



Queensland and Northern New South Wales
Lions Medical Research Foundation

CONSTITUTION

March 2012

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
CONSTITUTION**

- of -

**QUEENSLAND AND NORTHERN NEW SOUTH WALES
LIONS MEDICAL RESEARCH FOUNDATION**

1. The name of the company is **QUEENSLAND AND NORTHERN NEW SOUTH WALES LIONS MEDICAL RESEARCH FOUNDATION**.
2. The objects for which the company is established are:
 - (a) To promote research and investigation with respect to the causation, prevention, diagnosis and treatment of diseases of mankind at a university teaching and/or research hospital in the State of Queensland.
 - (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 moneys 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, the said moneys and investments constituted and being called "Queensland and Northern New South Wales Lions Medical Research Foundation".
 - (e) To make known and further the objects and activities of the company by the publication and distribution of papers, journals and other publications and by advertising in any medium or by any other means thought desirable and acceptable under the general code of ethics governing the medical profession and Lions Clubs International.
 - (f) To purchase, construct, take on lease (including on building lease) or in exchange, hire or otherwise acquire for the purposes of the company any real immovable, personal or movable property in any part of the world and in particular any lands, buildings, furniture and household effects, utensils, books, newspapers, periodicals, fittings, apparatus, appliances, conveniences and accommodation and as far as law applicable may from time to time allow to sell, demise, let (including on building lease), exchange, mortgage, grant easements or dispose of the same.
 - (g) To erect, maintain, improve and alter any buildings for the purpose of the company.
 - (h) To draw, make, accept, endorse and execute promissory notes, bills of exchange, cheques and other negotiable instruments.
 - (i) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by mortgage or by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the company both present and future and to purchase, redeem or pay off such securities.
 - (j) To invest and deal with the money of the company not immediately required in any securities authorised by law for the investment of trust funds.
 - (k) To hire and employ professional and other employees.

- (l) To pay all costs and expenses incidental to or in connection with the formation of the company whether of a preliminary nature or otherwise.
 - (m) To undertake and execute any trust which may seem to the company conducive to any of its objects, but shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - (n) To carry out all or any of the above objects in any part of the world.
 - (o) To do all such other things as are incidental or conducive to the attainments of the above objects.
3. The income and property of the company whensoever derived shall be applied solely toward the promotion of the objects of the company as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the company. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the company or to any member thereof in return for any services actually rendered to the company nor prevent payment of interest at a rate not exceeding the maximum rate charged for the time being and from time to time on overdrawn accounts aforesaid on money lent or reasonable and proper rent for premises demised or let by any member to the company, but no member of the Board or Governing Body of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the company to any member of such Board or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board or Governing Body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he or she may receive in respect of such payment.
4. No addition, alteration or amendment shall be made in the Constitution for the time being in force unless the same shall have been previously submitted to and approved by the Australian Securities and Investment Commission ('ASIC').
5. The liability of the members is limited.
6. Every constituent member of the company undertakes to contribute to the assets of the company in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the company contracted before the time at which he or she ceased to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding Twenty Dollars (\$20.00).
7. If upon the winding up or dissolution of the company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other Lions institution or institutions having objects similar to the objects of this company 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 is imposed on the company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and in default of any such determination by such Judge of the Supreme Court of Queensland or the Federal Court of Australia, as may have or may acquire jurisdiction in the matter and, if and so far as effect cannot be given to the foregoing provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the company and (subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being) shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined, and the correctness of the balance shall be ascertained by one or more properly qualified auditor or auditors.
9. Any contrary rule or regulation set out in the *Corporations Act 2001* (Cth) is hereby excluded subject to the enforceability of same.
10. The names, addresses and descriptions of the Original Subscribers to this Constitution are:

NAME	ADDRESS
Robert Edward Allen	16 Ashbourne Terrace, Labrador
Howard Clinch Waterman	21 Lawrence Road, Chermside
John Evanline Henley	136 McCullough Road, Sunnybank
Raymond Kingsley Phippard	91 Wyuna Road, Tweed Heads West
Maurice James Drake	132 Wardell Street, Dorrington
Rae Gabriel Strain	17 Reuben Street, Holland Park

11. The number of members with which the Foundation proposes to be registered is eight (8) members, but the Foundation may from time to time register an increase of members.

12. In this Constitution, unless the context forbids:

The word "month" shall mean calendar month.

The expression "the Foundation" shall mean the abovementioned company.

The expression "the Board" shall mean the Board of Directors of the Foundation.

The expression "member" shall mean a constituent member of the Foundation.

The expression "Constituent Members" means those Lions Clubs in the four "Q" Districts, known as Q1, Q2, Q3 and Q4 and in any other district making application and accepted by the Board

"The Act" means the *Corporations Act 2001* (Cth) as amended and includes any regulation, schedule or assisting act and amendment thereto or any Act passed in substitution therefore.

"Notice" shall mean any business transacted by mail which shall include letters sent by prepaid post, electronic mail, facsimile transmission, or cable transmission.

'Writing' shall include electronic mail, facsimile transmission or cable transmission.

Words importing the masculine gender shall include the feminine and vice versa.

13. This Constitution shall be construed with reference to the provisions of the Act and, unless the context forbids, terms used in this Constitution shall be taken as having the same respective meanings as they have when used in the Act.
14. A Register of Members shall be kept in pursuance of the Act and all other particulars required by the Act shall be duly entered therein.

15. **MEMBERSHIP**

Duly Chartered Lions Clubs within the four "Q" Districts known as Q1, Q2, Q3 and Q4 and any other district accepted by the Board, shall have constituent membership of the Foundation in accordance with the provisions of this Constitution.

16. **ANNUAL GENERAL MEETING**

The annual general meeting of the members of the Foundation shall be held in accordance with the provisions of the Act at such time and place as the Directors shall appoint and in any event at least once a year not later than the thirtieth day of November in each and every year. At the annual general meeting, each member Lions Club shall be entitled to appoint one member of that club as its delegate to attend any general meeting and to vote thereat.

17. **SPECIAL MEETINGS**

Special meetings of the members may be called by the Board or by the Chairperson or by one-third of the members of the Foundation. At a special meeting of the members, each member Lions Club shall be represented by a delegate selected by each member club. At the meeting, each member Lions Club shall be entitled to appoint one member of that club as its delegate to attend any special meeting and to vote thereat.

18. **NOTICE**

Notice of any general or special meeting of the members shall be given not less than twenty-one (21) nor more than forty (40) days before the date of the meeting by written or printed notice or by electronic transmission, pursuant to the methods provided by the definition clause contained herein by or at the direction of the Chairperson or the Secretary or the representatives of the person or persons calling the meeting, to the President or Secretary of each member Lions Club.

19. **VOTING**

- (a) At any general and/or special meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) By the chairperson of the meeting
 - (ii) By at least three delegates present in person
- (b) Unless a poll is so demanded, 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 book containing minutes of the proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (c) 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 and 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.

- (d) On any matter to be voted upon at any general or special meeting of the members, each delegate shall be entitled to one (1) vote.
- (e) Each member has the power to appoint a proxy to vote on any resolution at a general meeting.
- (f) All proxy appointments must be in writing and sent to the Secretary of the Foundation at least forty-eight (48) hours before the respective meeting.
- (g) The Foundation receives a valid proxy appointment when it can be proven to have been received at any of the following:
 - (i) The registered office of the Foundation.
 - (ii) The fax number of the registered office of the Foundation.
 - (iii) A place, fax number or electronic address specified for this purpose in the relevant notice of the meeting.
- (h) The appointment of a proxy is valid if it is signed by the appointing member and contains the following information:
 - (i) The appointing member's name and address.
 - (ii) The name of the appointing member's Lions Club.
 - (iii) The proxy's name and the name of the office held by the proxy.
 - (iv) Details of the meeting at which the proxy will attend.
 - (v) The appointing member's specifications on how to vote.

20. **QUORUM OF MEMBERS**

- (a) No business shall be transacted at any general or special meeting unless a quorum is present at the time the meeting proceeds to business. Except as otherwise provided in this Constitution, nine (9) members present shall constitute a quorum. If less than a quorum is present, a majority of the delegates present, or the sole delegate present, may adjourn the meeting from time to time without further notice.
- (b) Each member of the Board may represent a constituent member of the Foundation and therefore may vote on any resolution put forward at any general or special meeting provided always that the said board member must represent the constituent member at the meeting.
- (c) A quorum will still be present if a member has appointed a proxy to be present in his or her stead.

21. **BOARD OF DIRECTORS**

- (a) The management and control of the business and affairs of the Foundation shall be vested in the Board, who may pay all expenses incurred in promoting and registering the Foundation as a company and may exercise all such powers of the Foundation as are not by the Act or by this Constitution required to be exercised by the Foundation in general meeting, subject nevertheless to this Constitution, to the provisions of the Act, and to such regulations not being inconsistent with this Constitution, as may be prescribed by the Foundation in general meeting

but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

- (b) Unless and until the Foundation by Special Resolution in General Meeting or Special Meeting shall otherwise determine, the Board shall consist of a minimum of eight (8) persons.
- (c) A retiring member of the Board shall retain office until the dissolution of the meeting at which the Board member's successor is elected.
- (d) A member of the Board shall not continue in office for a period in excess of three (3) consecutive years without submitting himself or herself for re-election. The Board shall be comprised of two (2) members from each of the Districts participating in and supporting the Foundation.
- (e) A candidate for the office of Director shall be:
 - (i) An active member in good standing of a Lions Club; and/or
 - (ii) A person of shown ability to promote, market and manage the Foundation in support of its objects and confirmed by a Lions Club in the District as a suitable candidate.
- (f) Nominations for the position of Director shall be:
 - (i) in writing; and
 - (ii) received by the Foundation not more than forty-five (45) days from the date of the Annual General Meeting.
- (g) Each Director shall not hold office for more than two (2) consecutive terms.

22. **ALTERNATE DIRECTOR**

- (a) A Director may, with the approval of the Board, appoint a person to be an alternate Director in his or her place during such period as he or she thinks fit.
- (b) An alternate Director is entitled to notice of meetings of the Board and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead.
- (c) An alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate Director shall be the exercise of the power of the appointor.
- (d) An alternate Director shall comply with the requirements for a candidate for the office of Director as set out in Clause 21 of this Constitution.
- (e) The appointment of an alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternative Director has not expired, and terminates in any event if the appointor vacates office as a Director.
- (f) An appointment or the termination of an alternate Director shall be given not less than seven (7) days prior to the meeting and may be communicated by due notice within the provisions of this constitution.

23. VACANCIES

Any vacancy occurring in the office of Director, including any vacancy created by an increase in the number of such Directors, shall be filled by appointment by the Board of Directors of the Foundation for the unexpired term of his or her predecessor or until his or her successor shall have been elected and qualified provided the said vacancy be filled and selected from the district from which the Director was originally appointed and elected.

If any member of the Board:

- (a) dies;
- (b) resigns office;
- (c) 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;
- (d) is convicted of any indictable offence;
- (e) 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;
- (f) is prohibited from being a Director of a company by reason of any order made under the Act;

then his/her position shall become vacant and shall be filled pursuant to the provisions of this clause.

24. REGULAR MEETINGS of the BOARD

The annual meeting of the Board shall be held within sixty (60) days after the Annual General Meeting of members. The Chairperson shall fix the exact time and place of the annual meeting, and notice of the annual meeting shall be given in accordance with the provisions of this Constitution. The Board may provide by resolution the time and place for holding additional regular meetings without other notice than such resolution, provided that a minimum of one meeting every three months shall be held.

25. SPECIAL MEETINGS

Special meetings of the Board shall be called by the Chairperson whenever the Chairperson shall be requested to do so by any three (3) Directors. The Chairperson may fix the place for holding any special meeting of the Board.

26. NOTICE

Notice of any regular or special meeting of the Board shall be given at least fourteen (14) days prior thereto by written notice delivered personally or sent by mail or pursuant to the notice provisions contained in this constitution, to each Director at his or her last address as shown by the records of the Foundation. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of notice of such meeting unless otherwise specified by this Constitution.

27. **QUORUM of BOARD**

One half of the Board plus one Director, then in office shall constitute a quorum for the transaction of business at any meeting of the Board; provided that, if less than a quorum is present, a majority of the Directors so present, or the sole Director present, may adjourn the meeting from time to time without further notice.

28. **MANNER OF ACTING**

- (a) The act of a majority of the Directors present or by telephone or electronic communication or transmission at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or by this Constitution.
- (b) The onus of identification of the Director who is to attend by telephone or other electronic communication or transmission shall be upon the Director not personally present and his or her vote may be invalidated by the Chairperson in the event that positive identification cannot be determined.
- (c) All resolutions passed whereby a meeting of the Board of Directors is held by electronic or telephonic communication shall be evidenced in writing and the results of same shall be kept by the Secretary.
- (d) Any act by any Director and/or the Board acting in good faith shall be validated pursuant to the terms of the constitution.

29. **INFORMAL ACTION**

Any action which is required by law or by this Constitution to be taken at a meeting of the Board or any other action which may be taken at such a meeting or any other Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, or by all the members of such Committee as the case may be. Any such consent signed by all of the Directors or all members of a Committee shall have the same force and effect as a unanimous vote at a duly called and constituted meeting and may be stated as such in any document.

30. **INDEMNITY**

Every Director, Agent, Auditor, Secretary, Treasurer and other officer for the time being of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favor or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

31. **DIRECTORS COMPENSATION**

The Board may authorise the reimbursement of any Director for any reasonable expenses incurred by such Director on behalf of or in the interest of the Foundation.

32. **OTHER COMMITTEES**

- (a) The Board may, from time to time, appoint sub-committees to act in an advisory capacity to the Board in order to provide specialised knowledge for the Board. The Chairman of such sub-

committees, if not already a member of the Board, shall become an ex-officio member of the Board during the life of those sub-committee and have no voting rights.

- (b) The Members of such sub-committees shall be suitably qualified, and be able to advise in the field of the terms of reference nominated to it by the Directors. The Board may prescribe regulations for the conduct of meetings of such sub-committees. All such sub-committees shall be required to meet once every three months.

33. **NUMBER, TITLE AND QUALIFICATIONS**

- (a) The officers of the Foundation shall be a Chairperson, a Deputy Chairperson, a Secretary, a Treasurer and such additional officers and assistant officers as may be elected or appointed by the Board. 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.
- (b) Not more than one (1) office particularised in paragraph (a) 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 official officer of the Foundation.

34. **ELECTION, TERMS OF OFFICE AND QUALIFICATIONS**

The officers of the Foundation shall be elected by the Board at the annual meeting of the Board, this being the first meeting of the Board subsequent to the Annual General Meeting of members. The Chairperson and Deputy Chairperson shall be elected from the representatives of each District. Each officer shall hold office from the meeting of the Board at which he or she is elected. The Secretary and Treasurer shall be appointed for a period of three years. Vacancies may be filled or new offices created to be filled by the Board at any regular or special meeting provided, however that any officer elected to fill a vacancy or a new officer shall serve only until the end of the period that his or her predecessor would have served.

All candidates seeking election to, or who have been nominated for election to, the Board, shall comply with the following conditions:

- (a) Electioneering material shall be limited to one (1) sheet and the size shall not exceed A4 size (210mm x 297mm), but it may be printed on one (1) or both sides thereof, and shall be in a form authorised by the Board and may contain a statement of facts on the candidates history, family, professional or business background and such other information as is required and may contain a statement by the candidate on his/her policies for his/her term of office;
- (b) The electioneering material may be of any colour or colours;
- (c) The electioneering material may contain a current photograph of the candidate and a report by the candidates nominating club as the case may be;
- (d) He/she shall not promote or hold out any inducement, prize, financial or any other reward or advantage of any kind to influence the result of the election whatsoever;
- (e) Nothing herein shall prevent any candidate from actively promoting his or her election with his or her Lions Club and shall not prevent the Foundation from presenting his or her qualifications.

35. **REMOVAL**

Any officer, employee or agent of the Foundation may be removed by the affirmative vote of two-thirds of the entire Board whenever, in its judgment, the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

36. **RESIGNATIONS**

Any officer may resign at any time by giving in writing notice to the Board, or to the Chairperson or to the Secretary of the Foundation. Such resignation shall take effect at the time specified therein and, unless tendered to take effect upon acceptance thereof, the acceptance of such resignation shall not be necessary to make it effective.

37. **CHAIRPERSON**

- (a) The Chairperson shall be the chief executive officer of the Foundation, and shall, in general, supervise and control all of the business and affairs of the Foundation. He or she 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. He or she shall be an ex-officio and voting member of all other committees, except where the constitution precludes same. He or she shall see that all resolutions and directions of the Board are implemented.
- (b) The Chairperson shall sign all certificates, contracts, instruments, papers and documents of every kind and character whatsoever in the name and on behalf of the Foundation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to another officer, employee or agent of the Foundation.
- (c) The Chairperson shall not enter into any contract or sign any cheque individually. Such execution must only be completed in conjunction with another authorised officer of the Board.
- (d) The Chairperson shall perform all other duties incidental to the office of Chairperson, including assisting in the preparation of the annual report referred to in Clause 48 of this Constitution, and shall perform such other duties as from time to time may be prescribed by the Board, when duly acting for the Board.

38. **DEPUTY CHAIRPERSON**

- (a) The Deputy Chairperson shall assist the Chairperson in the supervision and control of all of the business and affairs of the Foundation. In the absence of the Chairperson, the Deputy Chairperson shall preside at all meetings of the Board.
- (b) The Deputy Chairperson shall have full authority to sign for the Chairperson all certificates, contracts, instruments, papers and documents of every kind and character whatsoever in the name and on behalf of the Foundation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to another officer or agent of the Foundation.
- (c) 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.

39. **SECRETARY**

- (a) The Board shall appoint any suitably qualified person to the Honorary position of Secretary of the Foundation, and the person so appointed shall become an ex-officio member of the Board while he or she holds that position, but will have no voting rights.
- (b) The Secretary shall:
 - (i) keep the minutes of the meetings of the Board on one or more books provided for that purpose;
 - (ii) see that all notices are duly given in accordance with the provisions of this Constitution or as required by law;
 - (iii) be custodian of the corporate records; and
 - (iv) 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 Chairman in the exercise of his or her powers.

40. **TREASURER**

- (a) The Board shall appoint any suitably qualified person to the Honorary position of Treasurer of the Foundation, and the person so appointed shall become an ex-officio member of the Board while he or she holds that position, but will have no voting rights.
- (b) The Treasurer shall:
 - (i) have charge and custody of and be responsible for all funds and investments of the Foundation;
 - (ii) receive and give receipts for money due and payable for the Foundation from any source whatsoever and deposit all such money in the name of the Foundation in such banks, trust companies or other depositaries as shall be selected in accordance with Clause 46 of this Constitution;
 - (iii) 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.

41. **CONTRACTS**

The Board may authorise any officer or agent of the Foundation in addition to the officers and agents so authorised by this Constitution to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

42. **MEMBERS INTERESTS**

- (a) A member of the Board shall declare his or her interest and shall not vote in respect of any contract or proposed contract with the Foundation in which he or she is interested or any matter arising thereout, and if he or she does so, his or her vote shall not be counted.

- (b) Nothing herein shall derogate from the restriction of any board member to enter into any contract or sign any cheque singularly and shall only be completed in conjunction with another Board member in accordance with the resolution of the Board.

43. **DEPOSITS AND PAYMENTS**

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

44. **LOANS**

No loan shall be contracted on behalf of the Foundation, 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 Foundation to any Director.

45. **GIFTS**

The Chairperson, the Deputy-Chairperson, the Secretary or the Treasurer or any member of the Board may accept and receipt for, on behalf of the Foundation, any donation, gift, bequest or devise for the general purposes, or for any special purpose, of the Foundation.

46. **FUNDS**

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

47. **BOOKS, RECORDS AND MINUTES**

The Foundation, by its Secretary, shall keep correct and complete books and records, and shall also keep minutes of the proceedings of the Board. Such books and records shall be kept by the Foundation until the expiration of any time limitations set out at law or under any applicable Act or Legislation.

48. **ANNUAL REPORTS - PREPARATION AND PRESENTATION**

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

The Chairperson shall only have a casting vote in the event that the committee is deadlocked on any resolution before it.

49. **AUDIT**

Auditors shall be appointed and their duties regulated in accordance with the Act, and their remuneration fixed.

50. **LIONS MEDICAL RESEARCH PERSONALITY QUEST**

The Lions Medical Research Personality Quest is a fundraising activity of the Foundation.

- (a) The Foundation shall appoint a Chairperson for the Quest for a period of three (3) years with a review at the expiration. The Quest Management Committee shall consist of the Chairperson, a representative from the Foundation's Board and three (3) members from each participating Lions District. Those District representatives shall be appointed by the District Governor for a term of one (1) year.
- (b) The Board shall approve the policy for operation of the Quest.
- (c) The Foundation's Chairperson shall be an Ex Officio member of the Quest Management Committee, but shall have no voting rights.
- (d) The Chairperson shall have a casting vote on any resolution only in the event of an even division in the number of votes to determine same.

51. **NOTICE**

Whenever under the provisions of the Act or of this Constitution notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing by mail addressed to such Directors or member at his or her last address as it appears on the records of the Foundation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the mails with postage prepaid.

52. **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act or of this Constitution, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein shall be deemed equivalent thereto.

53. **AMENDMENT TO CONSTITUTION**

Any amendment to this Constitution, including any alteration in, repeal of or addition to any section of this Constitution or the addition of any new clause or section to this Constitution, shall become effective upon the affirmative vote by both:

- (a) a majority of the Board voting at any regular or special meeting of the Board, provided that at least fourteen (14) days written notice is given to the Directors of any proposal to alter, amend or repeal any portion of this Constitution at such meeting; and
- (b) a majority of members of the Districts participating in and supporting the Foundation provided twenty-eight (28) days notice of such special or general meeting is held; and
- (c) subject to provisions of Clause 4 hereof.

54. **WINDING UP**

The provisions of Clause 7 hereof relating to the winding up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in this Constitution.

55. The term "fiscal year" herein before referred to shall be the period from the first day of July to the thirtieth day of June in each and every calendar year.

56. **TRANSITIONAL PROVISIONS**

The provision of this clause shall have effect on one occasion only and shall have no force or effect until this provision is approved by the Board and its members, and its implementation shall be stayed until such time.



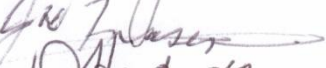
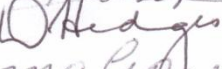
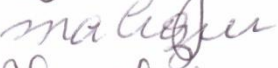

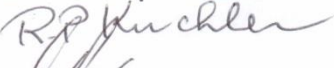
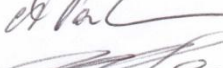
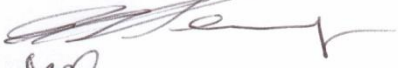







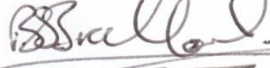

(a) At the next Annual General Meeting following the implementation of the Constitution, the vacancy created by the resignation or incumbent directors seeking re-election shall be stayed and no new member of the Board shall be voted in at that meeting.

We, being the several persons whose names and addresses are subscribed hereunder, being the present members of the Board, hereby agree to the foregoing Constitution.

NAME and ADDRESS

1. HUGH JAMES LEWIS CULLEN of 2 Pineneedle Place, Sunnybank Hills
2. ANTHONY PAUL HODGSON of 73 Boyanda Street, Wishart
3. JOHN WINSTON FRASER of 15 Coventry Place, Wishart
4. DONNA MARGARET HEDGES of 30 Lily Street, Everton Hills
5. MARYANN CROZIER of 3 Porter Avenue, Kirwan
6. AUSTIN GEORGE LANPHIER of 1 Sage Court, Annandale
7. REGINALD PETER KUCHLER of Hideaway Holiday Village & Van Park, Porters Promenade, Mission Beach
8. NARELLE JOY PARKINS of Unit 603, 335-337 Golden Four Drive, Tugun
9. DESMOND KEITH SAWYER of Unit 211, 259 Handford Road, Taigum
10. JOHN ROBERT BURNHAM of 39 Bogunda Street, The Gap
11. GLENDA BLAIR HAIG of 41 Berkshire Place, Springfield Lakes
12. RONALD FREDERICK NEWMAN of 16 Trousdell Court, Toowoomba
13. PETER PAUL DONGHI of 28 Robina Avenue, Bundaberg
14. DOROTHY RUTH PRATT of 14 MacDiarmid Street, Kingaroy
15. DAVID IAN TRIGG of 11 Heathwood Crescent, Bundaberg
16. LORRAINE CONSTANCE MCKENZIE of 19 Toufik Street, Rochedale
17. BARRY SINCLAIR BROCKBANK of 2 Wyuna Street, Annandale
18. JOHN CHAPMAN LINDSAY of 64 Vaughans Road, Yeppoon
19. ARTHUR WILLIAM WITHEYMAN of 21 Ingham Street, Oxley

Signatures of the current Board of Directors:

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