

CONSTITUTION
OF
QUEENSLAND AND NORTHERN NEW SOUTH WALES
LIONS MEDICAL RESEARCH FOUNDATION

Australian Company Number (ACN) 009 946 481
a company limited by guarantee

Registered as a charity (ACNC) 03 Dec 2012

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Preliminary

1. Name of the Company

The name of the Company is Queensland and Northern New South Wales Lions Medical Research Foundation (the Company).

2. Type of Company

The Company is a not-for-profit public Company limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$20.00 (the guarantee) to the property of the Company if the Company is wound up while the member is a member, or within twelve (12) months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 81 and 83.

Charitable purposes and powers

6. Objects

The Company's objects are to pursue the following charitable purpose(s):

- (a) To promote research and investigation with respect to the causation, prevention, diagnoses, testing and treatment of diseases of mankind at university teaching and/or research hospitals or facilities.
- (b) To provide funds, equipment, facilities and other assistance for research into diseases of mankind.
- (c) To stimulate a continuing program of research into, and to prevent the occurrence of, diseases of mankind.
- (d) To obtain monies by means of grants, promises, gifts, bequests or by any other lawful means and to invest any money so obtained and hold investments of the same in the name of the Company, this includes the ability to seek to monetise where possible and lawful to do so, to the benefit of the Company, the outcomes of successful research the Company has sponsored.

7. Powers

Subject to clause 8, the Company has the following powers, which may only be used to carry out its objects set out in clause 6

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

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8. Not-for-profit status

- 8.1 The assets and income of the Company shall be applied solely in the furtherance of the aforementioned Clause 6. Objects. The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 80.
- 8.2 Clause 8.1 does not stop the Company from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company, or
 - (b) making a payment to a member to carry out the Company's charitable objects on its behalf as approved by the Directors.

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a special resolution.
- 9.2 The members must not pass a special resolution that amends this constitution if passing it causes the Company to no longer be a charity.

Members

10. Membership and register of members

- 10.1 The members who are eligible for membership of the Company include
- (a) all duly chartered and incorporated Lions Clubs within Lions International Multiple District 201 "Q" Districts that are in existence from time to time; and
 - (b) any other duly chartered and incorporated Lions Club which is within the Lions International Multiple District 201 that the Directors allow to be a member, in accordance with this constitution.
- 10.2 The Company must establish and maintain a register of members. The register of members must be kept by the Secretary and must contain:
- (a) for each current member:
 - i. full name of club
 - ii. postal address
 - iii. any address for the service of notices nominated by the member, and
 - iv. date the member was entered on to the register.
 - (b) for each Lions Club which stopped being a member in the last seven (7) years:
 - i. full name of club
 - ii. postal address
 - iii. any address for the service of notices nominated by the member, and
 - iv. dates the membership started and ended.
- 10.3 The Company must give current members access to the register of members.
- 10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

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11. How to become a member

- 11.1 A Lions club which, prior to the commencement of this constitution, is already a duly chartered and incorporated Lions Club within the "Q" district, will be considered a member of the Company.
- 11.2 A Lions Club which is eligible for membership under clause 10.1, will become a member of the Company after completion and lodgement of a document (form) with the Secretary stating that they:
- (a) consent to becoming a member
 - (b) support the purpose(s) of the Company, and
 - (c) agree to comply with the Company's constitution, including paying the guarantee under clause 4 if required.

12. When a Lions Club becomes a member

An applicant will become a member when they are entered on the register of members.

13. When a Lions Club stops being a member

A Lions Club immediately stops being a member if they:

- (a) are wound up or otherwise dissolved or deregistered as a Lions Club;
- (b) resign, by notice in writing to the Secretary
- (c) are expelled under clause 16, or
- (d) have not responded within three (3) months to a written request from the Secretary that they confirm in writing that they want to remain a member.

14. Representatives of Members

- 14.1 Each member must appoint a representative to represent the member at meetings and to sign circular resolutions under clause 31. The representative appointed under this clause may be the same individual or a different individual to the person appointed or elected as Director by the members pursuant to clause 39.
- 14.2 The representative for each Lions Club member pursuant to clause 14.1 will be:
- (a) The President of the Lions Club member for the time being; or
 - (b) If there is no President of the Lions Club member willing or able to act as the member representative, then the Vice President of the Lions Club member; or
 - (c) If there is no Vice President of the Lions Club member willing or able to act as the member representative, then the Secretary of the Lions Club member; or
 - (d) If there is no Secretary of the Lions Club member willing or able to act as the member representative, then the Lions Club member Treasurer; or
 - (e) If there is no Treasurer of the Lions Club member willing or able to act as the member representative, then the person appointed at a general meeting of the Lions Club member to act as the member's representative, who must be a Lion in good standing.
- 14.3 The appointment of a representative by a member must:
- (a) be in writing
 - (b) include the name of the representative
 - (c) be signed on behalf of the member, and
 - (d) be given to the Company or, for representation at a meeting, be given to the Chairperson before the meeting starts.

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- 14.4 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 14.5 The appointment may be standing (ongoing).

Dispute resolution and disciplinary procedures

15. Dispute resolution

- 15.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or Director and:
 - (a) one or more members
 - (b) one or more Directors, or
 - (c) the Company.
- 15.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 15.3 Those involved in the dispute must try to resolve it between themselves within fourteen (14) days of knowing about it.
- 15.4 If those involved in the dispute do not resolve it under clause 15.3, they must within ten (10) days:
 - (a) tell the Directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 15.5 The mediator must:
 - (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the Directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state of Queensland.
- 15.6 A mediator chosen by the Directors under clause 15.5(b)(i):
 - (a) may be associated with a member or former member of the Company
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 15.7 When conducting the mediation, the mediator must:
 - (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.
- 15.8 The parties to the dispute are responsible in equal shares for the costs payable to the mediator in connection with the mediation including incidental costs of the mediation (such as room hire). Each party is otherwise responsible for its own costs in respect of the mediation, such as preparation, legal, consultant's and travel costs.

16. Disciplining members

- 16.1 In accordance with this clause, the Directors may resolve to warn, suspend or expel a member from the Company if the Directors consider that:

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- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- 16.2 At least fourteen (14) days before the Directors' meeting at which a resolution under clause 16.1 will be considered, the Secretary must notify the member in writing:
 - (a) that the Directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a Directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the Directors, and details of how to do so.
- 16.3 Before the Directors pass any resolution under clause 16.1, the member must be given a chance to explain or defend themselves by:
 - (a) sending the Directors a written explanation before that Directors' meeting, and/or
 - (b) speaking at the meeting.
- 16.4 After considering any explanation under clause 16.3, the Directors may:
 - (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than twelve (12) months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause), or
 - (f) require the matter to be determined at a general meeting.
- 16.5 The Directors cannot fine a member.
- 16.6 The Secretary must give written notice to the member of the decision under clause 16.4 as soon as possible.
- 16.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 16.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

17. General meetings called by Directors

- 17.1 If members with at least one-third (1/3) of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the Directors must:
 - (a) within twenty-one (21) days of the members' request, give all members notice of a general meeting, and
 - (b) hold the general meeting within two (2) months of the members' request.
- 17.2 The percentage of votes that members have (in clause 17.1) is to be worked out as at midnight before the members request the meeting.
- 17.3 The members who make the request for a general meeting must:

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- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the Company.
- 17.4 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- 17.5 The Directors may call a general meeting of the Company at any time.

18. General meetings called by members

- 18.1 If the Directors do not call the meeting within twenty-one (21) days of being requested under clause 17.1, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 18.2 To call and hold a meeting under clause 18.1 the members must:
- (a) as far as possible, follow the procedures for general meetings set out in this constitution
 - (b) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost, and
 - (c) hold the general meeting within three (3) months after the request was given to the Company.
- 18.3 The Company must pay the members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

19. Annual general meeting

- 19.1 A general meeting, called the annual general meeting, must be held at least once in every calendar year not later than the thirtieth day of November.
- 19.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting must include:
- (a) a review of the Company's activities
 - (b) a review of the Company's finances
 - (c) any auditor's report
 - (d) the election of Directors, and
 - (e) the appointment and payment of auditors, if any.
- 19.3 Before or at the annual general meeting, the Directors must give information to the members on the Company's activities and finances during the period since the last annual general meeting.
- 19.4 The Chairperson of the annual general meeting must give members a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

20. Special Meetings

- 20.1 Special meetings of the members may be called by the Board or by the Chairperson or by one-third of the members of the Company.
- 20.2 At a special meeting of the members, each member Lions Club shall be represented by the member representative appointed by each member club pursuant to clause 14 and that member representative shall be entitled to vote at a special meeting.

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21. Notice of general and special meetings

- 21.1 Notice of a general meeting and special meeting must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each Director, and
 - (c) the auditor (if any).
- 21.2 Notice of a general meeting and special meeting must be provided in writing at least twenty-one (21) days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than twenty-one (21) days before the meeting if:
- (a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
 - (b) for any other general meeting or special meeting members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than twenty-one (21) days before the meeting if a resolution will be moved to:
- (a) remove a Director
 - (b) appoint a Director in order to replace a Director who was removed, or
 - (c) remove an auditor.
- 21.5 Notice of a general and special meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution
- 21.6 If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the adjourned meeting.

22. Quorum at general meetings

- 22.1 Subject to paragraph 24, for a general meeting to be held, at least nine (9) members (a quorum) must be present (by representative) for the whole meeting. When determining whether a quorum is present, an attendee may only be counted once (even if that attendee is a representative of more than one member).
- 22.2 No business may be conducted at a general meeting if a quorum is not present.
- 22.3 If there is no quorum present within thirty (30) minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the Chairperson specifies. If the Chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 22.4 If no quorum is present at the resumed meeting within thirty (30) minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1 The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

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The Company must give the auditor (if any) any communications relating to the general meeting that a member of the Company is entitled to receive.

24. Using technology to hold meetings

- 24.1 The Company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 24.2 Anyone using this technology is taken to be present in person at the meeting.

25. Chairperson for general meetings

- 25.1 The elected Chairperson is entitled to chair general meetings.
- 25.2 The members present and entitled to vote at a general meeting may choose a Director or member to be the Chairperson for that meeting if:
- (a) there is no elected Chairperson, or
 - (b) the elected Chairperson is not present within thirty (30) minutes after the starting time set for the meeting, or
 - (c) the elected Chairperson is present but says they do not wish to act as Chairperson of the meeting.

26. Role of the Chairperson

- 26.1 The Chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 26.2 The Chairperson does not have the casting vote at a general meeting.

27. Adjournment of meetings

- 27.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the Chairperson to adjourn it.
- 27.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

28. Members' resolutions and statements

- 28.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the Company of a resolution they propose to move at a general meeting (members' resolution), and/or
 - (b) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
- 28.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 28.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 28.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 28.5 The percentage of votes that members have (as described in clause 28.1) is to be worked out as at midnight before the request or notice is given to the Company.

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- 28.6 If the Company has been given notice of a members' resolution under clause 28.1(a), the resolution must be considered at the next general meeting.
- 28.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

29. Company must give notice of proposed resolution or distribute statement

- 29.1 If the Company has been given a notice or request under clause 28:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Company's cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the Company will pay these expenses.
- 29.2 The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
 - (b) the Directors consider it may be defamatory
 - (c) clause 29.1(b) applies, and the members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

30. Passing members' resolutions

A member's resolution must be passed by a majority of the votes cast by members present and entitled to vote on the resolution.

31. Circular resolutions of members

- 31.1 Subject to clause 31.3, the Directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 31.2 The Directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a Director or remove a Director
 - (b) for passing a special resolution, or
 - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 31.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.

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- 31.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The Company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general and special meetings

32. How many votes a member has

Each member has one vote.

33. Challenge to a member's right to vote

- 33.1 A member or the Chairperson may only challenge a member's right to vote at a general meeting at that meeting.
- 33.2 If a challenge is made under clause 33.1, the Chairperson must decide whether or not the member may vote. The Chairperson's decision is final.

34. Effect of a Poll on Voting

- 34.1 At any general and/or special meeting a resolution put to the vote of the meeting shall be decided on the terms set out in clause 35 unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) By the Chairperson of the meeting; or
 - (b) By at least three Directors present in person.

35. How voting is carried out

- 35.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 35.2 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 35.3 Unless a poll is so demanded pursuant to clause 34, a declaration by the Chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the meeting minutes of the proceedings of the Company.
- 35.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

36. The result of a poll

- 36.1 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as a Chairperson of a meeting directs.
- 36.2 The result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson of a meeting or on a question of adjournment shall be taken forthwith.

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37. When and how a vote in writing must be held

- 37.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five members present
 - (b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the Chairperson.
- 37.2 A vote in writing must be taken when and how the Chairperson directs, unless clause 37.3 applies.
- 37.3 A vote in writing must be held immediately if it is demanded under clause 37.1:
- (a) for the election of a Chairperson under clause 25.2, or
 - (b) to decide whether to adjourn the meeting.
- 37.4 A demand for a vote in writing may be withdrawn.

Directors

38. Number of Directors

The Company must have at least eight (8) Directors (two per Lions “Q” District) and no more than ten (10) Directors.

39. Election and appointment of Directors

- 39.1 The members shall elect Directors by a resolution passed at the annual general meeting.
- 39.2 No earlier than (forty-five) 45 days before the annual general meeting, members of each “Q” District may nominate at least two (2) persons from within their District to be considered for election to the Board due to the retirement of a sitting Director or Directors in their District.
- 39.3 A person is eligible for election as a Director of the Company if they:
- (a) are an active member in good standing of a constituent member;
 - (b) give the Company their signed consent to act as a Director of the Company, and
 - (c) are not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 39.4 The members shall vote to elect Directors in the following manner:
- (a) Votes will be cast for each nominated person from a particular “Q” district and the nominee who receives the highest number of votes shall be appointed as a Director to represent that District.
 - (b) Separate votes will be carried out for each “Q” District by the members at the annual general meeting, until the Company has at least two (2) elected Directors from each District.
 - (c) Voting must be carried out in the manner set out in clause 35.

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- 39.5 The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director, provided the total number of Directors does not exceed the maximum number under Clause 38, if that person:
- (a) is a member in good standing of a constituent member of the Company;
 - (b) gives the Company their signed consent to act as a Director of the Company, and
 - (c) is not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 39.6 Any Director appointed under 39.5 may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting in accordance with 39.2 and 39.3 above.
- 39.7 If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.
- 39.8 Secretary and Treasurer to be ex-officio Directors
- (a) The persons appointed by the Board as Secretary and Treasurer shall be ex-officio members of the Board but will have no voting rights.
 - (b) The Secretary and Treasurer may also be nominated as a representative Director for a particular "Q" district and are not required to be separate people.
- 39.9 Election of Chairperson and Deputy Chairperson
- The Directors must elect a Director as the Company's elected Chairperson and another Director as the Company's Deputy Chairperson each year at the annual Director's meeting.
- 40. Term of office**
- 40.1 Elected directors are appointed for two (2) three (3) year terms.
- 40.2 At each annual general meeting any Director appointed by the Directors to fill a casual vacancy or as an additional Director must retire, and any whose elected term has ended must retire.
- 40.3 An elected Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 40.4 An appointed Director's term of office starts from the date of appointment and ends at the end of the next annual general meeting of the Company and is then eligible for election at that meeting in accordance with 39.2 and 39.3 above.
- 40.5 A Director who retires under clause 40.2 may nominate for election or re-election, as the case may be, subject to clause 40.6.
- 40.6 Each Director shall not hold office for more than six (6) consecutive years.
- 40.7 A Director who has been elected or appointed, who has held office for a continuous period of six (6) years, may only be re-elected or re-appointed by a special resolution.

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41. When a Director stops being a Director

A Director stops being a Director if they:

- (a) give written notice of resignation as a Director to the Company
- (b) die
- (c) are removed as a Director by a resolution of the members
- (d) are a representative of a member, and that member stops being a member
- (e) are a representative of a member, and the member notifies the Company that the representative is no longer a representative
- (f) are absent for 3 consecutive Directors' meetings without approval from the Directors
- (g) are an ex-officio Director and cease to hold the relevant role to which their appointment as Director is tied;
- (h) becomes bankrupt or insolvent or compounds with his or her creditors or enters into a deed of arrangement for the benefit of his or her creditors
- (i) is convicted of any indictable offence
- (j) is a mentally sick person within the meaning of the Mental Health Act 1974 or any statutory modification or re-enactment thereof for the time being in force;
- (k) become ineligible to be a Director of the Company under the Corporations Act or the ACNC Act; or
- (l) upon retirement.
- (m) Has served six (6) continuous years as a Director.

Powers of Directors

42. Powers of Directors

- 42.1 The Directors are responsible for managing and directing the activities of the Company to achieve the objects set out in clause 6.
- 42.2 The Directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 42.3 The Directors must decide on the responsible financial management of the Company including:
 - (a) any suitable written delegations of power under clause 43, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 42.4 The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

43. Delegation of Directors' powers

- 43.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- 43.2 The delegation must be recorded in the Company's minute book.

44. Payments to Directors

- 44.1 The Company must not pay fees to a Director for acting as a Director.
- 44.2 The Company may:

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- (a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done, or
- (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

44.3 Any payment made under clause 44.2 must be approved by the Directors.

44.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this constitution.

45. Execution of documents

The Company may execute a document without using a common seal if the document is signed by:

- (a) two Directors of the Company, or
- (b) a Director and the Secretary.
- (c) Any document may be signed in counterparts.

Duties of Directors

46. Duties of Directors

The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company
- (b) to act in good faith in the best interests of the Company and to further the charitable objects of the Company set out in clause 6
- (c) not to misuse their position as a Director
- (d) not to misuse information they gain in their role as a Director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 47
- (f) to ensure that the financial affairs of the Company are managed responsibly, and
- (g) not to allow the Company to operate while it is insolvent.

47. Conflicts of interest

47.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

- (a) to the other Directors, or
- (b) if all of the Directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

47.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

47.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 47.4:

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- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

47.4 A Director may still be present and vote if:

- (a) their interest arises because they are a representative of a Lions Club member of the Company, and the other members have the same interest
- (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 77.4)
- (c) their interest relates to a payment by the Company under clause 77 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
- (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' meetings

48. When the Directors meet

The Directors may decide how often, where, when and how they meet but, in any event, not less than four (4) times per year and with at least one face-to-face meeting in the same room. One (1) of those meetings will be held within thirty (30) days of the annual general meeting of members, and will be referred to as the annual Director's meeting.

49. Calling Directors' meetings

- 49.1 A Director may call an unscheduled Directors' meeting by giving reasonable notice to all of the other Directors.
- 49.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

50. Chairperson for Directors' meetings

- 50.1 The elected Chairperson is entitled to chair Directors' meetings.
- 50.2 The Directors at a Directors' meeting may choose a Director to be the Chairperson for that meeting if the elected Chairperson is:
 - (a) not present within thirty (30) minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as Chairperson of the meeting.

51. Quorum at Directors' meetings

- 51.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than fifty (50) %) of Directors.

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51.2 A quorum must be present for the whole Directors' meeting.

52. Using technology to hold Directors' meetings

52.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors notwithstanding that at least one meeting per year will be face-to-face in the same room

52.2 The Directors' agreement may be a standing (ongoing) one reviewed and confirmed at each annual meeting held within sixty (60) days following the annual general meeting of the members.

52.3 A Director may only withdraw their consent within a reasonable period before the meeting

52.4 All resolutions whereby a meeting of the Directors is held by electronic or telephonic communication shall be evidenced in writing by a circular resolution in accordance with clauses 55.3 and 55.4 and the results of same shall be kept by the Secretary.

53. Onus of Identification

53.1 If a Director is to attend a Director's meeting by telephone or other electronic communication or transmission, the onus of identification shall be upon the Director not personally present.

53.2 His or her vote may be invalidated by the Chairperson in the event that positive identification cannot be determined.

54. Passing Directors' resolutions

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

55. Circular resolutions of Directors

55.1 The Directors may pass a circular resolution without a Directors' meeting being held.

55.2 A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.

55.3 Each Director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

55.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

55.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

Number, title and qualifications of officers

56. The Officers

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- 56.1 The Officers of the Company shall be the elected Chairperson, the elected Deputy Chairperson, a Secretary, a Treasurer and such additional Officers and assistant Officers as may be elected by the Board. For clarity, the term “officer” when used in this clause does not extend to the Directors of the Company.
- 56.2 Such additional Officers and assistant Officers shall have such authority and perform such duties as are prescribed from time to time by the Board when duly acting for the Board.
- 56.3 Not more than one (1) office particularised in paragraph 56.1 hereof shall be held by the same person but there shall be no preclusion of any Director voting on any resolution before the Board if that said Director is an officer of the Company.

57. Election of Officers

- 57.1 The Officers shall be elected by the Board at the general meeting of the Directors, this being the first meeting of the Board subsequent to the annual general meeting of members.
- 57.2 Each officer will hold office from the meeting at which he or she is elected

58. Removal and resignation of Officers

- 58.1 An officer may be removed by the affirmative vote of two-thirds of the entire Board, whenever, in its judgment, the best interests of the Company would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed
- 58.2 Any officer may resign at any time by giving written notice to the Board, or to the elected Chairperson or to the Secretary of the Company.
- 58.3 Resignation will take effect at the time specified in the notice and, unless tendered to take effect upon acceptance thereof, the acceptance of such resignation shall not be necessary to make it effective.

Chairperson

59. Appointment of Chairperson and Deputy Chairperson

- 59.1 The Chairperson and Deputy Chairperson shall be elected in accordance with clause 39.9.

60. Role of Chairperson

- 60.1 The Chairperson shall act as the chief executive officer of the Company, and shall, in general, supervise and control all of the business and affairs of the Company.
- 60.2 They shall preside at all meetings of the Board and shall have a casting vote on any resolution where the Board is deadlocked or equal in value to determine a resolution.
- 60.3 They shall be an ex-officio and voting member of all other committees, except where the constitution precludes same.
- 60.4 He or she shall see that all resolutions and directions of the Board are implemented.

61. Role of Deputy Chairperson

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- 61.1 The Deputy Chairperson shall assist the Chairperson in the supervision and control of all of the business and affairs of the Foundation.
- 61.2 In the absence of the Chairperson, the Deputy Chairperson shall preside at all meetings of the Board, and shall have the authority of the Chairperson in all matters.
- 61.3 The Deputy Chairperson shall perform all other duties incidental to the office of Deputy Chairperson, and shall perform such other duties as from time to time may be prescribed by the Board or the Chairperson.

Secretary

62. Appointment and role of Secretary

- 62.1 The Company must have at least one Secretary, who may also be a Director.
- 62.2 A Secretary must be appointed by the Board (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the Directors.
- 62.3 The Secretary is appointed for a period of three (3) years, at which time the position shall be advertised and the existing Secretary may apply.
- 62.4 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 62.5 The role of the Secretary includes:
 - (a) maintaining a register of the Company's members;
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Directors' meetings and circular resolutions;
 - (c) see that all notices are duly given in accordance with the provisions of this Constitution or as required by law; and
 - (d) in general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be prescribed by the Board or the Chairperson in the exercise of his or her powers.
- 62.1 If they are a Director as well, then they shall only be counted as one person. However, if they are not holding dual positions, then they do form part of the quorum but have no voting rights.

Treasurer

63. Appointment of Treasurer

- 63.1 The Board shall appoint any suitably qualified person to the Honorary position of Treasurer of the Company, who may also be a Director .
- 63.2 The Treasurer is appointed for a period of three (3) years, upon which the position shall be advertised and the existing Treasurer may reapply for the position
- 63.3 The Treasurer shall:

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- (a) have charge and custody of and be responsible for all funds and investments of the Company;
- (b) receive and give receipts for money due and payable for the Company from any source whatsoever and deposit all such money in the name of the Company in such banks, trust companies or other depositaries as shall be selected in accordance with this Constitution;
- (c) In general, perform all the duties as from time to time may be prescribed by the Board or the Chairperson in the exercise of his or her powers.

63.4 If they are a Director as well, then they shall only be counted as one person. However, if they are not holding dual positions, then they do form part of the quorum but have no voting rights.

Minutes and records

64. Minutes and records

- 64.1 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each general meeting, and
 - (d) a copy of a members' statement distributed to members under clause 29.
- 64.2 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of Directors.
- 64.3 To allow members to inspect the Company's records:
- (a) the Company must give a member access to the records set out in clause 64.1, and
 - (b) the Directors may authorise a member to inspect other records of the Company, including records referred to in clause 64.2 and clause 65.1.
- 64.4 The Directors must ensure that minutes of a general meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting, or
 - (b) the Chairperson of the next meeting.
- 64.5 The Directors must ensure that minutes of the passing of a circular resolution (of members or Directors) are signed by a Director within a reasonable time after the resolution is passed.
- 64.6 All minutes and records shall be kept by the Company until the expiration of any time limitations set out at law or under any applicable Act or Legislation.

65. Financial and related records

- 65.1 The Company must make and keep written financial records that:

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- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

65.2 The Company must also keep written records that correctly record its operations.

65.3 The Company must retain its records for at least seven (7) years.

65.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

66. Annual reports

66.1 The elected Chairperson and the Treasurer shall provide annually a general report on the business and finances of the Company of the preceding fiscal year, including financial statements for said fiscal year audited by a qualified auditor, such report shall be presented at the annual general meeting of the Company each year. A copy of such audited financial statements shall be made available to any member of the Company upon written request to the Board.

By-laws

67. By-laws

67.1 The Directors may pass a resolution to make and or amend by-laws to give effect to this constitution.

67.2 Members and Directors must comply with by-laws as if they were part of this constitution.

Notice

68. What is notice

68.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 69 to 71, unless specified otherwise.

69. Notice to the Company

Written notice or any communication under this constitution may be given to the Company, the Directors or the Secretary by:

- (a) delivering it to the Company's registered office, or
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address.

70. Notice to members

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- 70.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any), or
 - (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 70.2 If the Company does not have an address for the member, the Company is not required to give notice in person.

71. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 70.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

72. Company's financial year

The Company's financial year is from, 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

Money, gifts and funds

73. Deposits and Payments

- 73.1 All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or Officers or agent or agents of the Company in such manner as from time to time may be determined by the Board.
- 73.2 All receipts for donations or otherwise shall be accounted for and recorded by the Treasurer.

74. Loans

- 74.1 No loan shall be contracted on behalf of the Company, and no evidence of indebtedness shall be issued in its name unless authorised by a resolution of the Board; such authority may be general or confined to specific instances. No loan shall be made by the Company to any Director.

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75. Gifts

- 75.1 The elected Chairperson, the Deputy Chairperson, the Secretary or the Treasurer or any member of the Board may accept and receipt for, on behalf of the Company, any donation, gift, bequest or devise for the general objects, or for any special objects, of the Company.

76. Funds

- 76.1 The Board may establish one or more separate funds for the receipt of any contributions, gifts or devises made to the Company, outright or subject to conditions or limitations, where the Board has determined that the conditions or limitations are acceptable to the Company and consistent with the objects of the Company.
- 76.2 The Board may also establish one or more separate funds for the receipt of property conveyed to the Company in trust subject to directions and restrictions, where the Board has determined that the directions and restrictions are acceptable to the Company and consistent with the objects of the Company.

Indemnity, insurance and access

77. Indemnity

- 77.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company
- 77.2 In this clause 77, 'officer' means a Director, authorised agent, auditor, Secretary, Treasurer, Legal Advisor and other persons appointed by the Board as an officer of the Company and includes that officer after they have ceased to hold that office.
- 77.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 77.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 77.5 To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

78. Directors' access to documents

- 78.1 A Director has a right of access to the financial records of the Company at all reasonable times.
- 78.2 If the Directors agree, the Company must give a Director or former Director access to:

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- (a) certain documents, including documents provided for or available to the Directors, and
- (b) any other documents referred to in those documents.

Winding up

79. Surplus assets not to be distributed to members

If the Company is wound up by special resolution at a general meeting of the members (or by any other lawful means), any surplus assets must not be distributed to a member or a former member of the Company, unless that member or former member is a charity described in clause 80.

80. Distribution of surplus assets

- 80.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more Lions Foundations:
- (a) with charitable purpose(s) similar to, or inclusive of, the objects in clause 6, and
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- 80.2 If, at the date the Company is wound up, there are no existing Lions Foundations that comply with the requirements of clause 80.1(a) and (b), then the members may decide to distribute the surplus assets to any non-Lions charity or charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the objects in clause 6, and
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- 80.3 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

Definitions and interpretation

81. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Board means the board of Directors of the Company constituted by the Directors appointed pursuant to this constitution.

Company means the Company referred to in clause 1

constituent member means those Lions Clubs in the four (4) "Q" Districts known as Q1, Q2, Q3 and Q4 and in any other district making application and accepted by the Board

Corporations Act means the *Corporations Act 2001* (Cth)

day means calendar day

elected Chairperson means a person elected by the Directors to be the Company's Chairperson under clause 41.9.

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general meeting means a meeting of members and includes the annual general meeting, under clause 19.1

member means a constituent member of the Company being a chartered and incorporated Lions Club

month means calendar month

registered charity means a charity that is registered under the ACNC Act

registered office means the registered office of the Company from time to time.

special resolution means a resolution:

- i. of which notice has been given under clause 21.5(c), and
- ii. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution, and

surplus assets means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

82. Reading this constitution with the Corporations Act

- 82.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 82.2 While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 82.3 If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- 82.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

83. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).