
Constitution

Company limited by guarantee

Parkinson's NSW Ltd

(ACN 622 455 985)

(A public company limited by guarantee)

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1 Defined terms and interpretation

1.1 Defined terms

The Dictionary in Schedule 1 (**Dictionary**):

- (a) defines some of the terms used in this constitution;
- (b) sets out the rules of interpretation which apply to this constitution; and
- (c) clarifies the effect of the Corporations Act on this constitution.

1.2 Interpretation

The interpretation clause in Schedule 1 sets out rules of interpretation for this constitution.

2 Nature of company and liability

- (a) The company is a public company limited by guarantee.
 - (b) The liability of each member is limited. Each member guarantees to contribute up to a maximum of one dollar to the assets of the company if it is wound up while the member is a member, or within one year afterwards, and at the time of winding up the debts and liabilities of the company exceed its assets. The liability of each member is limited to making such contribution and no more.
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3 Purpose and activities of the company

3.1 Purpose

The principal purpose of the company is to promote and advance the prevention, management, cure and control of Parkinson's Disease.

3.2 Activities

The activities of the company must be performed in the furtherance of the company's purpose and include to:

- (a) support and promote research into the prevention, diagnosis, causes, manifestations, treatment, management and cure of Parkinson's Disease;
- (b) support, provide and promote the development of quality care and treatments for people affected by Parkinson's Disease;
- (c) support, provide and develop tools and support services that help people with Parkinson's Disease, their families and carers;
- (d) facilitate sharing of information and other resources relating to Parkinson's Disease;
- (e) promote a deeper understanding and awareness of Parkinson's Disease within the medical and broader community as well as within Government;

- (f) raise financial and other resources to support the purpose and activities of the company; and
 - (g) undertake any other activity incidental to or necessary for the furtherance of the purpose of the company.
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4 Membership

4.1 Members of the company

- (a) each valid Pensioner, Individual, Professional, Organisational, Corporate, Joint and Life member of the Association as at the date it converted from an incorporated association under the *Associations Incorporation Act 2009* (NSW) to a company limited by guarantee under the *Corporations Act 2001* (Cth) (**Conversion**) will:
 - (i) automatically become a member of the company upon Conversion;
 - (ii) have the rights and obligations of 'members' as described in the table at Schedule 2; and
 - (iii) be required to pay the membership fees determined by the directors under rule 4.6.
- (b) Each valid Honorary Life Member of the Association as at the date of Conversion will:
 - (i) automatically become a member of the company upon Conversion;
 - (ii) have the rights and obligations of 'honorary life members' described in the table at Schedule 2; and
 - (iii) be required to pay the membership fees determined by the directors under rule 4.6.
- (c) A Joint Member of the Association who did not provide written consent prior to Conversion will cease to be a member upon Conversion, but is eligible to reapply for membership of the company at any time in accordance with rule 4.2.
- (d) Any person or body corporate (**Applicant**) may apply to be a member of the company in accordance with rule 4.2.
- (e) If an Applicant is admitted as a member of the company, the secretary must ensure that:
 - (i) the Applicant is given notice of admission as a member of the company; and
 - (ii) the name and details of the Applicant are entered in the members' register in accordance with rule 4.5.
- (f) The secretary must ensure that each Applicant not admitted as a member of the company is informed of this decision. Neither the directors nor the secretary are required to give reasons for the decision not to admit an Applicant as a member of the company.

4.2 Membership eligibility

To become a member of the company the Applicant must:

- (a) have a commitment to the purposes of the company;
- (b) satisfy any specific eligibility criteria associated with the class of membership to which it wishes to belong as described in the table at Schedule 2;
- (c) agree to be bound by this constitution and such guidelines, policies and procedures as the directors may adopt from time to time pertaining to or involving members;
- (d) complete and lodge an application in such form as determined by the directors from time to time which, for the avoidance of doubt, may include applying using the Internet;
- (e) pay any annual membership fee as determined by the directors under rule 4.6;
- (f) be admitted into membership by the directors or by such person or committee as the directors may determine from time to time; and
- (g) satisfy any such other membership criteria as the directors may determine from time to time.

4.3 Members rights

Each member has the rights associated with the class of membership to which that member belongs as described in the table at Schedule 2.

4.4 Membership not transferable

Membership of the company and the associated rights are not permitted to be transferred or sold in any manner whatsoever.

4.5 Register of Members

- (a) A register of members must be kept in accordance with the law.
- (b) Without limiting the requirement under rule 4.5(a), the following must be entered in the register in respect of each member:
 - (i) the name and address of the member;
 - (ii) the date of admission to and cessation of membership;
 - (iii) the class of membership to which the member belongs;
 - (iv) for any Member who is a body corporate, the name of its validly authorised representative; and
 - (v) any other information required by the directors from time to time.

4.6 Membership fees

- (a) The directors may require the payment of fees by members in the amounts and at the times as the directors resolve.

- (b) The directors may make fees payable for one or more members or for one or more class of membership for different amounts and at different times (including by instalments).
- (c) The directors may waive or postpone payment of fees or extend the time for payment of fees.
- (d) For the avoidance of doubt a member that has not paid the required membership fee but has not yet ceased to be a member in accordance with rule 5.3 may not exercise any of the rights associated with the class of membership to which that member belongs including the right to exercise any vote the member may have at a meeting of members.

5 Ceasing to be a member

5.1 General

There are a number of circumstances that will result in a members' membership ceasing. For instance, a member will cease to be a member of the company if that member:

- (a) resigns from membership. See rule 5.2;
- (b) automatically ceases to be a member. See rule 5.3; or
- (c) is expelled from membership. See rules 5.4 and 5.5.

5.2 Resignation from membership

A member may resign from membership of the company at any time by providing written notice to the company addressed to the President or the secretary. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

5.3 Automatic cessation of membership

A member's membership will automatically cease if the member:

- (a) dies or, in the case of a member that is a body corporate, is wound up or becomes insolvent;
- (b) fails to pay any initial annual fee within four weeks after being notified of admission into membership of the company or such later time as the directors may determine;
- (c) fails to pay any required membership fee within 90 days after the date on which that membership fee becomes due or such later time as the directors may determine; or
- (d) fails to return a membership renewal notice (as may be sent to all members from time to time as determined by the directors) by the date specified in the form, such date not to be less than 90 days after the date the form is sent.

5.4 Disciplining, suspension and expulsion of member

- (a) This rule 5.4, together with rule 5.5, describes what needs to happen when considering whether or not to discipline a member. In summary, the process involves:

- (i) putting the member in question on notice and giving the opportunity to provide information;
 - (ii) passing a directors' resolution to warn, suspend, expel or otherwise discipline that member; and
 - (iii) if the disciplinary action is to expel the member, let that member know about the right to have the decision reviewed by the members.
- (b) So long as the steps set out in rules 5.4 and 5.5 are followed, the directors may resolve to warn, suspend, expel or otherwise discipline a member if that member:
- (i) has refused or neglected to comply with the provisions of this constitution or the Parkinson's Support Group Guidelines; or
 - (ii) has acted in a way that, in the opinion of the directors, is, or could be, prejudicial to the interests or reputation of the company.

(Member Disciplinary Resolution)

- (c) The directors must give the member in question at least 14 days' notice of the date that the directors will consider the Member Disciplinary Resolution. This notice must be in writing and let the member know:
- (i) that the directors are to consider warning, suspending, expelling or otherwise disciplining the member;
 - (ii) the reasons why the directors are considering taking the determined action;
 - (iii) of the right for the member to give the directors, either orally or in writing, any explanation or defence relevant to the proposed disciplinary action;
 - (iv) the date, place and time of the meeting at which the resolution is to be considered; and
 - (v) of the right for the member to attend the meeting at which the resolution is to be considered but not to be present during any director deliberations or putting, or voting on, the resolution unless the directors resolve otherwise.
- (d) A director that is also a member subject to a Member Disciplinary Resolution is not entitled to vote on that resolution.
- (e) Directors must notify the relevant member in writing about the directors' decision within 10 days after the date a Member Disciplinary Resolution is passed. If the decision is to warn, suspend or otherwise discipline a member (other than expulsion), then the directors decision is final. If the decision is to expel the member then the written notice must let the member know:
- (i) that the directors have resolved to expel the member; and
 - (ii) the process to be followed if the member wishes to appeal the decision as described at rule 5.5.

(Expulsion Notice)

5.5 Appeal of member expulsion

- (a) A member to be expelled in accordance with a Member Disciplinary Resolution may appeal against that resolution. Such an appeal must be made to the company in writing addressed to the president or the secretary and must be received within 10 days after the date of the Expulsion Notice described at rule 5.4(a) or such longer time as the directors may decide in their complete discretion.
- (b) If an appeal notice is received by the directors within the required timeframe, the directors must ensure that a resolution confirming the expulsion is considered by the members at a general meeting called in accordance with the Corporations Act to consider this resolution only. The member the subject of a Member Disciplinary Resolution must be given the opportunity to make representations at the meeting in relation to the decision of the directors to expel that member.
- (c) If the Member Disciplinary Resolution is confirmed by the members, the member's expulsion takes effect from the date of that resolution. If the members do not confirm the Member Disciplinary Resolution then the member's membership continues in full effect.
- (d) If an appeal notice is not received by the company within the required timeframe then:
 - (i) the directors are not required to ensure that a resolution confirming the expulsion is considered by the members; and
 - (ii) the member's expulsion takes effect from the date of the Member Disciplinary Resolution.
- (e) A member that has been expelled from membership of the company is not permitted to be readmitted into membership of the company.

6 No profits for members

6.1 Transfer of income or property

Subject to rule 6.2, the assets and income of the company must be applied solely in furtherance of the purpose of the company and no portion of its income or assets may be paid or transferred, directly or indirectly, to any member.

6.2 Permitted distributions

The Company may, with the approval of the directors, make payment in good faith to a member of the Company:

- (a) By way of reasonable and proper remuneration for any goods supplied or services rendered to the Company (including remuneration as an employee or consultant);
- (b) by way of interest on money lent to the company by that member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the Company's bankers on overdrawn accounts;
- (c) by way of reasonable and proper rent for premises let by that member to the Company; and

- (d) for authorised out-of-pocket expenses reasonably and properly incurred by that member in connection with the affairs of the Company.
 - (e) For the avoidance of doubt, nothing in this rule 6:
 - (i) prevents a member from receiving such services as may ordinarily be provided by the company in the course of undertaking its activities; or
 - (ii) prohibits a member from receiving a benefit that is directly related to its membership of the company.
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7 General meetings

7.1 Annual General Meetings

The company must hold an annual general meeting each year which must be called and held in accordance with the Corporations Act.

7.2 Calling of general meetings

- (a) A general meeting of members may be initiated by:
 - (i) a resolution of the directors;
 - (ii) the members in accordance with the Corporations Act; or
 - (iii) the court in accordance with the Corporations Act.
- (b) A meeting of members, including an annual general meeting, may be held in two or more places linked together by any technology so long as it:
 - (i) gives the members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (ii) enables the chair of the meeting to be aware of proceedings in each place; and
 - (iii) enables the members in each place to vote on a show of hands and on a poll.

7.3 Notice of general meetings

- (a) Subject to any relevant law relating to special resolutions and consent to short notice, when a general meeting of members (including an annual general meeting) is to be convened, at least 21 days' notice of that meeting must be given to each person who is at the date of the notice:
 - (i) a member of the company eligible to receive notices of meetings;
 - (ii) a director of the company; or
 - (iii) an auditor of the company.
- (b) A notice of a general meeting, including an annual general meeting, must specify the date, time and place of the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this) and state the general

nature of the business to be transacted at the meeting and any other matters required under the law.

- (c) A person who is entitled to receive notice of a meeting or who is requested by the chair to attend a general meeting is entitled to be present, whether the person is a member or not.

7.4 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business and remains present throughout the meeting.
- (b) The quorum for a general meeting of members, including an annual general meeting, is ten members present in person or by proxy and entitled under these rules to vote at a general meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting and the meeting was called by members, the meeting is to be dissolved. Otherwise:
 - (i) the meeting stands adjourned to the same day in the next week at the same time and place;
 - (ii) at the adjourned meeting the quorum is five members present in person or by proxy and entitled under these rules to vote at a general meeting; and
 - (iii) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

7.5 Chair of general meetings

- (a) The president must preside as chair at each general meeting, including at each annual general meeting.
- (b) If the president is absent or is unwilling to act, then the vice-president, if one has been appointed, must preside as chair at the meeting.
- (c) If both the president and vice-president are absent or are both unwilling to act, then the members present at that meeting may elect a person present to chair the meeting.

7.6 Conduct of general meetings

- (a) The chair of a general meeting, including an annual general meeting, is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in the opinion of the chair necessary or desirable for:
 - (i) proper and orderly debate or discussion; and
 - (ii) the proper and orderly casting or recording of votes.
- (b) The chair of a general meeting, including an annual general meeting, at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business

is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (c) Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all persons who were entitled to receive notice of the meeting the subject of the adjournment.

7.7 Decisions at general meetings

- (a) Except in the case of any resolution which as a matter of law requires a special resolution, questions arising at a general meeting, including an annual general meeting, are to be decided by a majority of votes cast by the members present at the meeting (including being present by technological means) and that decision is for all purposes a decision of the members.
- (b) In the case of an equality of votes upon any proposed resolution at a meeting of members:
 - (i) the chair does not have a second or casting vote in addition to any vote the chair may have in his or her capacity as a member; and
 - (ii) the resolution fails.
- (c) A resolution put to the vote of a general meeting, including an annual general meeting, must be decided on a show of hands unless a poll is demanded.
- (d) A poll may be demanded before a vote being decided by show of hands is taken or before or immediately after the declaration of the result of the show of hands:
 - (i) by the chair of the meeting;
 - (ii) by at least five members present and entitled to vote on the relevant resolution; or
 - (iii) by a member or members present at the meeting and representing at least 5% of the votes that may be cast on the resolution on a poll.
- (e) Unless a poll is demanded, a declaration by the chair on the result of a vote on a show of hands is decisive of the outcome of that resolution. Such declaration does not need to refer to the number or proportion of votes for or against the resolution.
- (f) If a poll is demanded at a general meeting, including an annual general meeting, it will be taken when and in the manner that the chair directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) A poll cannot be demanded at a general meeting on the election of a chair of the meeting.
- (h) The demand for a poll may be withdrawn.

7.8 Voting rights

Each member has the voting rights associated with the particular class of membership to which the member belongs as described in the table at Schedule 2.

7.9 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members, including an annual general meeting, may vote:
 - (i) in person or, where a member is a body corporate, by its Representative; or
 - (ii) by proxy in a form as the directors may prescribe or accept.
 - (b) A proxy or Representative may be a member of the company but does not need to be.
 - (c) The chair of a meeting may require any person purporting to act as a proxy or Representative to establish to the satisfaction of the chair that the person has been validly appointed as a proxy or Representative and is the person named in the relevant instrument of appointment, failing which the person may be excluded from attending or voting at the meeting.
 - (d) If the name of the proxy or the name of the office of the proxy is not filled in, the proxy of that member is the person specified by the company in the form of proxy, or if no person is so specified, the chair of that meeting.
 - (e) A proxy may not vote at a general meeting or adjourned meeting, including an annual general meeting, unless the instrument appointing the proxy is received:
 - (i) at the registered office of the company, at the facsimile number at its registered office or at another place, facsimile number or electronic address specified for that purpose in the notice convening the meeting; and
 - (ii) at least 24 hours before the time scheduled for the commencement of the meeting, as specified in the notice of meeting.
 - (f) The authority of a proxy to speak and vote for a member at a general meeting, including an annual general meeting, is suspended while that member is present at the meeting unless the members present at the meeting resolve otherwise.
 - (g) The chair may hold as many proxies as are given to the chair. All other proxy holders may hold a maximum of three proxies.
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8 Directors

8.1 Number of directors

- (a) The minimum number of directors is three. Subject to rule 8.1(b), the maximum number of directors is nine.
- (b) The directors may change the maximum number of permitted director positions with the approval of the members or as otherwise permitted by the law.
- (c) If at any time there is less than the minimum number of directors, the remaining director or directors may act but only:
 - (i) in an emergency;
 - (ii) for the purpose of convening a general meeting of the company; or
 - (iii) for the purpose of increasing the number of directors to the minimum number required.

8.2 Becoming a director

Subject to the transition requirements for the initial directors described at rule 8.5, a person may become a Director in three ways:

- (a) Election by members at an annual general meeting, such election to be for the period to the third annual general meeting after the AGM at which that person was elected (**Elected Directors**);
- (b) Appointment by the directors, such appointment to be for a term of up to two years with the precise period determined by the directors at the time of appointment (**Appointed Directors**); and
- (c) Appointment by the directors to fill any vacancy in the number of Elected Directors however arising, such appointment, if made, to be for the period up to the next annual general meeting at which point that director must retire (**Casual Appointment**).

8.3 Ratio of Elected Directors and Appointed Directors

Subject to the transition rules described at rule 8.5, the following rules apply when determining the ratio of Elected Directors to Appointed Directors:

- (a) Two thirds of the maximum permitted number of Director positions (as determined under rule 8.1) are reserved for, and may only be filled by, Elected Directors. All other Director positions may be filled by Appointed Directors.
- (b) If two thirds of the maximum number of permitted Director positions is not a whole number then the number is to be rounded down to the nearest whole number.

8.4 Directors time in office

- (a) Each Director is to remain as a Director until the term of her or his office expires or until he or she resigns, retires or is otherwise removed as a director of the Company in accordance with the Corporations Act and this constitution. However, subject to the Corporations Act and rules 8.4(b) and 8.4(c), a person is eligible for reappointment or re-election.
- (b) Subject to the transition provisions for directors described at rule 8.5(e):
 - (i) no person is permitted to hold the position of Appointed Director for any more than four continuous years. However, subject to rule 8.4(b)(ii), a person who has been an Appointed Director may subsequently fill an Elected Director position; and
 - (ii) no person is permitted to hold the office of a Director for any more than six continuous years unless otherwise resolved by a special resolution of Members.
- (c) A person having held office as a Director for six continuous years is eligible for re-election or re-appointment once a period of 12 months has expired since he or she last held office as a Director.

8.5 Transition provisions for directors

When determining which of the current members of the Association's governing body (**Board Members**) are to become directors of the company and to be named as such in

the application to the Australian Securities and Investments Commission to become a company as part of the Conversion process (**ASIC Application**), the following rules must be followed:

- (a) The ASIC Application must include the name and all other details of at least three, and no more than nine, persons current Board Members, each of whom must first consent in writing to become a director of the company.
- (b) If the number of Board Members in office at the time the ASIC Application is made is greater than nine, the Board Members must determine which nine from among their number are to be named in the ASIC Application or, if agreement cannot be reached, must be determined by lot.
- (c) All Board Members chosen to be the initial directors of the company in accordance with rules 8.5(a) and 8.5(b) (**Initial Directors**) must only hold office until the annual general meeting of the company next following the Conversion, at which point they must retire.
- (d) All Board Members not chosen in accordance with rules 8.5(a) and 8.5(b) will cease to be Board Members at the time of the conversion unless they have retired beforehand.
- (e) All Board Members in office as at the date this constitution is adopted (including the Initial Directors) are, notwithstanding the limits on terms of office imposed under rule 8.4(b), eligible to be elected or appointed for one additional term of office.

8.6 Qualifications and requirements of directors

- (a) To be eligible to be a director of the company a person must:
 - (i) be a member of the company;
 - (ii) not be an employee of the company;
 - (iii) be nominated in the way determined by the directors from time to time;
 - (iv) have knowledge about, have expertise relevant to and be committed to the purpose and activities of the company;
 - (v) not be ineligible to be a director under the *Corporations Act* or the *ACNC Act*; and
 - (vi) meet any other criteria relating to the composition of the board and skills and qualifications of directors as may be determined by the directors from time to time.
- (b) The directors must use all reasonable efforts to ensure that at least two of their number are persons who have Parkinson's Disease.

8.7 Vacation of office

- (a) In addition to the circumstances prescribed by law, the office of any director becomes vacant if the director dies or, unless the directors otherwise resolve to confirm the director's appointment, if the director:
 - (i) ceases to be a member of the company;

- (ii) becomes bankrupt;
 - (iii) is convicted of an indictable offence; or
 - (iv) fails to attend four consecutive directors' meetings without leave of absence approved by the directors.
- (b) Nothing in rule 8.7(a) prevents a director from vacating his or her office if the director resigns by notice in writing to the company.

8.8 Payments to directors

- (a) Subject to rule 8.8(c), directors are entitled to be paid all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the company, including attending and returning from general meetings of the company, meetings of the directors or meetings of committees or Support Groups (as a director) but will not otherwise receive any payment for acting as a director.
- (b) Nothing in this rule 8.8 restricts the remuneration to which a director may be entitled as a consultant or contractor to the company.
- (c) Notwithstanding anything else in this constitution, no payment of any kind which is permitted to be paid to a director by this constitution can be made by the company to a director until that payment is approved by the directors or such other person or persons to whom the directors may have delegated such authority.

8.9 Interested directors

- (a) No contract made between a director and the company is voided merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (b) Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution in accordance with the law which permits that director to do so.
- (c) Subject to rule 8.9(d), a director who is in any way interested in an arrangement (other than by having a material personal interest) may, despite that interest:
- (i) be counted in determining whether or not a quorum is present at any meeting of directors considering that arrangement;
 - (ii) sign or countersign any document relating to that arrangement; and
 - (iii) vote in respect of the arrangement or any matter arising out of it.
- (d) Rule 8.9(c) does not apply to the extent that it would be contrary to law.

8.10 Powers and duties of directors

The directors are responsible for managing the business of the company and may exercise all the powers of the company which are not required by the law or this constitution to be exercised by the company in general meeting.

8.11 Directors' meetings

The directors may hold meetings (including by technological means) for the conduct of business and regulate them as they think fit.

8.12 Convening of meetings of directors

A meeting of directors may be convened by the president or any three of the directors.

8.13 Notice of directors' meetings

- (a) Notice of a directors' meeting must be given to each current director, other than a director on leave of absence approved by the directors.
- (b) A notice of a directors' meeting must:
 - (i) be given in a way permitted by rule 13;
 - (ii) specify the time and place of and, if relevant, the form of technology for, the meeting; and
 - (iii) state the nature of the business to be transacted at the meeting.
- (c) A resolution passed at a directors meeting is not invalid just because a director did not receive notice of the meeting provided that:
 - (i) the notice was not received because of accident or error;
 - (ii) before or after the meeting, the director notifies the company of his or her agreement to the resolution; or
 - (iii) the director attended the meeting.

8.14 Quorum for directors' meetings

- (a) No business may be transacted at a directors' meeting unless there is a quorum of directors at the time the business is dealt with.
- (b) A quorum consists of 50% of the current number of directors. If 50% of directors is not a whole number, the number must be rounded up to the nearest whole number.
- (c) For the avoidance of doubt, a director is present at a meeting if participating by electronic means such as by telephone.
- (d) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide.

8.15 President and Vice-President

- (a) Subject to the rules relating to term of office of directors generally found at rule 8.4:
 - (i) the directors must appoint a director to the office of president for a term of up to two years; and
 - (ii) a person may serve as president more than once.

- (b) Subject to the rules relating to term of office of directors generally found at rule 8.4:
 - (i) the directors may appoint a director to the office of vice-president for a term of up to two years; and
 - (ii) a person may serve as vice-president more than once.
- (c) A person may:
 - (i) only fill the office of president or vice-president for so long as that person is a director of the company; and
 - (ii) not fill the position of president and vice-president at the same time.
- (d) The president must preside as chair at each directors' meeting unless he or she is unable to attend or unwilling to act.
- (e) If the president is unable to attend a directors' meeting or unwilling to act, then the vice-president, if one has been appointed, must preside as chair of that meeting.
- (f) If both the president and vice-president are unable to attend a directors' meeting or are unwilling to act, then the directors present at that meeting must elect a person from among their number to preside as chair for that meeting.

8.16 Decisions of directors

- (a) A directors' meeting at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under the law and this constitution.
- (b) Questions arising at a directors' meeting are to be decided by a majority of votes cast by the directors present and a decision of that kind is for all purposes a determination of the directors.
- (c) If there are an equal number of votes cast for and against a resolution at a directors' meeting, then:
 - (i) the chair may not cast a second vote; and
 - (ii) the resolution fails.

8.17 Decisions without meetings

Directors may pass resolutions and otherwise make decisions outside of a directors' meeting in any manner (including through the use of technology) so long as such manner complies with:

- (a) the law; and
- (b) any policies and procedures relating to the passing of director resolutions as determined by the directors from time to time.

8.18 Committees (including Support Groups)

- (a) The directors may resolve to:

- (i) establish one or more committees, including Support Groups, consisting of such persons as they determine;
 - (ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;
 - (iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
 - (iv) change the makeup of a committee at any time or dissolve it altogether.
- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within a set of guidelines or protocols.
- (c) The directors may continue to exercise all of their powers despite any delegation made under this rule.
- (d) Without limiting the powers of the directors under rules 8.18(a) to 8.18(c), each Support Group and each member connected with a Support Group must:
- (i) comply with the Parkinson's Support Group Guidelines;
 - (ii) ensure that anyone who is not a member who attends, participates in or is otherwise connected with, a Support Group complies with the Parkinson's Support Group Guidelines (including, if the directors so request, ensuring that any non-member agrees to be bound by the Parkinson's Support Group Guidelines);
 - (iii) comply with all relevant company policies, procedures and other guidelines as may be in force from time to time; and
 - (iv) exercise any powers delegated in accordance with any directions of the directors from time to time.

8.19 Delegation to individuals

- (a) The directors may resolve to delegate any of their powers:
- (i) to one or more directors;
 - (ii) to one or more members or Representatives of members; or
 - (iii) to one or more employees.
- (b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.
- (c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.
- (d) The directors may continue to exercise all of their powers despite any delegation.
- (e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position.

8.20 Validity of acts

An act done by a director or by a meeting of the directors or a committee attended by a director is not invalidated just because:

- (a) of a defect in the appointment of the director;
- (b) the person is disqualified from being a director or has vacated office; or
- (c) the person is not entitled to vote,

if that circumstance was not known by the person or the directors or committee, as the case may be, when the act was done.

9 Secretaries

- (a) The directors must appoint a secretary who may be, but does not need to be, a director.
- (b) The appointment of a secretary may be for the period, on the conditions and, subject to rule 9(c), at the remuneration as the directors determine.
- (c) A director may not be remunerated in his or her capacity as secretary.
- (d) Subject to any contract between the company and the relevant secretary, a secretary of the company may be removed or dismissed by the directors at any time, with or without cause. If that person is a director, such removal or dismissal does not remove that person from office as a director.
- (e) The duties of the secretary include, but are not limited to:
 - (i) ensuring that the necessary registers required by the law are established and properly maintained;
 - (ii) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time; and
 - (iii) ensuring the organisation of, and attend, meetings of the members and the directors, including the sending out of notices, the preparation of agenda and the compilation of minutes.
- (f) An act done by a person acting as a secretary is not invalidated just because:
 - (i) of a defect in the person's appointment as a secretary; or
 - (ii) the person is disqualified from being a secretary,if that circumstance was not known by the person when the act was done.

10 Winding up and loss of endorsement

10.1 Winding up

- (a) If upon the winding up or dissolution of the company there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (**Surplus**

Assets), such Surplus Assets must not be paid to, or distributed amongst members, but must be given or transferred to one or more organisations that:

- (i) has objects or purposes similar to those of the company;
 - (ii) by its constituent rules, prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed upon the company; and
 - (iii) is endorsed as a deductible gift recipient (**DGR**) for the purpose of any Commonwealth taxation act and, if required, such DGR endorsement is under the same category of DGR endorsement as the company.
- (b) The decision as to which organisation is, or which organisations are, to be the recipient of the Surplus Assets distributed in accordance with rule 10.1(a):
- (i) is to be determined by the directors at or before the winding up or dissolution of the company; or
 - (ii) if required, by the Court.
- (c) Any part of the Surplus Assets consisting of funds supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

10.2 Revocation of endorsement

- (a) If the endorsement of the company as a deductible gift recipient is revoked, the following assets remaining after the payment of the company's liabilities must be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
- (i) deductible gifts of money or property received for the principal purpose of the company;
 - (ii) deductible contributions made in relation to an eligible fundraising event held to raise funds for the principal purpose of the company; and
 - (iii) money received by the company because of such deductible gifts and contributions.
- (b) The decision as to which organisation is, or which organisations are, to be the recipient of the assets distributed in accordance with rule 10.2:
- (i) is to be determined by the directors at or before the revocation of endorsement of the company as a deductible gift recipient; or
 - (ii) if required, by the Court.

11 Minutes and records

11.1 Minutes

The directors must ensure that the following minutes are recorded, approved and kept in accordance with the law:

- (a) meetings and resolutions of members;
- (b) meetings and resolutions of directors; and
- (c) meetings and resolutions of committees.

11.2 Inspection of records

- (a) Subject to the law and rule 11.2(b), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open to inspection.
- (b) A member may, upon reasonable notice to the directors, inspect any books, records or documents of the company, provided the information obtained is only used for a proper purpose in connection with membership of the company. In the case of directors' minutes and resolutions, the directors may, at their complete discretion, refuse to provide all or some of the directors' minutes or provide such records in a redacted form.
- (c) The company must establish and administer all registers required to be kept by law and each member must provide the company with such information as is required for the company to comply with this rule. If events occur which would cause the information contained in a register maintained by the company to be inaccurate the member must notify the company in writing of the change within 21 days of the date of such change occurring.
- (d) Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.
- (e) The company must keep all financial and other records required by law.

12 Indemnity and insurance

- (a) To the extent permitted by law, the company indemnifies its officers and auditors (both current and past) for all losses or liabilities incurred by the person as an officer or auditor of the company including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.
- (b) This indemnity:
 - (i) may only be for losses or liabilities incurred as an officer or auditor of the company (either before or after the adoption of this rule); and
 - (ii) operates only to the extent that the loss or liability is not paid by insurance.
- (c) To the extent permitted by law, the company may take out and pay for insurance for the benefit of its officers (both current and past) against any liability incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for legal costs) .

13 Notices

Any notice, document or other communication required or permitted to be given under this constitution or law may be given in any manner (including through the use of technology) so long as such manner complies with:

- (a) the law; and
- (b) any policies and procedures relating to the giving and receiving of notices, documents and other communications as determine by the directors from time to time.

14 General

- (a) **Company seal:** The company may, but is not required to, have and use a company seal. If the directors determine that the company have a common seal, then it must be kept and used in accordance with the law.
- (b) **Submission to jurisdiction:** Each member submits to the non-exclusive jurisdiction of the Supreme Court of the State of New South Wales, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

Schedule 1 - Dictionary

1 Dictionary

1.1 Defined terms

In this constitution:

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

Applicant has the meaning given in rule 4.1(e).

Appointed Director has the meaning given in rule 8.2(b).

ASIC Application has the meaning given in rule 8.5.

Association means Parkinson's NSW Inc with incorporation number Y0364731.

Board Member has the meaning given in rule 8.5.

Business Day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the company's registered office is located.

Casual Appointment has the meaning given in rule 8.2(c).

Conversion has the meaning given in rule 4.1(a)

Elected Director has the meaning given in rule 8.2(a).

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

Expulsion Notice has the meaning given in rule 5.4.

Initial Directors has the meaning given at rule 8.5(c).

Member Expulsion Resolution has the meaning given in rule 5.4.

Parkinson's Support Group Guidelines means the Parkinson's NSW Ltd guidelines for the establishment and conduct of support groups available for download by visiting the Parkinson's NSW website at www.parkinsonsnsw.org.au, and as may be amended by the directors from time to time.

Representative, in relation to a body corporate, means a representative of the body corporate appointed under section 250D of the Corporations Act, which is to apply regardless of whether that body corporate would ordinarily be governed by the Corporations Act.

Support Group means a group established and operated in accordance with the Parkinson's Support Group Guidelines and, for the avoidance of doubt, includes any group established and operated as a support group prior to Conversion.

Surplus Assets has the meaning given in rule 10.1(a).

1.2 Meaning of member

Unless a rule of this constitution specifically refers to a particular class of member, then a reference to 'member' is a reference to all members regardless of which class they belong to.

2 Interpretation

2.1 General

- (a) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (b) In this constitution, headings are for convenience only and do not affect the interpretation of this constitution and, unless the contrary intention appears:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (iv) a reference to a person includes that person's successors and legal personal representatives;
 - (v) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
 - (vi) the words 'including', 'such as', 'for example' and the like are not, and should not be interpreted to be, words of limitation, unless explicitly stated otherwise; and
 - (vii) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

2.2 Replaceable rules not to apply

The replaceable rules contained in the *Corporations Act 2001* (Cth) from time to time do not apply to the company.

Schedule 2 - Membership Classes

Membership class	Eligibility criteria	On-going requirements	Membership rights
Member	Must comply with the requirements set out at rule 4.2.	<p>Compliance with the membership eligibility criteria set out at rule 4.2.</p> <p>Payment of any membership fee determined under rule 4.6.</p>	<p>To nominate a person as a candidate for election as a Director.</p> <p>To receive notices of and attend any general meeting of the company.</p> <p>If a body corporate, to appoint a Representative to act as its representative at any general meeting of the company.</p> <p>To exercise one vote on a show of hands and on a poll.</p>
Honorary Life Member	<p>Must comply with the requirements set out at rule 4.2.</p> <p>Must be a member of the company.</p> <p>Must, by a resolution of the directors, be granted an honorary membership in recognition of exceptional performance in some aspect of the work of the company.</p>	<p>Compliance with the membership eligibility criteria set out at rule 4.2.</p>	<p>Same as the member rights described above.</p>