



***Flourish
Constitution
October 2022***

Associations Incorporation Act 1964 (TAS)

ABN 61 703 771 105

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Constitution of Flourish Mental Health Action in Our Hands (Inc)

NAME OF ASSOCIATION

The name of the Association is **Flourish Mental Health Action in Our Hands Inc** (here-in-after referred to as the **Association**).

1. DEFINITIONS

- (1) In this Constitution, words and phrases have the following meaning, unless the contrary intention appears:
- 1.1 **Act** means the *Associations Incorporation Act 1964* (Tas) and any later amendments.
 - 1.2 **Annual General Meeting** means a meeting convened under rule 24.1
 - 1.3 **Association** means Flourish Mental Health Action In Our Hands (Inc).
 - 1.4 **Board** means the persons elected to the positions contained in rule 15.1 who have the power to manage the affairs of the Association and constitute the committee of the Association.
 - 1.5 **Board Member** means a member of the Board, and includes Consumer Board Members.
 - 1.6 **Board Meeting** means a meeting referred to in rule 22.1.
 - 1.7 **Chairperson** means the person performing the functions described in rule 18.
 - 1.8 **Chief Executive Officer** means the person appointed in accordance with rule 23.1.
 - 1.9 **Commissioner** means the Commissioner for Corporate Affairs holding office under section 4 of the *Commissioner for Corporate Affairs Act 1980* (Tas), and includes any person holding that office in an acting capacity.
 - 1.10 **Consumer** is a person who identifies as having a lived experience of mental illness.
 - 1.11 **Consumer Board Member** is a Board Member who is a Consumer.
 - 1.12 **Constitution** means the rules of the Association contained in this document.
 - 1.13 **Department** means the department of the Tasmanian Government principally assisting in administration of the Act.
 - 1.14 **Financial Year** means a period commencing 1 July and ending on 30 June in the following year.

- 1.15 **General Meeting** means a meeting of Members and includes the Annual General Meeting under rule 24.1.
- 1.16 **Member** means a member of the Association admitted in accordance with rule 8.
- 1.17 **Objectives and Purpose** means the objectives of the Association contained in rule 4 and the purpose of the Association contained in rule 3.
- 1.18 **Office Bearer** means a person holding one of the offices specified in rule 15.3
- 1.19 **Ordinary Resolution** means a resolution other than a Special Resolution.
- 1.20 **Poll** means voting conducted in written form (as opposed to a show of hands).
- 1.21 **Principles** means the principles contained in rule 4.2.
- 1.22 **Principal Place of Business** is a reference to the principal place of business of the Association.
- 1.23 **Secretary** means the person performing the functions described in rule 20.
- 1.24 **Special General Meeting** means a General Meeting of the Association other than Annual General Meeting.
- 1.25 **Special Resolution** means a resolution in accordance with rule 26.
- 1.26 **Treasurer** means the person performing the functions described in rule 21.
- 1.27 **Values** means the values of the Association contained in rule 5.
- 1.28 **Vice-Chairperson** means the Vice-Chairperson referred to in rule 18.
- (2) In this Constitution:
- (a) a reference to a rule is a rule in this Constitution; and
 - (b) a reference to a person is an individual.
- (3) The provisions of the *Acts Interpretation Act 1931* (Tas) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the *Acts Interpretation Act 1931* (Tas).

OBJECTIVES AND PURPOSE

2. VISION

The voice of lived experience informs the community perception of mental health.

3. CORE PURPOSE

We empower, support and advocate for Consumer led outcomes for Tasmanians.

4. OBJECTIVES

4.1 The Objectives of the Association are as follows:

- (a) To promote the rights and responsibilities of mental health consumers;
- (b) To provide independent representation and an informed voice for Tasmania’s mental health consumers in policy development, including implementation and evaluation of services;
- (c) To develop relationships and work in partnership with other stakeholders with a view to achieving the best possible outcomes for people with mental illness in Tasmania; and
- (d) To develop the capacity of mental health consumers to enable them to effectively participate at a level they determine appropriate to their own experience, skills and capacity at a particular point in time.

4.2 The Association will adhere to the following Principles in its effort to achieve the Objectives:

- (a) develop and nurture collaborative relationships; and
- (b) be accountable, transparent and accessible.

4.3 The Association is a not-for-profit organisation, incorporated under the Act with Deductible Gift Recipient status as that term is defined in the Income Tax Assessment Act 1991 (Commonwealth). The property and income of the Association shall be applied solely towards the promotion of its Objectives and Purposes of the Association and no portion shall be distributed, directly or indirectly, to the Members of the Association, except in bona fide compensation for promotion of these Objectives and Purposes.

5. VALUES

The Association agrees to uphold, in all its dealings with Members or external organisations or people they may have contact within the course of their business, and be guided by the following values:

- (a) Sustainability
- (b) Capacity Building – Consumer Led
- (c) Strength Based Changes
- (d) Collaboration
- (e) Innovation

6. POWERS OF THE ASSOCIATION

The Association has the power to do everything necessary or convenient for, or incidental to, furthering its purposes, including the power to;

- (a) Indemnify any person for any loss or damage incurred as a result of having, while undertaking duties or volunteer work on behalf of the Association, become liable to pay any amount by way of damages or otherwise;
- (b) Subscribe to, become a member of, affiliate with, co-operate with or contract with any other association, club or organisation, whether incorporated or not, whose purposes are altogether or in part similar to those of the Association;
- (c) Buy, sell and deal in all kinds of articles, commodities and provisions, for the use of the Association or persons frequenting the Association's premises and/or using the Association's services;
- (d) Purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be required for or capable of being conveniently used in connection with, any of the purposes of the Association. If the Association takes or holds any property which is subject to any trust, the Association must deal with that property only in the manner allowed by the trust instrument (if any) and the law regarding trusts;
- (e) Enter into any arrangements with any government or authority that are incidental or conducive to attaining the purposes and exercising the powers of the Association;
- (f) Obtain from any government or authority any rights, privileges or concessions which the Association thinks it desirable to obtain;
- (g) Appoint, employ, remove or suspend managers, officers, employees, workers and other persons as necessary or convenient for the purposes of the Association;

- (h) Delegate any power which may be exercised by the Association and is capable of being delegated to employees or any other persons carrying out work on behalf of the Association;
- (i) Construct, improve, maintain, develop, work, manage, carry out, alter or control any Works which directly or indirectly advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of those Works;
- (j) Invest and deal with the money of the Association not immediately required in a manner that the Association thinks fit and is deemed to be of low risk, or government approved funds. Subject to the provisions of the Trustee Act 1898 (Tas), the investment of any moneys of the Association not immediately required for any of Objectives and Purposes in any manner the Board determines;
- (k) Raise money either alone or jointly with any other person or legal entity in any manner that the Association thinks proper, and whether on fluctuating advance account or overdraft or otherwise;
- (l) Take any gift of property, whether subject to any special trust or not, for any one or more of the purposes of the Association;
- (m) Take any steps by personal or written appeals, public meetings or otherwise, that are considered expedient to procure contributions to the funds of the Association, in the shape of donations, annual fees or otherwise;
- (n) Print and publish any newspapers, periodicals, books or leaflets that the Association thinks desirable to promote its purposes and activities; and
- (o) Make donations for patriotic, charitable or community purposes to authorities or institutions to which section 78(1)(a) of the *Income Tax Assessment Act 1936 (Cth)* relates.

7. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

Membership of the Association is open to all members of the community who:

- (a) are at least 18 years of age; and
- (b) meet the membership criteria as described in rule 8.

8. MEMBERSHIP

The Association may admit a person as a Member, if the person:

- (a) subscribes to the Association's Objectives and Purposes; and
- (b) is a Consumer; or
- (c) is a Board Member.

9. APPLICATION FOR MEMBERSHIP

- 9.1 An application by a person for membership of the Association must be made to the Secretary by the applicant:
- (a) in writing;
 - (b) using the prescribed form; and
 - (c) by signing their signature on the prescribed form.
- 9.2 All applications for membership must be:
- (a) considered by the CEO;
 - (b) endorsed by the Board; and
 - (c) recorded in the minutes of the meeting.
- 9.3 Applications can only be considered up to 28 days before a General Meeting. Applications for new membership received during the one month prior to a General Meeting shall be processed after the General Meeting.
- 9.4 Applications for membership will not be considered from the floor during a General Meeting.
- 9.5 The Board retains the discretionary right to not accept or endorse any application for new membership.
- 9.6 As soon as practicable after an application for membership has been considered by the Board, the Secretary is to notify the applicant of the approval or rejection of their application.
- 9.7 A person whose Application is rejected under rule 9.5 must, if that person wishes to appeal against that decision, give notice to the Secretary of that person's intention to appeal the decision within a period of 14 days from the date the person is advised of the decision.
- 9.7 All Members are eligible to participate on sub-committees as directed and as governed in each case by terms of reference set by the Board.

10. REGISTER OF MEMBERS

- 10.1 The Secretary, on behalf of the Association, must ensure the Association keeps and maintains an up to date register of the Members of the Association and their postal or residential addresses and on the request of a Member of the Association, make that Member's own entry on the register available for the inspection of that Member, and that Member may make a copy of that Member's own entry on the register.
- 10.2 The register must be kept and maintained under the custody of the Chief Executive Officer at the Association's Principal Place of Business or at such other place as the Members decide at a General Meeting.

11. SUBSCRIPTIONS

11.1 Members will not be required to pay a membership fee.

12. ACCESS TO INFORMATION

12.1 At any reasonable time, a Member may inspect without charge:

- (a) a copy of the Constitution;
- (b) minutes of General Meetings; and
- (c) annual financial reports of the Association.

12.2 A staff or Member of the Association must not:

- (a) Use information obtained from the register of Members of the Association to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

13. TERMINATION

13.1 Membership of the Association may be terminated upon:

- (a) receipt by a notice in writing to the Secretary from a Member of his or her resignation from the Association;
- (b) expulsion of a Member in accordance with rule 14.2; or
- (c) the death of the Member.

13.2 Resignation from membership shall be effective from the date of receipt of that written resignation.

14. SUSPENSION OR EXPULSION

14.1 A Member may be suspended or expelled if his or her conduct is considered detrimental to the Association's reputation, or the Association's ability to achieve the Objectives and Purpose.

14.2 If the Board considers that a Member should be suspended or expelled from membership of the Association, the Board must communicate in writing to the Member, not less than 28 days before the date of the Board Meeting referred to in rule 14.2(c).

- (a) notice of the proposed suspension or expulsion;

- (b) particulars of the conduct of the Member that will be considered by the Board; and
 - (c) the time, date and place of the Board Meeting at which the question of that suspension or expulsion will be decided.
- 14.3 At the Board Meeting referred to in rule 14.2 (c) the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- 14.4 A Member has his or her membership suspended or ceases to be a Member on the day on which the decision to suspend or expel a Member is communicated to the Member by the Secretary.
- 14.5 A Member who is suspended or expelled must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so, and the grounds or reasons on which the appeal is made, within a period of 28 days. The Board may extend this deadline in extenuating circumstances such as illness of the Member.
- 14.6 When notice is given under rule 14.5:
- (a) the Association in a General Meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by or to make representations in writing to the Association in the General Meeting; and
 - (b) The Member who gave that notice is suspended or ceases to be a Member unless and until the decision of the Board to suspend or expel him or her is set aside under this rule.
- 14.7 The decision of the General Meeting shall be final.

15. COMPOSITION, MEMBERSHIP POWERS AND DUTIES OF THE BOARD.

- 15.1 The affairs of the Association will be managed exclusively by the Board consisting of a minimum of eight (8) and a maximum of ten (10) Board Members, being:
- (a) the four (4) Office Bearers of the Association, set out in rule 15.4; and
 - (b) up to six (6) Board Members.
- 15.2 The composition of the Board shall consist of:
- (a) Three Consumer Board Members , being one from each of the regions of Southern Tasmania, Northern Tasmania and North Western Tasmania, respectively, as determined by the Board from time to time; and
 - (b) Up to seven Board Members, appointed to the Board based on their experience, skills, knowledge and expertise, who may or may not be Consumer Board Members.
- 15.3 The Board shall appoint annually, from amongst their number, a Chairperson and all other Office Bearers.

15.4 The Office Bearers of the Association will be:

- (a) A Chairperson;
- (b) A Vice-Chairperson;
- (c) A Secretary; and
- (d) A Treasurer.

15.5 Board Members are required to discharge their duties with competence and diligence and free from conflict of interest.

15.6 If the composition of the Board falls below the minimum threshold set out in rules 15.1, a casual vacancy shall be deemed for each vacancy required to be filled to reach the Board Member Minimum. Until such time as the Board Member Minimum is achieved, any decisions made by the Board shall be deemed valid and binding as though there had been compliance with rule 15.1 or 15.2 as the case may be, and the Board will use reasonable endeavours to appoint a new Member to the Board in accordance with rule 17.2 so as to satisfy the Board Member Minimum.

15.7 A Member is only eligible to be elected or appointed to the Board if that Member is at least 18 years of age.

15.8 The powers and duties of the Board include:

- (a) The Board is responsible for the governance and control of the Association, and in addition to any powers and authorities conferred by these rules, the Board may exercise all such powers and do all such things as are within the Objectives and Purposes of the Association, which are not required by the Act or by these rules, to be done by the Association in a General Meeting;
- (b) The Board is accountable for the governance and control of Association funds and other property of the Association.
- (c) The Board shall have authority to interpret the meaning of these rules and any other matter in relation to the affairs of the Association on which these rules are silent as long as the interpretation is not contrary to the meaning or spirit of the Act.
- (d) The Board shall appoint a Public Officer as required by the Act or in default of the Board so appointing shall be the Secretary.

16. APPOINTMENT OF CONSUMER BOARD MEMBERS

16.1 Consumer Board Members will be elected to membership of the Board at an Annual General Meeting or appointed under rule 17.2.

16.2 Subject to rules 16.3 and 17.2, any Member wishing to be a candidate for election to the Board as a Consumer Board Member must prepare and deliver to the Secretary not less than 28 days before the day on which the Annual General Meeting concerned is to be held, a written nomination for review by the Members, demonstrating how their skills and experiences meet the documented selection criteria for Board Members of the Association

- 16.3 If insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 16.4 The Members shall elect Consumer Board Members by voting through a poll.
- 16.5 A Consumer Board Member's term will be for a period of 2 years, commencing from his or her election at the relevant Board Meeting at which they were appointed.
- 16.6 A Consumer Board Member is eligible for re-election to membership of the Board but where a Consumer Board Member has served 2 consecutive terms they must stand down for a period of at least 12 months before being re-elected.

16A. APPOINTMENT OF SKILLS BASED BOARD MEMBERS

16A.1 Skills based Board Members will be elected as follows:

- (a) Through public advertisement of the vacant or expiring position; and
- (b) by selection of a panel convened by the Board, comprising:
 - i. A minimum of two Board Members; and
 - ii. One (1) independent person with relevant skills and experience, decided by the Board; and
 - iii. One (1) consumer representative with relevant skills and experience, decided by the Flourish Consumer Representative Service process.
- (c) All those applying for the position will be required to address the selection criteria and provide a copy of their CV.
- (d) The selection process will be in accordance with the Flourish Board Recruitment Policy as determined by the Board from time to time.

16A.2 A person may be a candidate only if the person:

- (a) Is eligible to be elected as a Member under the Constitution; and
- (b) Is not an employee of the Association nor been an employee of the Association for any period of time in the 12 months leading up to the Annual General Meeting, nor any related entity employing staff of the Association.

16A.3 If there are insufficient candidates nominated to constitute a Board, the unfilled positions shall be declared casual vacancies.

16A.4 Skills based Board Members become Members of the Association once elected to the Board and are exempt from completing the nomination and application processes. The Public Officer is to ensure once elected that the Board Member is placed on the Register of Members.

16A.5 A skills based Board Member's term will be for a period of 2 years, commencing from his or her election at the relevant Board Meeting at which they were appointed.

16A.6 A skills based Board Member is eligible for re-election to membership of the Board but where a skills based Board Member has served 2 consecutive terms they must stand down for a period of at least 12 months before being re-elected.

17. VACATION OF OFFICE

17.1 The office of a Board Member shall become vacant:

- (a) if the Board Member dies;
- (b) if the Board Member becomes bankrupt or is an undischarged bankrupt;
- (c) if the Board Member resigns his or her office by notice in writing to the Association;
- (d) if the Board Member is absent without leave from meetings of the Board for 3 consecutive meetings unless the Board of Management in the absence of the Member decides otherwise;
- (e) upon a resolution being passed by a quorum majority of Association Members present or voting by proxy at a properly constituted meeting of the Association specially called for the purpose of removing the Board Member from office;
- (f) if the Board Member is directly or indirectly interested in any contract or proposed contract with the Association without declaring such interest; or
- (g) if the Board Member is convicted of an offence under the Act or any Act that the Board considers it inappropriate for the Board Member to continue his or her office.

17.2 If the office of a Board Member becomes vacant as a result of rule 17.1 or if a vacancy remains on the Board after the application of 16.3:

- (a) the Board may appoint a Member to fill that vacancy; and
- (b) a Member appointed under this rule 17.2 will:
 - (i) hold office until the election referred to in rule 17.2 (b) (ii); and
 - (ii) be eligible for election to membership of the Board, at the next following Annual General Meeting.

18. CHAIRPERSON AND VICE-CHAIRPERSON

18.1 The Chairperson is responsible for the sound performance of the Board.

18.2 The Chairperson will preside at all General Meetings and Board Meetings and in their absence this responsibility will be taken by the Vice-Chairperson.

18.3 In the event of the absence from a General Meeting of both the Chairperson and the Vice-Chairperson, then the Members present at the General Meeting shall elect a Board Member to preside at the General Meeting.

18.4 The Chairperson will preside at all Board Meetings unless:

- (a) both the Chairperson and Vice-Chairperson are absent from a Board Meeting, in which case the Board Members present at the Board Meeting shall elect (by a majority vote) a substitute Chairperson to preside over the Board Meeting; or

- (b) notwithstanding the presence of the Chairperson or Vice-Chairperson, the Chairperson (if present) and/or Vice-Chairperson (if present) agree(s) to a Board Member being elected (by a majority vote) to act as a substitute Chairperson to preside over the Board Meeting.

18.5 In the event that urgent action may be required where there is no stated Association guideline or policy, the Chairperson or a person appointed by the Chairperson, shall so determine the action to be taken subject to ratification by the next Board Meeting.

19. SUB-COMMITTEES AND TASK GROUPS

19.1 The Board may appoint sub-committees from time to time to collect information, consider policy, finance, risk management and governance issues and to bring those issues to the attention of the Board. The structure, responsibilities and organisation of each sub-committee will be determined and controlled by the Board as appropriate except that both the Finance, Audit and Risk sub-committee and the Governance subcommittee must only be comprised of elected Board Members. All other sub-committees will comprise of elected Board Members and Members.

19.2 The Board may also appoint task groups to deal with specific issues arising. Each task group will report directly to the Board and will be structured and organised in the manner determined or approved by the Board. These task groups can be constituted with either Board Members, Members or both.

19.3 Participants of sub-committees and task groups will be approved by the Board, and any conflict of interest must be declared by participants.

19.4 A subcommittee or task group must elect a Chairperson. If a Chairperson is not elected, or if the Chairperson is not present within fifteen (15) minutes after the time fixed for a meeting, the Members present may choose one (1) of their number to be Chairperson of the meeting.

19.5 A subcommittee may meet and adjourn as it considers appropriate.

19.6 A question arising at a subcommittee or task group meeting is to be decided by a majority vote of the Members present at the meeting and if the votes are equal, the Chairperson has the deciding vote.

20. SECRETARY

20.1 All incorporated associations must have a Secretary.

20.2 The holding of the office of Secretary does not preclude the holding of another office in the Association. The Secretary must be at least 18 years old and a resident of Australia.

20.3 The Secretary has a number of obligations to the Commissioner, generally having to keep the Registrar informed of certain events and to assist the Registrar in its functions.

In particular, the Secretary is responsible for ensuring the Commissioner is:

- (a) notified of the appointment of the Secretary (within 14 days);
- (b) notified of any change to the rules of Association (within 28 days), for the Registrar's approval;
- (c) notified within one month of, and give approval for, any change in the name of the Association;
- (d) sent the Annual Statement and other required financial information within one month of the Annual General Meeting (AGM) of the Association;
- (e) assisted with the inspection of any books (which includes minutes of meetings, accounting records and similar documents) of the Association;
- (f) be informed of any motion to wind-up the Association and dispose of its assets (within 28 days of the motion); and
- (g) be informed of any change of address within 14 days.

21. TREASURER

21.1 All payments from the funds of the Association must be made and in accordance with procedures approved by the Board.

21.2 The Treasurer must ensure the Association complies with the Act, in particular sections 23A, 24 and 24B of the Act, with respect to the accounting records of the Association by:

- (a) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
- (b) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- (c) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;
- (d) submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- (e) whenever directed to do so by the Chairperson, submitting to the Board a report, balance sheet or financial statement in accordance with that direction; and
- (f) performing such other duties as are imposed by these rules on the Treasurer.

22. BOARD MEETING PROCEEDINGS

22.1 The Board must meet together for the dispatch of business not less than 6 times in each year and the Chairperson, or at least half the Board Members, may at any time convene a Board Meeting.

- 22.2 Each Board Member has a deliberative vote.
- 22.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.
- 22.4 At a Board meeting, 50% plus 1 Board Members including two Office Bearers shall constitute a quorum.
- 22.5 Subject to these rules, the procedure and order of business to be followed at a Board Meeting must be determined by the Board Members present at the Board Meeting.
- 22.6 A Board Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established), must:
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 22.7 Rule 22.6(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Member of the Board is an employee of the Association.
- 22.8 The Secretary must cause every disclosure made under rule 22.6 (a) by a Member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

23. STAFF

- 23.1 The Board shall be responsible for the appointment and dismissal of the Chief Executive Officer.
- 23.2 The Chief Executive Officer must attend all Board Meetings (unless excused by the Board) but will not be entitled to vote.
- 23.3 The Chief Executive Officer or his or her delegate shall:
- (a) Maintain a register of Members of the Association and their postal or residential addresses;
 - (b) Maintain a record of the names and residential or postal addresses of the persons who hold any office of the Association;
 - (c) Maintain in up-to-date condition the Constitution of the Association; and
 - (d) Be responsible for the custody of the records, books, documents and securities of the Association.
- 23.4 Upon the request of a Member of the Association, the Chief Executive Officer or his or her delegate shall make the record of office holders or a copy of the Constitution of the Association available for the inspection by the Member and the Member may make a copy or take an extract from the documents but shall have no right to remove the record or Constitution for that purpose.

- 23.5 The Chief Executive Officer shall be responsible for ensuring that Rules, Objectives and Purposes are consistently and effectively applied in:
- (a) the day to day management of the Association
 - (b) recruitment, development and supervision of staff
 - (c) development of the budget
 - (d) development and implementation of the business plan
 - (e) interaction with the Members and other stakeholders

GENERAL MEETINGS

24. ANNUAL GENERAL MEETINGS

24.1 The Board must convene an Annual General Meeting:

- (a) in accordance with the Act; and
- (b) in every calendar year within 6 months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner.

24.2 The Secretary must give all Members not less than 21 days' notice of an Annual General Meeting and that notice must specify:

- (a) when and where the General Meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which business is to be transacted.

24.3 The Secretary must give notice under sub-rule 24.2 by:

- (a) serving it on a Member personally; or
- (b) sending it by post or electronic means to a Member at the address of the Member recorded in the register of Members kept and maintained under rule 10.

When a notice is sent by post under sub-rule 24.2 sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

24.4 The particulars and order in which business is to be transacted at an Annual General Meeting, as follows:

- (a) to confirm the minutes of the last preceding annual general meeting and of any General Meeting held since that Meeting;
- (b) to present the annual report;
- (c) to receive and approve audited financial records;
- (d) the election of Board Members to replace outgoing Board Members; and
- (e) any other business requiring consideration by the Association at the Annual General Meeting.

25. SPECIAL GENERAL MEETINGS

25.1 The Board may convene a Special General Meeting at any time.

25.2 The Board must convene a Special General Meeting within 28 days of the Secretary receiving:

- (a) a signed, written request from at least 30% per cent of the membership of the Association, stating the reasons why a Special General Meeting is required, for the purpose specified in that request. The Board must then comply with rule 26.1; or
- (b) a notice under rule 14.5, to deal with the appeal to which that notice relates.

25.3 If a Special General Meeting is not convened within the relevant period of 28 days referred to:

- (a) in rule 25.2(a), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or
- (b) in rule 25.2(b), the Member who gave the notice concerned may him or herself convene a Special General Meeting as if that Member were the Board.

25.4 The Association must pay the reasonable expenses of convening and holding the Special General Meeting.

25.5 The Secretary must give to all Members not less than 14 days' notice of a Special General Meeting and that notice must specify:

- (a) when and where the General Meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

25.6 The Secretary must give notice under sub-rule 25.5 by:

- (a) serving it on a Member personally; or
- (b) sending it by post or electronic means to a Member at the address of the Member appearing in the register of Members kept and maintained under rule 10.

When a notice is sent by post under sub-rule 25.5, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

26. SPECIAL RESOLUTIONS

26.1 A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting; however, the Secretary must give notice to all Members:

- (a) of not less than 14 days' prior to the meeting at which a Special Resolution is to be proposed; and
- (b) stating the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

- 26.2 In accordance with section 23 of the Act a Special Resolution must be passed by a majority of not less than 75% of members who are entitled to vote and do vote, in person, by electronic means or by proxy.

27. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 27.1 The quorum for a General Meeting of this Association shall be fifteen (15) members present, in person or by electronic means, including at least one member from each membership region that are entitled to vote. Proxy votes cannot form part of the quorum for General Meetings.
- 27.2 If a quorum is not present within thirty (30) minutes from the time appointed for the meeting the Meeting shall be dissolved and shall stand adjourned to a time and place determined by the Board.
- 27.3 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such General Meeting, adjourn that General Meeting from time to time and from place to place.
- 27.4 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 27.5 When a General Meeting is adjourned for a period of 28 days or more, the Secretary must give notice under rule 24.2 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 27.6 At a General Meeting:
- (a) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands;
 - (b) a Special Resolution put to the vote will be decided in accordance with section 23 of the Act and rule 26, and, if a Poll is demanded, in accordance with rules 29.3 and 29.4.
 - (c) the Chairperson will have the deciding vote if the vote is tied (equal).

28. MINUTES OF MEETINGS OF ASSOCIATION

- 28.1 The Secretary must cause proper minutes of all proceedings of all General Meetings and Board Meetings to be taken and then to be entered within 28 days after the holding of each General Meeting or Board Meeting, as the case requires, in a record kept specifically for that purpose.
- 28.2 The Chairperson must ensure that the minutes taken of a General Meeting or Board Meeting are checked as correct by the Chairperson of the General Meeting or Board Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board Meeting, as the case requires and subsequently signed as such.
- 28.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:

- (a) the General Meeting or Board Meeting to which they relate in this rule 28.3(a) called **the meeting**) was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

29. VOTING AND VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 29.1 Subject to these rules, each Member present in person or by proxy at a General Meeting has one deliberative vote.
- 29.2 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an Ordinary Resolution at the Meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a Poll is demanded.
- 29.3 At a General Meeting, a Poll may be demanded by the Chairperson or by five or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 29.4 If a Poll is demanded and taken in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 29.5 A Poll must be taken immediately on that demand being made.

30. PROXIES OF MEMBERS OF ASSOCIATION

- 30.1 A Member may appoint another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any General Meeting.
- 30.2 Proxy appointments must be received by the Secretary:
- (a) in writing; and
 - (b) at least 72 hours before the commencement of the General Meeting.

31. RULES OF ASSOCIATION

- 31.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with sections 18 and 19 of the Act, being:
- (a) The Association may alter its rules by Special Resolution but not otherwise;
 - (b) Within one month of the passing of a Special Resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Board Member certifying that the resolution was duly passed as a Special Resolution and that the rules of the Association as so altered conform to the requirements of this Act;

- 31.2 An alteration of the Rules, Objectives or Purpose of the Association does not take effect until:
- (a) rule 31.1 is complied with; and
 - (b) the approval of the Commissioner is given to the change.
- 31.3 An alteration of the rules of the Association to change the name of the Association must be made in accordance with Section 10 of the Act.
- 31.4 These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

32. COMMON SEAL OF ASSOCIATION

- 32.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 32.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 28.
- 32.3 The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Board and in the presence of the Chairperson and one other Member of the Board.
- 32.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board decides from time to time.

33. DISPUTES AND MEDIATION

- 33.1 The grievance procedure set out in this rule applies to disputes under these rules between any other person and the Association in relation to the Association's activities.
- 33.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 33.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator. The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (iii) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association;
 - (iv) in the case of a dispute between a Member or other party and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

33.4 A Member of the Association can be a mediator only where chosen by agreement between the parties.

33.5 The mediator cannot be a Member who is a party to the dispute.

33.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

33.7 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

33.8 The mediator must not determine the dispute.

33.9 The mediation must be confidential and without prejudice.

33.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

34. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

34.1 In the event of the Association being dissolved, any amount that remains after dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation which is incorporated under the Act with similar purposes which is not carried on for profit or gain of its individual Members. The decision as to the organisation that is to receive any amount under this rule 34.1 must be made by a Special Resolution of the Board.

34.2 Subject to any applicable Act or Order, if the Association is wound up, or the endorsement of the Association as a deductible gift recipient is revoked, the following assets remaining after the payment of the Association's liabilities shall be transferred to a fund, authority or institution which is incorporated under the Act to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of gifts and contributions.

35. INDEMNITY AND INSURANCE

35.1 Indemnity

The Association shall indemnify each Board Member and Office Bearer:

- (a) against all damages and costs, including legal costs, for which that Board Member or Office Bearer may be or become liable to any third party in consequences of any act or omission, except fraudulent or wilful or misconduct, which is performed or made whilst acting in their respective capacities; and

- (b) against any liability incurred by that Board Member or Office Bearer in their respective capacities:
 - (i) in defending any proceedings, whether civil or criminal, in which judgment is given in the Board Member or Office Bearer’s favour;
 - (ii) in defending any proceedings, whether civil or criminal, in which the Board Member or Office Bearer is acquitted; or
 - (iii) In connection with any application in relation to proceedings mentioned in paragraphs (a) and (b) in which relief is granted to the Board Member or Office Bearer by a court.

35.2 Extent of Indemnity

The indemnity in this rule:

- (a) is a continuing obligation and is enforceable by a person to whom rule 35 applies even though that person has ceased to be an officer of the Association; and
- (b) operates only to the extent that the loss or liability is not covered by insurance

35.3 Insurance

The Association may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

against any loss or liability incurred by any person being:

- (a) an Office Bearer of the Association when acting as an Office Bearer of the Association;
- (b) a Member when acting as a volunteer of the Association; or
- (c) a volunteer when acting as a volunteer of the Association.

35.4 The Association must purchase and maintain insurance, or pay or agree to pay a premium for insurance, to the extent that insurance is required of the Association by law.

36. FINANCIAL REPORTING

36.1 The first financial year of the Association shall be the period ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending 30 June of each year.

36.2 The Association shall keep and return such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

36.3 The accounts, together with the auditor’s report on the accounts, the Board’s statement and Board’s report, shall be laid before Members at the Annual General meeting.

36.4 The Annual Periodic Return shall be lodged with the ACNC within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the Board’s statement and the Board’s report.

37. APPOINTING AN AUDITOR

37.1 At each Annual General Meeting, the Members shall appoint a person to be the auditor of the Association.

37.2 The auditor shall not be:

- (a) a Board Member, Member or employee of the Association: or
- (b) a partner; employer or employee of a Board Member, Member or employee of the Association.

37.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

37.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.