



**DIABETES AUSTRALIA-NSW
A.B.N 84 001 363 766**

**CONSTITUTION- CLAUSE 2
Amended to be correct as at November 2006**

The objects for which Diabetes Australia-NSW is established are:

- To provide an organisation for the benefit of and service to people with diabetes and others, without discrimination as to race, colour or creed, without regard to their means or ability to pay and whether or not those persons are members of the Organisation.
- To act as an authoritative and advisory body to safeguard the social and economic interest of people with diabetes, to promote the study of the cause and treatment thereof, to promote lectures discussions, and correspondence for information and benefit of people with diabetes and the public generally, to educate the public concerning diabetes and the dangers and complications if neglected, by all possible means including press, radio, television and other means of communication and to co-operate with any similar organisation for the furtherance of the objects of the Organisation.
- To facilitate the manufacture and distribution of goods, merchandise, foods and beverages suitable for use of people with diabetes.
- To assist either directly or by arrangement with any person, corporation or institution in the provision of nurses and dietitians, convalescent homes, schools, laboratories, clinics, offices, examination halls, lecture rooms, libraries, canteens and similar services and institutions for the benefit of people with diabetes and others without regard to their means or ability to pay.
- To facilitate the establishment and conduct holiday camps for those with diabetes.
- To organise detection drives to discover people with as yet undiagnosed diabetes.

- To acquire, establish, print, publish, issue and circulate authentic literature dealing with aspects of people with diabetes, similar matters as may seem conducive to the promotion of these objects or in any way beneficial to the Organisation.
- To promote trade, advance and sell as widely as possible the Organisation's literature, publications, films, discs, tapes and recordings throughout the Commonwealth of Australia and New Zealand and the Pacific Islands and elsewhere.
- To subscribe to become a member of and confer, cooperate or correspond with any association, institution, society or body of individuals whether incorporated or not in relation to any of the objects of the Organisation or on any other matter of interest to its members provided that the Organisation shall not support with funds any association, institute, society or body that does not prohibit the distribution of income profits and property amongst its members to the extent at least as great as is imposed on the Organisation under or by virtue of clause 3 of this Memorandum.

Clause 3 states:

The income and property of the Organisation, however derived, shall be applied solely towards the promotion of the objects of the Organisation as set forth in this Memorandum of Association; and in no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Organisation.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Organisation or to any member of the Organisation in return for any services actually rendered to the Organisation, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn amounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Organisation; but so that no Director of the Organisation shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Organisation to any Director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Organisation.

Provided that the provision last aforesaid shall not apply to any payment to any company of which a Director may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect to such payment.

- If and when considered advisable to apply or petition for or promote a Royal Charter or Act of Parliament for the purposes of the Organisation or the re-incorporation thereof or for continuing and expanding the work thereof.

- To acquire by purchase, donation or otherwise a library of diabetic and other requisite works and maintain and from time to time extend and improve such library.
- To undertake fundraising efforts and to hold or arrange competitions and provide or contribute towards the provisions of prizes and awards, provided that no member of the Organisation shall receive any prize or award from the Organisation except as a successful competitor in any competition held or promoted by the Organisation to the cost of the holding or promotion of which the Organisation may have subscribed out of income or property and which under the regulations affecting the said competition may be awarded to him.
- 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 Organisation or the dependents or connections of any such persons and to contribute to Superannuation Funds or create Provident Funds for the benefit of the employees of the Organisation or their dependents; 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 public general or useful object.

Provided always that any such moneys as referred to in this sub-Clause expended in connection with employees or past employees of the Organisation or the dependents or connections of any such persons shall be moneys other than those raised under the Charitable Fundraising Act, 1991.

- To accept any gift, endowment, subsidy, grant or bequest made to the Organisation generally for the purpose of any specific object and to carry out any trusts attached to any such gift, endowment, subsidy, grant or bequest. Provided that in case the Organisation shall take or hold any property which may be subject to any trust, the Organisation shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- To undertake and execute any trusts the undertaking whereof may be necessary or convenient for the carrying out of the objects of the Organisation.
- To procure the Organisations to be registered or recognised in any country or place outside Australia.
- To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the objects of the Organisation or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Organisation may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- To appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Organisation.

- To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property wheresoever situated and any rights or privileges which the Organisation may think necessary or convenient for the purposes for which it is established. Provided that in case the Organisation shall take or hold any property which may be subject to any trusts the Organisation shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Organisation upon land held in fee simple or under lease from the crown or any corporation or person or upon any other tenure.
- To sell, improve, manage, develop, exchange, lease, mortgage, dispose or turn to account or otherwise deal with all part of the real and personal property and rights of the Organisation howsoever.
- To borrow or raise or secure the payment of money in such manner as the Organisation shall think fit and in particular by the issue of guarantees, unsecured notes or debentures charged upon all or any of the property of the Organisation both present and future and to purchase redeem or pay off any such borrowings, raisings or securities.
- To invest and deal with the money of the Organisation not immediately required in such manner as may be permitted by law for the investment of trust funds.
- To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- To make donations for patriotic or for charitable uses.
- From time to time to make, rescind or alter such by-laws not being inconsistent with any Statute or with this Memorandum of Association or with the Articles of Association for the time being in force for the regulation of any of the affairs of the Organisation, as may be deemed necessary or convenient.
- To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- The Organisation shall have all the powers of a Company except to the extent that they conflict with the limitations set out herein.

The Constitution is available on request by contacting Diabetes Australia-NSW at

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