



mental health
community coalition ACT

RULES OF ASSOCIATION

Mental Health Community Coalition of the ACT Inc

Registered No [A04018]

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RULES OF MENTAL HEALTH COMMUNITY COALITION OF THE ACT INC ABN 22 510 998 138

PART I - PRELIMINARY

1. INTERPRETATION

- (1) In these Rules, unless the contrary intention appears:

"**ACNC Act**" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Association.

"**Act**" means the *Associations Incorporation Act 1991* (ACT).

"**Affiliate Member**" means a Member admitted to that class of membership in accordance with rule 8.

"**Applicable Not-for-Profit Law**" means any law relating to the regulation of charities or not for profit entities applicable to the Association, including the ACNC Act, the Charities Act, each Charitable Fundraising Act, the Tax Act, and any rulings or requirements of any commissioner or body under any such law, having application to the Association.

"**Associate Member**" means a Member admitted to that class of membership in accordance with rule 6.

"**Association**" means the Mental Health Community Coalition of the ACT Inc ABN 22 510 998 138.

"**Board**" means all or some of the Directors of the Association acting as a board.

"**Charitable Fundraising Act**" means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Association, which may, relevantly, include the *Charitable Collections Act 2003* (ACT).

"**Charities Act**" means the *Charities Act 2013* (Cth).

"**Director**" includes any person occupying the position of director of this Association.

"**Existing Members**" means the members of the Association immediately prior to these Rules taking effect.

"**Financial Year**" means the year ending on 30 June.

"Full Member" means a Member admitted to that class of membership in accordance with rule 5.

"Honorary Member" means a Member admitted to that class of membership in accordance with rule 7.

"Lived Experience Committee" has the same meaning as under rule 32.

"Lived Experience Director" has the same meaning as under rule 21(1).

"Member" means a member, however described, of the Association.

"Objects" means the objects of the Association as set out in rule 2.

"Register" means the register of Members of the Association.

"Regulations" means the *Associations Incorporation Regulations 1991* (ACT).

"Representative" means a person appointed by a Member to act as its representative under rule 9.

"Rules" means the governing rules of the Association as amended from time to time.

"Secretary" means the person holding office under these Rules as secretary of the Association or, where no such person holds that office, the public officer of the Association.

"Tax Act" means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth) as applicable, as modified or amended from time to time and includes any regulations made under the Tax Act and any applicable rulings, guidelines or other requirements of the Commissioner of Taxation having application to the Association.

(2) In these Rules:

- (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, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of duty;
- (c) the singular includes the plural and vice versa, and a gender includes other genders;
- (d) another grammatical form of a defined word or expression has a corresponding meaning;
- (e) headings are for ease of reference only and do not affect interpretation;
- (f) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

- (g) a reference to A\$, \$A, \$ or dollar is to Australian currency;
 - (h) a reference to time is a reference to the time in the Australian Capital Territory, Australia;
 - (i) a reference to a statute, ordinance, code or other law includes regulations and other instruments made under it and consolidations, amendments, re-enactments or replacements of any of them; and
 - (j) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.
- (3) The *Legislation Act 2001* (ACT) applies to these Rules in the same way as it would if they were an instrument made under the Act.

2. OBJECTS OF THE ASSOCIATION

- (1) The objects of the Association are to:
- (a) represent mental health community sector organisations who share a common goal of enhancing the wellbeing of people affected by mental illness, in particular consumers and carers, and promoting the mental health interests of the ACT community and surrounding region;
 - (b) promote the interests of mental health consumers and carers to improve their wellbeing;
 - (c) promote co-design and co-production in the development and delivery of services;
 - (d) advance and promote adequate and high quality mental health services in the ACT; and
 - (e) enhance cooperation and information sharing among all stakeholders including consumers, carers, community organisations, service providers, health professionals, government agencies and other interested parties.
- (2) The Association will employ a range of strategies to achieve these objects, including coordination, networking, research, information dissemination, community education, advocacy and representation, both local and national.
- (3) The Association is not for profit.

PART II – MEMBERSHIP

3. MEMBERS

- (1) The members of the Association are:
 - (a) the Existing Members; and
 - (b) any other eligible person, organisation, institution, company, government agency or sole trader who the Board admit to membership in accordance with these Rules.
- (2) From the date of these Rules taking effect, Existing Members who were:
 - (a) Full Members of the Association shall continue to be Full Members of the Association; and
 - (b) Associate Members of the Association shall continue to be Associate Members of the Association.

4. CLASSES OF MEMBERSHIP

- (1) Subject to the qualifications set out in Rules 5, 6, 7 and 8, membership of the Association consists of the following classes:
 - (a) Full Members;
 - (b) Associate Members;
 - (c) Honorary Members; and
 - (d) Affiliate Members.

5. FULL MEMBERSHIP

- (1) An organisation or sole trader is qualified to be a Full Member of the Association only if it is:
 - (a) a non-government organisation or sole trader that provides services to people living with mental illness and/or psychosocial disability; or
 - (b) working to influence the areas described in the Objects;and who:
 - (c) supports the Objects;
 - (d) nominates to be a Full Member in accordance with rule 10(1); and
 - (e) has been approved as a Full Member of the Association by the Board in accordance with criteria approved by the Board from time to time.

- (2) A person may also become a Full Member in accordance with rule 21(4).
- (3) A Full Member may, in accordance with these Rules:
 - (a) attend and vote at general meetings of the Association; and
 - (b) nominate a candidate for election as a Director (other than Lived Experience Directors) under rule 19(2)(c).

6. **ASSOCIATE MEMBERSHIP**

- (1) A person or organisation is qualified to be an Associate Member only if it is an organisation, institution, company, government agency or individual:
 - (a) with an interest or involvement in mental health issues;
 - (b) that supports the Objects of the Association;
 - (c) nominates to be an Associate Member in accordance with rule 10(1); and
 - (d) has been approved as an Associate Member of the Association by the Board in accordance with criteria approved by the Board from time to time.
- (2) An Associate Member must be able to demonstrate its interest or involvement in mental health issues.
- (3) An Associate Member may, in accordance with these Rules:
 - (a) attend and speak at, but is not eligible to vote at general meetings of the Association;
 - (b) nominate a candidate for election as a Lived Experience Director; and
 - (c) nominate themselves or be nominated for election as a Lived Experience Director.

7. **HONORARY MEMBERSHIP**

- (1) The Board may appoint a person as an Honorary Member if the person has made an outstanding contribution to the attainment of the Objects of the Association and the person consents or nominates in writing to be an Honorary Member. An Honorary Member has lifelong membership of the Association unless the Honorary Member ceases to be a Member under rule 12.
- (2) An Honorary Member has the right to receive notice of and to attend and speak at general meetings of the Association, but is not eligible to vote at general meetings of the Association.

8. **AFFILIATE MEMBERSHIP**

- (1) A person or organisation is qualified to be an Affiliate Member if it is an organisation, institution, company, government agency or individual that:
 - (a) is a member of a similar peak body to the Association which operates in a State or Territory other than the Australian Capital Territory;
 - (b) nominates to be an Affiliate Member in accordance with rule 10(1); and
 - (c) has been approved as an Affiliate Member of the Association by the Board.
- (2) An Affiliate Member has the right to receive notice of and to attend and speak at general meetings of the Association but is not eligible to vote at general meetings of Members.

9. **REPRESENTATIVE**

- (1) Each Member who is not a natural person may nominate, by written notice to the Secretary, a person to act as its Representative.
- (2) If a Member ceases to be a Member in accordance with rule 12, that Member will no longer have the right to appoint a Representative.
- (3) Each Representative shall have the right on behalf of the Member (and to the extent only to which a Member would be entitled to do so) to attend general meetings, meetings of directors, and generally exercise all rights of membership on behalf of the Member.
- (4) A Member may from time to time by written notice to the Secretary, revoke the nomination of any such Representative and nominate another Representative in his or her place.

10. **NOMINATION FOR MEMBERSHIP**

- (1) A nomination for membership of the Association:
 - (a) shall be made in writing in the form determined by the Board from time to time; and
 - (b) shall be lodged with the Secretary.
- (2) As soon as is practicable after receiving a nomination, the Secretary shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination. The Board's decision whether to approve or reject a nomination is final and the Board is not required to provide reasons for its decision.
- (3) Where the Board determines to approve a nomination, 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 the date of the notification of the sum payable as the

entrance fee and the first year's annual subscription for the nominee's category of membership.

- (4) An applicant for membership becomes a Member when the applicant's entrance fee and first annual membership fee is paid.

11. **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

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

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates upon cessation of membership.

12. **CESSATION OF MEMBERSHIP**

A Member's membership of the Association will cease if the Member:

- (a) dies or, in the case of an incorporated body, is wound up;
- (b) resigns from membership of the Association in accordance with rule 13;
- (c) is expelled from the Association in accordance with rule 16;
- (d) fails to renew membership of the Association; or
- (e) has its membership forfeited under rule 14(5).

13. **RESIGNATION OF MEMBERSHIP**

- (1) A Member may only resign from membership of the Association in accordance with this rule 13.
- (2) A Member who has paid all amounts duly payable under these Rules to the Association may resign by first giving written notice (being not less than 1 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.
- (3) Where a person or organisation ceases to be a Member, the Secretary shall make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.

14. FEES

- (1) The entrance and annual membership fee for each Member or the different categories of Members is determined by a resolution of the Board.
- (2) For existing Members the applicable annual membership fee for a Financial Year is payable by the date determined by the Board.
- (3) Where an organisation or person becomes a Member between 1 July and 31 December (inclusive) in a Financial Year they must pay the entrance fee and applicable annual membership fee in accordance with rule 10(3).
- (4) Where an organisation or person becomes a Member between 1 January and 30 June (inclusive) in a Financial Year then they must pay half of the applicable entrance fee and annual membership fee in accordance with rule 10(3).
- (5) If a Member does not pay a membership fee within 30 days after it becomes due, the Association:
 - (a) will give the Member notice of that fact; and
 - (b) if the membership fee remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

15. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 14.

16. DISCIPLINING OF MEMBERS

- (1) Where the Board is of the opinion that a Member-
 - (a) has persistently refused or neglected to comply with a provision of these Rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association:the Board may, by resolution-
 - (c) expel the Member from the Association; or
 - (d) suspend the Member from such rights and privileges of membership of the Association as the Board may determine for a specified period.

- (2) A resolution of the Board under rule 16(2) 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 rule 16(3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under rule 16(1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member-
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) 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;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in rule 16(2), the Board shall-
 - (a) give to the Member mentioned in rule 16(1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by that Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under rule 16(1).
- (5) Where the Board confirms a resolution under rule 16(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 rule 17.
- (6) A resolution confirmed by the Board under rule 16(4) does not take effect:
 - (a) 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
 - (b) where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with rule 16(4).

17. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A Member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 16(4), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice under rule 17(1), the Secretary shall notify the Board which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the Association convened under rule 17(2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) 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
 - (c) the Full Members present shall vote by secret ballot on the question of whether the resolution made under rule 16(4) should be confirmed or revoked.
- (4) If the Full Members present at the meeting pass a special resolution in favour of the confirmation of the resolution made under rule 16(4), that resolution is confirmed.

PART III – THE BOARD

18. POWERS OF THE BOARD

The Board, subject to the Act, the Regulations, these Rules, and to any resolution passed by the Association in general meeting-

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by the Association in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

19. COMPOSITION AND MEMBERSHIP OF THE BOARD

(1) The Association may by resolution passed at a general meeting increase the minimum number of Directors or increase or reduce the maximum number of Directors.

(2) Subject to rule 23(1), until the Association resolves otherwise in accordance with rule 19(1), there will be:

- (a) a minimum of 7 Directors;
- (b) a maximum of 9 Directors,

whose number shall consist of:

- (c) up to 7 Directors, elected by the Full Members of the Association; and
- (d) up to 2 Directors appointed by the Board who will hold office until the conclusion of the first Board meeting after the second annual general meeting after their appointment. A Director appointed by the Board may be re-appointed for further terms.

20. DIRECTORS APPOINTED BY THE BOARD

The Board may appoint Directors in accordance with rule 19(2)(d) by resolution.

21. LIVED EXPERIENCE DIRECTORS

- (1) Directors elected by the Full Members of the Association under rule 19(2)(c) must include:
 - (a) at least one Director who has lived experience of mental health issues; and
 - (b) at least one Director who has lived experience as a carer or family member of a person who has experienced mental health issues

(each a '**Lived Experience Director**').
- (2) If at an annual general meeting there are no candidates to fill a Lived Experience Director position or no one is elected to fill an available position, then the position will be treated as a casual vacancy.
- (3) Nothing in these Rules prevents more than the minimum number of persons who fit the criteria described in rule 21(1) being elected as Directors by the Full Members.
- (4) Each person elected as a Lived Experience Director by the Full Members of the Association under rule 19(2)(c) shall become a Full Member of the Association (upon that person providing their written consent to the Secretary) for as long as that person holds office as a Lived Experience Director. The person will revert back to being an Associate Member at the time the person ceases to be a Lived Experience Director.

22. ROTATION OF DIRECTORS

- (1) Subject to rule 22(3), excluding any Directors appointed by the Board under rule 19(2)(d), at the close of each annual general meeting following the third annual general meeting after these Rules take effect, one half of the Directors elected by the Full Members, or if their number is not a multiple of two, then the number nearest to but not more than one half of the Directors, must retire.
- (2) The Directors elected by the Full Members to retire by rotation at an annual general meeting under this rule 22 are those Directors who have been longest in office since their last election. Directors elected on the same day may agree among themselves or alternatively must determine by lot which of them must retire.
- (3) A Director elected by the Full Members must retire from office at the conclusion of the second annual general meeting after the Director was last elected, even if his or her retirement results in more than one-half of all Directors elected by the Full Members retiring from office.
- (4) A Director retiring under rules 22(1) or 23(3) remains in office until the end of the annual general meeting and, subject to rule 22(5) and 23(3), will be eligible for re-election at the meeting.
- (5) A Director elected by the Full Members who has served three consecutive terms (including any term served in office as a member of the Board prior to these Rules taking

effect) may not be appointed or elected for a further term as a Director unless two years have passed since that person last held the position of Director.

- (6) In the event of a vacancy in the membership of the Board, the Board may appoint a person to fill the vacancy and the person so appointed shall hold office, subject to these Rules, until the conclusion of the second annual general meeting next following the date of the appointment.

23. **TRANSITIONAL ARRANGEMENTS**

- (1) Until the end of the first annual general meeting after these Rules take effect, there will be a maximum of 10 Directors.
- (2) The Directors of the Association immediately before these Rules take effect will retire with effect from the end of the first annual general meeting and be eligible for re-election at that annual general meeting.
- (3) The following transitional provisions shall apply with effect from the date these Rules take effect:
 - (a) one half of the Directors elected by the Full Members pursuant to rule 19(2)(c) at the first annual general meeting after these Rules take effect (or if that number is not a multiple of two, then the number nearest to but not more than one-half of the Directors) shall retire from office at the conclusion of the second annual general meeting after these Rules take effect but shall, subject to rule 22(5), be eligible for re-election for one further consecutive term of office; and
 - (b) the Directors elected by the Full Members pursuant to rule 19(2)(c) at the first annual general meeting after these Rules take effect who were not required to retire from office pursuant to rule 23(3)(a) shall continue in office until the conclusion of the third annual general meeting after these Rules take effect but shall, subject to rule 22(5), be eligible for re-election for one further consecutive term of office.
- (4) The Directors required to retire pursuant to rule 23(3)(a) shall be determined as follows:
 - (a) first, on a voluntary basis;
 - (b) secondly, in the event that sufficient volunteers are not forthcoming, the remaining relevant Directors who are to retire pursuant to rule 23(3)(a) will be those who have been longest in office (including time in office prior to these Rules taking effect); and
 - (c) in the event that two or more relevant Directors have been in office an equal length of time, the remaining relevant Directors who are to retire pursuant to rule 23(3)(a) will be determined by lot.

24. **NOMINATIONS AND ELIGIBILITY FOR ELECTION OF DIRECTORS AT AGM**

- (1) A person other than a retiring Director is not eligible for election as a Director by the Full Members unless a written notice has been delivered to the Secretary:
 - (a) stating the person is nominated for election as a Director by a Member eligible to nominate the person for the relevant position;
 - (b) stating that the person consents to the nomination;
 - (c) if the person is being nominated to fill a Lived Experience Director position under rule 21(1), outlining how the person fulfils the criteria in rules 21(1)(a) or 21(1)(b),
signed by:
 - (d) the Member nominating the candidate;
 - (e) the nominated person;
 - (f) another Full Member seconding the nomination,not less than 10 days before the date fixed for the general meeting.
- (2) A person may only be nominated to be a Lived Experience Director under rule 21(1) if the person:
 - (a) has the lived experience in rules 21(1)(a) or 21(1)(b) as relevant to the position that the person is nominating for; and
 - (b) resides in or accesses mental health services in the Australian Capital Territory;
 - (c) is an Associate Member; and
 - (d) nominates themselves or is nominated by another Associate Member and the nomination is seconded by a Full Member.
- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (7) A person is not eligible to simultaneously hold more than 1 position on the Board.

- (8) The ballot for the election of Directors shall be conducted at the annual general meeting in such manner as the Board may direct.
- (9) Former employees and contractors of the Association are not eligible for election or appointment to the Board until the conclusion of the third annual general meeting after the individual ceased being an employee or contractor (as the case may be) of the Association.

25. **OFFICE BEARERS**

- (1) Directors shall be appointed as office-bearers of the Association by resolution of the Board from time to time. The office-bearers of the Association shall be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the Secretary.
- (2) A person is not eligible to simultaneously hold more than 1 position on the Board.

26. **SECRETARY**

- (1) The Secretary shall, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary shall keep minutes of:
 - (a) all elections and appointments of office-bearers and 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.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

27. **TREASURER**

- (1) The treasurer of the Association shall:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

28. VACANCIES

- (1) For the purposes of these Rules, a vacancy in the office of a Director occurs if the Director:
- (a) dies;
 - (b) resigns as a Director;
 - (c) is removed from office pursuant to rule 29;
 - (d) is a Lived Experience Director and ceases to be a Member under rule 12;
 - (e) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
 - (f) is not physically or mentally fit to exercise the functions of office;
 - (g) is disqualified from office under subsection 63 or 63B of the Act;
 - (h) is subject to a disqualification order under section 63A of the Act; or
 - (i) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

29. REMOVAL OF BOARD MEMBERS

The Association in general meeting may by resolution remove any Director from office before the expiration of the Director's term of office.

30. BOARD MEETINGS AND QUORUM

- (1) The Board shall meet at least 3 times in each calendar year at such place and time as the Board may determine.
- (2) A Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. Each of the Directors need not all be physically present in the same place for a Board meeting to be held.
- (3) Additional meetings of the Board may be convened at the request of a Director.
- (4) Oral or written notice of a meeting of the Board shall be given by the Secretary to each Director at least 7 days (or such other period as may be unanimously agreed upon by Directors) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under rule 30(4) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be

transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.

- (6) Half the members of the Board (rounded up to the nearest whole number if the case requires) are required to be present to constitute a quorum for the transaction of the business of a meeting of the Board.
- (7) 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 the same place and at the same hour of the same day in the following week.
- (8) 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.
- (9) At meetings of the Board-
 - (a) the president or in the absence of the president, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent, 1 of the remaining Directors may be chosen by the Directors present to preside.

31. **DELEGATION BY BOARD TO SUB-COMMITTEE**

- (1) The Board may, by instrument in writing, delegate to 1 or more sub-committees (consisting of at least 1 Director and such other members 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 function imposed on the Board by the Act, by any other law of the Territory, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule 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.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

32. LIVED EXPERIENCE COMMITTEE

- (1) Within six months of these Rules taking effect, the Board will establish a Lived Experience Committee whose role will be to provide advice to the Board on matters referred to it by the Board.

33. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of the Directors or sub-committee present at the meeting.
- (2) Each Director or member of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 30(6), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director or sub-committee.

34. WRITTEN RESOLUTIONS

- (1) If:
 - (a) all the Directors who are eligible to vote on a resolution (other than any Director on leave of absence approved by the Directors, any Director who disqualifies himself or herself from considering the resolution in question and any Director who would be prohibited at law from voting on the resolution in question) sign, consent or agree to a resolution set out or identified in a document; and
 - (b) the Directors who sign, consent or agree to the resolution would have constituted a quorum at a meeting of the Board held to consider that resolution,

then a resolution in those terms is taken to have been passed by the Board without a meeting. The resolution is passed when the last Director signs or provides their consent or agreement.

- (2) For the purposes of rule 34(1), separate copies of a document may be used for signing or the provision of consent or agreement by the Board if the wording of the resolution is identical in each copy.
- (3) Any document referred to in this rule 34 may be a document in the form of a facsimile transmission, electronic notification, or produced by other electronic or mechanical means.
- (4) A Director may consent or agree to a resolution by:
 - (a) signing the document containing the resolution (or a copy of the document);
 - (b) sending the consent or agreement in any document produced under the name of the Director with the Director's authority;
 - (c) delivering to the Association's registered office a written document addressed to the Secretary or the chairperson of Directors, signifying assent to the resolution and either setting out its terms or otherwise clearly identifying the resolution;
 - (d) telephoning the Secretary or the chairperson of Directors and signifying assent to the resolution and clearly identifying its terms; or
 - (e) any other means approved from time to time by the Directors.
- (5) If a resolution is taken to have been passed in accordance with this rule 34, the minutes must record that fact.
- (6) This rule 34 applies to meetings of Board committees as if all members of the relevant committees were Directors.
- (7) Any document referred to in this rule 34 must be sent to every person who is entitled to vote on the relevant resolution.

35. **ADVISORY GROUPS**

- (1) The Board may establish advisory or expert reference groups (consisting of Members or any other persons) to inform and support the work of the Association. Advisory and expert reference groups may act as mechanisms for creating linkages and information flows with stakeholders in the mental health sector, including mental health service providers, researchers and government officials and agencies.
- (2) Advisory and expert reference groups are to be supported and co-ordinated by the staff and Members.
- (3) Advisory and expert reference groups have no formal role in the decision-making processes of the Board and the Board must not delegate any of its powers to any such group.

PART IV - GENERAL MEETINGS

36. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) The Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year of the Association, convene an annual general meeting of its Members.
- (2) Rule 36(1) has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

37. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- (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:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports on the activities of the Association during the last preceding Financial Year;
 - (c) to elect members of the Board pursuant to rule 19(2)(c); and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 37(1).
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

38. GENERAL MEETINGS - CALLING OF

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than 5 per cent of the total number of Full Members entitled to attend and vote, convene a general meeting of the Association.
- (3) A requisition of Full Members for a general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Full Members making the requisition;
 - (c) shall be lodged with the Secretary; and

- (d) may consist of several documents in a similar form, each signed by 1 or more of the Full Members making the requisition.
- (4) If the Board fails to convene a general meeting within 1 month after the date on which a requisition of Full Members for the meeting is lodged with the Secretary, any 1 or more of the Full Members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by Full Members referred to in rule 38(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Full Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

39. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, 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 or electronic notification 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.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, 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 rule 39(1) specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.
- (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 rule 37(2).
- (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.

40. GENERAL MEETINGS - PROCEDURE AND QUORUM

- (1) No business may be transacted at a general meeting unless a quorum of Full Members is present at the commencement of business.
- (2) 5 Full Members present in person and entitled to vote at the meeting constitute a quorum for the transaction of the business of a general meeting.
- (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 Full 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.

- (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 Full Members present (being not less than 3) shall constitute a quorum.

41. PRESIDING MEMBER

- (1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the Association.
- (2) If the president and the vice-president are absent from a general meeting, the Full Members present shall elect one of their number to preside at the meeting.

42. ADJOURNMENT

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Full Members present at the meeting and entitled to vote, 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.
- (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 stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Rules 42(1) and 42(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.

43. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands of Full Members present and entitled to vote and, unless before or on the declaration of the show of hands a poll of Full Members entitled to vote 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 Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll of Full Members present and entitled to vote may be demanded by the person presiding or by not less than 3 Full Members entitled to vote present in person or by proxy at the meeting.

- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
 - (a) 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
 - (b) 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.

44. VOTING

- (1) Subject to rule 44(3), upon any question arising at a general meeting of the Association a Full Member has 1 vote only.
- (2) All votes shall be given personally or by proxy but no Full Member may hold more than 5 proxies.
- (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.
- (4) A Full Member is not entitled to vote (or to appoint a proxy to vote) at any general meeting of the Association unless all money due and payable by the Full Member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

45. APPOINTMENT OF PROXIES

- (1) Subject to rule 44(4), each Full Member shall be entitled to appoint another Full Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these Rules.

PART V - MISCELLANEOUS

46. APPLICABLE NOT-FOR-PROFIT LAWS

- (1) The Association will at all times comply with the Applicable Not-for-Profit Law.

47. INCOME AND PROPERTY OF ASSOCIATION

- (1) The income and property of the Association will only be applied towards the promotion of the objects of the Association set out in rule 2, and the Association will not be carried on for the profit or gain of the Members, either while it is operating or on a winding up.
- (2) No income, profits or assets (whether in money, property or other benefits) will be paid, distributed or transferred directly or indirectly to any Member of the Association except, subject to rule 48, for payments to a Member as genuine compensation for services provided to, or reasonable expenses incurred on behalf of, the Association, or such other

payments, distributions or transfers as may be permitted by the Applicable Not-for-Profit Law.

- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 Directors or employees of the Association, being Directors or employees authorised to do so by the Board.

48. **PAYMENTS TO DIRECTORS**

- (1) No payment will be made to any Director of the Association other than payment:
 - (a) of out of pocket expenses reasonably and properly incurred by the Director in the performance of any duty as a Director of the Association where the amount payable does not exceed an amount previously approved by the Board;
 - (b) for any service rendered to the Association by the Director in a professional or technical capacity other than in the capacity as Director, where the provision of the service, and the amount payable, has the prior approval of the Board and is not more than an amount which commercially would be reasonable payment for the service;
 - (c) of any reasonable and proper salary or wage due to the Director as an employee of the Association where the terms of employment have been approved by the Board; and
 - (d) interest on loans made to the Association, at a rate not exceeding that which would be charged by the Association's bankers on such loans, or reasonable and proper rent on any premises let by the Director to the Association.

49. **WINDING UP AND REVOCATION OF ENDORSEMENT**

- (1) If the Association is wound up:
 - (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding 12 months, undertakes to contribute to the property of the Association for the:
 - (c) payment of debts and liabilities of the Association and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 14.
- (2) If the Association is endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth), then on the winding up or revocation of endorsement of deductible gift recipient status, whichever occurs earlier, any surplus funds or property will, as required by section 30-125 of the *Income Tax Assessment Act 1997*

(Cth), be given or transferred to a fund, authority or institution gifts to which are deductible under Division 30 of the *Income Tax Assessment Act 1997* (Cth) and which, by its constitution, is:

- (a) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Association);
- (b) required to apply its income in promoting charitable purposes; and
- (c) prohibited from making any distributions to its Members and paying fees to its Directors, to at least the same extent of such prohibitions under these Rules,

such fund, authority or institution to be determined by the Full Members, and in default, by application to the Supreme Court of the Australian Capital Territory for determination.

- (3) Subject to rule 49(2), on the winding up of the Association, any surplus remaining following the satisfaction of all debts and liabilities of the Association will not be paid to or distributed amongst Members, but will, unless otherwise required by law, be given or transferred to another corporation or body which, by its constitution is:
 - (a) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Association);
 - (b) required to apply its income in promoting its charitable purposes; and
 - (c) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under these Rules,

such corporation or body to be determined by the Full Members, and in default, by application of the Supreme Court of the Australian Capital Territory.

50. **ALTERATION OF OBJECTS AND RULES**

Neither the objects of the Association nor these Rules shall be altered except in accordance with the Act.

51. **COMMON SEAL**

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (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 2 Directors or of 1 Director and of the Secretary.

52. **CUSTODY OF BOOKS**

Subject to the Act, the Regulations and these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

53. **INSPECTION OF BOOKS**

The records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a Member at any reasonable hour.

54. **SERVICE OF NOTICE**

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post or electronic notification to the Member at the Member's address shown in the Register.
- (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, be deemed for the purposes of these Rules to have been served on the person five days after the day on which it was posted.
- (3) Where a document is sent by electronic notification, it is taken to be served:
 - (a) by properly addressing the electronic notification and transmitting it; and
 - (b) on the day of its transmission except if transmitted after 5.00pm in which case is taken to be served on the next day.
- (4) If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Association's registered office or on the Association's web site.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I [full name] of [address]

being [a voting representative of [name of member association]], a Full Member of Mental Health Community Coalition of the ACT Inc appoint [full name of proxy] of [address]

also being a [representative of a] Full Member of that Incorporated Association, as my proxy to vote for me on my behalf at the [annual/special*] general meeting of the Association to be held on [date of meeting] and at any adjournment of that meeting.

My proxy is authorised to vote in [favour of/against] the following resolution [insert details].

Signed

Date

*delete if not applicable.