



Constitution

Mental Health Co-ordinating Council Inc.

Under the Associations Incorporation Act 2009 (NSW)

ABN 59 279 168 647

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Part 1 – Preliminary

1 Preamble

- 1.1 The Council began in 1983 with the coming together of a small group of dedicated mental health advocates who saw the overwhelming need to turn a disparate group of poorly funded community organisations into a sector that promoted human rights and the social model of disability, and understood the importance of terms such as ‘citizenship’ for people with lived experience of a mental illness.
- 1.2 The Council was formally constituted in 1986. Founding members were:
- (a) Aftercare Association;
 - (b) Association of Relatives and Friends of the Mentally Ill;
 - (c) GROW;
 - (d) Life Line Sydney;
 - (e) New South Wales Association for Mental Health;
 - (f) Pala Society;
 - (g) Psychiatric Rehabilitation Association; and
 - (h) Richmond Fellowship of New South Wales.
- 1.3 The Membership of the Council has grown and diversified over the years. It has endeavoured to both represent member needs and to provide support and leadership to a developing sector, based on the following underlying operating principles:
- (a) good mental health is about the whole person; their psychological, physical, emotional and spiritual needs;
 - (b) service user input is central to the promotion of mental health and the delivery and management of services;
 - (c) communities need to provide a range of mental health services designed to meet local needs; and

- (d) a cross-government approach to mental health promotion and service delivery is required.

2 Definitions

2.1 In this Constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

Annual General Meeting means a General Meeting required to be held annually as provided in clause 35.

Appointed Director means a Director appointed by the Board under clause 22.1(b).

Board means the governing body of the Council with powers as provided in clause 20.

Community Organisation with a Mental Health Focus is a not-for-profit organisation, whose business is to deliver or support mental health services.

Constitution means this constitution as amended from time to time.

Director means a person elected or appointed as a member of the Board pursuant to clause 22, 23 and 24.

Council means Mental Health Co-ordinating Council Inc. (registration number Y0087533 and ABN 59 279 168 647) being an incorporated association described in this Constitution and established under the Act.

Director-General has the same meaning as it has in the Act which at the time of adoption of this Constitution means:

- (a) the Commissioner for Fair Trading, Department of Finance and Services, or
- (b) if there is no such position in the Department, the Director-General of the Department.

Elected Director means a Director elected by Members at the Annual General Meeting under clause 22.1(a).

Financial Year means the Council's accounting period of twelve months, which begins on the first day of July and ends on the last day of June each year.

General Meeting means a meeting of Members and includes an Annual General Meeting.

Income Tax Assessment Act means the *Income Tax Assessment Act 1997* (Cth).

Existing Member means the 'Ordinary Members' of the Council on the day immediately prior to the date of adoption of this Constitution.

Member means an Existing Member or a person admitted as a member of the Council in accordance with clause 10.

Membership means membership of the Council.

Permitted Appointment means:

- (a) the appointment of a person who is already an employee as a Director or other officer of the Council; or
- (b) the appointment of a person who is already a Director, officer or Member as an employee of the Council;

in circumstances which satisfy all of the following requirements:

- (c) the terms of employment have been approved by a resolution of the Board; and
- (d) only one person at any time is both:
 - (i) a Director or other officer of the Council; and
 - (ii) an employee of the Council; and
- (e) the appointment is permitted by, or not in contravention of, any applicable law.

Public Officer means a public officer appointed by an association's committee in accordance with section 34 of the Act.

Regulation means the *Associations Incorporation Regulation 2010* (NSW).

Representative means an individual appointed by a Member from time to time to represent the Member at General Meetings of the Council.

Secretary means:

- (a) the person holding office under this Constitution as secretary of the Council, or
- (b) if no such person holds that office – the Public Officer of the Council.

Special General Meeting means a General Meeting of the Council other than an Annual General Meeting.

2.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) words importing any gender include all other genders;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a law includes regulations and instruments made under the law;
- (f) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;
- (h) a reference to a person includes an individual, a corporation and a body corporate;
- (i) a power, an authority or a discretion reposed in a Director, the Board, the Council in General Meeting or a Member may be exercised at any time and from time to time;
- (j) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- (k) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

2.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

3 Objects

Health promotion charity objects

The objects for which the Council is established are to promote the prevention of mental health conditions with reference to ‘through and on behalf of its member organisations’ through:

- (a) supporting and developing the community-managed mental health sector in New South Wales so as to better manage and treat mental health conditions;
- (b) acting as an advocate for people who have a mental health condition by influencing policy and reform in that sector;
- (c) building research capacity within the community managed mental health sector and forming and facilitating partnerships and collaborations to promote and conduct relevant research and evaluation activities into the prevention and control of mental health conditions in people;
- (d) acting as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects; and
- (e) doing such things as are incidental or ancillary to the attainment of these objects.

4 Powers

The Council has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

5 Application of income for Objects only

5.1 The profits (if any) or other income and the property of the Council, however derived:

- (a) must be applied solely towards the promotion of the objects of the Council as set out in clause 3; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

- 5.2 The above clause does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:
- (a) of reasonable remuneration for services to the Council;
 - (b) for goods supplied in the ordinary course of business;
 - (c) of fair and reasonable interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Council in a General Meeting;
 - (d) of reasonable rent for premises let by a Member; or
 - (e) on a winding up or cancellation of the Council, in furtherance of the Council's objects.

6 Winding up and cancellation

- 6.1 The Council may be wound up by Special Resolution.
- 6.2 In the event of the winding up or the cancellation of the incorporation of the Council, the surplus assets of the Council:
- (a) may be paid to a Member if that would be in furtherance of the objects of the Council;
 - (b) but unless clause 6.2(a) applies, otherwise must not be distributed to any Members or former Members but subject to the Act and any court order made under section 63 of the Act, and subject to clause 7, must be given to:
 - (i) a body in Australia that has similar objects to the Council; and
 - (ii) whose rules or governing document prohibit the distribution of its income and assets among its members.
- 6.3 The body to which the surplus assets are to be given referred to in clause 6.2(b) must be decided by Special Resolution at or before the time of dissolution.

7 Revocation of Australian Taxation Office endorsement

7.1 Where the Council has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the Income Tax Assessment Act, then, where:

- (a) the Council is wound up;
- (b) the fund is wound up; or
- (c) the endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked;

any surplus assets of the Council or fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause 6.2(b) and is an endorsed deductible gift recipient, including a Member, if that would be in furtherance of the objects of the Council.

7.2 Where the Council operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund which is endorsed as a deductible gift recipient.

Part 2 – Membership

8 Membership

Existing Members and any person approved for Membership of the Council by the Board under clause 10 are the Members of the Council.

9 Membership criteria

To be eligible to be a Member, an applicant must:

- (a) be a Community Organisation with a Mental Health Focus;
- (b) agree to be bound by this Constitution;
- (c) agree to adhere to the Code of Conduct;

- (d) other than the Existing Members, apply for Membership of the Council as provided by clause 10; and
- (e) other than the Existing Members, be approved for Membership of the Council by the Board.

10 Application for Membership

10.1 An application of a person for Membership:

- (a) must be made by an applicant in writing in a form determined by the Board from time to time; and
- (b) must be lodged with the Secretary.

10.2 As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board. The Board will determine whether to approve or to reject the application.

10.3 As soon as practicable after the Board makes that determination, the Secretary must:

- (a) notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable); and
- (b) if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a Member as memberships fees.

10.4 The Secretary must, on payment by the applicant of the amounts referred to in clause 10.3(b) within the period referred to in that provision, enter the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member.

10.5 The Council shall maintain at least five (5) Members.

11 Cessation of Membership

A person ceases to be a Member if the person:

- (a) resigns Membership; or

- (b) fails to pay an annual Membership fee within three (3) months after the fee was due and payable; or
- (c) is expelled from the Council under clause 18.

12 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

13 Resignation of Membership

13.1 A Member may resign that Membership in accordance with this clause.

13.2 A Member who has paid all amounts payable by the Member to the Council in respect of the Member's membership may resign from Membership of the Council by:

- (a) first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign; and
- (b) on the expiration of the period of notice, the Member ceases to be a Member.

13.3 If a Member ceases to be a Member under clause 13.2, and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

14 Register of Members

14.1 The Secretary must establish and maintain a register of Members specifying:

- (a) the name of the Member;
- (b) the address of the Member; and
- (c) the date on which the person became a Member.

- 14.2 The register of Members must be kept at the principal place of administration of the Council and must be open for inspection, free of charge, by any Member at any reasonable hour.
- 14.3 A Member may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

15 Membership fees

The Members must pay such Membership fees as prescribed from time to time by the Board.

16 Members' liabilities

The liability of a Member to contribute towards:

- (a) the payment of the debts and liabilities of the Council; or
- (b) the costs, charges and expenses of the winding up of the Council;

is limited to the amount, if any, unpaid by the Member in respect of Membership of the Council as required by clause 15.

17 Resolution of internal disputes

- 17.1 Disputes between Members (in their capacity as Members) of the Council, and disputes between Members and the Council, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 17.2 At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

18 Disciplining of Members

- 18.1 A complaint may be made to the Board by any person that a Member:
- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or

- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Council;
or
 - (c) makes statements which are inconsistent with, or contrary to, the objects of the Council.
- 18.2 On receiving such a complaint, the Board:
- (a) must cause notice of the complaint to be served on the Member concerned;
 - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- 18.3 The Board may, by resolution, expel the Member from the Council or suspend the Member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 18.4 If the Board expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clause 19.
- 18.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the Member exercises the right of appeal, unless and until the Council confirms the resolution under clause 19.5, whichever is the later.

19 Right of appeal of disciplined Member

- 19.1 A Member may appeal to the Council in General Meeting against a resolution of the Board under clause 18, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 19.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

- 19.3 On receipt of a notice from a Member under clause 19.1, the Secretary must notify the Board which is to convene a General Meeting of the Council to be held within 28 days after the date on which the Secretary received the notice.
- 19.4 At a General Meeting convened under clause 19.3:
- (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 19.5 If the General Meeting passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The Board

20 Powers of the Board

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Council in General Meeting, the Board:

- (a) is to control and manage the affairs of the Council;
- (b) may exercise all such functions as may be exercised by the Council, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Council.

21 Qualifications of Directors

To be eligible for the office of an Elected Director, a person must be a Representative.

22 Board composition

- 22.1 Following the adoption of this Constitution, the Board is to consist of seven (7) to eleven (11) Directors as follows:
- (a) seven (7) to nine (9) persons, each of whom is to be elected at the Annual General Meeting under clause 23 (**Elected Director**); and
 - (b) two (2) persons appointed by the Board (**Appointed Director**) under clause 24.
- 22.2 If the Directors are unwilling to appoint a Director in accordance with clause 22.1(b), then the Board is to consist of such persons elected as Directors in accordance with clause 23.
- 22.3 Each Elected Director is, subject to this Constitution, to hold office until the conclusion of the third Annual General Meeting following the date of the Director's election, but is eligible for re-election.
- 22.4 In the event of a casual vacancy occurring in Elected Directors, the Board may appoint a Representative to fill the vacancy and the Representative so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 22.5 Except as otherwise provided under this Constitution, a Director may not send another person in their place to Board meetings.

23 Election of Board

- 23.1 Nominations of candidates for election as Elected Directors:
- (a) must be made in writing, signed by one (1) Member and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 23.2 If insufficient nominations are received to fill all Elected Director vacancies on the Board, further nominations may be received at the Annual General Meeting, and a ballot shall be held.
- 23.3 Following the election of Directors, any vacant Elected Director positions remaining on the Board are taken to be casual vacancies.

- 23.4 The ballot for the election of Elected Directors is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

24 Appointment and removal of Appointed Directors

- 24.1 Subject to clause 22.1 and the Act, the Board may:
- (a) appoint new Appointed Directors;
 - (b) remove an Appointed Director, before the end of the Director's period of office; and
 - (c) appoint another person in that Director's place.
- 24.2 Retirement of Appointed Directors
- (a) Appointed Directors are appointed for terms of three (3) years.
 - (b) Any Appointed Director who has held office for three (3) years or more since last being appointed, must retire from office at the conclusion of the Annual General Meeting that immediately follows the three (3) year anniversary, but is eligible for reappointment.

25 Limit on period of service

Elected Directors and Appointed Directors are entitled to seek re-election and re-appointment, respectively, as Directors on three consecutive occasions so that a Director's continuous period of service to the Council subsequent to the Council's adoption of this Constitution shall not exceed a period of nine (9) years, unless otherwise resolved by the Members in General Meeting.

26 Chairperson

- 26.1 The Board shall elect from their number a chairperson of their meetings subject to clause 26.2 and may determine the period for which the person elected as chairperson is to hold office.
- 26.2 If a Board meeting is held and:
- (a) A chairperson has not been elected; or

- (b) The chairperson is not present within ten minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;

then the Directors present must elect one of their number to be a chairperson of the meeting.

27 Secretary

- 27.1 There must be at least one Secretary who is to be appointed by the Board.
- 27.2 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Council of his or her address.
- 27.3 It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of Directors;
 - (b) the names of Directors present at a Board meeting or a General Meeting; and
 - (c) all proceedings at Board meetings and General Meetings.
- 27.4 Minutes of proceedings at a meeting referred to in clause 27.3(c) must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

28 Treasurer

- 28.1 There must be at least one Treasurer who is to be appointed by the Board.
- 28.2 It is the duty of the treasurer of the Council to ensure:
 - (a) that all money due to the Council is collected and received and that all payments authorised by the Council are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of the Council, including full details of all receipts and expenditure connected with the activities of the Council.

29 Vacancy of Director

For the purposes of this Constitution, a casual vacancy in the office of a Director occurs if that person:

- (a) dies;
- (b) in the case of an Elected Director, ceases to be a Representative;
- (c) in the case of an Appointed Director, their appointor ceases to be a Member;
- (d) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;
- (e) resigns office by notice in writing given to the Secretary;
- (f) is removed from office under clause 24;
- (g) is absent without the consent of the Board from two consecutive meetings of the Board;
- (h) makes statements which are inconsistent with, or contrary to, the objects of the Council;
or
- (i) is no longer willing or able to subscribe to the objects of the Council.

30 Removal of Director

- 30.1 The Council in General Meeting may by resolution remove any Director from that office before the expiration of the Director's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director so removed.
- 30.2 If a Director to whom a proposed resolution referred to in clause 30.1 relates makes representations in writing to the Secretary (not exceeding a reasonable length) and requests that the representation be notified to the Members, the Secretary may send a copy of the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

31 Employees

- 31.1 No person who is an employee of the Council may be appointed as an officer of the Council unless the appointment is a Permitted Appointment.
- 31.2 No officer or Representative shall be appointed to any salaried office of the Council or any office of the Council paid by fees unless the appointment is a Permitted Appointment and no remuneration or other benefit in money or money's worth shall be given by the Council to any officer or Representative who is not an employee, except that payments may be made to an officer or Director:
- (a) For the payment of out-of-pocket expenses incurred in carrying out the duties of a Director where the payments do not exceed an amount previously approved by the Board; or
 - (b) For any service rendered to the Council in a professional or technical capacity, where the provision of that service has the prior approval of the Board and is on reasonable commercial terms.

32 Meetings and quorum

- 32.1 The Board must meet at least six (6) times in each period of twelve (12) months at such place and time as the Board may determine.
- 32.2 Additional meetings of the Board may be requested by any Director.
- 32.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the Directors) before the time appointed for the holding of the meeting.
- 32.4 Notice of a meeting given under clause 32.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.
- 32.5 A majority of Directors constitutes a quorum for the transaction of the business of a meeting of the Board.

- 32.6 No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a place and time as determined by the Board and notified by the Secretary in writing.
- 32.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

33 Delegation by Board to sub-committee

- 33.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Directors, Representatives and other persons as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 33.2 A function the exercise of which has been delegated to a sub-committee under clause 33.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 33.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 33.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 33.5 Any act:
- (a) by a sub-committee acting in the exercise of a delegation under this clause; or
 - (b) to a sub-committee by a third party in respect of a delegation under this clause;
- has the same force and effect as it would have if it had been done by or to the Board.
- 33.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 33.7 A sub-committee may meet and adjourn as it thinks proper.

34 Voting and decisions

- 34.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 34.2 Each person present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 34.3 Subject to clause 32.5, the Board may act despite any vacancy on the Board.
- 34.4 Any act:
- (a) by the Board or a sub-committee; or
 - (b) to the Board or a sub-committee by a third party;
- is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.
- 34.5 In the event of an equality of votes cast for and against a question, the chairperson of the Board meeting does not have a second or casting vote, and consequently the question is decided in the negative.

Part 4 – General Meeting

35 Annual General Meetings

- 35.1 With the exception of the first Annual General Meeting, the Council must, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year, convene an Annual General Meeting of its Members.
- 35.2 The Council must hold its first Annual General Meeting:
- (a) within the period of eighteen (18) months after its incorporation under the Act; and
 - (b) within the period of six (6) months after the expiration of the first Financial Year.
- 35.3 Clauses 35.1 and 35.2 have effect subject to any extension or permission granted by the Director-General under section 37(2)(b) of the Act.

35.4 The Annual General Meeting is, subject to the Act and to clause 35, to be convened on such date and at such place and time as the Board thinks fit.

36 Business at Annual General Meetings

36.1 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) to receive from the Board reports on the activities of the Council during the last preceding Financial Year;
- (c) to elect Directors; and
- (d) to receive and consider the financial statement which is required to be submitted to Members under the Act.

36.2 An Annual General Meeting must be specified as such in the notice convening it.

37 Calling of Special General Meetings

37.1 The Board may, whenever it thinks fit, convene a Special General Meeting.

37.2 The Board must, on the requisition in writing of at least five percent (5%) of the total number of Members, convene a Special General Meeting.

37.3 A requisition of Members for a Special General Meeting:

- (a) must state the purpose or purposes of the meetings;
- (b) must be signed by the Members making the requisition;
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

- 37.4 If the Board fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 37.5 A Special General Meeting convened by a Member as referred to in clause 37.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who consequently incurs expenses is entitled to be reimbursed by the Council for any expense so incurred.

38 Notice

- 38.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Council, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 38.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Council, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matters required under clause 38.1, the intention to propose the resolution as a special resolution.
- 38.3 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 36.1.
- 38.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

39 Procedure

- 39.1 No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 39.2 Ten (10) percent of Members present by Representative (being Members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 39.3 In determining whether a quorum is present, each individual attending as a Representative is to be counted, except that where a Member has appointed more than one Representative, only one is to be counted.
- 39.4 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 39.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least five (5)) is to constitute a quorum.

40 Chairperson of General Meeting

- 40.1 The chairperson elected under clause 26 is to preside as chairperson at each General Meeting.
- 40.2 If the chairperson is absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

41 Adjournment

- 41.1 The chairperson of a 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.
- 41.2 If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 41.3 Except as provided in clauses 41.1 and 41.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- 41.4 Where by the terms of an instrument appointing a Representative:
- (a) the Representative is authorised to attend and vote at the General Meetings to be held on or before a specified date; and
 - (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of appointment of Representative;

then by force of this clause 41.4, that later date is substituted for and applies to the exclusion of the date specified in the instrument of appointment, unless the Member appointing the Representative gives the Council at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

42 Making of decisions

- 42.1 A question arising at a General Meeting is to be determined on a show of hands unless a poll is demanded.
- 42.2 Unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 42.3 At a General Meeting, a poll may be demanded by the chairperson or by at least three (3) Members present at the meeting.
- 42.4 If a poll is demanded at a General Meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

43 Representatives of Members

- (a) A Member must appoint as a Representative an individual to represent the Member at General Meetings.
- (b) The appointment of a Representative by a Member:
 - (i) may be in the form set out in the Appendix to this Constitution;
 - (ii) must include the name of the Representative;
 - (iii) must be in writing and be signed by an authorised representative of the Member; and
 - (iv) must be given to the Council or, for representation at a meeting, be given to the chairperson before the meeting starts.
- (c) A Representative has all the rights of a Member relevant to the purposes of the appointment as a Representative.
- (d) The appointment may be a standing one and remains in force until the appointment is revoked.

44 Special resolution

A resolution of the Council is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members as, being entitled under this Constitution so to do, vote in person at a General Meeting of which at least twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with clause 38; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

45 Voting

- 45.1 On any question arising at a General Meeting each Member has one (1) vote only.
- 45.2 All votes must be given by Representative.
- 45.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote and the resolution consequently fails.
- 45.4 A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Council has been paid, other than the amount of the annual subscription payable in respect of the then current year.

46 Postal ballots

- 46.1 The Council may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 19).
- 46.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

47 Insurance

The Council may effect and maintain insurance.

48 Source of Funds

48.1 The funds of the Council are to be derived from:

- (a) Membership fees;
- (b) donations; and
- (c) subject to any resolution passed by the Council in General Meeting, such other sources as the Board determines.

48.2 All money received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council's bank account.

48.3 The Council must, as soon as practicable after receiving any money, issue an appropriate receipt.

49 Management of Funds

49.1 The funds of the Council are to be used in pursuance of the objects of the Council in such manner as the Board determines.

49.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Directors or employees of the Council, being Members or employees authorised to do so by the Board.

50 Alteration of Constitution

This Constitution may be altered, rescinded or added to only by a special resolution of the Council.

51 Custody of books

Except as otherwise provided by this Constitution, the Public Officer of the Council must keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

52 Inspection of books

The records, books and other documents of the Council must be and are open to inspection, free of charge, by a Member at any reasonable hour by appointment.

53 Service of notices

53.1 For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

53.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**APPOINTMENT OF REPRESENTATIVE
MENTAL HEALTH CO-ORDINATING COUNCIL INC. (Association)**

I/We _____ [name]

of _____ [address]

being a member/members of the Association hereby appoint

_____ [name]

of _____ [address]

or, in his or her absence _____ [name]

of _____ [address]

as its representative to vote for me/us on my/our behalf at the meeting of the members of the Association to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

[If appropriate, replace the above wording with “as its Representative to vote for it on its behalf at meetings of the Members of the Association from [meeting date] and until this notice is revoked in writing.”.

[To be inserted if desired] This form is to be used in favour of / against the resolution (Strike out whichever is not desired)

[Insert details of specific resolutions if desired]

SIGNED _____

NAME _____

DATED _____

This notice appointing a Representative must be returned to the chairperson of Mental Health Co-ordinating Council Inc. at [address/email address by [time] on [date] [insert specific details ensuring that the time is before the time for the meeting]