



**Mental
Health
Council**
OF TASMANIA

Mental Health Council of Tasmania

OPERATING GUIDELINES

A document outlining the operational functions of the Mental Health Council of Tasmania as they relate to meetings and management of finances.

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Contents

- Part I - Preliminary..... 1**
 - 1 Introduction1
 - 2 Definitions.....1
- Part II – Meetings 2**
 - 3 Annual General Meetings.....2
 - 4 General Meetings2
 - 5 Presiding Member.....3
 - 6 Adjournment.....4
 - 7 Making of Decisions.....4
 - 8 Voting.....4
 - 9 Appointment of Proxies.....5
- Part III – Finances and Property..... 6**
 - 10 Funds.....6
 - 11 Finances and Property6
 - 12 Gift Fund6

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Part I - Preliminary

1 Introduction

1.1 This document outlines the operating guidelines for operation of the Mental Health Council of Tasmania Incorporated (MHCT).

2 Definitions

2.1 In this document, unless a contrary intention appears:

- 'Board' means the Board of the MHCT established under *Clause 8* of the Constitution.
- 'Chairperson' means the person holding the office of Chair under these rules and includes an acting Chairperson and any person appointed by the Board to perform all or any of the duties of the Chairperson.
- 'Consumer' means a consumer as defined in the Constitution.
- 'Constitution' means the Constitution of the MHCT.
- 'Financial year' means the year ending on 30 June annually.
- 'Member' means a member organisation, or an individual member, as defined in the Constitution.
- 'Member organisation' means a member organisation as defined in the Constitution.
- 'MHCT' means the Mental Health Council of Tasmania Incorporated (Inc).
- 'Secretary' means the person holding the Office of Secretary as defined in the Constitution.
- 'Treasurer' means the person holding the Office of Treasurer as defined in the Constitution.
- the 'Act' means the *Associations Incorporation Act 1964* (Tas).
- the 'Regulations' means the *Associations Incorporation Regulations 2017* (Tas).

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 – Meetings

3 Annual General Meetings

- 3.1 The MHCT shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the MHCT, convene an Annual General Meeting (AGM) of its members.
- 3.2 The AGM 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 *Clause 3.1*.
- 3.3 In addition to any other business which may be transacted at an AGM, the business of an AGM shall be:
- to confirm the minutes of the last preceding AGM and of any general meeting held since that meeting
 - to receive from the Board reports on the activities of the MHCT during the last preceding financial year
 - to receive the report of the Returning Officer notifying results of election of members of the Board, and
 - to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the Act.
- 3.4 An AGM shall be specified as such in the notice convening it in accordance with *Clause 4.6*.
- 3.5 An AGM shall be conducted in accordance with the provisions of this Part.

4 General Meetings

- 4.1 The Board may, whenever it thinks fit, convene a general meeting of the MHCT.
- 4.2 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.
- 4.3 A requisition of members for a general meeting:
- shall state the purpose or purposes of the meeting
 - shall be signed by the members making the requisition
 - shall be lodged with the Secretary, and
 - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4.4 If the Board fails to convene a general meeting within one 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 three months after that date.

- 4.5 A general meeting convened by a member organisation or members referred to in *Sub-clause 4.4* 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.
- 4.6 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.
- 4.7 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 4.6* specifying, in addition to the matter required under the sub-clause, the intention to propose resolution as a special resolution.
- 4.8 No business other than specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an AGM, business which may be transacted pursuant to *Sub-clause 3.3*.
- 4.9 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.
- 4.10 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.
- 4.11 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.
- 4.12 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.
- 4.13 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 ten) shall constitute a quorum.

5 Presiding Member

- 5.1 The Chairperson, or in the absence of the Chairperson, the Deputy Chairperson, shall preside at each general meeting of the MHCT.

- 5.2 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.

6 Adjournment

- 6.1 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.
- 6.2 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.
- 6.3 Except as provided in *Sub-clauses 6.1 and 6.2*, 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.

7 Making of Decisions

- 7.1 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.
- 7.2 At a general meeting of the MHCT, a poll may be demanded by the person presiding or by no fewer than three members present in person or by proxy at the meeting.
- 7.3 Where the poll is demanded at a general meeting, the poll shall be taken:
- 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
 - 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.

8 Voting

- 8.1 Subject to *Sub-clause 8.3*, upon any question arising at a general meeting of the MHCT a member has one vote only.
- 8.2 All votes shall be given personally or by proxy, but no member may hold more than six proxies.
- Members may appoint a proxy to vote on their behalf using an instrument approved by the Board.
 - 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.
 - The Chair of the meeting may hold an unlimited number of proxies.

- 8.3 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.
- 8.4 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.

9 Appointment of Proxies

- 9.1 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.
- 9.2 The notice appointing the proxy shall be in the form determined by the Board from time to time.

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Part III – Finances and Property

10 Funds

- 10.1 All money received by the MHCT shall be deposited as soon as practicable and without deduction to the credit of the MHCT's bank account.
- 10.2 The MHCT shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 10.3 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.
- 10.4 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.

11 Finances and Property

- 11.1 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.
- 11.2 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.
- 11.3 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 *Taxation Administration Act 1953* and which has similar objectives.
- 11.4 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.

12 Gift Fund

- 12.1 The MHCT will maintain a separate Gift Fund as required by the *Taxation Administration Act 1953*.
- 12.2 The Gift Fund will be maintained and operated in accordance with the *Taxation Administration Act 1953* applicable to such funds at the time.
- 12.3 Money, gifts, donations and property received into the Gift Fund may be used only for the principal objects and purposes of the MHCT.

- 12.4 If the MHCT'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.

This version approved by the Chief Executive Officer
dated ____ / ____ / ____.

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