



# **Constitution**

**of**

# **Mental Health Co-ordinating Council Limited**

**Australian Company Number (ACN) 147 598 374  
Australian Business Number (ABN) 59 279 168 647**

**A company limited by guarantee**

Part 1 – Preliminary .....	6
1 Preamble .....	6
2 Definitions .....	7
3 Reading this Constitution with the Corporations Act.....	10
4 Type of company .....	10
5 Limited liability of Members .....	10
6 The guarantee .....	10
7 Objects.....	11
8 Powers.....	11
9 Application of income for objects only .....	11
10 Winding up and cancellation.....	12
11 Revocation of Australian Taxation Office endorsement.....	13
Part 2 – Membership .....	13
12 Membership .....	13
13 Membership criteria .....	13
14 Application for Membership.....	14
15 Cessation of Membership.....	14
16 When a person becomes a Member .....	15
17 Membership entitlements not transferable .....	15
18 Resignation of Membership.....	15
19 Register of Members .....	16
20 Membership fees .....	16

21	Resolution of internal disputes .....	17
22	Disciplining Members .....	17
23	Right of appeal of disciplined Member .....	18
Part 3 – The Board .....		19
24	Powers of the Board .....	19
25	Eligibility .....	19
26	Board Composition .....	19
27	Election and appointment of Elected Directors .....	20
28	Appointment and removal of Appointed Directors .....	21
29	Limit on period of service.....	21
30	Chairperson .....	21
31	Secretary.....	22
32	Treasurer .....	22
33	Vacancy of Director .....	23
34	Removal of a Director.....	23
35	Employees .....	24
36	Meetings and quorum.....	24
37	Execution of documents .....	25
38	Using technology to hold Directors' meetings .....	25
39	Delegation by Board to sub-committee .....	25
40	Voting and decisions .....	26
41	Circular resolutions of Directors .....	27
42	Duties of Directors .....	28
43	Conflicts of interest .....	28

Part 4 – General Meetings of Members .....	29
44 Annual General Meetings .....	29
45 Business at Annual General Meetings .....	30
46 Calling of Special General Meetings .....	30
47 Notice.....	31
48 Quorum at General Meetings .....	32
49 Using technology to hold meetings .....	32
50 Chairperson for General Meetings .....	33
51 Role of the chairperson .....	33
52 Adjournment of meetings.....	33
Part 5 – Members' Resolutions and Statements.....	34
53 Members' resolutions and statements.....	34
54 Council must give notice of proposed resolution or distribute statement .....	35
55 Circular resolutions of Members.....	35
56 Challenge to Member's right to vote.....	36
57 Making of decisions .....	36
58 Representatives of Members .....	37
59 Special resolution .....	37
60 Voting.....	37
61 Direct Voting .....	38
62 Postal ballots .....	39
Part 6 – Minutes and records .....	39
63 Minutes and records .....	39
64 Financial and related records .....	40

65	Management of Funds.....	40
66	Alteration of Constitution .....	41
67	Inspection of books.....	41
	Part 7 – Minutes and records .....	41
68	By-laws .....	41
	Part 8 – Notice.....	41
69	Service of notices .....	41
	Part 9 – Indemnity, Insurance and Access .....	42
70	Indemnity .....	42
71	Insurance .....	43
72	Directors' access to documents.....	43

## 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.
- 1.4 In 2018, the Council was registered as a company limited by guarantee under the Corporations Act.

---

## 2 Definitions

### 2.1 In this Constitution:

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

**Annual General Meeting** means a General Meeting required to be held annually as provided in clause 44.

**Appointed Director** has the meaning as defined in clause 26.2(b).

**Board** means the Directors acting collectively as the governing body of the Council with powers as provided in clause 24.

**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.

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

**Council** means the Mental Health Co-ordinating Council Limited, whatever its name for the time being.

**direct vote** means a vote at a General Meeting delivered to the Council by such means as approved by the Board.

**Director** means a person elected or appointed as a Member of the Board pursuant to clauses 26, 27 and 28.

**elected chairperson** means a person elected by the Directors to be the Council's chairperson under clause 30.

**Elected Director** has the meaning as defined in clause 26.2(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).

**Initial Member** means a person who is named in the application for registration of the Council as a company limited by guarantee under the Corporations Act, with their consent, as a proposed Member of the Council.

**Member** means an Initial Member or a person admitted as a Member of the Council in accordance with clause 14.

**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.

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

**registered charity** means a charity that is registered under the ACNC Act.

**Secretary** means the person holding office under this Constitution as secretary of the Council.



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

**Treasurer** means an individual appointed in accordance with clause 32 of this Constitution.

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;
- (l) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (m) 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 Corporations Act.

---

### **3 Reading this Constitution with the Corporations Act**

- 3.1 The replaceable rules set out in the Corporations Act do not apply to the Council.
- 3.2 While the Council is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.
- 3.3 If the Council is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.
- 3.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.

---

### **4 Type of company**

The Council is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a registered charity.

---

### **5 Limited liability of Members**

The liability of Members is limited to the amount of the guarantee in clause 6.

---

### **6 The guarantee**

Each Member must contribute an amount not more than \$1 (the guarantee) to the property of the Council if the Council is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Council incurred before the Member stopped being a Member;  
or
- (b) costs of winding up.

---

## **7 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.

---

## **8 Powers**

Subject to clause 9, the Council has the following powers, which may only be used to carry out its purposes set out in clause 7:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

---

## **9 Application of income for objects only**

9.1 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 7; 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.

9.2 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.

---

## **10 Winding up and cancellation**

10.1 The Council may be wound up by special resolution.

10.2 In the event of the winding up or the deregistration 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 10.2(a) applies, otherwise must not be distributed to any Members or former Members but subject to the ACNC Act, and subject to clause 11, 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.

10.3 The body to which the surplus assets are to be given referred to in clause 10.2(b) must be decided by special resolution at or before the time of dissolution.

---

## **11 Revocation of Australian Taxation Office endorsement**

11.1 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 10.2(b) and is an endorsed deductible gift recipient, including a Member, if that would be in furtherance of the objects of the Council.

11.2 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**

---

## **12 Membership**

Initial Members and any person approved for Membership of the Council by the Board under clause 14 are the Members of the Council.

---

## **13 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 Initial Members, apply for Membership of the Council as provided by clause 14; and
- (e) other than the Initial Members, be approved for Membership of the Council by the Board.

---

## **14 Application for Membership**

14.1 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.

14.2 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.

14.3 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.

14.4 The Secretary must, on payment by the applicant of the amounts referred to in clause 14.3(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.

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

---

## **15 Cessation of Membership**

A person ceases to be a Member if the person:

- (a) resigns Membership;

- (b) fails to pay an annual Membership fee within three (3) months after the fee was due and payable;
- (c) is expelled from the Council under clause 22;
- (d) dies; or
- (e) is wound up or otherwise dissolved or deregistered (for an incorporated Member).

---

## **16 When a person becomes a Member**

Other than Initial Members, an applicant will become a Member when they are entered on the register of Members.

---

## **17 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.

---

## **18 Resignation of Membership**

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

18.2 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.

18.3 If a Member ceases to be a Member under clause 18.2, 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.

---

## **19 Register of Members**

19.1 The Secretary must establish and maintain a register of Members. The register of Members must be kept by the Secretary and must contain:

(a) for each current Member:

- (i) name;
- (ii) address;
- (iii) any alternative address nominated by the Member for the service of notices;  
and
- (iv) date the Member was entered on to the register.

(b) for each person who stopped being a Member in the last 7 years:

- (i) name
- (ii) address
- (iii) any alternative address nominated by the Member for the service of notices;  
and
- (iv) dates the membership started and ended.

19.2 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.

19.3 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, the other amount.

---

## **20 Membership fees**

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



---

## **21 Resolution of internal disputes**

- 21.1 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*.
- 21.2 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.

---

## **22 Disciplining Members**

- 22.1 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.
- 22.2 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.
- 22.3 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.
- 22.4 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 23.

- 22.5 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 23.5, whichever is the later.

---

### **23 Right of appeal of disciplined Member**

- 23.1 A Member may appeal to the Council in General Meeting against a resolution of the Board under clause 22, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 23.2 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.
- 23.3 On receipt of a notice from a Member under clause 23.1, 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.
- 23.4 At a General Meeting convened under clause 23.3:
- (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.
- 23.5 If the General Meeting passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## Part 3 – The Board

---

### 24 Powers of the Board

- 24.1 The Directors are responsible for managing and directing the activities of the Council to achieve the purposes set out in clause 7.
- 24.2 The Directors may exercise all such functions as may be exercised by the Council, other than those functions that are required by the Corporations Act or this Constitution to be exercised by a General Meeting of Members.
- 24.3 The Directors must decide on the responsible financial management of the Council, including:
- (a) any suitable written delegations of power under clause 39; and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

---

### 25 Eligibility

- 25.1 A person is ineligible to be a candidate for nomination or appointment, or be nominated or appointed, to the Board if that person is ineligible to be a Director of the Council under the Corporations Act or the ACNC Act.
- 25.2 To be eligible for the office of an Elected Director, a person must be a Representative.

---

### 26 Board Composition

- 26.1 The Initial Directors are the people who have agreed to act as Directors and who are named as Directors in the application for registration of the Council as a company limited by guarantee under the Corporations Act.
- 26.2 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 27 or by postal ballot under clause 62 (**Elected Director**); and

- (b) two (2) persons appointed by the Board (**Appointed Director**) under clause 28 .
- 26.3 If the Directors are unwilling to appoint a Director in accordance with clause 26.2(b), then the Board is to consist of such persons elected as Directors in accordance with clause 27.
- 26.4 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.
- 26.5 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.
- 26.6 Except as otherwise provided under this Constitution, a Director may not send another person in their place to Board meetings.

---

## **27 Election and appointment of Elected Directors**

- 27.1 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 or, if the election is to take place by postal ballot under clause 62, before the deadline for nominations set by the Board in relation to the ballot).
- 27.2 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.
- 27.3 Following the election of Directors, any vacant Elected Director positions remaining on the Board are taken to be casual vacancies.
- 27.4 The ballot for the election of Elected Directors at the Annual General Meeting is to be conducted in such usual and proper manner as the Board may direct.

---

## **28 Appointment and removal of Appointed Directors**

28.1 Subject to clause 26.2 and the Corporations 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.

28.2 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.

---

## **29 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 shall not exceed a period of nine (9) years, unless otherwise resolved by the Members in General Meeting (not including any period of time prior to the registration of the Council as a company limited by guarantee under the Corporations Act)..

---

## **30 Chairperson**

30.1 The Board shall elect from their number a chairperson of their meetings subject to clause 30.2 and may determine the period for which the person elected as chairperson is to hold office.

30.2 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.

---

## **31 Secretary**

- 31.1 There must be at least one Secretary who is to be appointed by the Board.
- 31.2 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Council of his or her address.
- 31.3 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.
- 31.4 Minutes of proceedings at a meeting referred to in clause 31.3(c) must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 31.5 A person automatically ceases to be Secretary if the person:
- (a) is not permitted by the Corporations Act, the ACNC Act or another law to be Secretary;
  - (b) resigns by notice in writing to the Council; or
  - (c) is removed by the Board.

---

## **32 Treasurer**

- 32.1 There must be at least one Treasurer who is to be appointed by the Board.
- 32.2 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.

---

### **33 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 ineligible to be a Director of the Council under the Corporations Act or the ACNC Act;
- (e) becomes an insolvent under administration within the meaning of the Corporations Act;
- (f) resigns office by notice in writing given to the Secretary;
- (g) is removed from office under clause 34;
- (h) is absent without the consent of the Board from two consecutive meetings of the Board;
- (i) makes statements which are inconsistent with, or contrary to, the objects of the Council;  
or
- (j) is no longer willing or able to subscribe to the objects of the Council.

---

### **34 Removal of a Director**

34.1 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.

34.2 If a Director to whom a proposed resolution referred to in clause 34.1 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.

---

## **35 Employees**

- 35.1 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.
- 35.2 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.
- 35.3 The Council may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

---

## **36 Meetings and quorum**

- 36.1 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.
- 36.2 Additional meetings of the Board may be requested by any Director.
- 36.3 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.
- 36.4 Notice of a meeting given under clause 36.3 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.



- 36.5 A majority of Directors constitutes a quorum for the transaction of the business of a meeting of the Board.
- 36.6 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.
- 36.7 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.

---

### **37 Execution of documents**

- 37.1 The Council may execute a document without using a common seal if the document is signed by:
- (a) two Directors of the Council, or
  - (b) a Director and the Secretary.

---

### **38 Using technology to hold Directors' meetings**

- 38.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
- 38.2 The Directors' agreement may be a standing (ongoing) one.
- 38.3 A Director may only withdraw their consent within a reasonable period before the meeting.

---

### **39 Delegation by Board to sub-committee**

- 39.1 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 Corporations Act or by any other law.
- 39.2 A function the exercise of which has been delegated to a sub-committee under clause 39.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 39.3 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.
- 39.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 39.5 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.
- 39.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 39.7 A sub-committee may meet and adjourn as it thinks proper.

---

## **40 Voting and decisions**

- 40.1 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.
- 40.2 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.
- 40.3 Subject to clause 36.5, the Board may act despite any vacancy on the Board.
- 40.4 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.

40.5 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.

---

## **41 Circular resolutions of Directors**

41.1 The Directors may pass a circular resolution without a Directors' meeting being held.

41.2 A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 41.3 or clause 41.4.

41.3 Each Director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

41.4 The Council may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

41.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 41.3 or clause 41.4.

---

## **42 Duties of Directors**

The Directors must comply with their duties as Directors under legislation and common law, and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Council;
- (b) to act in good faith in the best interests of the Council and to further the charitable purpose(s) of the Council set out in clause 7;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 43;
- (f) to ensure that the financial affairs of the Council are managed responsibly, and
- (g) not to allow the Council to operate while it is insolvent.

---

## **43 Conflicts of interest**

43.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

- (a) to the other Directors, or
- (b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

- 43.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 43.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clauses 43.4:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- 43.4 A Director may still be present and vote if:
- (a) their interest arises because they are a Member of the Council, and the other Members have the same interest;
  - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Council (see clause 71);
  - (c) their interest relates to a payment by the Council under clause 70 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
  - (d) the Australian Securities and Investments Commission (**ASIC**) makes an order allowing the Director to vote on the matter; or
  - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
    - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Council, and
    - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

## **Part 4 – General Meetings of Members**

---

### **44 Annual General Meetings**

- 44.1 With the exception of the first Annual General Meeting, the Council must, at least once in each calendar year and within the period of six (6) months after the expiration of each Financial Year, convene an Annual General Meeting of its Members.

- 44.2 The Council must hold its first Annual General Meeting:
- (a) within the period of eighteen (18) months after its incorporation under the Corporations Act; and
  - (b) within the period of six (6) months after the expiration of the first Financial Year.
- 44.3 The Annual General Meeting is, subject to the Corporations Act and to this clause, to be convened on such date and at such place and time as the Board thinks fit.

---

## **45 Business at Annual General Meetings**

- 45.1 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 Elected Directors, except where a postal ballot has been conducted to elect the Elected Directors under clause 62; and
  - (d) to receive and consider the financial statement which is required to be submitted to Members under the ACNC Act or the Corporations Act.
- 45.2 An Annual General Meeting must be specified as such in the notice convening it.

---

## **46 Calling of Special General Meetings**

- 46.1 The Board may, whenever it thinks fit, convene a Special General Meeting.
- 46.2 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.
- 46.3 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.
- 46.4 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.
- 46.5 A Special General Meeting convened by a Member as referred to in clause 46.2 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.

---

## **47 Notice**

- 47.1 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.
- 47.2 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 47.1, the intention to propose the resolution as a special resolution.
- 47.3 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 45.1.
- 47.4 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.

---

## **48 Quorum at General Meetings**

- 48.1 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.
- 48.2 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.
- 48.3 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.
- 48.4 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.
- 48.5 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.

---

## **49 Using technology to hold meetings**

- 49.1 The Council may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 49.2 Anyone using this technology is taken to be present in person at the meeting.



---

## **50 Chairperson for General Meetings**

- 50.1 The chairperson elected under clause 30 is to preside as chairperson at each General Meeting.
- 50.2 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.

---

## **51 Role of the chairperson**

- 51.1 The chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 51.2 The chairperson does not have a casting vote.

---

## **52 Adjournment of meetings**

- 52.1 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.
- 52.2 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.
- 52.3 Except as provided in clauses 52.1 and 52.2, 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.
- 52.4 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 52.4, 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.

## **Part 5 – Members' Resolutions and Statements**

---

### **53 Members' resolutions and statements**

- 53.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the Council of a resolution they propose to move at a General Meeting (Members' resolution), and/or
  - (b) a written request to the Council that the Council give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (Members' statement).
- 53.2 A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 53.3 A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.
- 53.4 Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 53.5 The percentage of votes that Members have (as described in clause 53.1) is to be worked out as at midnight before the request or notice is given to the Council.
- 53.6 If the Council has been given notice of a Members' resolution under clause 53.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 53.7 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

---

## **54 Council must give notice of proposed resolution or distribute statement**

54.1 If the Council has been given a notice or request under clause 53:

- (a) in time to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, it must do so at the Council's cost, or
- (b) too late to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Council in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Council will pay these expenses.

54.2 The Council does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:

- (a) it is more than 1,000 words long;
- (b) the Directors consider it may be defamatory; and
- (c) clause 54.1(b) applies, and the Members who proposed the resolution or made the request have not paid the Council enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members, or
- (d) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

---

## **55 Circular resolutions of Members**

55.1 Subject to clause 55.2, the Directors may put a resolution to the Members to pass a resolution without a General Meeting being held (a circular resolution).

55.2 Circular resolutions cannot be used where the Corporations Act or this Constitution requires a meeting to be held.

- 55.3 A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 55.4 or clause 55.5.
- 55.4 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 55.5 The Council may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

---

## **56 Challenge to Member's right to vote**

- 56.1 A Member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 56.2 If a challenge is made under clause 56.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

---

## **57 Making of decisions**

- 57.1 A question arising at a General Meeting is to be determined on a show of hands unless a poll is demanded.
- 57.2 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.
- 57.3 At a General Meeting, a poll may be demanded by the chairperson or by at least three (3) Members present at the meeting.
- 57.4 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.

---

## **58 Representatives of Members**

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

---

## **59 Special resolution**

A resolution of the Council is a special resolution: 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 47.

---

## **60 Voting**

- 60.1 On any question arising at a General Meeting each Member has one (1) vote only.
- 60.2 All votes must be given by Representative.

- 60.3 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.
- 60.4 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.

---

## **61 Direct Voting**

- 61.1 The Board may determine:
- (a) that Members entitled to attend and vote at a General Meeting may cast a direct vote in accordance with this clause 61;
  - (b) the form, method and timing of giving a direct vote in order for the vote to be validly cast at a General Meeting; and
  - (c) whether direct votes are counted where the vote is by show of hands.
- 61.2 A valid direct vote cast by a Member has the same effect as if the Member had cast the vote in person at the General Meeting.
- 61.3 Where the Board determines that Members will be entitled to vote by direct vote at a General Meeting, the following provisions apply:
- (a) a direct vote by a Member is not revoked by the Member attending the General Meeting unless the Member instructs the Council prior to the start of the General Meeting that the Member wishes to vote in person on the resolutions to be put before the General Meeting, in which case the direct vote by the Member is revoked; and
  - (b) a direct vote by a Member is automatically revoked if, after the direct vote is received by the Council, the Council receives a further valid direct vote from the Member.

---

## **62 Postal ballots**

The Board may, subject to the ballot being completed before the date (if any) on which an election of Elected Directors would otherwise be required to take place:

- (a) require that an election of Elected Directors will take place by postal ballot; and
- (b) subject to clauses 27 and 28, decide the form, manner of voting, timing and conduct of that postal ballot.

## **Part 6 – Minutes and records**

---

### **63 Minutes and records**

63.1 The Council must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of General Meetings
- (b) minutes of circular resolutions of Members
- (c) a copy of a notice of each General Meeting, and
- (d) a copy of a Members' statement distributed to Members under clause 54.

63.2 The Council must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees), and
- (b) minutes of circular resolutions of Directors.

63.3 To allow Members to inspect the Council's records:

- (a) the Council must give a Member access to the records set out in clause 63.1, and
- (b) the Directors may authorise a Member to inspect other records of the Council, including records referred to in clause 63.1 and clause 63.2.

63.4 The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:

- (a) the chairperson of the meeting, or

(b) the chairperson of the next meeting.

63.5 The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

---

## **64 Financial and related records**

64.1 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.

64.2 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.

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

64.4 The Council must make and keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance, and

(b) enable true and fair financial statements to be prepared and to be audited.

64.5 The Council must also keep written records that correctly record its operations.

64.6 The Council must retain its records for at least 7 years.

64.7 The Directors must take reasonable steps to ensure that the Council's records are kept safe.

---

## **65 Management of Funds**

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



- 65.2 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.

---

## **66 Alteration of Constitution**

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

---

## **67 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.

## **Part 7 – Minutes and records**

---

## **68 By-laws**

- 68.1 The Directors may pass a resolution to make by-laws to give effect to this Constitution.
- 68.2 Members and Directors must comply with by-laws as if they were part of this Constitution.

## **Part 8 – Notice**

---

## **69 Service of notices**

- 69.1 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.

- 69.2 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.

## **Part 9 – Indemnity, Insurance and Access**

---

### **70 Indemnity**

- 70.1 The Council indemnifies each officer of the Council out of the assets of the Council, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Council.
- 70.2 In this clause, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
- 70.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the Council is not precluded by law (including the Corporations Act) from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 70.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Council.

---

**71 Insurance**

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Council may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Council against any liability incurred by the person as an officer of the Council.

---

**72 Directors' access to documents**

72.1 A Director has a right of access to the financial records of the Council at all reasonable times.

72.2 If the Directors agree, the Council must give a Director or former Director access to:

- (a) certain documents, including documents provided for or available to the Directors, and
- (b) any other documents referred to in those documents.

**APPOINTMENT OF REPRESENTATIVE  
MENTAL HEALTH CO-ORDINATING COUNCIL LIMITED (Council)**

I/We \_\_\_\_\_ [name]

of \_\_\_\_\_ [address]

being a member/members of the Council 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 Council 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 Council 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 Limited at [address/email address by [time] on [date] [insert specific details ensuring that the time is before the time for the meeting]