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CONSTITUTION



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NAME

The name of the Foundation shall be “Mental Health Foundation (ACT) Incorporated”.

DEFINITIONS AND INTERPRETATION

In this Constitution and in any By-Laws made under it, unless the contrary appears:

“Act” means the *Associations Incorporation Act 1991* (ACT).

“By-Laws” means any by-laws or regulations made by the Board pursuant to this Constitution.

“Board” means the duly elected or appointed Board responsible for the overall management and governance of the Foundation. To avoid doubt, the Board has the functions and responsibilities of a committee under s 60 of the Act.

“Financial Member” means any Life Member or Ordinary Member.

“Foundation” means “Mental Health Foundation (ACT) Incorporated”.

“Gift Fund” means the account established by the Foundation for the receipt of funds received in the form of a gift, donation or bequest.

“Honorary Member” means any person of substantial reputation, standing and significance to the objects of the Foundation elected by the Board to fill such a position.

“Kindred Organisation” means an organisation recognised by the Board as having objects similar to the Foundation.

“Life Member” means a person who in the opinion of the Board, has rendered outstanding service to the Foundation or in the area of mental health and has been appointed by the Board to fill such a position.

“Officer” means any member of the Board.

“Office Bearers” means the President, Vice-president, Secretary and Treasurer of the Foundation.

“Ordinary Member” means any person or group who supports the objects of the Foundation, has been accepted as a member by the Board and has paid the annual subscription, or in respect of whom the Board has waived the annual subscription.

“Regulations” means the Associations Incorporation Regulations.

“Representing Member” means any person appointed by a Kindred Organisation who has been recognised by the Board to be representing that organisation in relation to matters of common interest between the organisation and the Foundation.

“Special General Meeting” means a general meeting of the Foundation other than an Annual General Meeting.

“Year” means a period starting on 1 July and ending on 30 June following.

Words indicating the singular number or masculine gender include the plural number or feminine gender respectively and vice versa.

OBJECTS OR PURPOSES

The primary object of the Foundation is to alleviate the distress associated with living with a mental illness through the delivery of services including support, respite, housing and information. The services of the Foundation are open to all people in the ACT region with mental health issues.

The primary object of the Foundation is complemented by the following incidental objects:

To work with kindred organisations to ensure that mental health services in the ACT region achieve their full potential for treatment, provision of community facilities, accommodation and employment of mentally ill people, and for providing readily accessible diagnostic, preventive, legal, rehabilitative and primary health care facilities for mentally ill people.

To encourage the active involvement of users of mental health services in mental health issues and in the planning, provision, management and evaluation of such services in the ACT region.

To coordinate and assist the exchange of information amongst consumers and providers of mental health services, and to make recommendations to government.

To participate in public debate and research activities on issues concerning mental health in the ACT region.

To educate the community in the ACT region to remove the stigma associated with mental health issues.

POWERS

In addition to and without in any way limiting either the objects of the Foundation referred to in clause 3 or the powers conferred upon the Foundation by the Act, the Foundation may:

purchase, take on lease or exchange, hire or otherwise acquire any real or personal property that may be deemed necessary for any of the objects or purposes of the Foundation;

buy, sell, supply and deal in goods of all kinds;

construct, maintain and alter buildings or works;

accept any gift whether subject to special trust or not;

take such steps from time to time as the Board or the members in general meeting deem expedient for the purpose of procuring contributions to the funds of the Foundation, whether by way of donations, subscriptions or otherwise;

print and publish such newspapers, periodicals, books, leaflets, or other documents as the Board or members in general meeting think desirable;

borrow and raise money in such manner and on such terms as the Board thinks fit or as may be approved or directed by resolution passed at a general meeting and repay the money so raised or borrowed or pay the Foundation's debt or liability by giving mortgages, charges or securities upon or over all or any of the Foundation's real or personal property;

make gifts, subscriptions or donations to any of funds, authorities or institutions;

establish and support, or aid in the establishment and support, or any association formed for any of the basic objects of the Foundation;

subject to this Constitution, apply or expend any income and property derived from the activities of the Foundation in such manner as it considers appropriate; and

do all such other acts or things as are, in the opinion of the Foundation, or of its Board, incidental or conducive to all or any of the objects of the Foundation.

INCOME AND PROPERTY

The Foundation is a non-profit organisation.

Subject to this Constitution, the income and property of the Foundation shall be applied solely towards the promotion of the objects of the Foundation as set out in clause 3.

No portion of the income and property of the Foundation shall be paid or transferred directly or indirectly to any member of the Foundation except as bona fide compensation for services rendered or expenses incurred on behalf of the Foundation.

The income and property of the Foundation shall be under the control of the Board, its nominees or trustees. Income shall be:

derived from annual subscriptions of members, donations, grants, and, subject to any resolution passed by the Foundation in general meeting and subject to section 114 of the Act, such other sources as the Board determines;

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deposited as soon as practicable and without deduction to the Foundation's appropriate account with a bank or other financial institution approved by the Board; and

received, as soon as practicable after receiving any money.

Payments from the Foundation's income and property shall be authorised by the Board. Cheques or withdrawals on the Foundation's bank or other financial institution shall be signed by at least two persons authorised by the Board, or authorised in accordance with the financial operating procedures established by the Board.

The Board may delegate in writing authority to make payments from the Foundation's income and property to the Executive Officer on such conditions as it sees fit.

The Gift Fund will be established in a separate account and maintained in accordance with the obligations on deductible gift recipients. The Gift Fund will receive deposits of any funds received by the Foundation in the form of a gift, donation or bequest. The Gift Fund will only be used for the Foundation's objects as set out in clause 3.

If the Gift Fund is wound up or endorsement of the Foundation as a deductible gift recipient is revoked, surplus assets of the Gift Fund shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

MEMBERSHIP

The Foundation shall consist of its members.

Membership of the Foundation shall consist of:

Ordinary Members;

Representative Members;

Honorary Members;

Life Members.

Representing Members

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Representing Members shall be entitled to receive notice of and to attend general meetings of the Foundation but shall, except by courtesy of the Chairman, have no right to speak or to vote thereat.

Honorary Members

Honorary Members shall during the period of their appointment be exempt from the payment of annual subscriptions;

An Honorary Member shall consent in writing to becoming a member, shall not hold office, nor vote at any meeting and, except by courtesy of the President, shall not take part in any discussion.

Life Membership

Life Members shall rank equally with and have the same rights and privileges as Ordinary Members.

Conditions of Membership

Each member shall be bound by this Constitution.

If a member ceases to fill the requirements of eligibility for membership the Board shall suspend membership until the Board determines that the member once again satisfies any eligibility requirements.

A member may upon submitting written notice to that effect resign as a member. Membership shall cease upon receipt of such written notice by the Secretary.

SUBSCRIPTIONS

The annual subscription shall be such amount as may be determined from time to time by the Board. Subscriptions shall be paid at the time of joining or rejoining the Foundation. Subscriptions shall be renewed by not later than one calendar month after the date fixed for the annual general meeting otherwise membership will lapse and the person or group shall be unable to participate in the affairs of the Foundation until payment of the annual subscription.

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A member who was a Financial Member in the respect of the previous Year shall be deemed to be a Financial Member until one calendar month after the date fixed for the Annual General Meeting of the current Year.

THE BOARD

There shall be a Board which, subject to this Constitution, is responsible for the overall management and governance and control of the affairs of the Foundation. Five Board members shall constitute a quorum, except that if there are unfilled casual vacancies then four Board members shall constitute a quorum.

The Board shall consist of:

A President;

A Vice-President;

A Secretary;

A Treasurer;

The Executive Officer (ex officio); and

Four ordinary Board members.

No person shall be qualified to be elected or act as an Officer of the Foundation unless she is a Financial Member of the Foundation,

The Officers shall be elected at each annual general meeting and shall be eligible for re-election.

Each member of the Board holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

POWERS AND DUTIES OF THE BOARD

The Board may do all such acts and things as may be conducive or incidental to the attainment of any or all of the objects of the Foundation, and, without restricting the generality of this clause in any way:

may, pursuant to clause 24 hereof, make, alter or revoke By-Laws, not inconsistent with this Constitution, for the internal management and governance of the Foundation, and any such By-Laws shall, until altered or revoked, be as valid and binding on the Foundation and on the members as if the same were herein contained;

may appoint such patrons as are appropriate and appoint such Officers and committees as may be necessary and desirable, and may delegate to such Officers and committees such functions of the Board as it sees fit;

may co-opt the services of any person to assist it or authorise a committee to co-opt the services of any person to assist it, but such person shall not have the power to vote on any question considered by the Board or an appointed sub-committee;

shall determine from time to time the annual subscriptions payable by members of the Foundation and may waive the subscriptions payable for any member or group of persons it seeks to attract to membership;

THE EXECUTIVE OFFICER

There shall be an Executive Officer who, subject to this Constitution, shall have delegated responsibility from the Board for the day to day management of the affairs of the Foundation.

The Board shall appoint the Executive Officer, on such terms and conditions as the Board considers appropriate.

The Executive Officer may employ, appoint or otherwise engage any persons she considers necessary for the efficient management and conduct of the Foundation or its activities. She may pay such persons any salary, expense or other remuneration as she may determine.

The Executive Officer is accountable to the Board for the day to day management of the Foundation.

DISCIPLINE, EXPULSION AND RESIGNATION OF MEMBERS

Where the Board is of the opinion that a member:

has persistently refused or neglected to comply with a provision of this Constitution or its By-Laws; or

has persistently and wilfully acted in a manner prejudicial to the Foundation;

the Board may, by resolution:

expel the member from the Foundation; or

suspend the member from such rights and privileges of membership of the Foundation as the Board may determine for a specified period.

A resolution of the Board under sub-clause 11.1 is of no effect unless the Board at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-clause 11.3 confirms the resolution in accordance with this rule.

Where the Board passes a resolution under sub-clause 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member;

Setting out the resolution of the Board and the grounds on which it is based;

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;

stating the date, place and time of the meeting; and

informing the member that she may do either or both of the following:

attend and speak at the meeting;

submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

Subject to Section 50 of the Act, at a meeting of the Board mentioned in sub-clause 11.3, the Board shall:

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give to the member an opportunity to make oral representations;

give due consideration to any written representations submitted to the Board by that member at or prior to the meeting;

by resolution, determine whether to confirm or to revoke the resolution of the Board under sub-clause 11.1.

A member may resign her membership of the Foundation by notice to the President or Secretary. The Board may accept such resignation but this shall not prejudice the rights of the Foundation to recover from the member any moneys owing by her at the time of resignation.

PUBLIC OFFICER

The Board shall appoint one of its Officers, who resides in the ACT, to be the Public Officer of the Foundation for the purposes of the Act. The Public Officer shall inform herself of the provisions of the Act and shall ensure that the requirements thereof are complied with. The appointment of a Public Officer may be terminated by the Board at any time and shall terminate automatically if the Public Officer ceases to be a member of the Foundation;

The Public Officer must exercise all of the powers or rights or the Foundation conferred on it by the Act, and any other powers conferred on it by the Board; and

The Public Officer shall at least once in each Year cause the financial affairs of the Foundation to be audited by the auditor and prepare or cause to be prepared a statement of the Foundation's accounts in accordance with s 72 of the Act.

VACATION OF OFFICE

An Officer shall be deemed to have vacated her position if she:

ceases to be a Financial Member of the Foundation or if her membership is withdrawn;

becomes bankrupt or compounds with her creditors or assigns her estate for the benefit of her creditors;

becomes permanently incapable for reasons of health of performing her duties;

was convicted or released from imprisonment in respect of an offence referred to in section 63 (1) of the Act within the period of 5 years immediately preceding her appointment as an Officer, or is convicted of such an offence after taking office;

is absent from more than three consecutive meetings of the Board without the consent of the Board;

resigns her office in writing to the Secretary.

In the event of a casual vacancy occurring in the Board from any cause, the Board may appoint a Financial Member to fill such vacancy until the next annual general meeting. Subject to the requirements of obtaining a quorum, the Board shall continue to function notwithstanding any casual vacancy in its numbers.

The appointment of any Financial Member as an Officer to fill a casual vacancy is subject to ratification at a Special General Meeting called in accordance with Clause 15.3.

At a Special General Meeting called to ratify the appointment of an Officer after a casual vacancy:

If the appointment is ratified, the Officer shall retain that office until the next annual general meeting, or as otherwise provided under Clause 13.1.

If the appointment does not receive ratification the Officer shall immediately vacate the office.

The Special General Meeting may elect a Financial Member to fill the vacancy, and that Financial Member shall retain that office until the next Annual General Meeting, or as otherwise provided under Clause 13.1.

OTHER MATTERS

The Board shall meet at least six times in each Year. The President, or in her absence the Vice-President, shall preside as Chairman at Board Meetings. If at any Board meeting neither the President nor the Vice-President is present, the Board members present shall choose one of their number to be Chairman for that meeting. Decisions of the Board shall be by consensus unless a vote is requested by at least two members. If a vote is held, the person presiding shall have a casting vote in the event of equality of votes.

Any Officer or member of the Foundation who, by written authority of the Board, incurs any liability on behalf of the Foundation shall be indemnified against any such liability by the Foundation.

The Board shall prepare and submit to each Annual General Meeting a report concerning the activities of the Foundation during its Year of office.

ANNUAL GENERAL MEETING AND SPECIAL MEETING

The Annual General Meeting of the Foundation shall be held within five months of the end of each Year at such date and place as the Board determines. If in any Year the Board fails to call the Annual General Meeting the next ensuing Special General Meeting called in accordance with this Constitution shall also be the Annual General Meeting in respect of that Year.

The business to be conducted at the Annual General Meeting shall include:

consideration of the report of the Board prepared in accordance with clause 14.3.;

consideration of the audited accounts for the preceding Year;

election for the current Year of Officers of the Board and an auditor who shall not be a member or the Public Officer of the Foundation and who has not been involved in the preparation of the accounts of the Foundation;

any motion of which notice has been given under clause 18 or which may be proposed by leave under clause 17;

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any other general business for discussion or recommendation to the incoming Board.

A Special General Meeting shall be called by the Secretary upon receipt of a notice in writing from not less than ten Financial Members specifying the matters which they require to be discussed. The Secretary shall call the meeting not earlier than ten days and not later than thirty days after receipt of the notice.

The Board may, of its own motion, call a Special General Meeting of the Foundation to consider such matters as are specified in the motion.

PROCEDURE, QUORUM AND VOTING

Nomination of a candidate for election as an Officer of the Foundation and Auditor may be made by Financial Members of the Foundation in writing before each Annual General Meeting, provided that the nominee consents in writing to the nomination. Nominations shall be given to the Secretary prior to the commencement of the Annual General Meeting.

Nominations may be made at the Annual General Meeting provided the nominee is present and agrees.

Each nomination must be seconded by one Financial Member.

If at an Annual General Meeting the number of nominees exceeds the number to be elected, a ballot shall be held but if the number of candidates nominated does not exceed the number to be elected, then those nominated shall be elected or rejected by a show of hands.

Ten members who are Financial Members shall constitute a quorum at General Meetings.

Only Financial Members shall be eligible to vote at General Meetings. Voting shall normally be by show of hands. If the Chairman so decides or if a resolution requiring a ballot is carried, the voting shall be by ballot.

Except where otherwise determined in the Constitution, motions shall be decided by a simple majority of those Financial Members present and voting.

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The President, or in her absence, the Vice-President, shall preside as Chairman at General Meetings. If at any General Meeting neither the President nor the Vice-President is present within fifteen minutes after the time appointed for holding the meeting, or if the Vice-President be unwilling to act as Chairman, the Financial Members present shall choose one of their number to be Chairman for that meeting.

AMENDMENT TO CONSTITUTION AND BY-LAWS

Motions not specified in the agenda of an Annual General Meeting or in the notice of a Special General Meeting shall not be dealt with save with the approval of a majority of not less than two-thirds of the members present and voting.

The Constitution shall not be amended, added to or rescinded either wholly or in part except by a motion passed at an Annual General Meeting or a Special Meeting by a majority of the members present and voting. By-Laws may also be amended at General Meetings by a majority of the members present and voting.

NOTICES

The Secretary shall, in the case of an Annual General Meeting, at least fifteen days before the date fixed, and in the case of a Special General Meeting at least ten days before the date fixed, provide all Financial Members with a notice specifying the place, date and time of such meetings as well as agenda items.

In the case of the Annual General Meeting the Secretary shall, at least seven days before the date fixed for its holding, make available to any member on request a copy of the Annual Report, Statement of Financial Performance and Statement of Financial Position.

Notices of Motion by members to be proposed at the Annual General Meeting shall be served on the Secretary not less than seven days before the date of the Annual General Meeting.

DUTIES OF THE SECRETARY, COMMON SEAL

The common seal of the Foundation shall be kept in the custody of the Secretary.

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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 to by the signatures either of two members of the Board or of one member of the Board and the Public Officer or Secretary.

Except as otherwise provided by these rules, the Secretary shall keep in her custody or under her control all membership records, registers, books and other documents relating to the Foundation.

The Secretary of the Foundation shall, as soon as practicable after being elected as Secretary, notify the Foundation of her address.

The Secretary shall keep minutes of:

all elections and appointments of officers, employees, patrons and co-opted persons connected with the Foundation;

the names of officers present at Board meetings and members at General Meetings;

all proceedings at Board meetings and General Meetings.

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.

DUTIES OF THE TREASURER

The Treasurer of the Foundation shall cause:

all moneys due to the Foundation to be collected and received and the making of payments authorised by the Foundation; and

correct accounts and books showing the financial affairs of the Foundation with full details of all receipts and expenditure connected with activities of the Foundation to be kept.

INSPECTION OF BOOKS

The membership records, registers, books and other documents of the Foundation shall be open to inspection at a place in the Territory, free of charge, by a member of the Foundation during business hours upon reasonable notice.

REQUIREMENTS FOR DISSOLUTION

Dissolution of the Foundation shall not take place except upon a resolution passed at a Special General Meeting by a majority of Financial Members of the Foundation and confirmed by a similar majority at a further Special General Meeting to be held within thirty days of the first-mentioned meeting.

DISPOSAL OF ASSETS

In the event of the Foundation being wound up, any surplus assets remaining after the payment of the Foundation's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation legislation.

BY-LAWS

The Board may pursuant to its power conferred by sub-clause 9(a) hereof make By-Laws as it may deem appropriate for the proper conduct, control and management of the Foundation and in particular made by such By-Laws regulate:

- The management and good governance of the affairs of the Foundation;
- The provision of services to or on behalf of the Foundation and members;
- The use by or supply to members of any of the property of the Foundation;
- The conduct of members of the Foundation and the conduct of the Foundation employees;
- The setting apart of any part or parts of the Foundations premises for particular purposes;
- The procedure and meetings of the Foundation and its Board, committees, councils and sub-committees;

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The admission of persons to and their rights consequent upon membership of the Foundation;

The formation of any committees including the composition, terms of reference and other relevant matters;

Generally, all such matters as are commonly the subject matter of regulations for the proper conduct of associations, societies, and like bodies similar to the Foundation and are not expressly dealt with in this Constitution.

TRANSITION

All persons being a member or holding or having held any office or position with the Foundation prior to any amendment of this Constitution shall, subject to this Constitution and the continued existence of that office or position or an equivalent office or position, continue to be a member and to hold or be deemed to have held such office or position as though elected or appointed according to this Constitution.

Unless repealed or revoked, all By-Laws in force at the time this Constitution is amended shall, so far as possible, continue to apply until otherwise withdrawn, amended or confirmed.

Any question, issue or dispute relating to or arising in consequence of the amendment of this Constitution shall be determined by resolution of the Board whose decision shall be final.