



HERBERT
SMITH
FREEHILLS

Society for Mental Health Research Inc. Constitution

Adopted as a Special Resolution at the meeting of the
Association on **1 July 2014**



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Rules

Society for Mental Health Research

ABN 63 775 416 041

An incorporated association

1 Association's name

The name of the association is **Society for Mental Health Research**

2 Purposes

The Association is established for public charitable purposes to prevent and control mental illness by, without limitation:

- (a) arranging a multidisciplinary Australasian forum for presentation and discussion of psychiatric and mental health research;
- (b) supporting and assisting mental health research, and researchers;
- (c) assisting mental health researchers to be informed about research developments;
- (d) facilitating networking, sharing of information and collaboration between researchers of different disciplines of psychiatric and mental health research;
- (e) assisting education, training and raising awareness of mental health issues, particularly developments arising from research; and
- (f) encourage and support the inclusion of psychiatric and mental health issues in the development of health policies, funding and services.

3 Powers

Solely for carrying out the Association's purposes, the Association may:

- (a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
- (b) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (c) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;



- (d) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (e) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans;
- (f) construct, improve, maintain, develop, work, manage and control real or personal property;
- (g) enter into contracts and deeds;
- (h) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the Association's property (both present and future) and purchase, redeem or pay off those securities;
- (i) print and publish information in hard copy or by electronic means;
- (j) appoint patrons of the Association;
- (k) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (l) do all other things for carrying out the purposes and that are incidental or conducive to the purposes.

4 Not for profit status

4.1 Application of the Association's income and property

- (a) The Association's income and property must be applied solely towards promoting the Association's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Committee member to the extent permitted by law and these Rules.

4.2 Payments to Committee members

All payments to Committee members must be approved by the Committee including, but not limited to:

- (a) out-of-pocket expenses incurred by a Committee member in performing a duty as a Committee member of the Association; or
- (b) a service rendered to the Association by a Committee member in a professional or technical capacity or as an employee, other than in the capacity as a Committee member of the Association, where:
 - (1) the provision of the service has the prior approval of the Committee; and



- (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

5 Membership

5.1 Members

- (a) The members are:
 - (1) the members under the existing Rules at the date of the adoption of these Rules; and
 - (2) the members who are admitted to membership in accordance with this rule 5.
- (b) The Committee may decide to create classes of membership with the same or differing rights or privileges.

5.2 Application

- (a) Every applicant for membership of the Association (except the initial members) must apply in the form and manner decided by the Committee.
- (b) Any individual or body corporate who is engaged in psychiatric research or supports the purposes of the Association is eligible to be a member.
- (c) An application for membership of the Association must:
 - (1) be accompanied by payment of the annual subscription fee, determined by the Committee from time to time; and
 - (2) be lodged with the Secretary.
- (d) After the receipt of an application for membership, the Secretary will, as soon as practicable, refer the application to the Committee, or a delegate approved by the Committee.
- (e) The Committee or its delegate must consider the application and decide whether to admit or reject the admission of the applicant. The Committee or its delegate need not give any reason for rejecting an application.

5.3 Subscription fee

- (a) An annual subscription fee may be decided by the Committee, and notified to the members. The current entrance fee and annual subscription amount will be notified to members on application for membership and annually thereafter.
- (b) The Committee must notify all persons entered on the register of members of the amount and time for payment of any annual subscription fee and of any alteration to the annual subscription fee. Varying amounts may be applied as decided by the Committee and made available to the members in a notice or a membership policy.
- (c) Where the annual subscription fee is not received:
 - (1) after one month of the due date, the Committee may issue a written reminder notice to the member; and



- (2) after one month of the written reminder notice, the member's rights and privileges associated with that membership will be suspended, including the right to receive notices of general meetings and the right to attend and vote at general meetings.
- (d) If a member who was suspended pursuant to rule 5.3(c) has not paid an annual subscription fee for more than 2 months after the written reminder notice, the person ceases to be a member, unless the person is also a Committee member, in which case the suspension under rule 5.3(c) will continue.

5.4 Register of members

- (a) The Committee must keep a register of members. The full name, address, class of membership (if applicable) and the date the membership commenced, of each member must be entered.
- (b) A member may request in writing to the Secretary to restrict access to the member's personal information on the register.
- (c) The date on which a person ceases to be a member of the Association must be entered in the register of members, within 14 days of the cessation of membership.
- (d) Information about a person who is no longer a member, other than the name of the person and the date on which the person ceased to be a member, must be removed from the register of members, within 14 days of the cessation of membership.
- (e) The register of members may be kept in any manner or form the Committee thinks fit, so long as it is readily convertible to written or printed form.
- (f) The register of members (less any personal information the Secretary has agreed to restrict access to) must be available for inspection by members on the member providing reasons for the inspection and giving reasonable notice to the Association. The Committee members may require the member to confirm in writing they will only use information for a proper purpose as permitted by the Act. The Committee members may require a fee for any copy of the register provided.
- (g) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.

5.5 Grievance procedure

- (a) Any dispute under these Rules between a member and another member or between a member and the Association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 5.5.
- (b) Any party to a dispute between members, may refer the dispute to the Committee for determination or mediation.
- (c) The Committee may, subject to rule 5.5(e) below, act as a mediator or decision maker (provided they are unbiased) or may appoint a third party as a mediator or decision maker.
- (d) If there is a dispute between the Association and a member, either party may require the dispute be referred to mediation.



- (e) The mediator must be an unbiased and:
 - (1) a person chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation;
 - (A) in the case of a dispute between a member and another member, a person appointed by the Committee;
 - (B) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or its successor in law.
- (f) A member can be a mediator, provided they are unbiased.
- (g) Any party to a dispute may appoint any person to act on behalf of that party.
- (h) In each dispute:
 - (1) the parties to the dispute must have a reasonable opportunity to be heard;
 - (2) due consideration must be given to any written statement submitted by a party; and
 - (3) natural justice must be accorded to the parties to the dispute throughout the process.
- (i) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within one month of the party requiring mediation, any party to the dispute may refer the matter to an unbiased decision maker.
- (j) A determination made under this rule is final and binding on all parties to the dispute.

5.6 Rights, obligations and liabilities of members

- (a) The members have the rights set out in the Act and at law, as modified, deleted, varied or added to by these Rules.
- (b) The members are required to comply with these Rules and any by-rules, regulations, codes of conduct, policies or guidelines applicable to members adopted by the Committee from time to time and may available to the members.
- (c) The liabilities of a member, as a member, are limited to the amount, if any, unpaid by the member in respect of any subscription or other membership fee.

6 When membership ceases

6.1 Death, resignation and other events

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the Association;



- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) is expelled under rule 6.2; or
- (f) ceases to be a member under rule 5.3(d).

6.2 Disciplinary action

- (a) The Committee members' may decide there are grounds to investigate if:
 - (1) a member has failed to comply with the Rules or any procedures or policies of the Association; or
 - (2) it is in the interests of the Association for a member to no longer remain a member; or
 - (3) the member is not supporting the purposes of the Association or by act or omission may cause detriment to the Association or its reputation.
- (b) The Committee may establish a sub-committee or consider the matter itself or refer the matter to a third party, provided the decision maker is unbiased.
- (c) At least two weeks before a meeting to consider the issues, the decision maker, must give the member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the grounds on which the investigation is based; and
 - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission.
- (d) The decision maker has 4 weeks to consider the issues and may call for further information and hearings. The decision maker may decide on the appropriate disciplinary action, if any, including a decision to expel the member. Any decision must be notified to the member within 6 weeks from the meeting referred to in rule 6.2(c).
- (e) A member who has received notice under rule 6.2(b) must not initiate a grievance procedure under rule 5.5 until the determination under rule 6.2(d).
- (f) A determination by the decision maker is final and binding on all parties.
- (g) A Committee member may only be expelled as a member once he or she has removed as a Committee member under rule 11.6.

7 Winding up

- (a) If, on the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an organisation:
 - (1) that is charitable at law;



- (2) whose constitution prohibits distributions or payments to its members to an extent at least as great as is outlined in rule 4; and
 - (3) gifts to which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a health promotion charity under item 1.1.6 of the table in section 30-20.
- (b) The identity of the institution referred to in rule 7(a) must be decided by the Committee, or if the Committee does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the Association and, if the members cannot decide, by the Supreme Court of the state or territory in which the Association is registered.

8 Deductible Gift Recipient status

8.1 Application of this rule

This rule only applies if the Association is a deductible gift recipient under ITAA97.

8.2 Maintaining a Gift Account

The Association must maintain a management account (**Gift Account**):

- (a) to identify and record Gifts and Deductible Contributions;
- (b) to identify and record any money received by the Association because of those Gifts and Deductible Contributions; and
- (c) that does not record any other money or property.

8.3 Limits on use of Gift Account

The Association must use the Gift Account only for its principal purpose.

8.4 Winding up or revocation of deductible gift recipient

- (a) Upon:
 - (1) the winding up of the Association; or
 - (2) the Association ceasing to be deductible gift recipient under the ITAA 97,whichever is earlier, any surplus Gifts and Deductible Contributions and money received by the Association because of those Gifts and Deductible Contributions must be transferred to a fund, authority or institution:
 - (3) which is charitable at law;
 - (4) whose constitution prohibits distributions or payments to its members to an extent at least as great as is outlined in rule 4; and



- (5) Gifts to which are deductible under the ITAA 97 on the basis that it is characterised as a health promotion charity as described in item 1.1.6 of the table in section 30-20.
- (b) The identity of the institution referred to in rule 8.4(a) must be decided by the Committee, or if the Committee does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up of the Association and, if the members do not decide, by the Supreme Court of the state or territory in which the Association is registered.

8.5 Receipts

Receipts for Gifts or Deductible Contributions must state the;

- (a) name and ABN of the Association;
- (b) the date and amount (or value, if property) of the Gift or Deductible Contribution;
- (c) the name of the donor or contributors;
- (d) the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

9 Altering this Statement of Purposes and Rules

- (a) The Association must not pass a special resolution altering these Rules, if, as a result, the Association will cease to be a charity.
- (b) These Rules may only be altered, deleted or added to, in accordance with the Act.

10 General meetings

10.1 Holding and calling general meetings

- (a) The Association must in each calendar year convene an annual general meeting of the members within 5 months of the end of the financial year.
- (b) A general meeting (including an annual general meeting or a special general meeting) may only be called:
 - (1) by a resolution of the Committee; or
 - (2) by a Committee member under these Rules; or
 - (3) as otherwise provided in the Act.

10.2 Notice of general meetings

- (a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 15 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a Committee member; or



- (3) the Auditor, if any.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting;
 - (3) state in full any proposed special resolution and state that the resolution is being proposed as a special resolution; and
 - (4) specify the manner and time for the receipt of proxies.
- (c) The non-receipt of notice of a general meeting or proxy form by any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.
- (d) A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

10.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 10 members entitled to vote and present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the Committee decides or, if the Committee does not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 10.3(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

10.4 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member can clearly and simultaneously communicate with each other.
- (b) All the provisions in these Rules relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

10.5 Chairperson of general meetings

- (a) The President, or in the President's absence, the President Elect, must preside as chairperson at a general meeting if:



- (1) present within 15 minutes after the time appointed for the meeting; and
 - (2) willing to act.
- (b) If there is no chairperson of the Committee or both the conditions in rule 10.5(a) have not been met, the members present must elect another chairperson of the meeting.
- (c) A chairperson elected under rule 10.5(b) must be:
 - (1) another Committee member who is present and willing to act; or
 - (2) if no other Committee member present at the meeting is willing to act, a member who is present and willing to act.

10.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 10.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Committee may change the venue of, or postpone or cancel, the adjourned meeting.

10.7 Decisions at general meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members by direct votes (if permitted) or by those present (including by proxy, if permitted) at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal the chairperson of the meeting may exercise a second or casting vote.
- (c) A resolution put to the vote of a general meeting must be decided as the chairperson determines unless, before the vote is taken or before or immediately after the declaration of the result of the vote, a poll is demanded by:
 - (1) the chairperson of the meeting; or
 - (2) any member present.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has been carried or carried unanimously, or carried by



a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

10.8 Voting rights

- (a) Subject to these Rules, and to any rights or restrictions attached to any class of membership, every member entitled to vote has one vote.
- (b) Unless otherwise decided by the Committee, each member entitled to vote at a meeting of members may vote:
 - (1) in person; or
 - (2) by proxy; or
 - (3) by direct vote; or
 - (4) where a member is a body corporate, by its representative.
- (c) A proxy or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (d) An objection to the qualification of a person to vote at a general meeting must be referred to the chairperson of the meeting, whose decision is final.
- (e) A vote not disallowed by the chairperson of a meeting is valid for all purposes.
- (f) The Committee may decide to put resolutions (but not special resolutions) to the members for consideration and voting by ballot, without holding a general meeting, unless a meeting must be held under the Act. The Committee may decide the manner in which the ballot will be held and will ensure it is accountable to the members in respect of the conduct of the ballot.

10.9 Member's proxy or representative

- (a) Each proxy and representative must be appointed by a member by notice in the form determined by or accepted by the Committee, given to the Committee no later than 24 hours before the time of the general meeting for which the proxy or representative is appointed.
- (b) A proxy or representative may, but need not, be a member of the Association.
- (c) A proxy or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) An instrument appointing a proxy or representative may direct the manner in which the proxy or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the instrument.



- (e) Even though the instrument appointing a proxy or representative may refer to specific resolutions and may direct the proxy or representative how to vote on those resolutions, unless otherwise provided, it is taken to also confer authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (f) The Committee may waive all or any of the requirements for proxies or representatives, and in particular may, waive the time in which the proxy or instrument appointing a representative must be received, the form the instrument appointing a proxy or representative is in and, on the production of such other evidence as the Committee requires to prove the validity of the appointment of a proxy or representative, accept:
 - (1) an oral appointment of a proxy or representative; or
 - (2) a copy (including a copy sent by fax) of an instrument appointing a proxy or representative or of the power of attorney or other authority under which the instrument is signed.
- (g) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution in person or by direct vote, the person acting as proxy for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

10.10 Direct votes

- (a) A person who has cast a direct vote is entitled to attend a meeting. However, they are not able to vote on a poll or on a show of hands on resolutions the subject of the direct vote at that meeting. If a member attempts to cast more than one vote on a particular resolution the order of priority is:
 - (b) direct vote;
 - (c) a vote by a member present on a show of hands.
- (d) A direct vote may be in any form decided or accepted by the Committee signed by the member but is not valid unless the direct vote is received by the Secretary of the Association, no later than 24 hours before the time of the meeting.
- (e) The Chairperson must ensure that a certificate, signed by the Secretary, of any direct votes received is available at the meeting ahead of any vote taken.
- (f) If a vote is taken at a meeting on a resolution on which a direct vote was cast, the Chairperson of the meeting must:
 - (g) where the meeting votes other than by a poll (ie on a vote on a show of hands) count each member who has submitted a direct vote for or against the resolution in accordance with their direct vote as well as the votes cast at the meeting; and
 - (1) on a poll, count the votes cast by each member who has submitted a direct vote directly for or against the resolution.



11 Committee members

11.1 Composition of Committee

- (a) The Committee members will be those persons who were Committee members immediately before the adoption of these Rules.
- (b) The minimum number of Committee members is 3. The maximum number of Committee members is to be fixed by the Committee members, but may not be more than 14. The Committee members must not determine a maximum which is less than the number of Committee members in office at the time the determination takes effect.
- (c) Subject to these Rules, the Committee shall consist of:
 - (1) the officers of the Association;
 - (2) the President Elect; and
 - (3) a representative from each Australian State or Territory in which there are members of the Association and one from New Zealand, subject to rule 11.1(d), each of whom shall be elected at the annual general meeting of the Association.
- (d) The Committee may decide prior to an election that there are insufficient members in a particular State or Territory or in New Zealand to warrant representation from that State or Territory or New Zealand on the Committee.
- (e) The Committee may also co-opt members of the Association in accordance with rule 11.2.
- (f) The Committee members may appoint any individual as a Committee member, either to fill a casual vacancy or as an addition to the existing Committee members, provided the number of Committee members does not exceed the maximum number fixed under rule 11.1(a). To be eligible to be a Committee member the person must not be disqualified from managing a corporation under the Corporations Act (Cth) nor from managing a charitable entity.
- (g) The Committee members hold office until they cease to be a Committee member under rules 11.3, 11.4 and 11.7, or has served the maximum term under rule 11.1(h).
- (h) The Committee members may hold office for a maximum of up to 10 years from the date of appointment, unless the Committee otherwise decides for any particular Committee member.

11.2 Co-option of members to the Committee

- (a) The Committee may co-opt members of the Association to the Committee under the following terms:
 - (1) the decision to co-opt a member will be made
 - (2) the period of co-option will be specified when the member is co-opted to the Committee and will not exceed the period up to the first Committee meeting after the annual general meeting; and
 - (3) the period of co-option of any member can be extended by resolution of the Committee but co-opted members must



not serve on the Committee for a period exceeding nine continuous years.

- (b) Co-opted members:
- (1) may participate fully in the general business of meetings of the Committee and the right to put items on the agenda of meetings;
 - (2) may not propose, second or vote on any motion put before the Committee; and
 - (3) shall, for all other purposes, be regarded as an ordinary member of the Association and will not be disqualified from taking any action, receiving any award or other benefit to which members of the Association may be entitled.

11.3 Office holders

- (a) The officers of the Association shall be:
- (1) a President;
 - (2) a President Elect;
 - (3) a Treasurer; and
 - (4) a Secretary, subject to rule 12.
- (b) Each officer of the Association, with the exception of the Secretary, shall be elected under to rule 11.5.
- (c) The Secretary must be appointed in accordance with rule 12 and need not be a member of the Committee.
- (d) Subject to rule 11.7, each officer of the Association (other than the Secretary) shall hold office until the third annual general meeting after the date of his or her election.
- (e) An officer may seek re-election to the office he or she holds, or election to another office but must not serve on the Committee for a period exceeding the amount allowed under rule 11.1(h).
- (f) In the event of a casual vacancy in any officer referred to in rule 11.3(a) (other than the President Elect), the Committee may appoint one of its member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment. If the office of President becomes vacant, the President Elect will assume the office of President immediately. In such circumstances, this period will not constitute part of the three-year period of his or her presidency.

11.4 State or Regional representative members of the committee

- (a) Subject to rule 11.7, each State or Regional representative member of Committee shall hold office until the third annual general meeting after the date of election.
- (b) A State or Regional representative may seek re-election or election to office on the Committee but must not serve on the Committee for a period exceeding the amount allowed under rule 11.1(h).



- (c) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association from the same state or region as the member vacating the position to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

11.5 Election of officers and State and Regional representatives

- (a) Nominations of candidates for election of officers of the Association or as State or Regional representatives of the Committee must be:
 - (1) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); or
 - (2) submitted electronically by two members of the Association and accompanied by the consent of the candidate (which may be transmitted separately or attached to the message nominating the candidate),and
 - (3) transmitted electronically, by facsimile or delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting. The Secretary will confirm the authenticity of any electronically submitted nomination by return email and print all such nominations.
- (b) A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the annual general meeting.
- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the general meeting.
- (d) If only one nomination for a position to be filled is received, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (f) The ballot for the election of officers and State or Regional representatives members of the Committee is to be conducted as the President decides.
- (g) When required, nominations for the office of President shall be called prior to the annual general next before that at which the office will become vacant and an election held at that meeting. The member elected on that occasion shall immediately fill the office of President Elect and shall take office as President immediately after the next annual general meeting and shall hold this office until the third annual General Meeting after this time.

11.6 Removal of Committee members

- (a) Subject to this rule, the members may, by special resolution passed at a general meeting, remove any Committee member.
- (b) Any request by the members for a general meeting to consider a special resolution to remove a Committee member must be made in writing by members representing at least 10% of all members to the Secretary and must



outline the reasons for the request. A contact member must be nominated in the request together with contact details.

- (c) The Committee must hold a general meeting to consider the special resolution within 4 months of the receipt of the request.
- (d) The Committee member who is the subject of a proposed special resolution under rule 11.6(a) must not take part in the Committee considerations referred to in rule 11.6(c) and must be given at least 6 weeks' notice of a general meeting. The Committee member may make a representation in writing to the chairperson (not exceeding a reasonable length) and request that the representation be notified to the members and the chairperson must send a copy of the representation to each member if received at least 28 days before the general meeting and the Committee member may require that it be read out at the general meeting.

11.7 Vacation of office

- (a) The office of a Committee member becomes vacant if the Committee member:
 - (1) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
 - (3) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (4) is disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*;
 - (5) is disqualified from managing a charitable entity;
 - (6) is removed from office by special resolution of the members in accordance with rule 11.6;
 - (7) fails to attend meetings of the Committee for at least 3 consecutive meetings or at least 4 meetings over a period of 12 months without leave of absence, unless the Committee members subsequently decide to grant a leave of absence;
 - (8) in the case of a State or Regional representative, changes place of residence to outside the state or region he or she represents; or
 - (9) resigns by written notice to the Association.
- (b) All Committee members cease to be in office if a statutory manager is appointed under the Act to conduct the affairs of the Association.

11.8 Committee members' interests

- (a) Subject to rule 11.8(b), a Committee member who has a perceived or actual material conflict of interest (including a material personal interest) in a matter being considered by the Committee must:
 - (1) as soon as he or she becomes aware of his or her interest, disclose to the Committee members the nature and extent



- of his or her interest and the relation of the interest to the activities of the Association; and
- (2) where it is a material personal interest, disclose the nature and extent of the interest to the members at the next general meeting.
- (b) Rule 11.8(a)(2) does not apply in respect of an interest that exists only by virtue of the fact that the Committee member:
- (1) is an employee of the Association;
- (2) is a member of a class of persons for whose benefit the Association is established; or
- (3) has the interest in common with all or a substantial proportion of the members.
- (c) A Committee member who has a perceived or actual material conflict of interest in a contract, or proposed contract, with the Association, or who has a perceived or actual material conflict of interest in a matter being considered by the Committee members, must not, unless Rule 11.8(b)(2) and (b)(3) applies:
- (1) be present while the matter is being considered; or
- (2) vote on the matter.
- (d) A disclosure under rule 11.8(a)(1) and (2) must be recorded in the minutes of the meetings at which the disclosure was made. This may be a standing notice of disclosure.
- (e) A contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Committee member and the Association and the Committee member is not liable to account for profits derived from the contract, provided rules 11.8(a) and (c) have been complied with (if applicable) by the Committee member.
- (f) If there are not enough Committee members to form a quorum to consider a matter due to rule 11.8(c), any Committee member (including a Committee member with a perceived or actual material conflict of interest) may call a general meeting to consider the matter.
- (g) The Committee members may make regulations or adopt a policy dealing with a conflict of interest, including requiring the disclosure of interests that a Committee member, and any person considered by the Committee members as related to or associated with the Committee member, may have, or may be perceived to have, in any matter concerning or which may affect the Association, in any way.

11.9 Use of information or position

- (a) A Committee member must not:
- (1) while a Committee member; and
- (2) after ceasing to be a Committee member,
- knowingly or recklessly make improper use of information acquired by virtue of his or her position in the Association so as to:
- (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
- (4) cause a detriment to the Association.



- (b) A Committee member must not knowingly or recklessly make improper use of his or her position in the Association so as to:
 - (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (2) cause detriment to the Association.

11.10 Powers and duties of Committee members

- (a) The Committee members have the duties set out in the Act and in any other statutes and regulations applicable to the Association.
- (b) The Committee members are responsible for managing the Association's affairs and carrying out the purposes of the Association in good faith and subject to the Act, any other statutes and regulations applicable to the Association and these Rules. The Committee members may exercise, to the exclusion of the Association in general meeting, all the Association's powers which are not required, by the Act or by these Rules, to be exercised by the Association in general meeting.
- (c) The Committee members may:
 - (1) appoint or employ any person and delegate the powers, discretions and duties vested in or exercisable by the Committee members, on the terms the Committee members decide;
 - (2) subject to any contract between the Association and the relevant person, remove or dismiss the person at any time, with or without cause.

11.11 Proceedings of the Committee

- (a) The Committee members may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the Committee members to constitute a quorum constitutes a meeting of the Committee members. All the provisions in these Rules relating to meetings of the Committee members apply, so far as they can and with any necessary changes, to meetings of the Committee members by telephone or other electronic means.
- (c) A Committee member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Committee members involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more Committee members cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of Committee members remains present, continue with the meeting.

11.12 Convening Committee meetings

- (a) A Committee member may convene a meeting of the Committee members whenever he or she thinks a meeting is reasonably necessary.



- (b) A secretary must, on the requisition of a Committee member, convene a meeting of the Committee members.

11.13 Notice of Committee meetings

- (a) Subject to these Rules, notice of a meeting of the Committee must be given to each person who is at the time of giving the notice a Committee member, except a Committee member on leave of absence approved by the Committee members.
- (b) A notice of a Committee meeting:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A Committee member may waive the requirement of notice of a meeting of Committee members by notifying the Association to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Committee members by, or a failure to give notice of a meeting of Committee members to, a Committee member does not invalidate anything done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the Committee member has waived or waives notice of that meeting under rule 11.14(c) before or after the meeting;
 - (3) the Committee member has notified or notifies the secretary or chairperson of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
 - (4) the Committee member attended the meeting.
- (e) Attendance by a person at a meeting of Committee members waives any objection which that person may have to a failure to give notice of the meeting.

11.14 Quorum at Committee meetings

- (a) No business may be transacted at a Committee meeting unless a quorum of Committee members is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the Committee members have fixed a number for the quorum greater than 3, that number of Committee members present at the meeting; and
 - (2) in any other case, 3 Committee members.
- (c) If the number of Committee members in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of Committee members fixed under these Rules, the remaining Committee members must act as soon as possible to appoint additional Committee members, as required,



and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

11.15 Chairperson

At meetings of the Committee:

- (a) the President or, in the President's absence, the President Elect (if such office is filled) presides; or
- (b) if the President and the President Elect are absent, or are unable to preside, the members present must choose one of their number to preside.

11.16 Decisions of Committee members

- (a) A meeting of Committee members at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Committee members under these Rules.
- (b) Questions arising at a meeting of Committee members must be decided by a majority of votes cast by the Committee members present. Such a decision is for all purposes a decision of the Committee members.
- (c) Where the votes on a proposed resolution are equal the chairperson of the meeting may exercise a second or casting vote.

11.17 Written resolutions of Committee members

- (a) A resolution is taken to have been passed by a meeting of Committee members if:
 - (1) all of the Committee members (other than any Committee member on leave of absence approved by the Committee members, any Committee member who disqualifies himself or herself from considering the resolution in question and any Committee member who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
 - (2) the Committee members who sign or consent to the resolution would have constituted a quorum at a meeting of Committee members held to consider that resolution.
- (b) A Committee member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving to the Association at its registered address a written notice (including by fax or other electronic means) addressed to the secretary or to the chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chairperson and signifying assent to the resolution and clearly identifying its terms.



11.18 Advisory councils

The Committee may establish one or more advisory councils. If so established, the composition, duties and responsibilities of any such advisory council will be set out in a policy, charter or resolution adopted by the Committee members.

11.19 Committees of the Committee

- (a) The Committee members may delegate any of their powers to one or more committees consisting of the number of Committee members and other individuals they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Committee.
- (c) The provisions of these Rules that apply to meetings and resolutions of Committee members apply, so far as they can and with any necessary changes, to meetings and resolutions of any committee.

11.20 Validity of acts

An act done by:

- (a) a person acting as a Committee member;
- (b) a meeting of Committee members; or
- (c) a committee under Rule 11.19,

is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the Committee members or the committee (as applicable) when the act was done:

- (d) a defect in the appointment of the person as a Committee member;
- (e) the person being disqualified to be a Committee member or having vacated office; or
- (f) the person not being entitled to vote.

12 Secretary

12.1 Appointment

- (a) The Committee members must appoint a Secretary to hold the position subject to the Act and carry out the duties provided in the Act and any additional duties as decided by the Committee members.
- (b) Before being appointed, the Secretary must:
 - (1) consent to the appointment;
 - (2) be at least 18 years old; and
 - (3) be a resident of Australia.
- (c) The Secretary may hold any other position or office in the Association but is not required to be a Committee member.



- (d) Rule 11.9 relating to use of information or position applies to the Secretary as though he or she is a Committee member.

12.2 Vacation in office

- (a) The office of a Secretary becomes vacant if the Secretary:
- (1) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (2) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
 - (3) becomes a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (4) is removed from office by resolution of the Committee members;
 - (5) resigns by written notice to the Association; or
 - (6) ceases to be a resident of Australia.
- (b) The Committee members must appoint a new Secretary within 14 days of the office becoming vacant and provide notice as required under the Act.

13 Indemnity and insurance

13.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 13 apply to Indemnified Officers.

13.2 Indemnity

- (a) The Association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an office holder of the Association.
- (b) This indemnity:
- (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an office holder of the Association; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

13.3 Insurance

The Association may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an office holder of the Association where the Committee considers it appropriate to do so.



13.4 Savings

Nothing in this rule 13:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the Association to indemnify or provide or pay for insurance for any person to whom this rule 13 does not apply.

14 Financial records

14.1 Keep financial records

- (a) The Committee members must keep financial records that:
 - (1) correctly record and explain the Association's transactions and financial position and performance; and
 - (2) enable true and fair financial statements to be prepared as required by the Act or any other law.
- (b) The records must be retained for at least 7 years.

14.2 Tier one, tier two or tier three association

- (a) Each year the Committee must determine whether the Association is a tier one, tier two or tier three association in accordance with the Act and comply with the requirements of reporting, review and audit applicable to that tier as set out in the Act.
- (b) At the time of adoption of these Rules:
 - (1) Tier one has total revenue less than \$250,000 during the previous Financial Year;
 - (2) Tier two has total revenue of more than \$250,000 but less than \$1,000,000 during the previous Financial Year;
 - (3) Tier three has total revenue of more than \$1,000,000 during the previous Financial Year.

15 Notices

15.1 Notices by the Association to members

The Association may give notices, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the electronic address (if any) nominated by the member.



15.2 Notices by the Association to the Committee members

Subject to these Rules, a notice may be given by the Association to any Committee member by:

- (a) serving it personally at the Committee member's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the Committee member's usual residential or business address; or
- (c) by electronic means or fax to such electronic address or fax number, as the Committee member has supplied to the Association for giving notices.

15.3 Notices by member or Committee member to the Association

Subject to these Rules, a notice may be given by a member or Committee member to the Association by:

- (a) serving it on the Association at the registered address of the Association;
- (b) sending it by post in a prepaid envelope to the registered address of the Association; or
- (c) by electronic means to the principal electronic address of the Association.

15.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- (c) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- (d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 15.4(c)), service of the notice is to be taken to be effected on the delivery to:
 - (1) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - (2) where the addressee is a corporation, the corporation's computer systems.
- (e) If service under rules 15.4(b), 15.4(c) and 15.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.
- (f) For the purposes of rule 15.4(e), Business Day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.



15.5 Other communications and documents

Rules 15.1 to 15.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

15.6 Notices in writing

A reference in these Rules to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

16 Source and management of funds

- (a) The funds of the Association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the Committee determines.
- (b) The funds must be managed as decided by the Committee members.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
 - (1) as the Committee members decide; or
 - (2) failing a decision, by any 2 Committee members.

17 Records

17.1 Custody of records

The Committee or its delegate for this purpose must keep in its or their custody, or under its or their control, all records, books, documents and securities of the Association.

17.2 Minutes of meetings and minutes of resolutions

- (a) The Committee members must ensure accurate minutes are recorded in books kept for the purpose of:
 - (1) proceedings of general meetings, of Committee meetings and of committees of the Committee; and
 - (2) resolutions put to members, Committee members and committee members.
- (b) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting as an accurate record, after the Committee concurs the minutes are an accurate record.

17.3 Inspection of records

- (a) The documents associated with incorporation, these Rules, the trust deed of any trust of which the Association is a trustee, and the minutes of general meetings, including accounting records and financial statements submitted to



that general meeting, must be made available for inspection by any member who gives the chairperson, the secretary or delegate for this purpose, reasonable notice that the member wishes to inspect them.

- (b) The Committee must give a member a copy of anything referred to in Rule 17.3(a) within 14 days of a written request from a member and payment of any reasonable fee set by the Committee members.
- (c) A member (other than a Committee member) may apply in writing to the Committee to have access to:
 - (1) minutes of Committee meetings or meetings of committees;
 - (2) any resolutions of the Committee or any committee;
 - (3) records, books, relevant documents or securities of the Association.
- (d) The application must state the member's purpose of the access and specify how the member will use the information.
- (e) The Committee must review the application at the Committee meeting following the receipt of the application, or if that is not practicable, at the next following Committee meeting. The Committee may request further information or written undertakings from the member as to the use of the information. The Committee may:
 - (1) agree to the application, subject to the Association's legal and other duties (including privacy, commercial confidentiality, governance) on such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the Committee considers necessary or desirable; or
 - (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of the Association, or any of the other entities referred to in the relevant documents, to allow the member access.

17.4 Returning documents of the Association

Any person who has possession or control of documents that belong to the Association are required to return the documents to the secretary within 28 days after the person ceases to be a member, or ceases to hold the position or role by virtue of which he or she had possession or control of the documents.

18 Common seal

- (a) The common seal of the Association (if any) must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the



signatures either of two members of the Committee or, of one member of the Committee and of the Secretary.

- (c) Contracts and documents of the Association must be signed:
- (1) as authorised by the Committee members; or
 - (2) by any 2 Committee members; or
 - (3) by a Committee member and the secretary.

19 Definitions and interpretation

19.1 Definitions

The meanings of the terms used in these Rules are set out below.

Term	Meaning
Act	the <i>Associations Incorporation Act Reform 2012</i> (Vic).
Auditor	the auditor of the Association for the purposes of audit or review under the Act.
Committee	the committee of management of the Association.
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.
Deductible Contribution	a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the principal purpose of the Association.
Financial Year	period of 12 months ending on 30 September.
Gift	a contribution of money or property as described in item 1 of the table in section 30-15 of the ITAA 97.
Indemnified Officer	<ol style="list-style-type: none">1 each person who is or has been a Committee member or Secretary of the Association; and2 an office holder within the meaning of the Act; and3 any former officer holder as the Committee members in each case decide.



Term	Meaning
ITAA 97	the <i>Income Tax Assessment Act 1997</i> (Cth).
psychiatric research	means any activity relevant to understanding the nature, aetiology, correlates, cure, amelioration or prevention of any psychiatric disorder or other mental illness. It also includes activities related to the understanding of the determinants of and factors associated with mental health.
Secretary	the person occupying the office of secretary of the Association under the Act.

19.2 Interpretation

In these Rules:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Association to its member;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative either at the meeting or a participant by using technology as permitted under these Rules;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and
- (e) the singular (including defined terms) includes the plural and the plural includes the singular.

19.3 Headings

Headings are used for convenience only and do not affect the interpretation of these Rules.

20 Application of the Act

20.1 What parts of the Act apply?

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 20.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.



20.2 Model Rules

The provisions of these Rules displace each provision of the Model Rules, except to the extent required by the Act.