

**CONSTITUTION**

**of the**

**Haemophilia Foundation**

**Queensland Inc.**

Dated this 16th Day of October, 2018 at Brisbane in the State of Queensland.

## **HAEMOPHILIA FOUNDATION QUEENSLAND INC.**

1. The name of the incorporated association shall be Haemophilia Foundation Queensland Inc., (in these Rules called “the Association”) incorporated in accordance with the provisions of the Associations Incorporation Act 1981 (Qld) (in these Rules called “the Act”)

### **OBJECTS**

2. The objects for which the Association is established are:-
  - (i) To promote the welfare and provide financial assistance where appropriate, to people living with Haemophilia and other inherited bleeding disorders, their carers and families;
  - (ii) To provide up-to-date resources including literature, regular newsletters and other materials on Haemophilia and other inherited bleeding disorders for the guidance and education of both the Haemophilia and other inherited bleeding disorders community as well as the wider community;
  - (iii) To assist with the provision of special appliances, equipment and other assistance for people living with Haemophilia and other inherited bleeding disorders;
  - (iv) To liaise with and support the Haemophilia Foundation Australia and Haemophilia Treatment Centres and other organisations involved in the welfare, treatment and care of people living with Haemophilia and other inherited bleeding disorders;
  - (v) To liaise with Government and community organisations about the needs of people living with Haemophilia and other inherited bleeding disorders, and their associated issues;
  - (vi) Enhance and encourage the continued independence, wellbeing and collegiality of people living with Haemophilia and other inherited bleeding disorders, their carers and families;
  - (vii) Advocate on behalf of the people living with Haemophilia and other inherited bleeding disorders, their carers and families.

### **POWERS**

3. Solely in furtherance of the objects of the Association the powers of the Association are:-
  - (i) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 29 (10);
  - (ii) to buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid, for the members of the Association or persons frequenting the Association’s premises or using the Association’s services;
  - (iii) To purchase, sell, take on lease or in exchange, hire and otherwise acquire or deal with any interest in lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. Provided

that if the Association takes or holds any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by law having regard to such trusts;

- (iv) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the Powers of the Association, to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concession;
- (v) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (vi) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (vii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance development, working management, carrying out, alteration or control thereof;
- (viii) To invest and deal with money of the Association not immediately required in such manner as may from time to time as the Association considers appropriate, subject where applicable to Regulation 32 (14) OF "Collection Regulations Act 1975".
- (ix) To take, or otherwise acquire, and hold, transfer, sell, or otherwise deal with shares, debentures or other securities of any company or body corporate;
- (x) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise assist any person or body corporate;
- (xi) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (xii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (xiii) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (xiv) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association;

- (xv) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subjects to the Proviso in sub-rule (4);
- (xvi) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (xvii) To print and publish whether in electronic form or hard copy any materials, newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (xviii) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 29 (10);
- (xix) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- (xx) In furtherance of the objects of the Association to transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- (xxi) To make donations for patriotic, charitable or community purposes;
- (xxii) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **CLASSES OF MEMBERS**

- 4. The number of members in each class, shall be unlimited.
- 5. Membership shall comprise of the following categories;
  - (i) Ordinary Members
    - i. People living with Haemophilia and other inherited bleeding disorders;
    - ii. Parents, other family members, partners and friends of people living with Haemophilia and other inherited bleeding disorders;
    - iii. Other interested persons who shall be accepted for membership by the Board
  - (ii) Associate Members
    - i. Associate membership may be conferred by the Board upon any person making a donation of not less than twenty dollars (\$20.00) for families, or twenty-five dollars (\$25.00) for Professionals and Health Providers, to the Foundation, or contributing materially to the Foundation in any way.
    - ii. Associate members do not have voting rights.
  - (iii) Life Members
 

Life membership may be conferred upon recommendation by the board at a general meeting:

- i. by majority vote by the Board, on any person who has contributed by research, medical knowledge, or outstanding service to the aims of the Foundation; provided that not more than one (1) person be admitted under this section (Section (ii) Life Membership in any one year).
- ii. Life members do not have voting rights unless they are financial ordinary members.

#### **MEMBERSHIP**

- 6.
  - (i) Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for the membership shall be made in writing, signed by the applicant and their proposer and seconder and shall be in such form as the Board from time to time prescribes.

#### **MEMBERSHIP FEE**

- 7.
  - (i) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
  - (ii) The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine

#### **ADMISSION AND REJECTION OF MEMBERS**

- 8.
  - (i) The Board must consider an application for membership at the next meeting of the Management Board held after it receives:
    - i. the application, and
    - ii. the appropriate membership fee for the application.
  - (ii) The Board must decide at the meeting whether to accept or reject the application.
  - (iii) If a majority of the Board members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership stated on the application.
  - (iv) The Secretary of the association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

#### **TERMINATION OF MEMBERSHIP**

- 9.
  - (i) A member may resign from the Association at any such time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
  - (ii) If a member:-
    - i. is convicted of any indictable offence: or

- ii. fails to comply with any of the provisions of these Rules: or
- iii. has membership fees in arrears for a period of two (2) months or more: or
- iv. wilfully and with callous disregard conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- v. Does not adhere to Haemophilia Foundation Queensland policy

The Board shall consider whether their membership shall be terminated.

- (iii) The member concerned shall be given a full and fair opportunity of presenting their case and if the Board resolves to terminate their membership it shall instruct the Secretary to advise the member in writing accordingly.
- (iv) Any Board member who ceases to be a member of the Association, is immediately disqualified from being a Board member.

#### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

10.

- (i) A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Board.
- (ii) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three (3) months of the date of receipt by them of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their cases and the Board or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- (iii) Where a person whose application is rejected, does not appeal against the decision of the Board within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amounts of any fee paid.

#### **REGISTER OF MEMBERS**

11.

- (i) The Board shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (ii) Particulars shall be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board or the members at any general meeting may require from time to time.
- (iii) The Register shall be open for inspection to all reasonable times by any member who previously applies to the Secretary for such inspection. However, subject to any laws to the contrary, the Secretary may at his or her discretion, limit the member's access to exclude the personal details of other members.

## **MEMBERSHIP OF BOARD**

12.

- (i) The Board of the Association shall consist of a President, Vice-President, Secretary, Treasurer, all of whom shall be members of the Association. The maximum number of members to be elected shall be eleven.
- (ii) At the annual general meeting of the Association, all the members of the Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (iii) The elections of officers and other members of the Board shall take place in the following manner:-
  - i. A financial member of the Association shall be at liberty to nominate to serve as an office or other member of the Board, provided that such member is over 18 years of age and not ineligible under s61A of the Act;
  - ii. The nomination, which shall be in writing and signed by the member nominating and their proposer and seconder who are also members of the Association, shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;
  - iii. A list of the candidates' names in alphabetical order, with the proposers' and seconders' names can be requested from the Secretary at least seven (7) days immediately preceding the annual general meeting.
  - iv. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies, provided that each member may cast only a single vote for each candidate;
  - v. Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, the meeting will be adjourned for one month allowing time for nominations to be sought.

13.

- (i) Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (ii) A member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by vote of the members present at such a general meeting.

## **VACANCIES OF BOARD**

14.

- (i) The Board shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Board until the next annual general meeting.
- (ii) The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their numbers are reduced below the number fixed by or pursuant to these Rules as necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

## **FUNCTIONS OF THE BOARD**

15.

- (i) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Board:-
  - i. shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - ii. shall have authority to interpret the meaning of these Rules and any matter relating to the Association of which these Rules are silent.
- (ii) The Board may exercise all the powers of the Association:-
  - i. to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment of performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and
  - ii. to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
  - iii. to invest in such manner as the members of the Association may from time to time determine.

## **MEETING OF BOARD**

16.

- (i) The Board shall meet at least eleven times a year to exercise its functions.
- (ii) A special meeting of the Board shall be convened by the Secretary on the requisition in writing (or Email) signed (or replied via Email) by not less than one-third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (iii) At every meeting of the Board, a simple majority of a number equal to the number of members elected and/or appointed to the Board as at the close of the last general meeting of the members, shall constitute a quorum.
- (iv) Subject as previously provided in the rule, the Board may meet together and regulate its proceedings as it thinks fit. Provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (v) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereat, and if they do so vote their vote shall not be counted.
- (vi) Not less than fourteen (14) days notice shall be given by the Secretary to members of the Board of any special meeting of the Management Board. Such notice shall clearly state the nature of the business to be discussed thereat.



- (vii) The President shall preside as chairperson at every meeting of the Board, or if there is no President, or if at any meeting they are not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting, then the members may choose one (1) of their number to be Chairperson of the Meeting.
- (viii) If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition members of the Management Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Management Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

17.

- (i) The Management Board may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- (ii) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be a Chairperson of the meeting.
- (iii) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of a quality of votes the question shall be deemed to be decided in the negative.

18.

- (i) All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

19.

- (i) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.
- (ii) Where the Board or any sub-committee makes a decision to exercise its powers by written correspondence but does not pass a resolution in writing, the decision must be tabled and ratified at the next Board meeting.
- (iii) Any resolution in writing, notice in writing, requisition in writing or written correspondence referred to under these Rules, may be delivered by hand, post or electronic means including facsimile or email transmission. For this purpose, the Association is entitled to assume that each member has notified and will keep notified the Association of his or her current contact details.

## ANNUAL GENERAL OR GENERAL MEETINGS

20.

- (i) The Annual General Meetings shall be held within six months of the end of the Association's financial year

21.

- (i) The business to be transacted at every annual general meeting shall be:-
  - i. the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
  - ii. the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - iii. the election of members of the Board; and
  - iv. the appointment of an auditor.
  - v. Set the membership fees for the following year

22.

The Secretary shall convene a special general meeting:

- (i) When directed to do so by the Board; or
- (ii) On the requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of ordinary members of the Association which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such general meeting is being convened and the nature of the business to be transacted thereat; or
- (iii) On being given notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.

23.

- (i) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board plus one.
- (ii) 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. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (iii) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of member of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half and hour from the time appointed for the meeting the members present shall e a quorum.
- (iv) The Chairperson may, with the consent of any 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 meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (v) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting save as a foresaid it shall not be necessary to

give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

24.

- (i) The Secretary shall convene all general meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.
- (ii) The manner by which such notice shall be given shall be determined by the Board. Provided that notice if any meeting convened for the purpose of hearing and determining the appeal of a member against the refection or termination of their membership by the Management Board, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

25.

Unless otherwise provided by these Rules, at every general meeting:-

- (i) the President shall preside as Chairperson, or if there is no President, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their numbers to be Chairperson of the meeting;
- (ii) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (iii) every question, matter or resolution shall be decided by a majority of votes of the members present;
- (iv) every member present shall be entitled to one (1) vote and in the case of an equality of votes the Chairperson shall have a second or casting vote. Provided that no member shall be entitled to vote at any general meeting if their annual subscription is than one (1) month in arrears at the date of the meeting;
- (v) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two (2) members to conduct the secret ballot in such a manner as they shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (vi) the instrument appointing a proxy shall be in writing, in the form set out below, under the hand of the appointer or of their attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or joint in demanding a secret ballot;
- (vii) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

-----  
HFQ Proxy Voting Form.

I, \_\_\_\_\_ of \_\_\_\_\_,  
being a member of Haemophilia Foundation Queensland Inc., hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_,  
failing them \_\_\_\_\_ of \_\_\_\_\_,  
as my proxy to vote for me on my behalf at the (Annual) general meeting of the Association,  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment  
thereof. If not indicated above, I appoint the chair of the AGM as my proxy.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Signature

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Signature of Witness

Address \_\_\_\_\_

**Instructions on how my proxy is to vote on any issues raised at the AGM**

PLEASE NOTE: If left blank, voting decisions will be at my proxy's discretion.

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- (viii) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person name in the instrument proposes to vote; and
  - (ix) the Secretary shall cause full and accurate minutes of all questions, matter, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by a financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting; Provided that the minutes of any general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

### **BY-LAWS**

- 26.
- (i) The Board may from time to time make, amend or repeal By-Laws and Policies or Procedures, which are consistent with these Rules, for the internal management of the Association and these By-Laws will be made available to members on request
  - (ii) Bi-Laws, Policies & Procedures are important to clarify and reinforce expected standards of the Association and defines what is acceptable and unacceptable. They also demonstrate the organisation is operating in an efficient and businesslike manner with consistency and stability. HFQ Bi-laws, Policies and Procedures shall be reviewed regularly by the board and any Bi-law, Policy or procedure may be modified or set aside by the board; or by a general meeting of members.

### **ALTERATION OF RULES**

- 27.
- (i) Subject to the provisions of the “Associations Incorporation Act 1981”, these Rules may be amended, rescinded, or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment, revision or addition shall be valid unless the same shall have been previously submitted to and approved by the Honourable Minister for Justice and Attorney-General, Brisbane.

### **COMMON SEAL**

- 28.
- (i) The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

### **FUNDS AND ACCOUNTS**

- 29.
- (i) The funds of the Association shall be banked in the name of the Association in such bank as the Board may from time to time direct.
  - (ii) Proper books and accounts shall be kept and maintained either in writing or printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
  - (iii) All moneys shall be banked as soon as practicable after receipt thereof.
  - (iv) All amounts of twenty dollars or over shall be paid by cheque, electronic funds transfer or debit card, authorised by any two (2) of the President, Secretary, Treasurer or, any one(1) of three(3) other authorised Board members.
  - (v) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.

- (vi) The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- (vii) All expenditure shall be approved or ratified at a Board meeting.
- (viii) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:-
  - i. the income and expenditure for the financial year just ended: and
  - ii. the assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (ix) All such statement shall be examined by the Auditor, who shall present their report upon such audit to the Secretary prior to the holding of annual general meeting next following the financial year in respect of which such audit was made.
- (x) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for the premises demised or let to the Association.

#### **DOCUMENTS**

- 30.
  - (i) The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### **FINANCIAL YEAR**

- 31.
  - (i) The financial Year of the Association shall close 30th June in each year.

#### **DISSOLUTION**

- 32.
  - (i) The organisation shall be dissolved:-
    - i. if the membership is less than three (3) persons; or
    - ii. if a resolution to that effect is carried by a vote of a three-fourths majority of the financial members present at a general meeting convened to consider the question.

The property and other assets of the organisation remaining after the payment of all expenses and other expenses and other liabilities shall be handed over to some other organisation or organisations (having similar objects or in part similar objects) and exempted under the provisions of Section 78

(1) (a) of the Income Tax Assessment Act as the majority of members present as such general meeting, by resolution, may decide.

Signed By:  
PRESIDENT \_\_\_\_\_



Signed By:  
SECRETARY \_\_\_\_\_



This is the Common Seal of The Haemophilia Foundation Queensland Inc.



Dated this 16th Day of October, 2018  
At Brisbane in the State of Queensland.

Witnessed By:

JUSTICE OF THE PEACE \_\_\_\_\_