

# **MENTAL HEALTH COORDINATING COUNCIL Inc.**

## **Revised Constitution as a Health Promotion Charity**

# **CONSTITUTION**

## **TABLE OF CONTENTS**

### **PART I - PRELIMINARY**

- Name
- 1. Interpretation

### **PART II - PURPOSE AND OBJECTIVES**

- 2. Primary Purpose
- 3. Other Objectives

### **PART III - MEMBERSHIP**

- 4. Membership
- 5. Nomination for membership
- 6. Membership entitlements not transferable
- 7. Replacement delegate
- 8. Cessation of membership
- 9. Resignation of membership
- 10. Fees and subscriptions
- 11. Members' liabilities
- 12. Disciplining of members
- 13. Right of appeal of disciplined member

### **PART IV - THE BOARD**

- 14. Powers of the Board
- 15. Constitution and membership
- 16. Election of Board members
- 17. Vacancies
- 18. Removal of Board members
- 19. Board meetings and quorum
- 20. Delegation by Board to committee

MHCC Constitution amended Dec 10/11 AGM

21. Voting and decisions
22. Appointment of Alternates

#### **PART V - EXECUTIVE COMMITTEE**

23. The Executive Committee

#### **PART VI – OFFICE BEARERS**

24. Public Officer

#### **PART VII - GENERAL MEETINGS**

25. Annual general meetings - holding of
26. Annual general meetings - calling of and business at
27. General meetings - calling of
28. General meetings - notice
29. General meetings - procedure and quorum
30. Presiding member
31. Adjournment
32. Making of decisions
33. Voting

#### **PART VIII - MISCELLANEOUS**

34. Funds - source
35. Funds - management
36. Non Profit
37. Dissolution of the Council
38. The Establishment and operation of a Gift Fund
39. Alteration of objects and rules
40. Common seal
41. Custody of books
42. Inspection of books
43. Service of notice

## **PART I - PRELIMINARY**

### **Name**

The name of the Association shall be the Mental Health Coordinating Council.

### **1. Interpretation**

1.1 In these rules, unless a contrary intention appears:

"The Act" means the Associations Incorporation Act 2009; and

"The Regulations" means the Associations Incorporation Regulations.

"Board" means the Board of the Council established under clause 15;

"Carer" means a person whose life is affected by virtue of a close relationship and caring role with a consumer;

"Chair" means the person holding the office of Chair under these rules and includes an acting Chair and any person appointed by the Board to perform all or any of the duties of the Chair;

"Council" means the Mental Health Coordinating Council

"Deputy Chair" means the person holding the office of Deputy Chair under these rules and includes an acting Deputy Chair and any person appointed by the Board to perform all or any of the duties of the Deputy Chair;

"Executive Committee" means the committee established under clause 23;

"Financial year" means the year ending on 30 June;

"Member" means a member, however described, of the Council;

"Office bearer" means the Chair, the Deputy Chair, the secretary and the treasurer;

"Ordinary Board member" means a Board member who is not an office-bearer;

"Psychiatric disability" means disability arising from the experience of mental health problems and disorders;

"Psychiatric illness" means mental health problems and disorders;

"Resolution" means an ordinary majority of voters have voted in its favour;

"Special resolution" – refer 5.5 of the Act.

"Returning officer" means the person appointed by the Board as returning officer to assist the Council in the election of Board members and Executive Committee members;

"Secretary" means the person holding the office of secretary under these rules and includes an acting secretary and any person appointed by the Board to perform all or any of the duties of the secretary;

"Treasurer" means the person holding the office of treasurer under these rules and includes an acting treasurer and any person appointed by the Board to perform all or any of the duties of the treasurer;

1.2 In these rules:

a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

- 1.3 The provisions of the Interpretation Act 1987 (NSW) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART II - PURPOSE AND OBJECTIVES**

### **2. Primary Purpose**

The primary purpose of the Council is the prevention of psychiatric illness through the promotion of mental health and the co-ordination of activities of non-government mental health care services in New South Wales.

### **3. Other Objectives**

The other objectives of the Council are to:

- 3.1. To coordinate the provision of various forms of assistance to individuals who have a psychiatric disability and their carers, including but not limited to any activity which enhances the support and quality of life for people with the symptoms of psychiatric illness and their carers;
- 3.2. To provide broad based information and education to individuals who have a psychiatric illness;
- 3.3. To provide broad based education to carers and service providers including health care workers and other organisations to enable them to appropriately support individuals who have a psychiatric illness;
- 3.4 To engage in research into the causes, prevention and treatment of psychiatric illnesses;
- 3.5 To engage in activities to raise community awareness of the importance of mental health and difficulties experienced by people who have a psychiatric disability;
- 3.6 To research the needs of people who have a psychiatric disability in the community and assist participating non-government organisations to develop services to meet those needs;
- 3.7 To contribute to the dialogue in our society about mental health and psychiatric disability by research, study, writing and participation in appropriate enquiries;
- 3.8 To contribute to the supervision and training of professional people working in mental health care and psychiatric disability services;
- 3.9 To act as an advocate for people who have mental health problems and/ or psychiatric disability;
- 3.10 To co-operate with other non-government and government agencies in the provision of mental health care and psychiatric disability services;
- 3.11 To do all such other things that are incidental or conducive to the attainment of these objects and as are permitted by these rules.

## **PART III - MEMBERSHIP**

### **4. Membership**

#### 4.1 Foundation Members

The Foundation members of the Council are:

The Aftercare Association

The Association of Relatives and Friends of the Mentally Ill  
GROW

Life Line Sydney

New South Wales Association for Mental Health

A nominee of the Pala Society in Australia

Psychiatric Rehabilitation Association

Richmond Fellowship of New South Wales

#### 4.2 Eligibility for Membership

There are four categories of membership:

4.2.1 Ordinary Members – includes Not For Profit Non Government Organisations whose business or activity is wholly or in part, to promote the welfare and rehabilitation of people with mental health problems;

4.2.2 Associate Members – includes organizations who are *not* Not For Profit Non Government Organisations (e.g. Local Hospital Networks);

4.2.3 Subscription Members – interested individuals (not representing an organization).

4.2.4 Reciprocal Membership – MHCC may choose to enter into a reciprocal membership arrangement that is determined to be mutually beneficial to both organisations

#### 4.3 Voting Eligibility

Only Ordinary Members have voting rights.

### **5. Nomination for membership**

5.1 New organisations and individuals may be admitted to membership of the Council by a resolution at a meeting of the Board carried by a number at least equal to a two-thirds majority of the total membership of the Board.

5.2 A nomination of an organisation for membership of the Council:

5.2.1 shall be made by a member in writing in the form set out in Appendix 1 to these rules; and

5.2.2 shall be lodged with the secretary.

5.3 As soon as is practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination.

5.4 Where the Board determines to approve a nomination for membership, the secretary shall as soon as practicable after that determination notify the nominee of that approval and request the nominee to pay within 28 days after receipt of

- the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription.
- 5.5 The secretary shall, on payment by the nominee of the amounts referred to in subclause 5.4 within the period referred to in that subclause, enter the nominee's name, address and other prescribed particulars in a register of members and, upon the information being so entered, the nominee shall become a member of the Council.
- 5.6 Where the Board determines to reject a nomination for membership, the secretary will as soon as practicable after that determination notify the nominee of that rejection. The Board need not supply reasons for such rejection.
- 5.7 An organisation that is accepted for Ordinary Membership of the Council shall appoint one delegate who shall be entitled to attend and vote at all General and Annual General Meetings of the Council. A delegate shall also be eligible for election to the Board. A delegate shall be entitled to one vote. Each member organisation may also appoint an alternate delegate to attend and vote in the absence of the delegate.

## **6. Membership entitlements not transferable**

A right, privilege or obligation which an organisation has by reason of being a member of the Council:

- 6.1 is not capable of being transferred or transmitted to another organisation or individual; and
- 6.2 terminates upon cessation of membership.

## **7. Replacement delegate**

- 7.1 A delegate represents the interests of the member.
- 7.2 A member may advise the Council that a delegate is no longer able to represent the interests of the member.
- 7.3 If a member proposes to advise the Council that a delegate is no longer able to represent its interests, the member:
- 7.3.1 must do so by notifying the secretary and providing a resolution of the members Board or Management Committee to that effect, and
  - 7.3.2 must nominate in similar manner a replacement delegate to fulfil the role of the delegate after 1 calendar month.
- 7.4 Where the Board is of the opinion that a delegate has persistently refused or neglected to comply with its duties as a delegate or has persistently and wilfully acted in a manner prejudicial to the interests of the member and the Council, the Board may notify the member in writing of the delegates act, omission or neglect and require the member to nominate in writing a replacement delegate to fulfil the role of the previous delegate after 1 calendar month.

## **8. Cessation of membership**

- 8.1 An organisation ceases to be a member of the Council if the organisation:
- 8.1.1 is wound up or has a provisional liquidator, receiver manager or agent appointed;
  - 8.1.2 resigns from membership of the Council;
  - 8.1.3 is expelled from the Council;
  - 8.1.4 fails to renew membership of the Council; or
  - 8.1.5 ceases to meet membership requirements listed in Clause 4.
  - 8.1.6 fails to comply with a requirement under 7.4
- 8.2 Where an organisation ceases to be a member, the secretary will make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9. Resignation of membership**

- 9.1 A member is not entitled to resign from membership of the Council except in accordance with this rule.
- 9.2 A member who has paid all amounts payable by the member to the Council may resign from membership of the Council by first giving notice (being not less than one month or, if the Board has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

## **10. Fees and subscriptions**

- 10.1 The annual membership fee of the Council is determined by resolution of the Board.
- 10.2 The annual membership and subscription fees are payable:
- 10.2.1 except as provided by sub-clause 10.4.2, before 1 July in each calendar year; or
  - 10.2.2 where an organisation becomes a member on or after 1 July in any calendar year, from the date that the organisation becomes a member, and on a pro rata basis, until the following July when the provisions of clause 10.4.1 apply.

## **11. Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the Council or 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 10.

## 12. Disciplining of members

- 12.1 Where the Board is of the opinion that a member:
  - 12.1.1 has persistently refused or neglected to comply with a provision of these rules; or
  - 12.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Council; the Board may, by resolution:
  - 12.1.3 expel the member from the Council; or
  - 12.1.4 suspend the member from such rights and privileges of membership of the Council as the Board may determine for a specified period.
- 12.2 A resolution of the Council under sub-clause 12.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-clause 12.3, confirms the resolution in accordance with this clause.
- 12.3 Where the Council passes a resolution under sub-clause 12.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - 12.3.1 setting out the resolution of the Board and the grounds on which it is based;
  - 12.3.2 stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - 12.3.3 stating the date, place and time of that meeting; and
  - 12.3.4 informing the member that the member may do either or both of the following:
    - 12.3.4.1 attend and speak at that meeting;
    - 12.3.4.2 submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 At a meeting of the Board mentioned in sub-clause 12.2, the Board shall:
  - 12.4.1 give to the member mentioned in sub-clause 12.1 an opportunity to make oral representations;
  - 12.4.2 give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
  - 12.4.3 by resolution determine whether to confirm or to revoke the resolution of the Board made under sub-clause 12.1.
- 12.5 Where the Council confirms a resolution under sub-clause 12.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under clause 13.
- 12.6 A resolution confirmed by the Board under sub-clause 12.4 does not take effect:
  - 12.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - 12.6.2 where within that period the member exercises the right of appeal, unless and until the Council confirms the resolution in accordance with sub-clause 13.4.

### **13. Right of appeal of disciplined member**

- 13.1 A member may appeal to the Council in general meeting against a resolution of the Board which is confirmed under sub-clause 12.4, within 7 days after notice of the confirmation of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 13.2 Upon receipt of a notice under sub-clause 13.1, the secretary shall notify the Council which shall convene a general meeting of the Council to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- 13.3 At a general meeting of the Council convened under sub-clause 13.2:
  - 13.3.1 no business other than the question of the appeal shall be transacted;
  - 13.3.2 the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - 13.3.3 the members present shall vote by secret ballot on the question of whether the resolution made under sub-clause 12.4.3 should be confirmed or revoked.
- 13.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-clause 12.4, that resolution is confirmed.

## **PART IV - THE BOARD**

### **14. Powers of the Board**

The Board, subject to the Act, the Regulations, these rules, and to any resolution passed by the Council in general meeting:

- 14.1 shall control and manage the affairs of the Council;
- 14.2 may exercise all such functions as may be exercised by the Council other than those functions that are required by these rules to be exercised by the Council in general meeting; and
- 14.3 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.

### **15. Constitution and membership**

- 15.1 The Board will be drawn from ordinary members and will consist of:
  - i. the Office Bearers of the Council consisting of a Chairperson; a Vice Chairperson; an Honorary Secretary; an Honorary Treasurer which shall be styled 'The Executive Committee', and
  - ii. no more than six delegates who shall be styled 'Ordinary Members'.
  - iii. no more than three Board Members delegated from unincorporated or unfunded bodies

- 15.2 MHCC Board Members shall, subject to these rules, hold office for a fixed term of three years expiring at the end of the third Annual General Meeting following their election. Retiring Board members are eligible for re-election.
- 15.3 At each Annual General Meeting one third of the number of Board members shall retire from office. The Board members to retire in each year shall be those who have been the longest in office since their last election. Where Board members were elected on the same day, those to retire must be determined by lot.
- 15.4 In the event of a casual vacancy in the membership of the Board, the Board may, subject to clause 15.1, appoint a member of the Council to fill the vacancy and the member so appointed shall be eligible to serve the term remaining of the Board Member that he or she is appointed to replace.

## **16. Election of Board members**

- 16.1 Applications for nomination onto the Board shall be made in writing and
- 16.1.1 accompanied by the written consent of the candidate and the nominating member organisation (which may be endorsed on the nomination form); and
  - 16.1.2 shall be delivered to the secretary not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- 16.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 16.3 If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.6 The ballot for the election of Board members will be conducted at the annual general meeting in such a manner as the Board may direct.
- 16.7 A member organisation cannot simultaneously hold more than one position on the Board

## **17. Casual Vacancies**

- 17.1 For the purpose of these rules, a vacancy in the office of a Board member and/or a member of the Executive Committee occurs if:
- 17.1.1 the Board member / or a member of the Executive Committee dies;
  - 17.1.2 the Board member/ or a member of the Executive Committee is no longer a delegate of their organisation;
  - 17.1.3 the Board member's / or a member of the Executive Committee's organisation ceases to be a member;

- 17.1.4 the Board member / or a member of the Executive Committee resigns the office;
- 17.1.5 the Board member / or a member of the Executive Committee is removed from office pursuant to clause 18;
- 17.1.6 the Board member / or a member of the Executive Committee becomes an insolvent under administration within the meaning of the Corporations Law;
- 17.1.7 the Board member / or a member of the Executive Committee is absent without the consent of the Board from all meetings of the Board and/or the Executive Committee held during a period of 6 months.

## **18. Removal of Board members**

- 18.1 The Council in general meeting may by resolution remove any member of the Board from the office of member of the Board before the expiration of the member's term of office and the provisions of clause 12 shall apply as if such removal was an expulsion or suspension under that Clause.
- 18.2 Where a Board member is absent from 2 consecutive Board meetings without notification in advance their position on the Board may be terminated by a resolution of the Board.

## **19. Board meetings and quorum**

- 19.1 The Board will meet at least 6 times in each calendar year and as often as deemed necessary either by using any technology consented to by all Board members or in situ, at such place and time as the Board may determine.
- 19.2 Additional meetings of the Board may be convened by any member of the Board.
- 19.3 Oral or written notice of a meeting of the Board shall be given by the secretary/treasurer to each member of the Board at least 10 days (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 19.4 Notice of a meeting given under sub-clause 19.3 shall specify the general nature of the business to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 19.5 One half of the Board, plus one, constitute a quorum for the transaction of business of a meeting of the Board.
- 19.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a time to be determined by the Board at a later date.
- 19.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 19.8 At meetings of the Board:
  - 19.8.1 the Chair or in the absence of the Chair, the Deputy Chair shall preside; or
  - 19.8.2 if the Chair and the Deputy Chair are absent, one of the remaining

members of the Board may be chosen by the members present to preside.

- 19.9 A member, including a Board member, desiring to bring any business before a Board meeting shall give notice in writing of that business to the secretary who shall include that business in the next notice calling a Board meeting given after receipt of the notice from the member.

## **20. Delegation by Board to committees**

- 20.1 The Board may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the Council as the Board thinks fit) the exercise, of such of the functions of the Board as are specified in the instrument, other than:
- 20.1.1 this power of delegation; and
  - 20.1.2 a function which is a function imposed on the Board by the Act, or by resolution of the Council in general meeting.
- 20.2 A function, the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 20.3 A delegation under this clause 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.
- 20.4 Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated. In the event of conflict or divergence the Board's action shall prevail.
- 20.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 20.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 20.7 A committee shall meet and adjourn as it thinks proper.
- 20.8 The Board may in its instrument of appointment authorise a committee to seek external advice from competent persons where it will assist the work of the committee. These individuals may be invited to attend meetings of the committee and Board.
- 20.9 The committee remains at all times accountable to the Board and shall promptly provide information and allow inspection of documents and data as required.

## **21. Voting and decisions**

- 21.1 Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined by a majority of the votes of members of the Board or committee present at the meeting.
- 21.2 Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 21.3 Subject to sub-clause 19.5, the Board may act notwithstanding any vacancy on the Board.
- 21.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Board or committee.

## **22 Appointment of Alternates**

- 22.1 Any member of the Board shall be entitled to nominate another person as an alternate to attend a meeting of the Board, provided that the person who is nominated as an alternate is a member of the same organisation represented by the Board member.
- 22.2 The Board member shall give notice of the appointment of an alternate before the time of the meeting in respect of which the alternate is appointed.

## **PART V - EXECUTIVE COMMITTEE**

### **23 The Executive Committee**

- 23.1 The Executive Committee shall be responsible for the administration of the affairs of the Council subject, where necessary, to the direction of the Board.
- 23.2 The Executive Committee will comprise the office-bearers.
- 23.3 Should a casual vacancy occur on the Executive Committee the Board may make a casual appointment from the ordinary Board members
- 23.4 A minimum of any 3 members of the Executive Committee constitutes a quorum for the transaction of the business of the Executive Committee. Should an even number of members of the Executive Committee attend an Executive Committee meeting, the Chair, or in the absence of the Chair a member of the Executive Committee who has been chosen to preside over the meeting, may exercise a second or casting vote.
- 23.5 Members of the Executive Committee who are not available to attend meetings are not entitled to send an alternate in their place, or to give a proxy vote to another member of the Executive Committee.

### **24. Public Officer**

- 24.1 The Board must appoint one of its number or an employee of the Council, who is resident in New South Wales, to be the public officer in accordance with the Act.
- 24.2 If the position of public officer becomes vacant, the Board must appoint another member or employee in his or her place.
- 24.3 The public officer must notify the NSW Department of Fair Trading of his or her appointment and residential address within 28 days of that appointment, in the approved form.

## **PART VI - GENERAL MEETINGS**

### **25. Annual general meetings - holding of**

- 25.1 The Council will at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Council, convene an annual general meeting of its members.

### **26. Annual general meetings - calling of and business at**

- 26.1 The annual general meeting of the Council shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- 26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - 26.2.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - 26.2.2 to receive from the Board reports on the activities of the Council during the last preceding financial year;
  - 26.2.3 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 44 of the Act.
  - 26.2.4 to after completion of functions 26.2.1 through 26.2.3 accept the resignations of the existing Board members and conduct elections for incoming Board members in accordance with sub-clause 15.2.
- 26.3 An annual general meeting shall be specified as such in the notice convening it in accordance with clause 27.
- 26.4 An annual general meeting shall be conducted in accordance with the provisions of this Part.

### **27. General meetings - calling of**

- 27.1 The Board may, whenever it thinks fit, convene a general meeting of the Council.
- 27.2 The Board shall, on the requisition in writing of any member convene a general meeting of the Council with the proviso that no two general meetings shall occur within ninety days of each other.
- 27.3 A requisition of a member for a general meeting:
  - 27.3.1 shall state the purpose or purposes of the meeting;
  - 27.3.2 shall be signed by the member making the requisition;
  - 27.3.3 shall be lodged with the secretary; and
  - 27.3.4 may consist of several documents in a similar form, each signed by the member or members making the requisition.
- 27.4 If the Board fails to convene a general meeting within 1 month after the 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 general meeting to be held not later than 3 months after that date.

- 27.5 A general meeting convened by a member or members referred to in sub-clause 27.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Council for any reasonable expense so incurred.

## **28. General meetings - notice**

- 28.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution (within the meaning of 39 of the Act) of the Council, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-clause 31.1 specifying, in addition to the matter required under that sub-clause, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-clause 29.2.
- 28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **29. General meetings - procedure and quorum**

- 29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 29.2 Delegates from 10 percent of Ordinary Members, present in the room (being members entitled under these rules to vote at a general meeting), constitutes a quorum for a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- 29.4 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 not less than 5) shall constitute a quorum.

## **30. Presiding member**

- 30.1 The Chairperson, or in the absence of the Chairperson, the Deputy Chairperson, shall preside at each general meeting of the Council.
- 30.2 If the Chairperson and the Deputy Chairperson are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

## **31. Adjournment**

- 31.1 The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in sub-clauses 33.1 and 33.2, 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.

## **32. Making of decisions**

- 32.1 A question arising at a general meeting of the Council shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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.
- 32.2 At a general meeting of the Council, a poll may be demanded by the person presiding or by not less than 3 members present in person.
- 32.3 Where the poll is demanded at a general meeting, the poll shall be taken-
  - 32.3.1 immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - 32.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **33. Voting**

- 33.1 Subject to sub-clause 33.3, upon any question arising at a general meeting of the Council a member has 1 vote only.
- 33.2 All delegates shall have one vote which may be given personally or by proxy.
- 33.3 The Council may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13-Right of appeal of disciplined member). A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- 33.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 33.4 A member is not entitled to vote at any general meeting of the Council unless all money due and payable by the member or proxy to the Council has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- 33.5 A certificate under the hand of the Executive Officer shall be conclusive evidence that a member has a specified amount of money due and payable to Council but as at the date of that certificate sum amount is unpaid.

## **PART VII - MISCELLANEOUS**

### **34. Funds - source**

- 34.1 The funds of the Council shall be derived from entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the Council in general meeting such other sources as the Board determines.
- 34.2 All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- 34.3 The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **35. Funds-management**

- 35.1 Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Board determines.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two Board authorised members of staff.

### **36. Non-profit**

The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

### **37. Dissolution of the Council**

'In the event of the Council being wound up, any surplus assets remaining after the payment of the Council's liabilities shall be transferred to another organisation in Australia which is a Deductible Gift Recipient for the purposes of any Commonwealth taxation Act.'

### **38. The Establishment and operation of a Gift Fund**

- 38.1 The Council must maintain for the primary purpose of the Council a fund called a Gift Fund:
- to which gifts of money and property for the primary purpose are made;
  - to which any money received by the Council because of those gifts is to be credited ; and
  - that does not receive any other money or property
- 38.2 Certain kinds of money and property must not go to the gift fund. This includes income from sponsorship, income from commercial activities , and proceeds from raffles, auctions or fund raising dinners
- 38.3 The Council must use the gifts made to the Gift Fund and any money received because of those gifts only for the primary purpose of the Council.
- 38.4 At the first occurrence of the winding up of the Gift fund or the Council ceasing to be a Deductible Gift recipient as defined by any Commonwealth taxation Act., any surplus assets of the Gift Fund must be transferred to one or more Deductible Gift recipients as approved by the Australian Taxation Office under any Commonwealth taxation Act. , as the Council decides

### **39. Alteration of objects and rules**

This Constitution may only be repealed or amended by resolution of half plus one of Members voting at a General Meeting of which not less than 21 days written notice including notice of the proposed repeal or amendment has been made available to all members.

### **40. Common Seal**

- 40.1 The common seal of the Council shall be kept in the custody of the secretary/treasurer.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Board or of one (1) member of the Board and of the secretary/treasurer.

## **41. Custody of books**

Subject to the Act, the Regulations and these rules, the secretary shall delegate his or her custody or control of all records, books, and other documents relating to the Council to the CEO.

## **42. Inspection of books**

- 42.1 A member wishing to inspect the records, books and other documents of the Council must give a notice of their wish to do so to the Council.
- 42.2 The Council will then make available its records, books and other documents for inspection at a place in NSW, free of charge during normal business hours.
- 42.3 The member who has given notice, may inspect the records, books and other documents of the Council no earlier than 7 days after that member has given notice to the Council.
- 42.4 A member of the Board or their delegate must be present during the inspection and the time for the inspection is always subject to the availability of the member of the Board or their delegate.

## **43. Service of notice**

- 43.1 For the purpose of these rules, a notice may be served by or on behalf of the Council upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 43.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.