

**CONSTITUTION**  
of  
**THE DIABETES RESEARCH FOUNDATION**  
**OF WESTERN AUSTRALIA (INCORPORATED)**

**(Revised 26 September 2003)**

I. **NAME**

The Name of the association shall be the Diabetes Research Foundation of Western Australia (Incorporated) and is hereinafter referred to as "the Foundation".

2. **OBJECTS**

The objects for which the Foundation is formed are as follows:-

- (a) To support financially research work relating to diabetes and the prevention, control or cure of that disease.
- (e) To make known and further the objects of the Foundation by such lawful means as may be considered conducive thereto.
- (c) To found, encourage or contribute to scholarships, fellowships or travel grants for the purpose of promoting or encouraging any of the objects of the Foundation.
- (d) To become a member of or subscribe to any other association whether incorporated or not, having objects wholly or in part similar to those of the Foundation.
- (e) To purchase, take on lease or otherwise acquire any real or personal estate and erect any buildings required for the purposes of the Foundation. Also to sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or part of the property and rights of the Foundation.
- (f) To borrow or raise and give security for money for or in connection with the objects of the Foundation in any manner whatsoever and in particular by mortgaging or charging the property of the Foundation or any part thereof.
- (g) To invest any monies of the Foundation in any security authorised by the law of Western Australia for the investment of Trust monies and generally to manage

invest and expend all monies in property belonging to the Foundation or in the purchase of any real estate with power in the discretion of the ~~Trustees~~Board to vary or transpose any investment from time to time. **(Amended 26/03/01)**

- (h) To collect and raise funds by public subscriptions or otherwise and where the Board feels appropriate, expend monies to achieve the purpose of raising funds and to receive gifts bequests or devises of real or personal property for all or any of the purposes of the Foundation.
- (i) To employ such officers and personnel as the Foundation considers appropriate and to pay such sums to such officers and personnel whether by way of remuneration or bonus as to the Foundation may seem reasonable and proper.
- (j) To subsidise by periodical grants or lump sum payments any body or organisation or any movement which in the opinion of the Foundation will assist any object of the Foundation.
- (k) To affiliate with any Federal body or any bodies formed in any other State of the Commonwealth of Australia with objects similar to those of the Foundation.
- (l) To do all such other things as the Foundation may deem to be incidental or conducive to the attainment of the above objects.

### 3. INCOME AND PROPERTY

- (a) The income and property of the Foundation from whatsoever source derived shall be applied solely towards the promotion of the objects of the Foundation and no part thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to the persons who at any time are or have been Members of the Foundation or any of them PROVIDED THAT nothing herein contained shall prevent the payment in good faith of interest on money borrowed from a Member or Members of the Foundation, or the utilisation of such funds for providing a scholarship or bursary, travel grant or other assistance to a Member of the Foundation for the purposes of research or study.
- (b) The Foundation shall not carry on any trade or seek to secure pecuniary

profit to or for its members. The Foundation shall, however, be entitled to undertake such fund-raising measures as the Board from time to time authorises provided at all times that such measures are solely for the furtherance of the objectives of the Foundation.

- (c) In the event of the Foundation being wound up every Member at the date and every person who has been a Member for a period of (twelve) 12 months preceding such winding up shall contribute to the funds of the Foundation for the payment of its debts and liabilities and the costs and charges of such winding up such amount as may be required up to but not exceeding the sum of one dollar per Member or Past Member.
- (d) If upon a winding up or dissolution of the Foundation there shall remain, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Foundation but shall be given or transferred to some one or more institutions having objects similar to the objects of the Foundation and which shall prohibit the distribution of its income and property amongst its members as mentioned in Clause 3(a) above. Such institution or institutions shall be determined upon by the Foundation before the time of dissolution.
- (e) True accounts shall be kept of all monies received and expended by the Foundation and of the property and credits and liabilities thereof and once at least in every year such accounts shall be examined and the balance sheet certified by an Auditor or Auditors registered under the Companies Act 1961 and its amendments and appointed by the Foundation pursuant to clause 15.

#### 4. MEMBERSHIP

- (a) Membership is available to all persons with an interest in the disease diabetes, its care, cure and prevention.
- (b) Applications for membership shall be in writing, addressed to the Secretary and accompanied by the annual fee, and shall state the agreement of the

applicant to abide by the Constitution and Rules of the Foundation.

- (c) Applications for membership shall be submitted to the next following Board meeting for approval. Members shall be elected by a simple majority vote of the Board present.
- (d) The Foundation may in general meeting elect as a Life Member a person or persons, who have rendered meritorious service to it. Each Life Member shall be entitled to receive notices of all general meetings and be entitled to attend and speak thereat but shall not be entitled to vote unless otherwise qualified so to do.
- (e) Any Member may resign from the Foundation by notice in writing to that effect and such notice shall be effective as at the date of the receipt thereof by the Secretary.
- (f) The Secretary shall cause to be kept a Register Book in which shall appear the names and addresses of every Member.
- (g) A Member of the Foundation shall cease to be a member:-
  - (1) if any subscription payable by him or her shall remain unpaid for more than three calendar months unless the Board decides otherwise;
  - (2) if he or she becomes bankrupt or be found to be of unsound mind;
  - (3) if expelled under the provisions of clause 16 hereof.

~~5. ANNUAL SUBSCRIPTION~~

- ~~(a) The annual subscription shall be established by the Board prior to the end of the Financial Year, for the following Financial Year.~~
- ~~(b) Membership fees shall be due at the beginning of the Financial Year and are required to be paid within three calendar months. **Amended 23/06/97**~~

5. ANNUAL SUBSCRIPTION

- (a) The annual Membership Fee shall be established by the Board from time to time.

- (b) Membership Fees shall be payable either:
  - (i) at the beginning of the Financial Year and be paid within three (3) calendar months of the beginning of the Financial Year (in the case of existing Member); or
  - (ii) at the date of application for Membership in the case of a new Member.
- (c) The Board may establish a different Membership Fee for members of other bodies (whether incorporated or not) whose objects, in the opinion of the Board are comparable with the objects of the Foundation. **Amended 23/6/97**

6. FINANCIAL YEAR

- (a) The Financial Year shall be ~~January 01 to December 31~~ July 01 to June 30 with effect from 01 July 2001. Accordingly, the 2001 Financial Year shall terminate on 30 June 2001. (Amended 26/03/01).

7. FOUNDATION

- (a) The full body of Members of the Foundation shall constitute the Foundation thereof and in this Constitution is referred to as "**the Foundation**".
- (b) There shall be a President and a Vice-President of the Foundation from among its members and who shall hold office until the first meeting of the Foundation after the next following Annual General Meeting of the Foundation but shall be eligible for re-election.

8. MEETINGS

General Meetings

- (a) The Foundation shall meet for the transaction of business at such times and places as it may from time to time appoint. The quorum for a meeting shall be ~~fifteen (15) persons.~~ ten (10) Members. **(Amended 26/09/03).**

No business shall be transacted at any General Meeting unless a quorum of

Members is present at the time when the meeting proceeds to business. If within fifteen (15) minutes from the time appointed for a meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the Members present shall be a quorum.

#### Special Meetings

- (b) A Special Meeting of the Foundation may at any time be convened by the President or in his/her absence by the Vice-President and shall be convened if and whenever not less than thirty (30) Members of the Foundation shall make a requisition in writing to that effect stating the objects of the meeting. At least fourteen (14) days notice of any Special Meeting of the Foundation shall be given to every member thereof stating the object of the meeting and no business shall be transacted at any Special Meeting except that for which it was convened PROVIDED however that in cases of urgency the President or in his/her absence the Vice-President may convene a meeting at any time without such notice.
- (c) At every meeting of the Foundation the chair shall be taken by the President or in his/her absence by the Vice-President or in their absence by a chairman nominated by the Members present.
- (d) Questions arising at any meeting of the Foundation shall be decided by a majority of votes but in the case of an equality of votes the chairman shall have a casting vote.
- (e) The non receipt of notice shall not invalidate the proceedings at any meeting of the Foundation.
- (f) A Minute Book shall be kept and proper entries made therein of all business transacted at every meeting of the Foundation.

Proxies

- (g) (i) a Member (herein called the "Appointor") may appoint in writing another Member ("the Appointee") to be proxy of the Appointor and to attend and vote on behalf of the Appointor at any General Meeting;
- (ii) a Board Member ("Appointing Board Member") may appoint in writing another Board Member ("the Appointee Board Member") to be the proxy of the Appointing Board Member and to attend and vote on behalf of the Appointing Board Member at any Board Meeting;
- (iii) Proxy Forms shall clearly indicate whether the nominated Proxy can exercise his/her own discretion on behalf of the Appointor/Appointing Board Member or whether the Proxy is to vote in a specific manner on any matter(s) to be voted on at the General Meeting / Board Meeting (whichever applies);
- (iv) Proxy Forms shall be lodged with the person presiding at the General Meeting / Board Meeting (whichever applies) not less than fifteen (15) minutes before the start of such meeting;
- (v) when voting by show of hands at a General Meeting / Board Meeting (whichever applies) a Proxy shall clearly indicate to the person presiding at the meeting how many votes his/her show of hands is meant to represent. **(Amended 26/09/03)**

9. ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting of the Foundation shall be held ~~in the month of March in each year~~ within four (4) months of the end of each Financial Year on such day and at such time as the Board shall determine. **(Amended 26/09/03)**
- (b) Notice of the Annual General Meeting shall be given in writing to each Member at least fourteen (14) days prior to the meeting date.

10. BOARD

- ~~(a) The Office Bearers of the Foundation shall constitute the Board which shall consist of the President, Vice-President, Secretary, Treasurer and four Members elected by the Foundation.~~

- (a) The President, Vice President, Secretary and Treasurer shall constitute the Office Bearers ("Officer Bearers") of the Foundation. The Board shall consist of the Officer Bearers and up to an additional four (4) Members ("Board Members") elected by the Foundation (save for what is contained in Rules 10(d) and (f). (Amended 26/09/03)
- (b) Save for what appears in clause 11(c) ~~The Office Bearers of the Foundation who constitute the Board~~ shall be elected annually at the Annual General Meeting of the Foundation. (Amended 26/09/03)
- (c) All Members of the Board shall hold office until the conclusion of the meeting at which their successors are elected. Retiring members shall be eligible for re-election.
- (d) Irrespective of what is contained in sub-clauses 10(a) and (b), the Board may co-opt additional Board Members from the membership if in the opinion of the Board such Co-opted Members are able through skill, experience or otherwise to contribute to the promotion of the objectives of the Foundation. Nomination for proposed Co-opted Members shall be in writing signed by the nominator and the seconder who shall both be Members of the Board, and endorsed with the consent of the nominee. The decision to co-opt shall be by way of majority decision of the Board. Co-opted Members of the Board shall have the same rights and obligations as Elected Members of the Board and shall hold office until by majority decision of the Board they are furnished notice terminating their appointment or at the conclusion of the first Annual General Meeting following their appointment, which ever is the earlier.
- (e) No business shall be transacted at any meeting of the Board unless a quorum of members is present at the time the meeting proceeds to business. Five (5) Members personally present shall form a quorum. At every meeting the President or in his/her absence the Vice-President or in the absence of either of them a chairman nominated by the Board Members present shall take the chair. (Amended 26/09/03)



- (f) Any casual vacancy occurring in the Board may be filled by a majority decision of the Board.
- (g) The business of the Foundation shall be managed by the Board and all the income and property of the Foundation shall be in its care and under its control. The Board may exercise all the powers of the Foundation but shall abide by any express resolution or direction of the Foundation.
- (h) All acts by the Board or by any person acting as a Member of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Member or of any person acting as aforesaid, be capable of being validated by any subsequent meeting of the Board.

## II. ELECTION OF OFFICE BEARERS

- (a) Nominations for the Office Bearers and Members of the Board shall be in writing signed by the nominator and seconder who shall both be Members of the Foundation and endorsed with the consent of the nominee who shall also be a member of the Foundation and shall be in the hands of the Secretary not less than seven (7) days before the date appointed for the meeting at which they are to be proposed.
- (b) If the nominations shall exceed the number required to fill the vacancy, the election shall be by ballot conducted by two scrutineers appointed by the meeting from amongst the Members of the Foundation who are not candidates. The scrutineers shall conduct the ballot and certify to the chairman of the meeting the names of the persons elected and such certificates shall be final and conclusive. The chairman shall then publicly declare the names of the elected candidates.
- (c) A Board Member may serve for two (2) years without the necessity of being re-elected. After that two (2) year period that Board Member shall retire but shall automatically be eligible for re-election without the necessity of

being formally nominated in accordance with Rule 11(a). **(Amended 26/09/03)**

12. SPECIAL COMMITTEES

- (a) The Foundation and or the Board may appoint special committees and make appointments for particular purposes from amongst the Members of the Foundation. The size and purpose and the authority of any special committee shall be determined by the appointing body and each special committee shall be responsible to the Foundation and the Board in all things.
- (b) The Foundation and/or the Board may make honorary appointments for specified purposes as appropriate, including, without limiting the generality of the foregoing, Honorary Auditors, Honorary Solicitors and Honorary Financial Advisers.

13. THE SECRETARY

- (a) The Secretary shall subject to the directions of the Board be responsible for the management of the affairs of the Foundation.
- (b) The Secretary shall cause minutes of every meeting of the Board and of the Foundation to be kept and such minutes when signed by the chairman of the next succeeding meeting shall be evidence of the proceedings to which they relate.

14. THE TREASURER

- (a) The Treasurer shall keep correct accounts showing the financial affairs of the Foundation and shall prepare an annual statement of income and expenditure and a balance sheet which after audit shall be presented at the Annual General Meeting.
- (b) The Treasurer shall keep all funds in a bank account approved by the Board and shall bank all receipts and pay all accounts by cheque

signed by any two of four of the Board so authorised by the Board to sign.

- (c) A small petty cash fund may be operated.

## 15. AUDITORS

- (a) An Auditor or Auditors shall be appointed by the Annual General Meeting to audit the affairs of the Foundation. Such Auditor or Auditors shall be permitted free access to all books and records of the Foundation and shall be given such information regarding its affairs and finances as they may reasonably require. The Auditor or Auditors shall report to the Annual General Meeting on the financial affairs of the Foundation.
- (b) Should the Auditor or Auditors retire, resign or for any other reason, not be available to carry out an audit in readiness for the Annual General Meeting, then the Board may select and appoint an Auditor or Auditors for this purpose.

## 16. EXPULSION

- (a) Any Member of the Foundation may be expelled by a resolution of the Foundation passed at a General Meeting at which not less than fifteen (15) Members are present provided that the resolution must be passed by a three fourths majority and notice of the intention of the meeting to consider a motion for the expulsion of a Member together with particulars of the complaint against him/her shall be given to the Member concerned by notice in writing sent by ordinary post not later than seven (7) days before the date fixed for the meeting and the Member shall be entitled to be present at the meeting and to address the meeting in answer to the complaints made against the Member.

## 17. NOTICES

- (a) All notices which are required to be served upon or posted to any Member

shall be deemed served or posted when enclosed in a prepaid letter addressed to the addressee at the address appearing in the Register Book and put into the general post and such notice or demand shall be deemed to be delivered at the expiration of 48 hours after the envelope containing the same was so posted. A certificate by the Secretary or the person delegated by the Secretary stating that a letter was so posted and addressed on a certain date and at a certain time shall be conclusive evidence of that fact.

## 18. INDEMNITY

- (a) Every Member of the Board and every Auditor, Secretary or other Officer or Servant of the Foundation shall be indemnified by the Foundation against all liability incurred by him/her as such Member, Auditor, Secretary or other Officer or Servant in defending any proceedings whether civil or criminal arising from his/her membership of the association with the Foundation in which judgment is given in his/her favour or in which he/she is acquitted.

## ~~19. TRUSTEES~~

~~(a) — There shall be three (3) Trustees of the Foundation who shall be nominated and appointed at the Annual General Meeting in the same manner as Office Bearers as provided in clause 11(a), PROVIDED HOWEVER that in the event of any office of Trustee becoming vacant a new Trustee shall be appointed by the Board at its next meeting to fill such office. All the real and leasehold properties and all the investments belonging to the Foundation shall be vested in the Trustees and they shall have the custody of all deeds and documents of title referring to the property of the Foundation and shall be responsible for the same and shall deal with and dispose of all the property of the Foundation whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Board. Any Trustee may be removed from office by resolution of the Members passed at a Special General Meeting of the Foundation convened for that purpose and in that event such office will be considered as a casual vacancy and~~

filled by the Board. **(Deleted 26/03/01)**

20. PATRON

- (a) There shall be a Patron nominated and elected at the Annual General Meeting. If no nomination and election has occurred at the Annual General Meeting a Patron may be nominated and elected by majority decision of the Board if the Board deems it necessary for the Foundation to have a Patron.

21. COMMON SEAL

- (a) There shall be a Common Seal of the Foundation which shall be in the custody of the Secretary or such other member of the Board as is authorised in writing by the Secretary. All Deeds, Instruments and other Documents required to be executed by the Foundation or for or on behalf of the Foundation shall be signed or executed by the Common Seal of the Foundation being affixed thereto in the presence of at least two Trustees of the following Office Bearers, namely, the President, the Vice President, the Secretary and the Treasurer-who shall also sign such Deed of Instrument or Document. **(Amended 26/03/01)**

22. ALTERATIONS TO THE CONSTITUTION

- (a) The Objects of the Foundation, subject to such approval as may be required by law, and the Rules herein contained may be amended, varied or rescinded and a new Object or Objects and Rules approved ~~at an Annual General Meeting or Special General Meeting~~ by Special Resolution on the majority vote of three fourths of the Members entitled to vote and vote in person or by proxy present provided that the notice of such meeting shall contain the text of the proposed amendments or state that the amendment are available for inspection by any Member of the Foundation at a place nominated in the notice for a period of not less than seven (7) days. **(Amended 26/09/03)**

23. WINDING UP

- (a) The Foundation may be wound up by resolution of a Special General meeting of the Foundation convened on not less than twenty one (21) days notice and at which not less than thirty (30) Members are personally present. The notice of meeting shall specifically state the purpose of the meeting and to be effective the resolution must be agreed to by a three-fourths majority of the Members voting on the resolution.

-----

I, Mervyn Rothstein, being the person authorised to apply for the incorporation of The Diabetes Research Foundation of Western Australia (Incorporated) hereby certify that this page and the preceding fourteen (16) pages to be a true copy of the amended rules of the association up to 26 September 2003.

Signed .....Date.....

(Version 5 - 08.09.2003 email cs) disc 31 B