



Constitution

of

The Western Australian Association For Mental Health Inc

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WAAMH

Western Australian Association
for Mental Health

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Constitution of The Western Australian Association for Mental Health Inc

1. Name of The Association

The name of The Association is The Western Australian Association for Mental Health (hereinafter referred to as The Association).

2. Aim

To influence community attitudes, mental health priorities, policy and practice so Western Australians have the rights, resources and support needed for mental wellbeing, recovery and citizenship.

3. Objects

The Objects of The Association are -

- 3.1. To be the representative peak body in Western Australia for community managed organisations supporting people with lived experience of mental health issues and suicide; and
- 3.2. To provide systemic advocacy, develop and contribute to policies on behalf of people with a lived experience, and of the community managed organisations that support them; and
- 3.3. To promote mental health and positive attitudes to people with a lived experience in the wider community; and
- 3.4. To provide assistance, relief, mental health information, resources and referral services for people with a lived experience; and
- 3.5. To support, resource, educate, train and inform community managed organisations, individuals and the community to progress recovery and active citizenship of people with lived experience; and
- 3.6. To promote, demonstrate and foster lived experience partnership in policy, planning, and service delivery; and
- 3.7. To facilitate collaboration between community managed organisations, other community, government and private sector organisations and co-operate with relevant national and international bodies to the benefit of people with a lived experience; and
- 3.8. To promote research into all areas of mental health and psychosocial disability.

4. Definitions

In these Rules, unless the contrary intention appears -

- 4.1. “human right” is a right inherent to every person and is specifically defined in the United Nations Principles for the Protection of Persons with Mental Illness and the UN Convention on the Rights of Persons with Disabilities; and
- 4.2. “recovery” is being able to live a meaningful and contributing life with or without the presence of mental health issues; and
- 4.3. “community managed organisation” is a non-government entity whose primary purpose is benevolent rather than profit making or personal gain; and
- 4.4. “people with lived experience of mental health issues” are those who experience a mental health problem that affects how they think, feel and behave, and their families and carers; and
- 4.5. mental health is a state of well-being in which the individual realises their potential, can cope with the normal stresses of life, can work productively and is able to make a contribution to the community; and
- 4.6. “The Act” means The Associations Incorporation Act 1987; and



- 4.7. "The Association" means the Western Australian Association for Mental Health Inc." referred to in Rule 1; and
- 4.8. "financial year" means each period commencing 1 July and ending 30 June in the following year; and
- 4.9. "Member Organisation" means a member referred to in Rule 7.2; and
- 4.10. "Individual Member" means a member referred to in Rule 7.3; and
- 4.11. "Associate Member" means a member referred to in Rule 7.4; and
- 4.12. "Honorary Member" means a member referred to in Rule 7.5; and
- 4.13. "Member" is a generic term referring to any or all classifications of membership referred to in Rule 7; and
- 4.14. "the Board" means the Board of Directors referred to in Rule 8; and
- 4.15. "General Meeting" means a general meeting of the membership convened under Rule 21; and
- 4.16. "Ordinary Resolution" means a resolution other than a special resolution; and
- 4.17. "Special Resolution: has the meaning given by Section 3 of The Act; and
- 4.18. the "President" is the holder of the office referred to in Rules 14.1; and
- 4.19. the "Secretary" means the holder of the office referred to in Rule 14.3; and
- 4.20. the "Chair of the Finance Committee" means the person appointed by the Board to fulfil the role referred to in Rule 15.1; and
- 4.21. the "Presiding Officer" means the person presiding over any General Meeting or meeting of the Board or meeting; and
- 4.22. the "Chief Executive Officer" means the Chief Executive Officer of The Association; and
- 4.23. "First-past-the-post" is a system of election where Members vote for the number of candidates required and the people with the most votes are elected; and
- 4.24. "Poll" is a system of counting and recording of votes.

5. **The Property and Income of The Association**

The property and income of The Association shall be applied solely towards the promotion of the objects of The Association, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

6. **Powers of The Association**

- 6.1. The powers of The Association are those set out in Sections 14 of The Act, and in addition to the powers set out in The Act, The Association shall have the power to -
 - 6.1.1. appoint, suspend, dismiss or otherwise deal with employees, consultants, subcontractors or any other agent charged to carry out any business of The Association on its behalf; and
 - 6.1.2. acquire, hold, deal with, and dispose of any real or personal property; and
 - 6.1.3. open and operate bank accounts; invest its money; -
 - 6.1.3.1. in any security in which trust moneys may be lawfully invested; or
 - 6.1.3.2. in any other manner authorised by the Rules of The Association.
 - 6.1.4. borrow money upon such terms and conditions as The Association thinks fit; and
 - 6.1.5. give such security for the discharge of liabilities incurred by The Association as The Association thinks fit; and
 - 6.1.6. into any other contract it considers necessary or desirable; and
 - 6.1.7. provide education, training and support to established and emergent nongovernment and community organisations; and



- 6.1.8. appoint ad hoc or standing committees of consumers, carers, and health professionals to advise the Board on any relevant matters; and
- 6.1.9. produce publications or provide services whether for a fee or otherwise; and
- 6.1.10. make charges including nominal charges or make no charge with respect to work carried out by The Association; and
- 6.1.11. undertake any other activity deemed by The Association to be necessary, incidental, or conducive to the attainment of its objects.

7. Membership

- 7.1. The membership shall consist of all the Member Organisations, Individual Members, Associate Members and Honorary Members.
- 7.2. Member Organisation membership is open to community managed organisations that provide mental health services, activities or projects, which support the Objects of The Association and are accepted by the Board as Members.
- 7.3. Individual Membership is open to individuals with a lived experience as a mental health consumer, carer or family member, who support the Objects of The Association and are accepted by the Board as Members.
- 7.4. Associate Membership is open -
 - 7.4.1. to corporations, associations, or groups who are not eligible to be a Member Organisation but support the objectives of the organisation and are accepted by the Board as members; and
 - 7.4.2. to individuals whether or not they are not eligible to be individual members but support the Objects of The Association, and are accepted by the Board as members.
- 7.5. Honorary Membership is a form of membership granted at the discretion of the Board to individuals, who have made an outstanding contribution to the attainment of the Objects of The Association.
- 7.6. An organisation or person who wishes to become a member of The Association shall -
 - 7.6.1. apply to the Board for membership in writing in such form as the Board from time to time determines; and
 - 7.6.2. the Board shall consider each application and accept or not accept it according to the criteria set out in Rules 3 and 7.
- 7.7. individuals retained by The Association in an employed or contractual relationship to provide services to The Association are not eligible to be members and will have their membership temporarily suspended while the contractual relationship exists.

8. Board of Directors

Composition of the Board

- 8.1. There shall be a Board of Directors consisting of a President, a Vice President, a Chair of the Finance Committee and not more than eight other members.
- 8.2. At least one member of the Board shall be a person with a lived experience of mental health issues.
- 8.3. At least one member of the Board shall be a person with lived experience as a carer or family member of a person with mental health issues.
- 8.4. A Member Organisation may appoint a representative who will be eligible for election to the Board but at any one time there shall be no more than one representative of a Member Organisation on the Board.
- 8.5. There shall be no fewer than six Member Organisation representatives of the Board at any time.



- 8.6. Directors are to hold their positions as individuals and are required to represent the interests of The Association as a whole and not act as delegates for their organisations.
- 8.7. Up to two (2) additional persons (Co-opted Directors) may be appointed by the Board at the Board's discretion for a period of up to two (2) years and shall bring to the Board experience and expertise in areas which are beneficial to the Board.
- 8.8. The Elected Directors may at any time revoke the appointment of a Co-opted Director if the Board is of the view that the co-opted Directors experience and expertise is no longer beneficial to or required by the Board.

9. **Election to the Board**

- 9.1. The Board, including the positions of President and Vice President, will be elected at an Annual General Meeting.
- 9.2. The election will be conducted by the electoral system known as first-past the-post.
- 9.3. To be eligible for election to the Board a person must be the appointed representative of a Member Organisation or an Individual Member and must agree to provide a current police certificate to WAAMH.
- 9.4. If the number of persons nominated does not exceed the vacancies to be filled, the Secretary shall report accordingly to the Annual General Meeting and the Presiding Officer shall declare those persons to be elected.
- 9.5. The Directors shall be appointed for a three (3) year term expiring at the third annual general meeting of The Association after their appointment.

10. **Casual vacancies in the Membership of the Board**

- 10.1. A casual vacancy occurs in the office of a Director and that office becomes vacant if the Director —
 - 10.1.1. dies; or
 - 10.1.2. resigns by notice in writing delivered to the President or, if the Director is the President, to the Secretary; or
 - 10.1.3. is convicted of an offence under The Act; or
 - 10.1.4. ceases to be a member of The Association; or
 - 10.1.5. is absent for more than 3 consecutive Board meetings without leave granted by resolution of the Board.
- 10.2. In the case of a casual vacancy the Board may appoint a person to fill the vacancy for the remainder of the term of that position.

11. **The Powers of the Board of Directors**

- 11.1. The Board shall be responsible for the management of the affairs of The Association including setting and sustaining The Associations vision, mission and values, setting its strategic direction and ensuring it operates within its regulatory and legislative obligations.
- 11.2. In doing this it will have the powers vested in The Association -
 - 11.2.1. to decide the method and forms of applications of membership; and
 - 11.2.2. to appoint and remove staff of The Association as may be necessary and to pay such salary and wages to these staff as the Board thinks fit, and define their respective duties; and
 - 11.2.3. to remove any member from the Register of Members that, on the assessment of the Board, no longer qualifies as meeting the membership criteria in Rule 7; and



- 11.2.4. to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and to determine by which Officers of The Association such negotiable securities shall be signed; and
- 11.2.5. to take and defend all legal proceedings by or on behalf of The Association and to appoint solicitors for any such purpose; and
- 11.2.6. to control the raising of funds by The Association and its membership for the carrying out of the Objects of The Association with power to impose conditions and restriction in respect to these and to make, alter and repeal by-laws relating hereto; and
- 11.2.7. to adopt a charter, to delegate authority and to adopt policies and procedures from time to time which are not inconsistent with these Rules.

12. **Delegation to a Committee**

- 12.1. The Members in a General Meeting or Board may, by instrument in writing, delegate to one or more committees, consisting of such persons as the Members or Board thinks fit, or in the case of the Members in General Meeting, to the Board, the exercise of such of the functions of The Association or Board are specified in the instrument, other than -
 - 12.1.1. the power of delegation; and
 - 12.1.2. a function which is a duty imposed on the Board by the Act or any other law. A function, the exercise of which has been delegated to a committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 12.2. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation. The duration of such delegation shall not exceed the duration of appointment of the Board.
- 12.3. Notwithstanding any delegation under this Rule, the Members in General Meeting or Board may continue to exercise any function delegated.
- 12.4. The Members in General Meeting or Board may, by instrument in writing, revoke wholly or in part, any delegation under this Rule.
- 12.5. The Board may delegate such matters to the Chief Executive Officer and reserve matters for itself as it determines and will document these matters in a Delegations of Authority policy.

13. **Payments to the Board and Committee Members**

- 13.1. In this Rule –
 - Board member* means the Board of Directors referred to in Rule 8;
 - Committee member* includes a member of a subcommittee;
 - Committee includes* a meeting of a subcommittee;
- 13.2. Board and committee members are entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred –
 - 13.2.1. in attending a board or committee meeting; or
 - 13.2.2. in attending a general meeting; or
 - 13.2.3. otherwise in connection with the Association's business.
- 13.3. Remuneration may be paid to a director in circumstances in which both the Board and the director agree it is warranted and when the director is not otherwise remunerated for the role.



14. The Office Bearers

14.1. The President -

14.1.1. to ensure continuity, the President shall be elected for a term of three years; and

14.1.2. a person shall not hold the position of President for more than six consecutive years, unless otherwise decided by a resolution of a General Meeting; and

14.1.3. the President shall preside at all meetings. Should the President be absent, the Vice President shall preside. If both are absent a person shall be elected by the meeting to be the Presiding Officer; and

14.1.4. the President shall be the spokesperson for The Association but may delegate others to speak on behalf of The Association, and will be expected to take a leadership role.

14.2. The Vice President -

14.2.1. the Vice President will carry out the duties of the President when the latter is absent and, assist the President as necessary.

14.3. The Secretary -

14.3.1. the Vice President will perform the role of Secretary and shall;

14.3.2. co-ordinate the correspondence of The Association; and

14.3.3. ensure that full and correct minutes of the proceedings of the Board and of General Meetings are kept; and

14.3.4. comply on behalf of The Association with Section 28 of The Act in respect of the Rules of The Association and Section 38 of the Act in respect of the office-holders of The Association; and

14.3.5. have responsibility for all books, documents, records, and registers of The Association, including those referred to in Rule 14.3.6; and

14.3.6. on behalf of The Association shall keep and maintain the register of Members in accordance with Section 53 of The Act by keeping and maintaining in an up to date condition -

14.3.6.1. a register of the Members and their postal addresses, upon the request of a Member of The Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose; and

14.3.6.2. the register shall be so kept and maintained at the office of The Association; and

14.3.6.3. the Secretary shall cause the name of a person who dies or ceases to be a Member under Rules 8, 17 and 18 to be deleted from the register of Members.

14.3.7. Perform such other duties as are imposed by these Rules on the Secretary.

15. Finance Committee

15.1. At its first meeting, immediately following each Annual General Meeting, The Board will appoint at least one and no more than three of its members to a standing Finance Committee responsible to the Board in matters pertaining to the finances and resources of The Association. A Director shall be appointed as Chair of the Finance Committee. Up to two (2) additional persons (Co-opted Committee Members) may be appointed by the Committee at its discretion to bring to the Committee experience and expertise in areas which are beneficial to it.

15.2. The Finance Committee shall -

15.2.1. comply on behalf of The Association with Sections 63 of The Act in respect of the accounting records of The Association; and



- 15.2.2. whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction; and
- 15.2.3. have custody of all securities, books and documents of a financial nature and accounting records of The Association, including those referred to in Rules 14.3.6.; and
- 15.2.4. perform such other duties as are imposed by these Rules on the Finance Committee.

16. Subscriptions of Members of The Association

- 16.1. The Board shall determine the amount of the subscription to be paid by each Member from time to time.
- 16.2. Each Member shall pay to The Association, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under Rule 16.1.
- 16.3. Subject to Rule 16.4, a Member whose subscription is not paid within 3 months after the relevant date fixed by or under Rule 16.2 ceases on the expiry of that period to be a Member, unless the Board decides otherwise.
- 16.4. A Member is a financial Member for the purposes of these Rules if his or her subscription is paid on or before the relevant date fixed by or under Rule 16.2 or within 3 months thereafter.

17. Resignation of Members of The Association

- 17.1. A Member who delivers notice in writing of his or her resignation from The Association to the Secretary or another Director ceases on that delivery to be a Member.
- 17.2. A person who ceases to be a Member under Rule 17.1 remains liable to pay to The Association the amount of any subscription due and payable by that person to The Association but unpaid at the date of that cessation.

18. Disciplinary Action

Expulsion or Suspension of Members of The Association

- 18.1. If the Board considers that a Member should be expelled or suspended from membership of The Association because of conduct detrimental to the interests of The Association, the Board shall communicate, in writing, to the Member -
 - 18.1.1. notice of the proposed expulsion or suspension and of the time, date and place of the Board meeting, at which the question of that expulsion will be decided; and
 - 18.1.2. particulars of the complaints against the Member not less than 30 days before the date of the Board meeting referred to in Rule 18.1.1.
- 18.2. At the Board meeting, referred to in Rule 18.1.1, the Board shall, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, consider the matter carefully bearing in mind the principles of procedural fairness, and expel, suspend or decline to expel or suspend that Member from membership of The Association and communicate that decision in writing to that Member within 7 days, including in the case of suspension, the period of time of the suspension.
- 18.3. Subject to Rule 18.5.2, a Member who is expelled under Rule 18.2 from membership of The Association ceases to be a Member 14 days after the day on which the decision to expel him or her is communicated to him or her.
- 18.4. A Member who is expelled or suspended under Rule 18.2 from membership of The Association shall, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in Rule 18.3.



- 18.5. When notice is given under Rule 18.4 —
- 18.5.1. the Association in a General Meeting may, 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, confirm or set aside the decision of the Board to expel or suspend that Member; and
- 18.5.2. the Member who gave that notice does not cease to be a Member unless and until the decision of the Board to expel or suspend him or her is confirmed under this Rule.

19. Resolving Disputes

- 19.1. The dispute resolution procedure in this clause applies to disputes under this Constitution –
 - 19.1.1. between members; or
 - 19.1.2. between members and the incorporated association.
- 19.2. Those involved in the dispute must try to resolve it themselves within 14 days of it coming to the attention of each party.
- 19.3. If the parties to a dispute are unable to resolve the dispute between themselves, then either party may within 10 days initiate the formal grievance procedure by -
 - 19.3.1. providing written notice to the secretary of;
 - 19.3.1.1. the parties to the dispute, the matters that are the subject of the dispute; and
 - 19.3.1.2. requesting the matter be resolved by committee or by the appointment of a mediator.
 - 19.3.2. Within 28 days after the secretary is given the notice –
 - 19.3.3. a committee meeting must be convened to consider and determine the dispute, or
 - 19.3.4. a mediator must be chosen or appointed
 - 19.3.5. A mediator may be chosen by agreement by all parties involved; or
 - 19.3.6. where those involved do not agree -
 - 19.3.6.1. for disputes between members, a person chosen by the directors; or
 - 19.3.6.2. for other disputes; the person chosen must be a person who acts as a mediator for another not-for-profit body.
- 19.4. A mediator chosen by the directors for disputes between members -
 - 19.4.1. may be a member or former member of The Association; and
 - 19.4.2. must not have a personal interest in the dispute; and
 - 19.4.3. must not be biased towards or against anyone involved in the dispute.
- 19.5. When conducting the mediation, the mediator must -
 - 19.5.1. allow those involved a reasonable chance to be heard; and
 - 19.5.2. allow those involved a reasonable chance to review any written statements; and
 - 19.5.3. ensure those that are involved are given natural justice; and
 - 19.5.4. not make a decision on the dispute.
- 19.6. Each person involved in the dispute must pay its own costs of complying with this clause. The costs of the mediator, and any other costs of complying with this clause, must be shared equally between the persons involved in the dispute.

20. Proceedings of the Board Meetings

- 20.1. The Board shall meet for the dispatch of business not less than ten times in each financial year exclusive of the Annual General Meeting.
- 20.2. The President may at any time convene a Board meeting.
- 20.3. A Board meeting may be called or held using technology consented to by all Directors and the consent may be a standing one. A Director may only withdraw his or her consent on not less than ten (10) days written notice to the Secretary.



- 20.4. The Directors may pass a resolution electronically without a Board meeting being held if the notice of the resolution is transmitted electronically to and from the Directors email address provided to The Association by the Director for the purpose of receiving notices. A record of each email with the Directors vote will be retained with the resolution.
- 20.5. Each Director has a deliberative vote.
- 20.6. A question arising at a Board meeting shall be decided by a majority of votes, but if there is an equality of votes, the question shall be resolved in the negative.
- 20.7. At a Board meeting six Directors shall constitute a quorum.
- 20.8. Subject to these Rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Directors present at the Board meeting.
- 20.9. A Director having any direct or indirect pecuniary interest referred to in Section 42 or 43 of The Act shall comply with that section.

21. **General Meetings**

- 21.1. The Board -
 - 21.1.1. may at any time convene a General Meeting of the membership; and
 - 21.1.2. shall convene Annual General Meetings within the time limits provided for the holding annual General Meetings by Section 50 of The Act; and
 - 21.1.3. shall within 30 days of —
 - 21.1.3.1. receiving a request in writing to do so from not less than one fifth of all Members, convene a General Meeting for the purpose specified in that request; or
 - 21.1.3.2. the Secretary receiving a notice under Rule 18.4, convene a General Meeting for the purpose of dealing with the appeal to which that notice relates.
- 21.2. The Members making a request referred to in Rule 21.1.3.1 shall —
 - 21.2.1. state in that request the purpose for which the General Meeting concerned is required; and
 - 21.2.2. sign that request.
- 21.3. If a General Meeting is not convened within the relevant period of 30 days referred to -
 - 21.3.1. in Rule 21.1.3.1, the Members who made the request concerned may themselves convene a General Meeting of the Council as if they were the Board; or
 - 21.3.2. in Rule 21.1.3.1, the Member who gave the notice concerned may convene a General Meeting of the Council as if that Member were the Board.
- 21.4. When a General Meeting is convened under Rule 21.3.1 or 21.3.2 -
 - 21.4.1. the Board shall ensure that the Members or Member convening the General Meeting are supplied free of charge with the particulars of all Members; and
 - 21.4.2. the Association shall pay the reasonable expenses of convening and holding the General Meeting.
- 21.5. The Secretary shall give to all Members no less than 21 days' notice of a General Meeting and of any motions to be moved at the General Meeting.
- 21.6. A notice given under Rule 21.5 shall specify -
 - 21.6.1. when and where the General Meeting is to be held; and
 - 21.6.2. particulars of the business to be transacted at the General Meeting and of the order in which that business is to be transacted.
- 21.7. In the case of an Annual General Meeting, the order in which business is to be transacted is -
 - 21.7.1. first, the consideration of the accounts and reports of the Board; and



- 21.7.2. second, the election of Directors to fill vacancies on the Board; and
- 21.7.3. third, any other business requiring consideration by The Association in a General Meeting.
- 21.8. The Annual General Meeting of the membership must approve the Annual Report and the Annual Financial Returns.
- 21.9. The Secretary shall give to all Members not less than 21 days' notice of a General Meeting which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
- 21.10. The Secretary may give a notice under Rule 21.6 -
 - 21.10.1. serving it on a Member personally; or
 - 21.10.2. sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Section 53 of The Act; or
 - 21.10.3. sending it by electronic means (including by email) to the electronic address provided by the Member, for the purpose of receiving notices under this constitution.
- 21.11. When a notice is sent by post under Rule 21.6, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- 21.12. Associate Members may attend general meetings where they may speak but not vote.
- 21.13. Members of Member Organisations or Associate Members may attend General Meetings and speak at the discretion of the Presiding Officer, but may not vote.
- 21.14. Representative of Associate Members may attend meetings of the General Meetings and, at the discretion of the presiding officer, speak, but may not vote unless that representative has been appointed proxy under Rule 15 of this constitution.
- 21.15. At a General Meeting 15 Members, or fifty per cent of membership, whichever is the lesser, present in person or by proxy, shall constitute a quorum.
- 21.16. If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 21.5 -
 - 21.16.1. as a result of a request or notice referred to in Rule 21.3 or as result of action taken under Rule 21.3 a quorum is not present, the General Meeting lapses; or
 - 21.16.2. otherwise then as a result of a request, notice or action referred to in Rule 21.16.1, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 21.17. If within 30 minutes of the time appointed by Sub Rule 21.16.2 for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting, as if a quorum were present.
- 21.18. The Presiding Officer, with the consent of a General Meeting at which a quorum is present, or if so directed by such a General Meeting, shall adjourn that General Meeting from time to time and from place to place.
- 21.19. There shall 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.
- 21.20. When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 21.10 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 21.21. At a General Meeting –
 - 21.21.1. an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - 21.21.2. a special resolution put to the vote shall be decided in accordance with Section 51 of The Act.



- 21.22. A declaration by the Presiding Officer at a General Meeting that a resolution has been passed and an ordinary resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 21.23.
- 21.23. At a General Meeting, a poll may be demanded by the Presiding Officer or by three or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the Presiding Officer directs.
- 21.24. If a poll is demanded and taken under Rule 21.23 in respect of an ordinary resolution, a declaration by the Presiding Officer of the result of the poll is evidence of the matter so declared.
- 21.25. A poll demanded under Rule 21.23 on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

22. **Voting rights of Members of The Association**

- 22.1. Subject to these Rules, the representative of each Member Organisation and Individual Member present in person or by proxy at a General Meeting if entitled to a deliberative vote.
- 22.2. A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- 22.3. An appointment made under Rule 22.2 shall be so made by a resolution of the board of the body corporate.
- 22.4. A person appointed under Rule 22.2 to represent a Member which is a body corporate shall be deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is so revoked, the conclusion of that General Meeting.

23. **Proxies of Members of The Association**

- 23.1. Any Member (in this Rule called "the appointing member") may appoint in writing 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 not less than 24 hours before the General Meeting.
- 23.2. A person may not carry the proxies of more than 5 appointing members.

24. **Minutes of Meetings of The Association**

- 24.1. The Secretary shall cause proper minutes of all proceedings of all general, Finance Committee, subcommittees of the Board and Board meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Board meetings, as the case requires, in a minute book kept for that purpose.
- 24.2. The Presiding Officer shall ensure that the minutes taken of a meeting under Rule 24.1 are checked and signed as correct by the Presiding Officer of the meeting to which those minutes relate or of the next succeeding meeting, as the case requires.
- 24.3. When the minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that -
 - 24.3.1. the General Meeting, Finance Committee, subcommittee of the Board or Board Meeting to which they related (in this Rule called "the meeting") was duly convened and held; and



- 24.3.2. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- 24.3.3. all appointments or elections purporting to have been made at the meeting have been validly made.

25. Rules of Association

- 25.1. The Association may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in Sections 30, 31, 32, 33 and 34 of The Act.
- 25.2. 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.
- 25.3. Notice of any change to these Rules will be given to the Commissioner of Taxation and the Commissioner for Consumer Protection.

26. Common Seal of The Association

- 26.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 26.2. The common seal of The Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in Rule 26.1.
- 26.3. The affixing of the common seal of The Association shall be witnessed by any two of the President, the Vice President, the Chief Executive and the Chair of the Finance Committee.
- 26.4. The common seal of The Association shall be kept in the custody of the Chief Executive or of such other person as the Board from time to time decides.

27. Inspection of Records, etc. of The Association

A Member may at any reasonable time within business hours inspect without charge the books, records, documents and securities of The Association. This access will not extend to confidential staff and client records.

28. Distribution of surplus property on winding up of The Association

If upon the winding up or dissolution of The Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid or distributed amongst the Members or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made and which association shall be determined by resolution of the Members.