

Zoe Medical Foundation Inc.

Constitution

(Approved 3rd February 2018. Amended 16 May 2018, 7th December 2024)

1 NAME

The name of the Association is the Zoe Medical Foundation Incorporated referred to as “The Foundation”. It is incorporated under the Associations Incorporation Act (1985) in South Australia.

2 OBJECTS (*Amended 7th December 2024*)

The Aims and Objectives of The Foundation are to raise, administer and distribute funds to assist:

1. The Zoe Medical Centre in Lilongwe, Malawi. This Centre is dedicated to providing Outreach Medical Services for the rural and village populations within Malawi.
2. The Talandira Early Childhood Development Centre in Machinga, Malawi. This Centre is dedicated to providing educational services and daily food supplements to children from the local community.

3 POWERS

- 3.1 The Foundation shall have all the powers conferred by Section 25 of the Associations Act.
- 3.2 These powers must only be used to comply with the Aims and Objectives above.
- 3.3 The Foundation shall be independent of any Political organisation.

4 MEMBERSHIP

- 4.1 Members
Persons who are accepting of the objects of The Foundation and agree to be bound by its rules.
- 4.2 Subscriptions
No subscriptions are payable unless determined at a General Meeting.
- 4.3 Resignation
A member may resign from The Foundation by giving written notice to the President or Secretary.
- 4.4 Expulsion
 - a) Subject to giving a member an opportunity to be heard or to make written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of The Foundation.

- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- c) The determination of the Committee shall be communicated to the member and in the event of an adverse determination the member shall (subject to 4d below) cease to be a member 14 days after the Committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to The Foundation at a General meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of The Foundation within 14 days after the determination of the Committee has been communicated to the member.
- e) In the event of an appeal (under 4d above), the appellant's membership of The Foundation shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of The Foundation in the General Meeting after the appellant has been heard by the members of The Foundation and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

4.5 Register of Members

Name and email address of current members to be kept on record by the Secretary.

4.6 Grievance Disputes

If there is a dispute between members, all parties must attempt to resolve the issue via discussion. However, if after 28 days the matter is not resolved, then the following procedure must be followed:

- (a) The party with the grievance must write to The Foundation detailing their specific concerns.
- (b) The Executive must appoint an independent mediator to hear from all parties. Reasonable notice must be given regarding the time and place of the hearing.
- (c) If the parties are unable to resolve the dispute with the assistance of the mediator, then an adjudicator must be appointed to settle the matter.

5 THE COMMITTEE

5.1 Powers & Duties

- a) The affairs of The Foundation shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of The Foundation and are not by the Act or by these rules required to be done by The Foundation in a General Meeting.
- b) The Committee has the management and control of the funds and other property of The Foundation.
- c) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of The Foundation on which these rules are silent.

d) The Committee shall appoint a Public Officer as required by the Act.

5.2 Appointment

The Committee shall comprise a President, Secretary/Public Officer, Treasurer and between one and three Committee members. An Auditor may also be appointed.

The first Committee shall be appointed from the Promoters and Supporters of The Foundation. This Committee shall hold Office until the first AGM after Incorporation. No person may hold the same Office for more than three consecutive years.

The Committee may appoint a member to fill a casual vacancy until the next AGM. Notice of all persons seeking election to the Committee shall be given to all members with the notice calling the relevant meeting.

5.3 Proceedings

The Committee shall meet as often as may be required to conduct the business of The Foundation.

Motions arising at any meeting shall be decided upon by a show of hands. Each person present is entitled to one vote on each issue.

The President shall have a casting vote in addition to a deliberative vote.

Proxy votes shall not be allowed.

A quorum for a meeting of the Committee shall be three members.

5.4 Disqualification of Committee Members

The Office of a member shall become vacant if a Committee member is:

- disqualified from being a Committee member by the Act,
- expelled as a member under these rules,
- permanently incapacitated by ill health,
- absent without apology for more than three meetings in a financial year.

6 THE SEAL

The Foundation shall have a Common Seal upon which its corporate name shall appear in legible characters.

The Seal shall not be used without express authorisation of the Committee, and every use of the Seal shall be recorded in the Minute Book of The Foundation. The affixing of the Seal shall be witnessed by any two Office Bearers.

7 MEETINGS

7.1 Annual General Meetings

a) The Committee shall call an Annual General Meeting in accordance with the Act and these rules.

- b) The first Annual General Meeting shall be held within 18 months after the Incorporation of The Foundation and thereafter within five months after the end of each financial year.
- c) The order of the business at the meeting shall be:
 - confirmation of the minutes of the previous Annual General Meeting and of any special General Meeting held since that meeting,
 - consideration of the accounts and reports of the Committee and the Auditor's Report,
 - election of Committee members,
 - appointment of an Auditor,
 - any other business requiring consideration by the Foundation in General Meeting.

7.2 Notice of General Meetings

- a) Subject to 7.2b, at least 14 days' notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by The Foundation to any member by serving the member with the notice personally, or by sending it by post (or email) to the address appearing in the Register of Members.

7.3 Proceedings at General Meetings

- a) Three members present personally shall constitute a quorum for the transaction of business at any General Meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to a date within one month and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

7.4 Special General Meetings

The Committee may call a special General Meeting of The Foundation at any time on request of 50% of the members.

7.5 Voting at General Meetings

- a) Subject to these rules, every member of The Foundation has only one vote at a Meeting.
- b) Unless a poll is demanded by at least three members, a question for decision at a General Meeting must be determined by a show of hands.

7.6 Minutes

- a) Proper minutes of all proceedings of General Meetings of The Foundation and of meetings of the Committee shall be entered within one month after the relevant meeting in Minute Books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of The Foundation or the members of the Committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

8 FINANCIAL REPORTING

The financial year of The Foundation shall run from the 1st July each year until the 30th June the following year.

The Foundation shall keep and retain accounting records to explain the transactions and financial position of The Foundation in accordance with the Act.

The Foundation may refund costs and pay salaries after agreement by resolution of the Executive and members present at a General meeting.

Payments made via cheque, cash or electronic transfer must be authorized by two members of the Executive.

9 AMENDMENT OF CONSTITUTION

The Constitution may be repealed or amended by a resolution of **two thirds** of the members voting at a General Meeting.

Written notice of repeal, alteration or amendment must be sent to members not less than 14 days prior to the date of the meeting.

10 DISSOLUTION

10.1 The Foundation must not dissolve unless approved by a Special Resolution which requires:

- a) At least 21 days written notice to be sent to Members specifying the intention to propose the Special Resolution.
- b) Passage of the Resolution at a Special or General Meeting requiring a majority of not less than **three quarters** of the Membership of the Foundation.

10.2 On dissolution, all financial assets must be transferred to another Incorporated Body with similar objects to The Foundation.

as a 10.3 *(Amended 16th May 2018)* If the organisation is wound up or its endorsement deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar

objects (which is charitable at law) **and to which income tax deductible gifts can be made:**

- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions.