



Supporting medical research  
at Repatriation General Hospital

# Foundation Daw Park Inc

## Constitution

### 1. Name

- 1.1 The name of the Incorporated Association is Foundation Daw Park Incorporated referred to herein as “the Association”.

### 2. Interpretation

- 2.1 In these rules unless the contrary intention appears:  
‘Board’ means the Board of Directors of the Association;  
‘RGH’ means Repatriation General Hospital, Daw Park;  
‘SAHS’ means the Chief Executive Officer of the Southern Adelaide Health Service of the Department of Health, South Australia;  
‘Meeting’ means a general meeting of members of the Association convened in accordance with these rules;  
‘Member’ means a member of the Association;  
The ‘Act’ means the Associations Incorporation Act, 1985.

### 3. Objects and Purposes

- 3.1 The objects and purposes of the Association are:
- (a) The promotion and funding of applied medical, scientific and other research relevant to the particular function of RGH and in particular its broader role as an acute care teaching hospital.
  - (b) The promotion of veterans’ health at a State and National level, including contributions to funding for worthwhile research programs into veterans health at other appropriate institutions.
  - (c) The provision of equipment and facilities, identified by the SAHS, as being necessary to the particular functions of the hospital.
  - (d) The provision of additional amenities, support and comfort to the hospital’s clients.
  - (e) The provision of administration/organisation for the management of funds raised and distributed by Foundation Daw Park.

### 4. Powers

- 4.1 By virtue of Section 25 of the Act the Association shall have the power to:
- (a) Acquire, hold, deal with, and dispose of, any real or personal property;
  - (b) administer any property on trust;
  - (c) open and operate bank accounts;
  - (d) invest its monies:
    - (i) in any security in which trust monies may, by Act of Parliament, be invested;  
or
    - (ii) in any other manner authorised by the rules of the Association;
  - (e) borrow money upon such terms and conditions as the Association thinks fit;
  - (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (g) appoint agents to transact any business of the Association on its behalf; and
  - (h) enter into any other contract it considers necessary or desirable.

## **5. Membership**

- 5.1 There shall be two classes of membership for voting purposes namely:
  - (a) Member, and
  - (b) Corporate Member.
- 5.2 Any person or any body corporate may apply for membership of the Association and shall be nominated and seconded by any two members of the Association.
- 5.3 An application for membership shall be in such form as the Board shall prescribe from time to time and:
  - (a) be signed by the applicant and the proposer and seconder; or
  - (b) in the case of an application for corporate membership; signed on behalf of the corporate body and the proposer and seconder and accompanied by documentation authorising the signatory to apply for corporate membership.
- 5.4 Upon acceptance of an application for membership by the Board and payment of the first annual subscription the applicant shall be a member of the Association.

## **6. Subscriptions**

- 6.1 The subscription fee for a member shall be as the members shall determine from time to time in meeting.
- 6.2 The subscription fee of each class of membership shall be payable annually on 1st June or at such time as the Board shall determine from time to time.
- 6.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.

## **7. Resignation**

- 7.1 A member may resign from membership of the Association by giving written notice thereof to the Executive Officer of the Association. Any member so resigning shall be liable for any outstanding subscription, which shall be recovered as a debt due to the Association.

## **8. Expulsion of a Member**

- 8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 8.2 Particulars of the charge shall be communicated to the member at least 14 days before the meeting of the Board at which the matter will be determined.
- 8.3 The determination of the Board shall be communicated to the member and in the event of an adverse determination the member shall subject to sub-rule 8.5 cease to be member seven days after the Board has communicated its determination to him/her.
- 8.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary of the Association within 14 days after the determination of the Board has been communicated to a member.
- 8.5 In the event of an appeal under sub-rule 8.4 the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

## 9. The Board of Directors

- 9.1 The affairs of the Association shall be managed and controlled exclusively by The Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 9.2 The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.
- 9.3 The Board:
- (a) Shall comprise not less than six and not more than 10 people, all but one of whom shall be natural members of the Association and one of whom shall be recommended by and be representative of the SAHS and who shall take out annual membership of the Association for the appointment to be made;
  - (b) Shall include a Chairman, Deputy Chairman and Treasurer;
  - (c) With the exception of the SAHS representative, Directors shall be elected at an annual general meeting after which the SAHS representative shall be appointed to the Board; and
  - (d) Shall, at the first scheduled Board meeting following the Annual General Meeting, elect from the Directors the officers specified in 9.3(b) to hold office until the Board meeting immediately after the next annual general meeting. The election of office bearers will be by open ballot unless one of the Directors requests a secret ballot. It will be the responsibility of Directors to establish the aforementioned scheduled meeting date at the scheduled meeting immediately prior to the Annual General Meeting.
- 9.4 Members elected to the Board at an annual general meeting shall hold office for two years except where such election of a member is as a result of a casual vacancy in an office with one year to run, when the member elected to that vacancy shall hold office for that period only.
- 9.5 The Board may appoint a member to fill a casual vacancy on the Board to hold office until the next annual general meeting.
- 9.6 Any Board member retiring at an annual general meeting shall be eligible for re-election without formal nomination provided advice in writing of an intention to stand for re-election is received by the Secretary at least 28 days before the date of the annual general meeting.
- 9.7 A nomination of a member, not being a retiring Board member, for election to the Board shall be signed by the nominating member and the nominee, signifying a willingness to stand for election, and shall be received by the Secretary at least 28 days before the date of the annual general meeting.
- 9.8 Notice of all persons seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 9.9 If the number of persons seeking election to the Board does not exceed the number of existing vacancies, the Secretary shall report accordingly to the annual general meeting and the chairperson shall declare such persons duly elected provided that if all the existing vacancies are not filled by that declaration the remaining vacancies shall be filled by the Board as casual vacancies under sub-rule 9.5.
- 9.10 If the number of persons seeking election to the Board exceeds the number of existing vacancies the meeting shall elect a returning officer, being a member who is not a

candidate for office, who shall conduct an election of the required number of persons to fill the vacancies by ballot.

## **10. Casual Vacancy on Board**

10.1 The office of Board member shall become vacant if a Board member:

- (a) dies;
- (b) resigns;
- (c) is disqualified by the Act;
- (d) is expelled under these rules;
- (e) is permanently incapacitated by ill health; or
- (f) is absent without an acceptable reason for more than three consecutive Board meetings, or more than three Board meetings in a financial year.

## **11. Proceedings of Board**

11.1 The Board shall meet at least quarterly for the dispatch of business and at intervals as determined by the Board.

11.2 Questions arising at any meeting shall be decided by majority of votes, and in the event of equality of votes question shall be resolved in the negative.

11.3 A quorum for a meeting of the Board consists of half the total number of the Board plus one and no business may be transacted at a meeting unless a quorum is present.

11.4 The Board may pass resolutions outside scheduled Board Meetings if necessary for the conduct of the Association's business. Written notice must be given to Board Members of any resolution of the Board proposed to be passed in this manner. Resolutions passed in this manner must be agreed to by a majority of Board Members and must be noted by Board Members at the next Board Meeting.

11.5 A member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.

## **12. Finance**

12.1 The financial year of the Association shall be from the 1<sup>st</sup> of July until the 30<sup>th</sup> June in the succeeding calendar year..

12.2 The income and property of the Association howsoever derived and held shall be applied solely to the promotion of the objects of the Association and no such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, profit or gain to any member or unfinancial member of the Association provided that nothing herein shall prevent the payment to any such member of:

- (a) reasonable remuneration for rendering service approved by the Board;
- (b) reimbursement of authorised out of pocket expenses; or
- (c) interest on money lent or rent for premises demised or let to the Association by such member.

12.3 The Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may be determined by the Board from time to time.

12.4 Subject to Section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

12.5 Unless otherwise determined by an annual general meeting or a special general meeting, the Board shall have delegated authority to exercise the powers of the Association set out in sub-rule 4.1.

- 12.6 Each account with a bank or other financial institution established by, or with the authority of, the Board shall include in its designated name the words "Foundation Daw Park Incorporated" and shall be operated only as authorised by the Board provided that each operating instrument in respect of such accounts, other than in relation to deposits, shall be signed by not less than two persons nominated by the Board.

### **13. Officers' Indemnity**

- 13.1 Any officer shall be indemnified out to the assets of the Association against all losses and other liabilities incurred by such officer in the execution or attempted execution or as a consequence of the failure to exercise any of the authorities, power, duties and discretion's hereof or otherwise by virtue of being an officer of the Association PROVIDED HOWEVER THAT:
- (a) An officer shall not be entitled to be indemnified for any such loss or liability directly attributable to:
    - (i) The personal dishonesty of the officer; or
    - (ii) The wilful commission by the officer of an act known by such officer to be a breach of his/her obligations hereunder.
  - (b) No officer shall be bound by or under any obligation whatsoever to take any proceedings against any other officer of the Association for any alleged breach of duty committed by such an officer.
- 13.2 For the purposes of this Rule "officer" shall mean any member of the Board or any person appointed pursuant to Rule 9.2.

### **14. Rules**

- 14.1 These rules may be amended (including change of name) or rescinded and replaced by other rules at an annual general meeting or a special general meeting subject to compliance with the following procedures:
- (a) proposal for amendment or replacement of rules shall first be considered by the Board and, if the Board recommends adoption of the said proposal, its report and recommendations shall be submitted to the next annual general meeting or to a prior special general meeting as a special resolution;
  - (b) if any such proposal is referred to the Board for consideration, whether by a general meeting or by a member, and the Board does not recommend adoption of the proposal the Board shall report accordingly to a general meeting or to the member who submitted the proposal; and
  - (c) if such a proposal is specified as the purpose for a special general meeting in a requisition served on the Board pursuant to sub-rule 15.3 the said requisition shall be invalid unless the proposal has been first referred to the Board and the Board has not recommended adoption of the proposal or has recommended adoption but has failed to report the proposal as required by paragraph (a) or this sub-rule.
- 14.2 Any amendment or replacement of these rules accepted as a special resolution by an annual general meeting or a special meeting shall;
- (a) come into force at the rising of such meeting unless the meeting determines that such amendment or replacement shall come into force at some specified date; and
  - (b) be registered with the Corporate Affairs Commission as required by the Act.
- 14.3 These rules, as amended from time to time in accordance with these rules, shall bind the Association and every member to the same extent as if each member had signed and sealed them and agreed to be bound by all the provisions thereof.

### **15. The Seal**

- 15.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 15.2 The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairman and the Secretary.
- 15.3 The seal shall be kept in the custody of the Secretary or such other person, as the Board shall from time to time decide.

## **16. Meetings**

- 16.1 The Board may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with sub-rule 16.2.
- 16.2 The annual general meeting shall be held within five months after the end of the Association's financial year.
- 16.3 Upon a requisition in writing of not less than 10% of the total number of members of the Association the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 16.4 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 16.5 If a special general meeting is not convened within one month as required by sub-rule 16.3 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 meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 16.6 Subject to sub-rule 16.7 at least fourteen days' 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 and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors and Board members (if required), and any other business requiring consideration of the Association in general meeting.
- 16.7 Notice of Special General Meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 16.8 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- 16.9 Where 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.

## **17. Proceedings at Meetings**

- 17.1 One quarter of members present in person or by proxy shall constitute a quorum at any general meeting.
- 17.2 If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

- 17.3 The Chairman of the Board or if there shall be no Chairman, then the Deputy Chairman of the Board or in their absence, or in their declining to take, or retiring from the chair, one of the Board members chosen by meeting shall preside as chairperson at every general meeting of the Association.
- 17.4 If there is no such chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.
- 17.5 The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 17.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll demanded by a conclusive evidence of the fact, without proof of the number of proportions of the votes recorded in favour of, or against, the resolution.
- 17.8 If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three-quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 17.9 A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

## **18. Minutes**

- 18.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 18.2 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 18.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **19. Voting Rights**

- 19.1 Subject to these rules each member present in person or by proxy shall be entitled to one vote.
- 19.2 A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

## **20. Proxies**

- 20.1 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and to attend and vote at any meeting of the Association.

**21. Accounts**

- 21.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

**22. Winding Up**

- 22.1 The Association shall not be dissolved except by special resolution adopted by a Special General Meeting by not less than 75% of the Members present or by proxy.
- 22.2 If upon dissolution of the Association there remain any assets, after the liabilities of the Association have been discharged and the costs and expenses of the winding up have been paid, the same shall not be paid to, transferred or distributed among the remaining members of the Association or any of them or any former members but shall be transferred to one or more other non-profit associations with objects similar to those of the Association the constitution of which prohibits the distribution of assets among its members or, alternatively in the absence of such other association shall be given or transferred to a non-profit fund or institution established for charitable purposes provided that the recipient of the said assets of the association shall be determined in accordance with this rule by the Board which shall have regard also to the views of the Consultative Council of Ex-service Organisations (SA) and such other representative of the veteran community as considered appropriate but shall not be bound by such views.