

**CONSTITUTION
OF
ARTHRITIS FOUNDATION OF
QUEENSLAND**

Approved and Adopted:
11 May 2017

**CONSTITUTION
OF
ARTHRITIS FOUNDATION OF QUEENSLAND**

Name

1. The name of the Foundation shall be the “Arthritis Foundation of Queensland”
(“the Foundation”)

Objects

2. (1) The objects for which the Foundation is established are –
 - (a) To improve the quality of life of people by reducing and preventing the effects of Arthritis, Rheumatic diseases and other musculoskeletal diseases and conditions;
 - (b) To provide funds for, and/or otherwise promote and to conduct research into the cause and the means of cure or alleviation of any form of arthritis, rheumatic diseases or other musculoskeletal diseases or conditions;
 - (c) To assist persons (either individually or in groups) who may from time to time be suffering from Arthritis, Rheumatic diseases or other musculoskeletal diseases or conditions;
 - (d) To disseminate information about and promote public discussion and awareness of Arthritis, Rheumatism and associated diseases and any matter or thing associated with the said diseases or any of them;
 - (e) To co-ordinate, organise and assist the activities of all persons or any person or group of persons or any of them who may from time to time be concerned with any matter or thing which falls within the abovementioned objects;
 - (f) To form, support and co-ordinate the activities of branches of the Foundation;
 - (g) To co-operate with, subscribe to and become a member of any other Foundation or body, whose objects or any of them are consistent with the objects or any of them of the Foundation abovementioned PROVIDED THAT the Foundation shall only become a member of and subscribe to organisations whose constitutions or governing rules

prohibit the distribution of income and property among its members or at least the extent imposed on the Foundation by this Constitution.

- (h) To do any matter or thing which may be incidental to achieving the objects abovementioned.

It is expressly declared that in the interpretation of this Constitution the term "Arthritis, Rheumatic diseases and other musculoskeletal diseases and conditions" is to be construed in its wider sense and embraces all diseases, conditions of the joints, bones, muscles and nerves and associated or related structures or functions of the body.

Powers

3. The powers of the Foundation shall include those powers which are set out in the Schedule to "*The Religious Educational and Charitable Institutions Act, 1861-1967*" and which are set out in full in the First Schedule annexed hereto together with the following:-

- (a) In furtherance of the objects of the Foundation to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Foundation or persons frequenting the Foundation's premises;
- (b) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Foundation: Provided that in case the Foundation shall take or hold any property which may be subject to any trusts the Foundation shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (c) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Foundation; to obtain from any such Government or Authority any rights, privileges and concessions which the Foundation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (d) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Foundation;
- (e) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Foundation's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (f) In furtherance of the objects of the Foundation to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Foundation;
- (g) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Foundation but subject always to the proviso in sub-rule (b);
- (h) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation, in the shape of donations, annual subscriptions or otherwise;
- (i) To print and publish any newspapers, periodicals, books or leaflets that the Foundation may think desirable for the promotion of its objects;
- (j) To make donations for patriotic, charitable or community purposes;

Classes of Members

- 4. (1) The membership of the Foundation shall consist of ordinary members, and life members:-
 - (2) The number of ordinary members shall be unlimited.

Membership

5. (1) *(Deleted by A.G.M. Resolution, 09 May 2013).*

- (2) The Board shall be empowered to confer upon ordinary members whatever terms it may see fit on their membership, but a life member shall not be required to pay to the Foundation an annual subscription.

Membership fees

6. *(Deleted by A.G.M. Resolution, 09 May 2013).*

Termination of membership

7. (1) A member may resign from the Foundation at any time by giving notice in writing to the secretary.

- (2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

(3) If a member –

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for a period of 3 months or more; or
- (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Foundation;

the Board shall consider whether the member's membership shall be terminated.

- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Board resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

Appeal against rejection or termination of membership

8. (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Board.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board shall likewise have the opportunity of presenting its case.
- (4) The appeal shall be determined by the vote of the members present at such meeting or by proxy.
- (5) Where a person whose application is rejected, does not appeal against the decision of the Board within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

Register of members

9. (1) The Board shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Foundation and the dates of their admission.
- (2) Particulars shall also be entered into the register, of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board or the members at any general meeting may require from time to time.

- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

Officers of Foundation

- 10.(1)** The Officers of the Foundation shall be:-
- (a) the President of the Foundation;
 - (b) the Vice-President of the Foundation;
 - (c) the Secretary of the Foundation;
 - (d) the Treasurer of the Foundation.
- (2) The officers of the Foundation plus other members the Board may appoint from time to time shall constitute the Executive of the Foundation (“the Executive”). The Executive is not at any time to consist of more than seven (7) members.
- (3) The Officers of the Foundation from time to time together with not less than one (1) and not more than four (4) members of the Foundation duly elected to the Board of the Foundation as provided shall constitute the Board of the Foundation (“the Board”).

Duties of officers

- 11.(1)** **The President** – the President shall be the Chairman of meetings of the Board and of the Executive BUT if he is for any reason unable or unwilling to act a Vice-President shall be the Chairman AND if both Vice-Presidents are for any reason unable or unwilling to act then a member present elected by a simple majority of those present shall be the Chairman;
- (2) Voting at meetings of the Board shall be by a show of hands and by a simple majority BUT if there is an equality of votes the Chairman shall have a second and deciding vote.
- (3) **The Secretary** – The Secretary shall unless given leave of absence by the Executive attend all general meetings of the Foundation and all meetings of

the Board AND if he shall be given leave of absence for any meeting, the Executive shall appoint a member of the Foundation to act in his stead.

The duties of the Secretary shall include:

- (a) Receiving all correspondence to the Foundation and making proper arrangements for the filing and answering of that correspondence;
 - (b) Keeping a Register of members of the Foundation and of the officers of the Foundation and of the members of the Board. The Register shall be kept at the offices of the Foundation and shall be available for inspection by the members of the Foundation during business hours and by prior arrangement with the Chief Executive or such other employee of the Foundation as the Board may from time to time nominate for that purpose;
 - (c) Keeping an official copy of the Foundation's Rules or any by-laws and any rules or by-laws of any Branch of the Foundation;
 - (d) The keeping of the other records of the Foundation including without prejudice to the generality thereof the minutes of all meetings of each of the Foundation and the Board;
 - (e) Such other duties as the Board may from time to time resolve.
 - (f) If the Secretary is for any reason whatsoever unable to perform any of his duties the Executive may appoint a member of the Foundation as an acting Secretary to perform the duties of the Secretary while the Secretary is unable to perform those duties.
- (4) **The Treasurer** – The Treasurer shall ensure that all moneys due to the Foundation are deposited in accordance with Clause 22 hereof and deal with such moneys as the Board or Executive may in accordance with these Rules from time to time direct AND shall prepare and submit to each Annual General Meeting of the Foundation a Statement of Income and Expenditure and a Balance Sheet for the financial year immediately preceding that Annual General Meeting and financial reports as determined by the Board from time to time.

If the Treasurer is for any reason whatsoever unable to perform any of his duties the Executive may appoint a member of the Foundation to perform the duties of the Treasurer while the Treasurer is unable to perform these duties.

The Board

- 12.(1)** The general management of the Foundation shall be vested in the Board;
- (2) The Board shall have general control and management of the assets income and affairs of Foundation and may exercise the powers of the Foundation as provided for in Clause 3 hereof PROVIDED THAT at all times the Board shall be subject to the directions of the members of the Foundation determined by resolution of the members of the Foundation in General Meeting;
- (3) The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the association, but for no other purpose.
- (4) The Board may from time to time appoint a member of the Foundation to the Board to fill a casual vacancy in the membership of the Board;
- (5) The members of the Executive for the time being and the other members of the Board for the time being shall retire from office at the Annual General Meeting next following the Annual General Meeting at which they were elected or next following the date of his or their appointment as the case may be. If the office of an officer of the Foundation shall for any reason become vacant during his term of office the Board shall appoint a member of the Foundation to fill the vacancy thereby created.
- (6) Any officer of the Foundation may resign his office by notice in writing to the Secretary of the Foundation such notice to be effective from the date of receipt of the notice by the Secretary or on the date specified in the notice as

the date from which the resignation is to be effective whichever is the later;

- (7) An officer of the Foundation or an elected member of the Board may be removed from office or as an elected member of the Board whichever the case may be by a resolution carried by a majority of three-quarters of the members of the Foundation present at an Extraordinary General Meeting PROVIDED that the officer or elected member shall be given at least fourteen (14) days' notice that a motion is to be put to an Extraordinary General Meeting of the Foundation that he be removed from office or as an elected member of the board AND that the officer or elected member of the Board shall be given an opportunity to make written or oral submissions regarding his proposed removal and matters relevant thereto. If the resolution for removal is passed the meeting shall then elect a member of the Foundation to fill the vacancy thereby created;
- (8) (a) The Board shall meet at least once every three months. Board meetings shall be convened on the requisition of the Secretary at the direction of the Executive who shall give at least seven (7) days notice in writing to the members of the Board. A quorum of members of the Board may waive the requirement for notice so long as three (3) members of the Executive form part of that quorum;
- (8) (b) In the event that a Board member is absent for three (3) consecutive Board meetings at any time, or is absent for four (4) or more Board meetings in a twelve-month period, that Board member may be required to show cause why he or she should not forfeit his or her Board membership. The decision of the Board shall be final in this regard.
- (9) A quorum of the Board shall be the lowest whole number greater than one half of the number of members of the Board from time to time;
- (10) If, after the expiration of thirty (30) minutes from the time appointed for a meeting of the Board a quorum is not present, the meeting shall be dissolved;

- (11) Save as is hereinafter provided the Board may regulate its meetings as it shall think fit;
- (12) Questions arising at a meeting of the Board shall be decided by resolution of the members of the Board carried by a simple majority of votes and a determination by a simple majority of members of the Board shall be deemed to be a determination of the Board. In the case of an equality of votes the Chairman of the meeting shall have a second and deciding vote.
- (13) The Secretary of the Foundation shall keep full and accurate minutes of the meetings of the Board. The minutes of meetings of the Board shall be kept in a book designated for that purpose to be kept at the office of the foundation and to be available for inspection by the members of the Foundation by prior arrangement with the Chief Executive or such other employee of the Foundation as the Board may from time to time nominate, for that purpose.

The Executive

- 13.(1) Between the meetings of the board the management and control of the Foundation shall be vested in the Executive which shall have the powers of the Board but shall at all times abide by policy decisions of the Board and like the Board shall be subject to the directions of the members of the Foundation made by resolution of the members of the Foundation in general meeting.
- (2) A quorum of the Executive shall be three (3) members.
- (3) The Executive shall meet as required.

General Meetings of the Members of the Foundation

- 14.(1) An Annual General Meeting of the members of the Foundation shall be held by no later than 31 May of each and every year.
- (2) A General Meeting of the members of the Foundation which is not an Annual General Meeting shall be called "an Extraordinary General Meeting" and

shall be held whenever such a Meeting is convened by the Secretary of the Foundation.

- (3) The Secretary shall convene an Extraordinary General Meeting by giving not less than twenty- one (21) days' notice of the intended meeting and the agenda for that meeting to each member of the Foundation as soon as may be practicable after receipt by the Secretary of a requisition for an Extraordinary General Meeting signed by not less than seven (7) members of the Board or by not less than twenty (20) financial members of the Foundation fully setting out the purpose or purposes for which the Extraordinary General Meeting the subject of the requisition is to be held.
- (4) The Secretary of the Foundation shall convene an Annual General Meeting by giving not less than twenty-one (21) days' notice of the intended meeting and the proposed agenda for that meeting to each member of the Foundation.

Business to be transacted at a Annual General Meeting

- 15.(1)** The agenda for each and every Annual General Meeting shall be as follows:-
- (a) The receiving of the Board's Report for the financial year immediately preceding the Meeting;
 - (b) The receiving of the Treasurer's Report and the Financial Statements and the Auditor's Report for the financial year immediately preceding the meeting;
 - (c) The elections for the period from the date of the meeting to the next succeeding Annual General Meeting of the Officers of the Board and the other members of the Board. Nominations for the election of the Officers of the Foundation and of the other members of the Board shall be deposited with the Secretary of the Foundation at least two working days before the Annual General Meeting. A nomination shall be in writing and signed by two (2) financial members of the Foundation and by the person nominated;
 - (d) The appointment of an Auditor for the then current financial year;
 - (e) Any general business.

Procedure at General Meetings

- 16.(1)** At each Annual General Meeting and Extraordinary General Meeting of the Foundation:
- (a) The President shall chair the meeting or if unable or unwilling to chair the meeting a member of the Foundation (in the first instance being a Vice-President if one shall be able and willing to act) elected by a majority of the members present at the meeting shall chair the meeting;
 - (b) Each financial member of the Foundation shall have one (1) vote and each resolution voted upon at the meeting shall be carried or defeated (whichever the case may be) by a resolution of the members present in person or by proxy at the meeting;
 - (c) A vote may be cast at a meeting by a person entitled to vote either personally or by proxy duly appointed in writing. An instrument appointing a proxy shall be in writing under the hand of the person making the appointment and shall be in the form set forth in the Second Schedule or in such other form as shall be acceptable to the Chairman. A form of proxy shall be for a particular meeting only. The instrument appointing a proxy shall be delivered to the office of the Foundation not less than two working days before the meeting to which the proxy relates is to be held or shall be of no force or effect unless the Chairman of the meeting shall waive this requirement. A person may not be appointed a proxy unless that person is a member of the Foundation.
- (2) At any Annual or Extraordinary General Meeting of the Foundation a resolution put to the vote of the meeting shall be decided on a show of hands or a division of members as the Chairman may direct unless a secret ballot is (before or on the declaration of the result of the show of hands or division of members) demanded by members representing not less than two-thirds of the members present in person or by proxy. The Chairman shall direct how a secret ballot is to be conducted;
- (3) Unless a secret ballot is so demanded a declaration by the Chairman that a resolution has on a show of hands or a division of members been carried or

lost and an entry to that effect in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

- (4) The Secretary shall cause full and accurate minutes of each and every meeting held to be kept and the minutes shall be kept in a book designated for the purpose which shall be left in the charge of the Chief Executive or other employee of the Foundation whom the Board may from time to time nominate for that purpose and which shall be available for inspection by the members of the Foundation by prior arrangement with the Chief Executive or such other employee of the Foundation.
- (5) Voting at an Annual or Extraordinary General Meeting shall be by a simple majority but in the case of an equality of votes the Chairman shall have a second and deciding vote.

Quorum

- 17.(1) A quorum of members for a General Meeting shall be twice the number of the members of the Board from time to time plus one present in person or by proxy. If within thirty (30) minutes from the time fixed for the commencement of an Annual General Meeting a quorum of members is not present the meeting shall be adjourned for fourteen (14) days to the same place and every member shall be notified in writing by the Secretary accordingly. If within thirty (30) minutes from the time fixed for the commencement of any adjourned Annual General Meeting a quorum is not present, the meeting shall proceed with those members that are present.
- (2) If within thirty (30) minutes from the time of commencement of any Extraordinary General Meeting a quorum is not present the meeting shall be dissolved.

By-Laws

18. The Board may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution and the internal management of the Foundation and any by-law may be set aside by a general meeting of members.

Amendments to the Constitution

19. This Constitution may be amended by a resolution of the members of the Foundation carried by a majority of seventy-five per centum (75%) of the financial members present in person or by proxy at a General Meeting PROVIDED THAT notice of the proposed amendment together with particulars of the grounds for proposing the amendment are given to the Secretary at least twenty-eight (28) days before the meeting and upon receiving notice and the particulars aforesaid the Secretary shall give to each member of the Foundation notice of the proposed amendment together with particulars as aforesaid at least seven (7) days before the meeting.

Common Seal

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

Finance

- 21.(1) The property and income of the Foundation shall be applied only in accordance with the objects and powers of the Foundation.
- (2) The funds of the Foundation shall be deposited in accordance with this Constitution as the Board may from time to time determine as soon as may be reasonably practicable after the receipt by the Foundation of those funds in an account held in the name of the Foundation at such bank or other financial institution as the Board shall from time to time determine.
- (3) All payments to be made by the Foundation in excess of an amount determined by the Board from time to time shall be made by cheque drawn in

favour of the person to whom the payment is to be made and marked "Not Negotiable". All cheques shall be signed and countersigned by any two (2) of the members of the Executive and the Chief Executive or such other signatories as the Board may from time to time decide.

- (4) The Board shall from time to time determine an amount of petty cash which shall be entrusted to the Chief Executive or such other employee of the Foundation as the Board may from time to time determine so that the Chief Executive or such other employee as the Board shall from time to time determine may meet petty expenditure. The Board shall from time to time determine an amount of expenditure deemed to be a petty expenditure. The Chief Executive or such other employee of the Foundation as the Board shall determine from time to time shall account to the Treasurer of the Foundation in such manner as the Treasurer shall reasonably require for all such petty expenditure.
- (5) The Treasurer shall submit a monthly statement of receipts and payments to each meeting of the Board together with a summary of the financial position of the Foundation.

Accounts and Audits

- 22.(1) The funds of the Foundation must be kept in the name of the Foundation in a financial institution decided by the Board.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Foundation and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All expenditure shall be approved or ratified at a Board meeting.
- (5) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:-
 - (a) the income and expenditure for the financial year just ended; and

- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Foundation at the close of that year.
- (6) A properly qualified auditor or auditors must be appointed in accordance with the Law.
- (7) The auditor must examine the statement prepared under subsection (5) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (8) The income and property of the Foundation must be used solely in promoting the Foundation's objects and exercising the Foundation's powers.

Documents

23. The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Foundation.

Financial year

24. The financial year of the Foundation shall close on 31 December in each year.

Dissolution

25. The Foundation shall be dissolved if:-

- (1) The number of members of the Foundation falls below the number of members required to constitute a quorum of members for a General Meeting;
- (2) The members of the Foundation shall resolve by a majority of seventy-five per centum (75%) of the members present in General Meeting to dissolve the Foundation PROVIDED THAT particulars of why a motion to dissolve the Foundation is to be put to the members of the Foundation are given to each and every member of the Foundation together with the notice of the General Meeting.
- (3) Upon dissolution of the Foundation the assets of the Foundation shall go to the payment of the debts and the satisfaction of the liabilities of the Foundation and any assets remaining thereafter shall be made over to an

organisation having objects or any of them consistent with the objects or any of them of the Foundation and being a “fund, authority or institution” within the meaning of the *Income Tax Assessment Act 1936* as the members of the Foundation by simple resolution in General Meeting may decide.

Liability of Members

26. Every member of the Board, auditor, secretary and other officer for the time being of the Foundation shall not be personally liable, except as provided in the Constitution, to contribute towards the payment of the debts and liabilities of the Foundation or the costs, charges and expenses of a winding-up of the Foundation, beyond the property of the Foundation in the person’s hand.

Indemnity

27. Every member of the Board, auditor, secretary and other officer for the time being of the Foundation shall be indemnified out of the assets of the Foundation against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or which he or she is acquitted or in connection with any application under the Law 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.

Complaints

28. The Board must insure that there is a mechanism in place to properly and effectively deal with complaints made by members of the public and grievances from employees.

Branches of the Foundation

29. The Board may from time to time set up Branches of the Foundation for the better organisation of the members of the Foundation. The Board may from time to time make amend or repeal regulations (to be known as “Branch By-Laws”) for the organisation and management of the Branches of the Foundation.

Sponsors

30.(1) In recognition and appreciation of financial contributions or other assistance to the Foundation the Board may in its absolute discretion declare a person to be a Sponsor or a Major Sponsor for a period not exceeding two (2) years.

- (2) During the period that a person is a Sponsor or a Major Sponsor of the Foundation the Board shall so far as is practicable place the name of the Sponsor or Major Sponsor and that he is a Sponsor or Major Sponsor on all official letters, newsletters and other like publications of the Foundation.
- (3) Such Sponsor or Major Sponsor, subject to the approval of the Board as to the form and content of the publication or advertisement, may publish or advertise that he is a Sponsor or Major Sponsor of the Foundation.
- (4) The Board may, if the Sponsor or Major Sponsor in the opinion of the Board conducts or has conducted himself in a manner contrary to the best interests of the Foundation or in a manner which by reason of the Foundation's association with the Sponsor or Major Sponsor has injured or be likely to be injurious to the reputation of the Foundation determine the Sponsor's or Major Sponsor's period of sponsorship.

Patron

31. The Board may from time to time appoint a Patron or Patrons of the Foundation. The Patron or Patrons shall have such privileges as the Board may from time to time determine.

FIRST SCHEDULE

1. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
2. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the corporation or the dependants or connections of any such person; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
3. To take on lease or in exchange, hire and otherwise acquire any real and personal property of any kind whatsoever and any rights or privileges which the corporation may think necessary or convenient for the furtherance of its objects.
4. To invest and deal with the money of the corporation not immediately required in such manner as may from time to time be thought fit.
5. In furtherance of its objects to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or body corporate and otherwise to assist any person or body corporate.
6. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise and to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes (secured or unsecured), debentures or debenture stock (perpetual or otherwise) or by mortgage, charge, lien or other security upon the whole or any part of the corporation's property or assets present or future and to purchase, redeem or pay off any such securities.

7. To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the corporation, or in or about the organisation or promotion of the corporation or in the furtherance of its objects.
8. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
9. To make or hold mortgages, liens and charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the corporation's property of whatsoever kind sold by the corporation, or any money due to the corporation from purchasers and others.
10. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the corporation.

SECOND SCHEDULE

FORM OF PROXY

I,.....of.....
being a member of the **Arthritis Foundation of Queensland**
 hereby appoint
of.....
as my Proxy to vote for me as my Proxy shall think fit / in the
 following manner * :-

on my behalf at the (Annual or Extraordinary as the case may be) General
 Meeting of the Foundation

to be held on the.....day of.....19 .

SIGNED this.....day of.....19 .

.....

* Strike out whichever is inapplicable