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## **PART I – PRELIMINARY**

### **1. Name**

The name of the Association shall be the Mental Health Council of Tasmania Inc. hereafter called the MHCT.

### **2. Definitions**

2.1 In these rules, unless a contrary intention appears:

Associate member means all individual and organisational members that do not qualify for full membership of the MHCT;

Board means the Board of the MHCT established under clause 15;

Carer means a person whose life is affected by virtue of a close relationship and voluntary caring role with a consumer;

Chair means the person holding the office of Chair under these rules and includes an acting Chair and any person appointed by the Board to perform all or any of the duties of the Chair;

Consumer means person who is currently using, who has used, or who may use again in the future, a mental health service;

MHCT means the Mental Health Council of Tasmania Inc;

"delegate" means a person delegated by their organisation's members bringing the views of the organisation's constituency or perspective;

Executive Committee means the committee established under clause 24

Financial year means the year ending on 30 June;

Member means a member organisation or an individual member, of the MHCT established under Clause 5;

Mental health service means any intervention, support or representation that seeks to address the needs of those impacted by a mental illness, disorder or other mental health issue;

Ordinary Board member means a member of the Board who is not an office-bearer of the association as referred to in sub-clause 24.2;

Secretary means the person holding the office of secretary under these rules and includes an acting secretary and any person appointed by the Board to perform all or any of the duties of the secretary;

Member organisation means a community based, not-for-profit, non-government organisation that serves the needs of primary consumers of mental health services and/or carers of a person with a mental illness or mental health disorder or has a stated mission or objectives significantly concerned with mental health; and is approved by the board as a member pursuant to clause 6;

Treasurer means the person holding the office of treasurer under the rules and includes an acting treasurer and any person appointed by the Board to perform all or any of the duties of the treasurer;

the Act means the Associations Incorporation Act 1964 Tasmania and

the Regulations means the Associations Incorporation Regulations.

- 2.2 In these rules:  
a reference to a function includes a reference to a power, authority and duty; and  
a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- 2.3 The provisions of the Acts Interpretation Act 1931 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART II - PURPOSE AND OBJECTIVES**

### **3. Purpose**

The Mental Health Council of Tasmania is the peak Tasmanian organisation representing the non-government mental health sector in Tasmania at a state and national level.

### **4. Objectives**

The objectives of the MHCT are to:

- 4.1 provide advice on mental health matters, either on request or on its own initiative, for example, to the Mental Health Council of Australia, Governments and, in particular, the relevant Commonwealth and State Ministers;
- 4.2 propose, monitor and analyse mental health policy development, resource allocation processes and outcomes;
- 4.3 facilitate and support mental health and well-being discussion forums;
- 4.4 promote and provide a means of maximising consumer, carer and community participation and empowerment in mental health policy, planning and decision making;
- 4.5 represent the constituency of the Mental Health Council of Tasmania;
- 4.6 facilitate strong relationships, co-operation and co-ordination between consumers, carers, non-government service providers and other relevant bodies within the mental health sector;
- 4.7 participate in the development of mental health policy, structures and services – statewide and nationally –through association with relevant bodies and events;
- 4.8 stimulate interest in, provide information on, and undertake action which is in the best interests of and contributes to the mental health and well-being of Tasmanians;
- 4.9 and stimulate interest in and provide information on and undertake action which is in the best interests of and contributes to the mental health and well-being of Tasmanians;
- 4.10 Auspice mental health organisations where appropriate'.

## **PART III - MEMBERSHIP**

### **5. Membership**

- 5.1 The Board shall have the power to determine the membership category that applies to applicants for membership.

5.2 Full membership of the MHCT is available in the following categories:

- 5.2.1 Organisations, which are non-government and not-for-profit associations, groups, or organised networks (incorporated or not) that:
  - 5.2.1.1 have a stated mission or objectives significantly concerned with mental health; and / or
  - 5.2.1.2 serve the needs of primary consumers of mental health services and/or carers of a person with a mental illness, disorder or other mental health issue;
- 5.2.2 Individuals committed to and able to contribute to the purpose and objectives of the MHCT and who are not employed by government departments or agencies whose principal function is the provision of mental health services, the funding of non government mental health organisations, or the development of government policy relating to mental health issues.
- 5.2.3 Life members, who are individuals acknowledged by MHCT to have rendered outstanding service to MHCT and/or the non-government mental health sector over a long period of time.
- 5.2.4 Associate membership is available to individuals and organisations that do not qualify for full membership of the MHCT but who are committed to and able to contribute to the purpose and objectives of the MHCT.

## **6. Application for membership to the MHCT**

- 6.1 Application of an organisation or individual for membership or associate membership of the MHCT:
  - 6.1.1 shall be in writing in a form to be determined by the Board from time to time
  - 6.1.2 shall be lodged with the Secretary of the MHCT or such other person identified in the application form.
- 6.2 As soon as is practicable after receiving an application for membership, the Secretary shall ensure that the application is referred to a meeting of the Board which shall determine whether to approve or to reject the application. The Board may request additional information from applicants prior to any determination.
- 6.3 Where the Board determines to approve an application for membership, the Secretary shall as soon as practicable after that determination ensure that the applicant is advised of that approval.
- 6.4 The Secretary shall ensure, on payment by the applicant of the amounts referred to in subrule 11.1 and following approval of an applicant's application for membership that the applicant's name, address and other prescribed particulars are entered in a register of members and, upon the information being so entered, the applicant shall become a member of the MHCT.

## **7. Membership entitlements are not transferable**

- 7.1 A right or obligation which an organisation or individual has by reason of being a member of the MHCT:
  - 7.1.1 is not capable of being transferred or transmitted to another organisation or

individual; and

7.1.2 terminates upon cessation of the organisation's or individual's membership.

7.2 The rights and obligations arising from participation in the MHCT are summarised in the table below:

7.2.1 Rights of members and subscribers:

	Member	Associate Member
Receive due notice of, attend, and speak at all general meetings of members.	✓	✓
Move motions at general meetings of members.	✓	
Vote on all matters before general meetings of members	✓	
Appoint a proxy to exercise a vote on their behalf at general meetings of members.	✓	
Nominate for election to the Board of Directors.	✓	✓
Vote in elections for the Board of Directors.	✓	
Receive timely and accurate information about the activities of MHCT.	✓	✓
Receive timely and accurate information about developments in the Tasmanian and national mental health sectors.	✓	✓
With other members, petition for the convening of a special general meeting of members.	✓	
Appeal, at a general meeting of members, a disciplinary decision taken by the Board.	✓	✓

7.2.2 Obligations of members and subscribers:

	Member	Associate Member
Adhere to the Constitution and its provisions.	✓	✓
Support the objectives of MHCT.	✓	✓
Act in ways that do not damage the reputation of MHCT.	✓	✓
Attend general meetings of members and other MHCT meetings where the ideas and expertise of members/subscribers are valued.	✓	✓
Take all reasonable steps to be informed prior to exercising rights to vote on matters impacting on MHCT.	✓	
Respect the rights of other members.	✓	✓
Respect privacy and confidentiality in all matters arising from contacts with other members, and with paid and volunteer staff working with MHCT.	✓	✓

## 8 Replacement of Delegates of Organisation Members

8.1 A delegate represents the interests of the member organisation in general meetings or ballots conducted by MHCT, but not at Board meetings. A member organisation may advise the MHCT that its delegate is no longer able to represent the interests of

the member.

8.2 If a member organisation proposes to advise the MHCT that a delegate is no longer able to represent its interests, the member:

8.2.1 shall do so by notifying the secretary in writing; and

8.2.2 shall nominate in writing an alternate delegate to fulfil the role of the delegate as soon as possible.

8.3 Where the Board is of the opinion that a delegate has persistently refused or neglected to comply with its duties as a delegate or has persistently acted in a manner prejudicial to the interests of the member organisation or the MHCT, the Board may notify the member organisation in writing of the delegate's act, omission or neglect and may request that the member change their delegate.

8.4 Where, following a request from the Board per clause 8.3, a member refuses to change their delegate and the delegate continues to neglect to comply with its duties as a delegate or continues to act in a manner prejudicial to the interests of the member organisation or the MHCT, the Board may take disciplinary action against the member per clause 13.

## **9. Cessation of organisation membership**

An organisation or individual member ceases to be a member of the MHCT if:

9.1 in the case of an organisation member, the organisation is wound up;

9.2 the member resigns from membership of the MHCT;

9.3 the member is expelled from the MHCT;

9.4 the member fails to renew membership of the MHCT; or

9.5 the member ceases to meet membership eligibility listed in Clause 5.2;

9.6 in the case of an individual member, the member dies.

## **10. Resignation of membership**

10.1 A member may resign from membership of the MHCT by first giving notice, in writing to the Secretary, of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

## **11 Fees and subscriptions**

11.1 The annual membership fees of the MHCT shall be as determined by the Board from time to time and may charge pro-rata fees and / or exempt any member or all members from paying fees

## **12. Members' liabilities**

12.1 The liability of a member organisation to contribute towards the payment of the debts and liabilities of the MHCT or the costs, charges and expenses of the winding up of the MHCT is limited to the amount, if any, unpaid by the member in respect of membership of the MHCT as required by clause 11.

### 13. Disciplining of members

- 13.1 Where the Board is of the opinion that a member:
- 13.1.1 has persistently refused or neglected to comply with a provision of these rules; or
  - 13.1.2 has acted in a manner prejudicial to the interests of the MHCT;
- the Board may, by resolution:
- 13.1.3 expel the member from the MHCT; or
  - 13.1.4 suspend the member from such rights and privileges of membership of the MHCT as the Board may determine for a specified period.
- 13.2 A resolution of the MHCT under sub-clause 13.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-clause 13.1, confirms the resolution in accordance with this clause.
- 13.3 Where the MHCT passes a resolution under sub-clause 13.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- 13.3.1 setting out the resolution of the Board and the grounds on which it is based;
  - 13.3.2 stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - 13.3.3 stating the date, place and time of that meeting; and
  - 13.3.4 informing the member that the member may do either or both of the following:
    - 13.3.4.1 attend and speak at that meeting;
    - 13.3.4.2 submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 13.4 Subject to the Associations Incorporation Act, at a meeting of the Board mentioned in sub-clause 13.2, the Board shall:
- 13.4.1 give to the member mentioned in sub-clause 13.1 an opportunity to make representations;
  - 13.4.2 give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
  - 13.4.3 by resolution determine whether to confirm or to revoke the resolution of the Board made under sub-clause 13.1.
- 13.5 Where the MHCT confirms a resolution under sub-clause 13.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under clause 14.
- 13.6 A resolution confirmed by the Board under sub-clause 13.4 does not take effect:
- 13.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

13.6.2 where within that period the member exercises the right of appeal, unless and until the MHCT confirms the resolution in accordance with sub-clause 14.4.

#### **14. Right of appeal of disciplined member**

- 14.1 A member may appeal to the MHCT in general meeting against a resolution of the Board which is confirmed under sub-clause 13.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 14.2 Upon receipt of a notice under sub-clause 13.1, the Secretary shall notify the MHCT which shall convene a general meeting of the MHCT to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- 14.3 Subject to the Associations Incorporation Act, at a general meeting of the MHCT convened under sub-clause
- 14.3.1 no business other than the question of the appeal shall be transacted;
  - 14.3.2 the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - 14.3.3 the members present shall vote by secret ballot on the question of whether the resolution made under sub-clause 13.4 should be confirmed, revoked or amended to apply a conditional outcome.
- 14.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-clause 13.4, that resolution is confirmed.

### **PART IV - THE BOARD**

#### **15. Roles and Responsibilities of the Board**

The Board, subject to the Act, the Regulations, these rules, and to any resolution passed by the MHCT in general meeting:

- 15.1 shall control and manage the affairs of the MHCT;
- 15.2 may exercise all such functions as may be exercised by the MHCT other than those functions that are required by these rules to be exercised by the MHCT in general meeting;
- 15.3 has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the MHCT;

#### **16. Constitution and membership**

- 16.1 The MHCT Board shall comprise up to seven members, including up to four board members elected by the MHCT membership and up to three board members appointed by the board.
- 16.2 The Board may appoint up to three Board members in addition to the four elected board members.
- 16.2.1 Where the board determines that the skills required are present amongst those board members already elected or appointed, it need not fill any or all of the available vacancies.



- 16. 2.2 Where the board determines that the skills required are not present amongst those board members already elected or appointed, it must fill one or more available vacancies with board members possessing the skills identified as being absent from the board.
  - 16. 2. 3 Board members appointed by the board to one of the board appointed board positions may be appointed until either the conclusion of the next AGM or the conclusion of the second AGM following their appointment.
  - 16.2. 4 Once so appointed, a board member's appointment remains in force until conclusion of next AGM or second AGM following appointment (depending upon which term duration they were originally appointed to), but may be terminated earlier per clause 18.1.
  - 16.2.5 In determining term durations for appointed board members, the board must preserve potential board turn over to as close to half the board at each AGM as possible.
- 16.3 No member organisation shall have delegates occupying more than one position on the Board.
- 16.4 Each member of the Board shall, subject to these rules, hold office until the conclusion of the second annual general meeting following the date of the member's election or appointment, but shall be eligible for re-election, subject to clause 16.5 below.
- 16.5 Board members shall only be eligible to be on the Board for a maximum of three consecutive terms, following which they will be ineligible to serve on the board for ten months before becoming eligible again for election or appointment to the board.
- 16.5.1 Where a board members is elected to, or appointed to serve, part of a two year term, for the purposes of clause 16.5 the part-term to which they are appointed or elected shall be counted as being one full term.
- 16.5.2 Prior terms, including part-terms, for board members holding office at the time of adoption of this constitution, shall be counted as though this constitution were in force since their initial election or appointment to the MHCT Board.
- 16.6 In the event of a casual vacancy in the membership of the Board
- 16.6.1 The Board may appoint a person to fill the vacancy.
  - 16.6.2 A person so appointed shall hold office, subject to these rules, until the conclusion of the term to which they were appointed as though it were held continuously by one person.
  - 16.6.3 The Board shall ensure that any such appointment maintains or enhances the appropriate balance of skills required on the board as identified by the board and publicised to members from time to time.
- 16.7 No employee of a government agency whose principal function is the provision of mental health services, the funding of non government mental health organisations or the development of government policy on mental health issues shall be eligible to nominate for election to the MHCT Board, and any Board member appointed to such government position subsequent to election shall cease to hold office.
- 16.8 All members of the Board must abstain from voting or representing on issues where there is a clear conflict of interest between their role as a Board member and any other roles they might have.

## **17. Election of Board members**

- 17.1 The Board shall ensure that an election for two director positions is held annually, in time to announce results at the AGM and in accordance with the election procedures outlined in these rules.
- 17.2 The election methodology and procedures shall be determined by the board and advised to membership no later than the day nominations are called for. The election methodology and procedures must ensure that all members' (except Associate Members) votes have equal value and that all members may vote in relation to all candidates.
- 17.3 The Board shall determine the skills required to meet the governance needs of MHCT from time to time, and must advise members of the skills required at the time of calling for nominations.
- 17.4 To be eligible to stand, candidates must possess one or more of the skills identified by the board and must nominate these, in a form determined by the board, at the time of nominating to stand for election.
- 17.5 The Board shall review all candidates' nominations and either endorse or not endorse each candidate as having one or more of the identified skills required to stand for election.
- 17.5.1 Only those candidates so endorsed shall be eligible for election to the MHCT Board.
- 17.5.2 Candidates not endorsed must be notified of this decision no later than 14 days prior to the opening of polling.
- 17.5.2 Candidates not so endorsed may lodge an appeal against this ruling, provided written notification outlining the basis on which the decision is being appealed, is received by the Returning Officer no later than 7 days prior to the opening of polling.
- 17.5.3 Where such an appeal is lodged, the board shall establish an Appeals Committee, including at least one member independent of the board, to hear the appeal prior to the distribution of ballot papers.
- 17.5.4 The Appeals Committee decision in relation to all such appeals will be final.
- 17.6 The Board shall appoint the Chief Electoral Officer for the State of Tasmania, or some other person or organisation independent of MHCT or its members, as Returning Officer to conduct an election in accordance with these Rules.
- 17.7 The Chief Electoral Officer may appoint another person as Returning Officer to conduct the election on his or her behalf.
- 17.8 The Returning Officer is to issue and forward to the MHCT Public Officer a certificate of the result of the election.

## **18. Vacancies**

- 18.1 For the purpose of these rules, a vacancy in the office of a member of the Board occurs if:
- 18.1.1 The Board member resigns from his or her appointment to the board.
- 18.1.2 the Board member is removed from office pursuant to clause 19;

- 18.1.3 the Board member becomes an insolvent under administration within the meaning of the Corporations Law;
- 18.1.4 the Board member is disqualified from the office under the Associations Incorporation Act; or
- 18.1.5 the Board member is absent without the consent of the Board from all meetings of the Board held during a period of 6 months or three meetings, whichever is the least.
- 18.1.6 The Board member commences employment with a government agency as specified in Clause 16.7.
- 18.1.7 The Board member dies.

## **19. Removal of Board members**

- 19.1 The MHCT in any general meeting may by resolution, subject to the Associations Incorporation Act, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.

## **20. Board meetings and quorum**

- 20.1 The Board shall meet at least four times in each calendar year, either by teleconference or in situ, at such place and time as the Board may determine.
- 20.2 Meetings of the Board may be convened by any two members of the Board.
- 20.3 Oral or written notice of a meeting of the Board shall be given to each member of the Board at least 5 days (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under sub-clause 20.2 shall specify the general nature of the business to be transacted at the meeting.
- 20.5 Whichever is the greater of i) one half of the occupied seats of the Board, plus half, or ii) four board members, constitutes a quorum for the transaction of business of a meeting of the Board.
- 20.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a time to be determined by the Board.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 20.8 Where the total number of board members appointed or elected to the board falls below four, the board may only meet for the purpose of filling casual vacancies to the board and may transact no other business until such time as the number of board members rises to or above four.
- 20.9 At meetings of the Board:
  - 20.9.1 the Chairperson or in the absence of the Chairperson, the Deputy Chairperson shall preside; or

- 20.9.2 if the Chairperson and the Deputy Chairperson are absent, one of the remaining members of the Board may be chosen by the members present to preside.

## **21 Advisory Committees**

- 21.1 The Board shall establish one or more Advisory Committees and ensure that these elicit input from consumers, carers and member organisations.
- 21.2 Said Advisory Committees may take any form and be called by any name as the board determines from time to time.

## **22. Delegation by Board to sub-committee**

- 22.1 The Board may delegate to one or more sub-committees (consisting of such Board members or other individuals as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- 22.1.1 this power of delegation; and
- 22.1.2 a function which is a function imposed on the Board by the Act, by any other law of the State, or by resolution of the MHCT in general meeting.
- 22.2 A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance within the terms of the delegation.
- 22.3 A delegation under this clause 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.
- 22.4 Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 22.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 22.7 A sub-committee shall meet and adjourn as it thinks proper given adequate notice.
- 22.8 The Board may in its instrument of appointment authorise a sub-committee to seek external advice from competent persons where it will assist the work of the sub-committee. These individuals may be invited to attend meetings of the sub-committee and Board.
- 22.9 The Chair of the Board may attend any sub-committee meeting.

## **23. Voting and decisions**

- 23.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 23.2 Each Board member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled

to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 23.3 Subject to sub-clauses 20.5 and 20.8, the Board may act notwithstanding any vacancy on the Board.
- 23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member organisation of the Board or sub-committee.

## **PART V - EXECUTIVE COMMITTEE AND OFFICE BEARERS OF MHCT**

### **24. The Executive Committee**

- 24.1 The Executive Committee shall be responsible for the administration of the affairs of the MHCT subject to the direction of the Board.
- 24.2 The office-bearers of the MHCT shall be appointed from the Board and are as follows:
- 24.2.1 Chairperson
- 24.2.2 Deputy Chairperson
- 24.2.3 Secretary
- 24.2.4 Treasurer.
- 24.3 The method of nomination and election of office bearers shall be determined by the Board at its first meeting following the Annual General meeting.
- 24.4 The Executive Committee of the MHCT shall comprise the office-bearers of the MHCT.
- 24.5 The Executive Committee shall hold office until the conclusion of the annual general meeting following the date of the member's election to the Executive Committee.
- 24.6 A minimum of any 3 members of the executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee. Should an even number of members attend an Executive Committee meeting, the Chairperson, or in the absence of the Chairperson, a member of the Executive who has been chosen to preside over the meeting, shall have the casting vote. Decisions of the executive need to be ratified by the Board at their next meeting.
- 24.7 Members of the Executive Committee who are not available to attend meetings are entitled to send an alternate Board delegate in their place.

### **25. Duties of Chairperson and Deputy**

- 25.1 The Chairperson chairs the Annual General Meeting, General Meetings, meetings of the Executive Committee of the Board and exercises such other powers as conferred by the Board.
- 25.2 The Deputy Chairperson shall carry out the duties of the Chairperson in his or her absence.

## 26. Secretary and Treasurer

- 26.1 The Secretary of the MHCT shall, as soon as practicable after being appointed as secretary, notify the Board of his or her address.
- 26.2 The Secretary shall ensure that Minutes and other appropriate records shall be kept of:
- 26.2.1 all elections and appointments of office-bearers and ordinary Board members;
  - 26.2.2 the names of members of the Board present at a Board meeting or a general meeting; and
  - 26.2.3 all proceedings at Board meetings and general meetings and
- 26.3 the Secretary shall ensure that all correspondence is dealt with in a timely and appropriate manner.
- 26.4 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- 26.5 The Treasurer of the MHCT shall be responsible for:
- 26.5.1 ensuring that all moneys due to the MHCT are appropriately collected and received and that all payments authorised by the MHCT are made in a timely manner;
  - 26.5.2 ensuring that correct accounts and books are kept showing the financial affairs of the MHCT with full details of all receipts and expenditure connected with the activities of the MHCT; and
  - 26.5.3 ensuring that accurate financial reports are regularly available to the Board
- 26.6 Auditor
- 26.6.1 At each annual general meeting of the MHCT, the members present are to appoint a person as the auditor of the MHCT.
  - 26.6.2 The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
  - 26.6.3 The first auditor may be appointed by the Board before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.
  - 26.6.4 If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the MHCT.
  - 26.6.5 Except as provided in clause 26.3, the auditor may only be removed from office by special resolution.
  - 26.6.6 If a casual vacancy occurs in the office of auditor during the course of a financial year of the MHCT, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.
- 26.7 Audit of accounts

- 26.7.1 The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 26.7.2 The auditor is to –
- (a) certify as to the correctness of the accounts of the Association; and
  - (b) report to the members present at the annual general meeting.
- 26.7.3 In the report and in certifying to the accounts, the auditor is to state if
- (a) he or she has obtained the required information; and
  - (b) In his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association-
    - (i) according to the information at his or her disposal and the explanations given; and
    - (ii) as shown by the books of the Association; and
  - (c) the rules relating to the administration of the funds of the Association have been observed.
- 26.7.4 The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- 26.7.5 The auditor may –
- (a) have access to the accounts, books, records, vouchers and documents of the Association; and
  - (b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
  - (c) employ persons to assist in investigating the accounts of the Association; and
  - (d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

## **27. Public Officer**

- 27.1 The Board in accordance with the Act, must appoint a Public Officer. The Public Officer will be the most senior staff member of the MHCT, unless otherwise decided by the Board.
- 27.2 If the position of public officer becomes vacant, the Board must appoint another member or employee in his or her place.
- 27.3 The public officer must notify the Tasmanian Commissioner for Corporate Affairs of his or her appointment and residential address within 28 days of that appointment, in the approved form.

## **PART VI - GENERAL MEETINGS**

### **28. Annual general meetings - holding of**

- 28.1 The MHCT shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the MHCT, convene an annual general meeting of its members.

## **29. Annual general meetings - calling of and business at**

- 29.1 The annual general meeting of the MHCT shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit, in accordance with section 28.
- 29.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- 29.2.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - 29.2.2 to receive from the Board reports on the activities of the MHCT during the last preceding financial year;
  - 29.2.3 to receive the report of the Returning Officer notifying results of election of members of the Board; and
  - 29.2.4 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the Act.
- 29.3 An annual general meeting shall be specified as such in the notice convening it in accordance with clause 31.
- 29.4 An annual general meeting shall be conducted in accordance with the provisions of this Part.

## **30. General meetings - calling of**

- 30.1 The Board may, whenever it thinks fit, convene a general meeting of the MHCT.
- 30.2 The Board shall, on the requisition in writing of not less than 25 per cent of the total number of members of the MHCT, convene a general meeting of the MHCT.
- 30.3 A requisition of members for a general meeting:
- 30.3.1 shall state the purpose or purposes of the meeting;
  - 30.3.2 shall be signed by the members making the requisition;
  - 30.3.3 shall be lodged with the secretary; and
  - 30.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30.4 If the Board fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any two or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- 30.5 A general meeting convened by a member organisation or members referred to in sub-clause 30.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the MHCT for any reasonable expense so incurred.



### **31. General meetings - notice**

- 31.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the MHCT, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent in writing to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the MHCT, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-clause 31.1 specifying, in addition to the matter required under the sub-clause, the intention to propose resolution as a special resolution.
- 31.3 No business other than specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-clause 29.2.
- 31.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32. General Meetings - Procedure and Quorum**

- 32.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 32.2 A quorum for a general meeting shall be half of the members plus one (being members entitled under these rules to vote at a general meeting), or 12, whichever is the smaller.
- 32.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place. If the general meeting was convened on the requisition of the members, and there is no quorum present, it shall be dissolved.
- 32.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall constitute a quorum.

### **33. Presiding Member**

- 33.1 The Chairperson, or in the absence of the Chairperson, the Deputy Chairperson, shall preside at each general meeting of the MHCT.
- 33.2 If the Chairperson and the Deputy Chairperson are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

### **34. Adjournment**

- 34.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 34.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the MHCT stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 34.3 Except as provided in sub-clauses 34.1 and 34.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **35 Making of Decisions**

- 35.1 A question arising at a general meeting of the MHCT shall be determined on a show of hands or a ballot if requested by a member. Any decision resulting from a show of hands or ballot is to be entered into the minute book of the MHCT.
- 35.2 At a general meeting of the MHCT, a poll may be demanded by the person presiding or by no fewer than 3 members present in person or by proxy at the meeting.
- 35.3 Where the poll is demanded at a general meeting, the poll shall be taken-
- 35.3.1 immediately in the case of the poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - 35.3.2 in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **36 Voting**

- 36.1 Subject to sub-clause 36.3, upon any question arising at a general meeting of the MHCT a member has 1 vote only.
- 36.2 All votes shall be given personally or by proxy but no member may hold more than 6 proxies.
- 36.2.1 Members may appoint a proxy to vote on their behalf using an instrument approved by the board.
  - 36.2.3 Members may direct their proxy how to vote on their behalf or may indicate that their vote may be cast at the discretion of the proxy holder
  - 36.2.3 The Chair of the meeting may hold an unlimited number of proxies.
- 36.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 36.4 A member or proxy is not entitled to vote at any general meeting of the MHCT unless all money due and payable by the member or proxy to the MHCT has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **37 Appointment of Proxies**

- 37.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than the commencement of the meeting in respect of which the proxy is appointed.

37.2 The notice appointing the proxy shall be in the form determined by the Board from time to time.

### **38 Funds - Source**

38.1 All money received by the MHCT shall be deposited as soon as practicable and without deduction to the credit of the MHCTs bank account.

38.2 The MHCT shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39 Funds - Management**

39.1 Subject to any resolution passed by the MHCT in general meeting, the funds of the MHCT shall be used in pursuance of the objects of the MHCT in such manner as the Board determines.

39.2 All financial transactions will be signed, either in writing or by other means normally recognised by financial institutions holding MHCT funds, in accordance with a Delegations Policy approved by the board from time to time. .

### **40 Finances and Property**

40.1 The assets and income of the MHCT shall be applied solely to the furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

40.2 The MHCT shall not appoint any person who is a member of the Board to any office of the MHCT the holder of which is payable any remuneration by way of salary, fees or allowances or pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

40.3 In the event of the MHCT being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to an organisation in Australia that is a Public Benevolent Institution endorsed for the purposes of any Commonwealth Taxation Act and which has similar objectives .

40.4 Were it to further the objects of the MHCT to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members.

### **41 Gift Fund**

41.1 The Association will maintain a separate Gift Fund as required by the Commonwealth Taxation Act.

41.2 The Gift Fund will be maintained and operated in accordance with the Commonwealth Taxation Act applicable to such funds at the time.

41.3 Money, gifts, donations and property received into the Gift Fund may be used only for the principal objects and purposes of the Association.

41.4 If the Association's Gift Fund is wound up, or if the organisations endorsement as a deductible gift recipient is revoked, the surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

### **42 Alteration of Objects and Rules**

42.1 This constitution may only be repealed or amended by resolution of three quarters of Members voting, in person or by proxy, at a General Meeting of which not less

than 21 days written notice including notice of the proposed repeal or amendment has been made available to all members.

#### **43 Common Seal**

- 43.1 The common seal of the MHCT shall be kept in the custody of its most senior staff member.
- 43.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two (2) members of the Board.

#### **44 Custody of Books**

- 44.1 Subject to the Act, the Regulations and these rules, the Treasurer shall ensure that all records, books, and other documents relating to the financial affairs of the MHCT (and other documents or records as determined by the Board) are kept safely and in a manner that allows access only to authorised persons.

#### **45 Inspection of Books**

- 45.1 A member wishing to inspect the records, books and other documents of the MHCT must give a notice in writing of their wish to do so to the MHCT.
- 45.2 The MHCT will then make its records, books and other documents for inspection at the place in Tasmania, free of charge during normal business hours. This information will be released to a member organisation subject to privacy legislation and confidentiality protocols.
- 45.3 The member who has given notice, may inspect the records, books and other documents of the MHCT no earlier than 7 days after that member has given notice to the MHCT.
- 45.4 A member of the Board or their delegate must be present during the inspection and the time for the inspection is always subject to the availability of the member of the Board or their delegate.

#### **46. Service Of Notice**

- 46.1 For the purpose of these rules, a notice may be served by or on behalf of the MHCT upon any member either personally or by sending it by post or electronically to the member at the members address shown in the register of members.
- 46.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 46.3 If an organisation approves the serving of notice by electronic means that is deemed to be sufficient under this Part. If there is a failure to receive electronically then clause 46.2 applies.
- 46.4 Where electronic means are utilised for the service of notices, MHCT shall endeavor to obtain electronic read-receipts or delivery-receipts.