeting of the Board or the Executive Committee. Any such document shall be appended to the minutes of the next meeting of the Board or the Executive Committee.

## **12. CHIEF EXECUTIVE AND OTHER STAFF**

- 12.1** The Board may appoint a Chief Executive of the Foundation, who may by virtue of this Rule be the Public Officer of the Foundation, and the Board may, either unconditionally or subject to conditions, delegate any of its powers to the Chief Executive.
- 12.2** The Board may appoint such other employees as the Board considers are required to carry out the activities of the Foundation.

## **13. OTHER COMMITTEES**

- 13.1** The Board may appoint such Committees as it thinks fit and may, either unconditionally or subject to conditions, delegate any of its powers to such committees. The Board shall appoint the Chairman of each such Committee, who shall be a member of the Board; and each Chairman will by virtue of such appointment be a Vice-President of the Foundation.
- 13.2** Every such Committee shall report its proceedings to the Board regularly as requested by the Board and shall conduct its business as directed by the Board.

## **14. FINANCIAL YEAR**

The financial year of the Foundation shall be the period of twelve months ending on the 30th of June in each year.

## **15. AMENDMENTS TO RULES**

These Rules may be amended, or revoked and replaced, at an Annual General Meeting of the Foundation or at a Special General Meeting at which such amendment is one of the purposes for which the meeting is called.

## **16. SEAL**

- 16.1** The Foundation shall have a common seal (“the seal”) upon which its name shall appear in legible characters.
- 16.2** The seal shall not be used without the express authorisation of the Board or the Executive Committee, and every authorisation for use of the seal shall be recorded in the minutes of the relevant meeting. The affixing of the Seal shall be witnessed by two members of the Board, one of whom shall be the President or a Vice-President.
- 16.3** The Seal shall be kept in the custody of the Chief Executive.

## **17. MEETINGS**

- 17.1** The Board may call a special general meeting of the Foundation at any time.
- 17.2** The Annual General Meeting of the Foundation shall be held within five (5) months after the end of each financial year.
- 17.3** Upon a requisition in writing of not less than five per cent of the total number of members or, where the total number of members exceeds five hundred, any twenty five members, the Board shall within one month of receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 17.4** Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 17.5** If a Special General Meeting is not convened within one month of receipt of a requisition, the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of the meeting and that the Foundation bears the reasonable expenses of convening and conducting the meeting.
- 17.6** At least fourteen day’s notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature of the business to be transacted at the meeting. In the case of an Annual General Meeting, the business at the meeting shall include consideration of the audited financial accounts, a report or reports of the activities of the Foundation during the previous financial year, election of the Board, appointment of an auditor, and any other business requiring consideration by the Foundation in general meeting.
- 17.7** Notice of a general meeting may be given by the Foundation to any member by publication of an advertisement in a newspaper circulating throughout South Australia, by serving the member with the notice personally, or by sending it by post to the address appearing in the Register of Members.
- 17.8** Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

## **18. REGISTER OF MEMBERS**

**18.1** The Chief Executive shall establish and maintain a Register of Members and shall ensure that the Register includes the name and address of every member.

**18.2** Subject to these Rules, the Register of Members shall be regarded as confidential to the Board and its committees and the employees of the Foundation and shall not be used for any commercial purpose, but the Board may authorise a member to examine the register or to be given information from the Register if satisfied that such examination is for the legitimate purposes for the Foundation or the furtherance of its objects.

## **19. PROCEEDINGS AT GENERAL MEETINGS**

**19.1** One third of the Members present in person shall constitute a quorum at any general meeting.

**19.2** If within fifteen minutes after the time appointed for a general meeting a quorum of members is not present, then -

(a) in the case of a Special General Meeting called upon a requisition of members, the meeting shall be dissolved;

(b) in the case of a Special General Meeting called by the Board, the meeting shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present within fifteen minutes of the time appointed for the meeting, the meeting shall be dissolved; and

(c) in the case of an Annual General Meeting, the members then present may determine that such members shall constitute a quorum, in which case those members may proceed to transact the business of the meeting as if a quorum were present.

**19.3** If any question as to the proper interpretation of these Rules shall arise at a general meeting, the question shall be determined by the Chairman of the meeting, whose decision shall be final.

**19.4** No resolution to wind up the Foundation shall be put to members at a general meeting unless notice of such resolution was included in the notice of the meeting given to members.

**19.5** The Chairman may with the consent of any general meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

**19.6** When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

**19.7** At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairman of the meeting that a resolution has been carried or lost shall, unless a poll is required, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

**19.8** A poll may be required by the Chairman of the meeting or by three or more Members present personally, and shall be taken in such manner as the Chairman directs.

**19.9** A poll demanded on the election of a Chairman of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

**19.10** Where the Foundation has only one member, it may pass a resolution by the sole member recording it and signing the record.

**20. MINUTES**

**20.1** Minutes of all general meetings of the Foundation and of the Board and the Executive Committee shall be drawn up within one month after the relevant meeting and shall be kept in permanent form in such manner and for such period as may be approved by the Board.

**20.2** The minutes kept pursuant to this Rule shall be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next meeting.

**20.3** Where the minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all business recorded in the minutes were duly made.

**21. VOTING RIGHTS**

Subject to these Rules each member present in person at a general meeting shall be entitled to one vote.

**22. ACCOUNTS**

**22.1** The Treasurer shall account for all moneys received and paid by the Foundation.

**22.2** All money received by the Foundation shall be promptly paid into the appropriate bank account of the Foundation.

**22.3** The Treasurer shall maintain proper records of the financial affairs of the Foundation, which records shall be available for inspection by any member of the Board at any reasonable time.

**22.4** The accounts of the Foundation shall be signed by two members of the Executive Committee, or one member of the Executive Committee and the Chief Executive.

**23. AUDITOR**

**23.1** An auditor shall be appointed by the members at an Annual General Meeting and shall continue in office until the auditor resigns or is replaced by the members. A casual vacancy occurring shall be filled by an appointment by the Board which shall expire at the next Annual General Meeting.

**23.2** The auditor shall be responsible for the auditing of the accounts of the Association in accordance with legislative requirements and prevailing standards.

**23.3** The Chief Executive shall produce to the auditor such of the books documents and other property of and relating to the affairs of the Association as the auditor may require.

**23.4** The auditor shall report on the Statement of Income and Expenditure, Statement of Financial Position and such other financial reports as are to be submitted to the Annual General Meeting.

**23.5** The auditor may be a member of the Foundation and may be paid such sum as the Board may from time to time agree.

**24. NON-PROFIT**

The income and property of the Foundation shall be applied solely towards the promotion of the objects of the Foundation and no portion thereof shall be paid

or transferred directly or indirectly by way of dividend bonus or otherwise to a member of the Foundation or a relative of a member of the Foundation, provided that nothing herein shall prevent the payment in good faith of remuneration to any employee of the Foundation, or payment in good faith to any member of the Foundation for services rendered, or reasonable and proper rental for premises let by any member to the Foundation.

**25. WINDING UP**

If upon the winding up or dissolution of the Foundation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Foundation but shall be transferred to some other association or institution having objects similar to the objects of the Foundation, or to any hospital or like institution, provided that if as a condition of any exemption or other benefit conferred by a Government authority the property of the Foundation on winding up is required to be transferred to an association or institution on which the same exemption or other benefit has been conferred, this Rule shall be subject to that condition.