



CONSTITUTION of Mental Health Carers Tasmania

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CONSTITUTION

1. Name

The name of the Association is as follows:

Mental Health Carers Tasmania

2. Interpretation

In these rules –

"**Act**" means the *Associations Incorporation Act 1964*;

"**Association**" means the association referred to in rule 1;

"**auditor**" means the person appointed as the auditor of the Association under rule 9;

"**basic objects of the Association**" means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of that Association;

"Board of Management (the Board)" means the governing Committee of the Association as defined by the Act

"**general meeting**" includes –

(a) the annual general meeting; and

(b) any extraordinary general meeting;

"**ordinary business of the annual general meeting**" means the business specified in rule 11(5);

"**ordinary Board member**" means a member of the Board to whom rule 23(1)(b) relates;

"**extraordinary general meeting**" means any general meeting other than the annual general meeting.

"regions" means the three Tasmanian telephone area codes (62 South, 63 North, 64 North West).

"member" means a financial member.

3. Association's office

The office of the Association is to be at the following place or any other place the Board determines:

1 St. Johns Avenue, New Town in Tasmania.

4. Objects and purposes of Association

(a) To improve the quality of life for families, carers and friends of those living with mental illness in Tasmania.

(b) To provide input to policy and legislative review processes and advocate at a systemic level to improve mental health services and to address the needs of carers, families and friends of people with mental illness, and to address the needs of people with mental illness.

- (c)** To support families, carers and friends through a helpline, peer support groups, provision of resources and information, explaining referral options, enhancing skills and building confidence.
- (d)** To undertake community awareness and education programs.
- (e)** To educate health and community services professionals from a carer perspective.
- (f)** To provide other services as required to meet identified needs.
- (g)** The Association can open and operate bank accounts, make investments, lease, buy and sell property, apply for funding, employ staff and consultants and undertake any other lawful activities necessary to carry out the objects.

5. Membership of Association

- (1)** A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription fixed under these rules.
- (2)** A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted to membership –
 - (a)** unless the person is nominated in accordance with subrule (3); and
 - (b)** the admission as a member is approved by the committee.
- (3)** A nomination of a person for membership of the Association is to be –
 - (a)** made in writing and signed by 2 members of the Association; and
 - (b)** accompanied by the written consent of the person nominated; and
 - (c)** lodged with the public officer or delegate of the Association.
- (4)** The consent referred to in subrule (3) may be endorsed on the nomination.
- (5)** As soon as practicable after the receipt of a nomination, the public officer or delegate is to refer the nomination to the committee.
- (6)** On a nomination being approved by the committee, the public officer or delegate –
 - (a)** is to notify the nominee, in writing, that he or she has been approved for membership of the Association; and
 - (b)** upon receipt of the sum payable as the first year's subscription, is to enter the nominee's name in a register of members.
- (7)** A member of the Association may resign from the Association by delivering or sending by

post to the public officer a written notice of resignation.

(8) On receipt of a notice from a member under subrule (7), the public officer or delegate is to remove the name of the member from the register of members.

(9) A person –

(a) becomes a member of the Association when his or her name is entered in the register of members; and

(b) ceases to be a member of the Association when his or her name is removed from the register of members.

(10) Any right, privilege or obligation of a person as a member of the Association –

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on the cessation of the membership.

(11) Any liability under subrule (11) is not to exceed the cost of membership in any one year.

(12) A former member is not liable to contribute under subrule (11) in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

6. Honorary Life Membership

(1) Mental Health Carers Tasmania may choose to confer Honorary Life Membership on persons who have made significant contribution to the governance, advancement and/or operation of the Association.

(2) The Benefits of Honorary Life Membership will include:

Receipt of a Certificate of Life Membership

Exemption from paying any Annual Fees of the organisation

Other benefits as decided by the Board from time to time

(3) Persons nominated to receive Honorary Life Membership must have been involved with the Association for a minimum of 10 years, not necessarily continuously, in one or more of the following roles: as a member, a volunteer or a Director.

(4) Nominations, signed by any 2 members, can be sent at any time to the President of the organisation for decision by the Board at its next meeting.

7. Income and property of Association

(1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

(2) No portion of the income and property of the Association is to be paid or transferred to any member of the Association.

(3) The Association is not to –

(a) appoint a person who is a member of the Board to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or

(b) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

(4) A servant or member of the Association may be paid –

(a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or

(b) interest at a rate not exceeding seven percent on money lent to the Association; or

(c) a reasonable and proper sum by way of rent for premises let to the Association.

8. Accounts of receipts and expenditure

(1) True accounts are to be kept of –

(a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

(b) the property, credits and liabilities of the Association.

(2) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

(3) The treasurer of the Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board directs.

(4) The accounts, books and records are to be kept at the Association's office or at any other place the Board decides.

9. Banking and finance

(1) The treasurer of the Association, on behalf of the Association, is to ensure –

(a) receipt of all money paid

(b) the issue of official receipts immediately after the receipt of money.

(2) The Board is to cause to be opened with any approved financial institution the Board selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.

(3) The Board may –

(a) receive from the Association's financial institution the cheques and transactions drawn by the Association on any of its accounts with the financial institution; and

(b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques and transactions.

(4) Except with the authority of the committee, a payment of any sum exceeding \$2 is not to be made from the funds of the Association otherwise than by financial instruments drawn on the Association's account.

(5) The Board may provide the treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Board may impose.

(6) All cheques and financial instruments are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the committee.

(7) All cheques and financial instruments are to be signed by any two authorised signatories nominated by the Board.

10. Auditor

(1) At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.

(2) The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.

(3) The first auditor may be appointed by the Board before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.

(4) If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.

(5) Except as provided in subrule (3), the auditor may only be removed from office by special resolution.

(6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

11. Audit of accounts

(1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association.

(2) The auditor is to –

(a) certify as to the correctness of the accounts of the Association; and

(b) report to the members present at the annual general meeting.

(3) In the report and in certifying to the accounts, the auditor is to state if –

(a) he or she has obtained the required information; and

(b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association –

(i) according to the information at his or her disposal and the explanations given; and

(ii) as shown by the books of the Association; and

(c) the rules relating to the administration of the funds of the Association have been observed.

(4) The public officer or delegate of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

(5) The auditor may –

(a) have access to the accounts, books, records, vouchers and documents of the Association; and

(b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and

(c) employ persons to assist in investigating the accounts of the Association; and

(d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

12. Annual general meeting

(1) The Association is to hold an annual general meeting each year.

(2) The annual general meeting is to be held on any day (being not later than 3 months after the close of the financial year of the Association) the Board determines.

(3) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.

(4) The notice convening the annual general meeting is to specify the purpose of the meeting.

(5) The ordinary business of the annual general meeting is to be 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 receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;

(c) to elect the President and the number of Board members needed to fill vacant positions;

(d) to appoint the auditor and determine his or her remuneration;

(e) to determine the remuneration of servants of the Association.

(6) The annual general meeting may transact special business of which notice is given in accordance with these rules.

13. Extraordinary general meetings

(1) The Board may convene an extraordinary general meeting of the Association at any time.

(2) The committee, on the requisition in writing of at least 6 members, may convene an extraordinary general meeting of the Association.

(3) A requisition for an extraordinary general meeting –

(a) is to state the objects of the meeting; and

(b) is to be signed by the requisitionists; and

(c) is to be deposited at the office of the Association; and

(d) may consist of several documents, each signed by one or more of the requisitionists.

(4) If the Board does not cause an extraordinary general meeting to be held within 28 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.

(5) An extraordinary general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the committee.

(6) All reasonable expenses incurred by requisitionists in convening an extraordinary general meeting are to be refunded by the Association.

14. Notices of general meetings

(1) The Secretary of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, is to cause to be inserted in at least one newspaper

published in this State an advertisement –

- (a) specifying the place, day and time for the holding of the meeting; and
- (b) the nature of the business to be transacted at the meeting.

15. Business and quorum at general meetings

(1) All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.

(2) Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.

(3) A quorum for the transaction of the business of a general meeting is 7 members present and entitled to vote.

(4) If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting –

(a) if convened on the requisition of members, is to be dissolved; or

(b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.

(5) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

(6) The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

16. President to preside at general meetings

(1) The president, or in his or her absence, the vice-president, is to preside as chairperson at every general meeting of the Association.

(2) If the president and vice-president are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

17. Adjournment of general meetings

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

(3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. Determination of questions arising at general meetings

(1) A question arising at a general meeting of the Association is to be determined on a show of hands.

(2) Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and 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.

19. Votes

(1) On any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes are to be given personally.

(3) In the case of an equality of voting on a question, the chairperson has a second or casting vote.

20. Taking of poll

(1) If at a meeting a poll on any question is demanded –

(a) it is to be taken at that meeting in the manner the chairperson directs; and

(b) the result of the poll is taken to be the resolution of the meeting on that question.

21. When poll to be taken

(1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

(2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson directs.

22. Affairs of Association to be managed by a Board

(1) The affairs of the Association are to be managed by a Board constituted as provided in rule 23.

(2) The Board –

(a) is to control and manage the business and affairs of the Association; and

(b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and

(c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

23. Officers of the Association

(1) The officers of the Association are as follows:

- (a) a president
- (b) a vice-president
- (c) a treasurer
- (d) a secretary

(2) Above fifty percent of the officers of the Association shall be relatives of persons who are mentally ill.

(3) The provisions of rule 24(2), (3) and (4), so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule (1).

(4) If a casual vacancy in any office referred to in subrule (1) occurs, the Board may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

24. Constitution of the Board

(1) The Board consists of the following members

- (a) the 4 officers of the Association; (see 5 and 6 below)
- (b) 5 other members

(2) A Board member is to hold office for 2 years after the date of election, and is eligible for re-election.

(3) Transitional arrangements: All Board positions will be elected at the 2010 AGM, with four positions being for one year and five positions being for two years. The members elected for one-year terms in 2010 will be eligible for re-election in 2011 for a two-year term. Nominations must be for a one- or two-year term.

(4) If a casual vacancy occurs in the office of ordinary Board member, the Board may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

(5) The Board shall comprise at least one representative from each of the three regions of the State (south, north and north-west as per telephone region codes).

(6) In the event that the Board identifies the need for a particular skill that is not available among elected Board members, it may co-opt a member of the Association or some other

person to provide that additional expertise. Such a co-opted member would be additional to the 9 elected members as in 23(1) and would remain on the Board until the next AGM.

(7) A Board Member who joins the staff of Mental Health Carers Tasmania must relinquish Board membership for the period of employment. If employed for a short, defined period, the Board Member may, with the agreement of a majority of Board Members, step down for that period and return to the Board at the completion of the period of employment.

25. Election of Members of Board

(1) Nominations of candidates for election as officers of the Association or as ordinary Board members are to be –

(a) made in writing signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

(b) delivered to the public officer of the Association at least 7 days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the Board, subject to the criteria in 23(5) being met –

(a) the candidates nominated are taken to be elected; and

(b) further nominations are to be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected, subject to the criteria in 23(5) being met.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.

(5) The ballot for the election of officers and ordinary Board members is to be conducted at the annual general meeting in the usual manner as directed by the committee.

(6) To be eligible for election or appointment as a member of the Board, an individual must be a member of Mental Health Carers Tasmania and not be:

An employee, or have been an employee within 12 months prior to the date of their election or appointment unless Section 24 (Clause 7) applies; or

A relative, of a relative of a spouse, or a current employee

26. Vacation of office

(1) For the purpose of these rules, the office of an officer of the Association or of an ordinary Board member becomes vacant if the officer or Board member –

(a) dies; or

(b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or

(c) becomes of unsound mind; or

(d) resigns office in writing addressed to the committee; or

(e) ceases to be resident in the State; or

(f) fails, without leave granted by the committee, to attend 3 consecutive meetings of the committee; or

(g) ceases to be a member of the Association; or

(h) fails to pay all arrears of subscription due, within 14 days after receiving a notice in writing signed by the public officer stating that he or she has ceased to be a financial member of the Association.

27. Meetings of the Board and of subcommittees

(1) The Board is to meet at least five times per year at any place and time the Board determines.

(2) Special meetings of the Board may be convened by the president or any four of its members.

(3) At least 48 hours notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.

(4) Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the committee.

(5) Business is not to be transacted unless a quorum is present.

(6) At a meeting of the committee, the following is to preside:

(a) the president, or in his or her absence the senior vice-president, or in the absence of both the president and the senior vice-president, the other vice-president;

(b) if the president and the vice-president are absent, any one of the remaining members of the Board as may be chosen by the members present.

(7) Any question arising at a meeting of the Board or of any subcommittee appointed by the Board is to be determined –

(a) on a show of hands; or

(b) if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.

(8) Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.

(9) If there is an equality of votes on any question, the person presiding has a second or casting vote.

(10) Notice of each committee meeting is to be served on each member of the committee in reasonable time electronically or by hard copy.

28. Disclosure of interest in contracts

(1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest –

(a) at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or

(b) in any other case, at the first meeting of the Board after the acquisition of the interest.

(2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Board after he or she becomes so interested.

(3) A member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

29. Subcommittees

(1) The Board may –

(a) appoint a subcommittee as required.

(b) prescribe the powers and functions of that subcommittee.

(2) The Board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

30. Executive committee

(1) The president, the vice-president, the treasurer and the secretary constitute the executive committee.

(2) The executive committee may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Board.

(3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the Board.

31. Annual subscription

(1) The annual subscription payable by members shall be the sum of not less than Five Dollars or an amount decided upon by a majority of members present at the Annual General Meeting.

(2) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

(3) The Executive committee may in its discretion waive all or part of a subscription of a member in the case of hardship.

32. Financial year

(1) The financial year of the Association is the period beginning on the 1st day of July in one year and ending on the 30th June the next following year.

33. Expulsion of members

(1) The Board may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.

(2) The expulsion of a member under subrule (1) does not take effect until whichever of the following is the later date:

(a) the expiration of 14 days after the service on the member of a notice under subrule (3);

(b) if the member exercises his right of appeal under this rule, the conclusion of the extraordinary general meeting convened to hear the appeal.

(3) If the Board expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –

(a) stating that the Board has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of a right to appeal against the expulsion under rule 34.

34. Appeal against expulsion

(1) A member may appeal against an expulsion under rule 33 by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under rule 33(3), a requisition in writing demanding the convening of an extraordinary general

meeting for the purpose of hearing the appeal.

(2) On receipt of a requisition –

(a) the public officer is to immediately notify the Board of its receipt; and

(b) the Board is to cause an extraordinary general meeting of members to be held within 28 days after the date on which the requisition is received.

(3) At an extraordinary general meeting convened for the purpose of this rule –

(a) no business other than the question of the expulsion is to be transacted; and

(b) the Board may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and

(c) the expelled member is to be given an opportunity to be heard; and

(d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(4) If at the extraordinary general meeting a majority of the members present vote in favour of the lifting of the expulsion –

(a) the expulsion is to be taken to have been lifted; and

(b) the expelled member is entitled to continue as a member of the Association.

(5) If at the extraordinary general meeting a majority of the members present vote in favour of the confirmation of the expulsion –

(a) the expulsion takes effect; and

(b) the expelled member ceases to be a member of the Association.

35. Disputes

(1) A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.

(2) This rule does not affect the operation of rule 34.

36. Seal of Association

(1) The seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".

(2) The seal of the Association is not to be affixed to any instrument except by the authority of

the Board.

(3) The affixing of the seal is to be attested by the signatures of –

(a) 2 members of the Board; or

(b) one member of the Board and the public officer of the Association or any other person the Board may appoint for that purpose.

(4) Attestation under subrule (3) is sufficient for all purposes that the seal was affixed by authority of the Board.

(5) The seal is to remain in the custody of the public officer or delegate.

37. Winding up the Association

(1) If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed –

(a) to another incorporated non-profit association having objects similar to those of the Association which is not carried on for the profit or gain of individual members, or

(b) for charitable purposes, determined by resolution of the members authorising and directing the Board under Section 33 of the Act in preparing a distribution plan for the distribution of the surplus property of the Association.

(2) The Association shall not be voluntarily dissolved except by special resolution. A copy of the resolution to dissolve the Association will be lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the resolution.