



# THE CONSTITUTION

of the

Australian Capital Territory  
Mental Health Consumer Network  
Incorporated

October 2011

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## **PART 1 – PRELIMINARY**

### **1. NAME**

The name of the association is the Australian Capital Territory (ACT) Mental Health Consumer Network Incorporated ('the Network').

### **2. IDENTITY**

The ACT Mental Health Consumer Network is a systemic advocacy organisation comprising a territory-wide network of individuals with lived experience of mental illness ('consumers').

### **3. OBJECTIVES**

3.1 The objectives of the Network are:

3.1.1 to advocate all means to achieve equity and access to better mental health and wellbeing; and

3.1.2 to support the empowerment of consumers to engage in the development, improvement and expansion of mental health and related services in the ACT.

3.2 To achieve these objectives the Network will:

3.2.1 provide an infrastructure for maximising consumer participation in the development of mental health policy, planning, decision-making, service delivery and evaluation;

3.2.2 facilitate the provision of a range of fora for developing and representing the unique consumer voice;

3.2.3 disseminate information and use other strategies aimed at enhancing recognition of and respect for rights and overcoming stigma and discrimination; and

3.2.4 undertake other actions as appropriate.

### **4. DEFINITIONS**

4.1 The ACT means the Associations Incorporation Act 1991 (ACT).

4.2 The EXECUTIVE COMMITTEE consists of the office bearers.

4.3 The EXECUTIVE OFFICER means the person employed by the Board to manage the day to day affairs of the Network, subject to the direction of the Board.

4.4 The FINANCIAL YEAR of the Network means the year ending on 30 June.

- 4.5 MEMBERS of the Network are primary members and associate members whose names have been entered in the register of members.
- 4.6 The OFFICE BEARERS are the chair, the deputy chair, the treasurer and the secretary of the Board.
- 4.7 A SPECIAL RESOLUTION is a resolution that meets the criteria set out in section 70 of the Act.
- 4.8 A reference to a FUNCTION includes a reference to a power, authority and duty.

## **PART 2 – MEMBERSHIP**

### **5. MEMBERSHIP QUALIFICATIONS**

5.1 An individual is qualified to be a primary member if the individual:

5.1.1 identifies as having lived experience of mental illness or psychiatric disorder, or has personally used a mental health service for their own mental health needs;

5.1.2 is resident in the ACT or uses services and programs in the ACT;

5.1.3 accepts the objectives of the Network; and

5.1.4 has lodged an application for membership.

5.2 An individual, group or organisation is qualified to be an associate member if they:

5.2.1 empathise with consumers;

5.2.2 accept the objectives of the Network; and

5.2.3 have been accepted for membership by the Board.

### **6. APPLICATION FOR PRIMARY OR ASSOCIATE MEMBERSHIP**

6.1 An application for membership of the Network must be in writing and may be lodged with the Network by post, facsimile, electronically or by hand.

6.2 As soon as possible after receiving an application for primary membership from a qualified individual, the executive officer must enter the individual's name in the register of members.

6.3 The individual becomes a primary member of the Network when their name is entered in the register.

6.4 The executive officer must refer each application for primary membership to the Board for noting.

6.5 An applicant for associate membership which is a group or organisation must nominate a primary contact person for the Network.

6.6 As soon as possible after receiving an application for associate membership, the executive officer must refer the application to the Board.

6.7 The Board must decide whether to accept or to reject the application for associate membership.

6.8 The Board is not required to supply reasons for rejection of an application.

- 6.9 If the Board accepts the application of a person, group or organisation for associate membership the executive officer must notify the applicant of that approval in writing, and provide the applicant with an invoice for payment of any membership fees.
- 6.10 Following notification to the applicant and the payment of any membership fees, the executive officer must enter the applicant's name in the register of members.
- 6.11 The applicant becomes an associate member of the Network when their name is entered in the register.

## **7. MEMBERSHIP TRANSFERABILITY**

- 7.1 Membership is not transferable.
- 7.2 An associate member that is a group or organisation may change its primary contact person by written notification to the Network.
- 7.3 A right, privilege or obligation that a person has because of being a member of the Network:
- 7.3.1 cannot be transferred or transmitted to another person, and
  - 7.3.2 terminates on cessation of the person's membership.
- 7.4 Nothing in this clause prevents a member voting by proxy.

## **8. REGISTER OF MEMBERSHIP**

- 8.1 The executive officer of the Network must establish and maintain a register of members of the Network.
- 8.2 The register must contain the name and address of each person or organisation who is a member of the Network, the date on which they became a member and whether they are a primary or associate member.
- 8.3 When a person or organisation's membership is suspended the executive officer must record the date of suspension in the register.
- 8.4 When a person or organisation ceases to be a member the executive officer must record the date of cessation in the register
- 8.5 The register must be kept at the principal place of administration of the Network and must be open for inspection, free of charge, by any member of the Network during the publicly advertised opening hours.
- 8.6 The register, and access to it, must conform to all relevant privacy legislation.

## **9. FEES**

The Board may determine membership fees for associate members only.

## **10. MEMBERS' LIABILITY**

The members of the Network shall have no liability to contribute towards the payment of debts and liabilities of the Network or the costs charges and expenses of the winding up of the Network except to the amount of any unpaid membership fees.

## **11. RESIGNATION OR LEAVE OF ABSENCE**

11.1 A member may resign their membership at any time by notifying the executive officer in writing.

11.2 A member may take a leave of absence from the Network at any time by notifying the executive officer.

11.3 A leave of absence under this clause may be for a period of time specified in the notification, or may be in place until the member notifies the executive officer that they wish to resume membership.

## **12. SUSPENSION OR CANCELLATION OF MEMBERSHIP**

12.1 If an associate member has not paid outstanding membership fees within six months of the due date, the Board may resolve to suspend or cancel their membership.

12.2 If a member has breached a Network policy relating to safety, conduct or use of Network property or premises, two office bearers may agree to suspend the member's right to access the Network's premises or use its property for a period of up to thirty days.

12.3 If the Board considers that a member:

12.3.1 has persistently refused or neglected to abide by this constitution; or

12.3.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Network;

the Board may decide to:

12.3.3 suspend their membership for a specified period; or

12.3.4 cancel a membership.

12.4 A decision of the Board under clause 12.3 has no effect unless the Board confirms the decision in accordance with the following clauses.

12.5 If the Board makes a decision under clause 12.3, the secretary must, as soon as possible, provide the member with a written notice that includes the following information:

12.5.1 the Board's decision and the grounds on which it was made;

12.5.2 the date, place and time of a meeting at which the Board will consider the matter further;

12.5.3 that the member may:

12.5.3.1 attend and speak at the meeting; and

12.5.3.2 provide written representations to the Board at or before the meeting; and

12.5.4 that the member may be assisted by an advocate of their choice in making any representations.

12.6 Subject to section 50 of the Act, at a meeting mentioned in clause 12.5, the Board must:

12.6.1 give due consideration to any oral or written representations made by or on behalf of the member; and

12.6.2 decide whether or not to confirm the decision to cancel or suspend their membership.

12.7 If the Board suspends or cancels the membership, the secretary must, within seven days of the decision, give the member a written notice setting out the decision and the member's right of appeal, if any.

### **13. RIGHT OF APPEAL OF MEMBERS**

13.1 A member may appeal to the Network against a decision of the Board:

13.1.1 to suspend their membership for more than three months; or

13.1.2 to cancel their membership.

13.2 An appeal must be made by lodging a notice of appeal with the secretary within 14 days after the member has received written notification of the decision from the secretary.

13.3 On receipt of a notice from a member under clause 13.2, the secretary must notify the Board which must convene a special general meeting of the Network to be held within 21 days of the date the secretary received the notice or as soon as possible after that date.

- 13.4 At a special general meeting of the Network convened under clause 13.3:
- 13.4.1 no business other than the appeal is to be transacted;
  - 13.4.2 the Board and the member must be given the opportunity make representations about the appeal orally or in writing, or both;
  - 13.4.3 the member may be assisted by an advocate of their choice in making any representations; and
  - 13.4.4 the members present must vote by secret ballot on the question of whether the Board's decision should be confirmed, varied or revoked.
- 13.5 If the special general meeting of the Network passes a special resolution in favour of the confirmation or variation of the Board's decision, that decision is confirmed or varied.
- 13.6 If the special general meeting of the Network does not pass a special resolution in favour of the confirmation or variation of the Board's decision, that decision is revoked and the member is reinstated from that time.

## **PART 3 – THE BOARD**

### **14. BOARD MEMBERSHIP**

14.1 The Board consists of:

14.1.1 the office bearers of the Network; and

14.1.2 up to seven ordinary Board members

who are elected at an annual general meeting of the Network or appointed to the Board according to this constitution.

14.2 Only an individual who is a member of the Network is eligible for election or appointment to the Board.

14.3 At least six of the Board members must be primary members of the Network.

14.4 Subject to this constitution:

14.4.1 the chair and the secretary hold office for a two year term commencing in odd calendar years;

14.4.2 the deputy chair and the treasurer hold office for a two year term commencing in even calendar years;

14.4.3 each ordinary Board member holds office for a one year term; and

14.4.4 each Board member is eligible for re-election, unless they have served the maximum number of consecutive years.

14.5 Subject to clause 14.6, the maximum number of consecutive years a person may serve as a Board member is five consecutive years.

14.6 The maximum number of consecutive years a person may serve as a Board member is six consecutive years only:

14.6.1 if they are an immediate past office bearer of the Network; and

14.6.2 as an ordinary Board member.

14.7 A person who has been on the Board for the maximum number of consecutive years may be appointed or elected to the Board again only after a gap of one full year in which they are not a Board member.

14.8 Subject to clause 14.7, if there is a vacancy in the membership of the Board, the Board may appoint a member of the Network to hold office for the remainder of the relevant election period, with that member's agreement.

## **15. THE BOARD'S ROLE**

- 15.1 Subject to the Act, the regulations, this constitution and to any resolution passed by the Network in general meeting; the Board manages the affairs of the Network.
- 15.2 The Board delegates the day to day management of the Network to the executive officer, subject to any conditions or limitations decided by the Board.
- 15.3 The Board is responsible for effective staff recruitment, management and supervision.

## **16. ELECTION OF BOARD MEMBERS AND OFFICE BEARERS**

- 16.1 Nominations of candidates for election as office bearers of the Network or as other Board members:
- 16.1.1 must be in writing, signed by the nominee and by a primary member of the Network; and
  - 16.1.2 must be delivered to the executive officer by the close of business the day before the annual general meeting at which the election is to take place.
- 16.2 A person seeking to nominate for election must satisfy themselves that they are eligible under section 63 of the Act to stand for election.
- 16.3 If the number of nominations received is equal to or fewer than the number of vacancies to be filled:
- 16.3.1 subject to clause 14, the persons nominated are taken to be elected; and
  - 16.3.2 further nominations may be received during the annual general meeting for any remaining vacant positions.
- 16.4 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies which may be filled under clause 14.8.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot must be held at the annual general meeting.

## **17. CHAIR**

- 17.1 The chair shall:
- 17.1.1 be responsible for the direction and supervision of the Network, with the Board's agreement;
  - 17.1.2 preside at all general meetings and meetings of the Board;

17.1.3 be the public spokesperson for the Network to fellow consumers, government, media and other relevant bodies, including local, state and national interests of the Network; and

17.1.4 ensure appropriate communication with the Board, Network members and the executive officer.

## **18. DEPUTY CHAIR**

18.1 The deputy chair shall:

18.1.1 replace the chair as required or when requested to do so by the chair;

18.1.2 act as advisor and support to the chair; and

18.1.3 assist the chair in their duties.

## **19. SECRETARY**

19.1 The secretary must keep minutes of:

19.1.1 all elections and appointments of office bearers and other Board members;

19.1.2 the names of Board members present at a Board meeting or a general meeting; and

19.1.3 all proceedings at general meetings and Board meetings.

19.2 The secretary must ensure the minutes of proceedings at a meeting are signed by the person presiding at that meeting, or by the person who presides at the following meeting of that type.

19.3 The secretary must:

19.3.1 give notice of all general meetings;

19.3.2 oversee preparation of the agenda for meetings of the Board or the Network; and

19.3.3 oversee the preparation of the Network's annual report.

## **20. TREASURER**

20.1 The treasurer must oversee all financial management of the Network including:

20.1.1 ensuring that all moneys due to the Network are collected and received and that all payments authorised by the Network are made;

20.1.2 ensuring that accurate books and accounts are kept showing the financial affairs of the Network;

20.1.3 ensuring that financial statements and reports are presented at such times as required by the Board, for the annual report, and at the annual general meeting; and

20.1.4 ensuring that the Network's financial affairs are audited and that the Network is informed of any anomalies.

## **21. REMOVAL OF A BOARD MEMBER**

21.1 Subject to section 50 of the Act, the Network may remove any Board member from their position before the end of that member's term by resolution in a general meeting.

21.2 A Board member to whom a proposed resolution referred to in clause 21.1 relates must be given the opportunity to make oral or written representations to the Network before the resolution is considered by the Network in general meeting.

21.2.1 The member may be assisted by an advocate of their choice in making any representations.

## **22. MEETING AND QUORUM**

22.1 The Board must meet at least six times in each financial year by telephone, electronically or in person.

22.2 Additional meetings of the Board may be convened by any Board member for any reasonable purpose to discuss relevant Network business.

22.3 The secretary must give oral or written notice of a Board meeting to each Board member stating the general nature of the business to be transacted at the meeting:

22.3.1 at least seven days before the time appointed for the meeting; or

22.3.2 if the secretary considers the business to be transacted requires a meeting to be convened in less than seven days, as early as possible.

22.4 Only the business specified in the notice of the meeting is to be transacted at that meeting, except business which a majority of the Board members present decide to treat as urgent business.

22.5 There must be a quorum present for each item of business to be transacted at a Board meeting.

22.6 A quorum is present when any five Board members are present at the meeting.

22.7 If a quorum is not present within an hour of the time appointed for the meeting, the meeting stands adjourned until further notice.

22.8 At a Board meeting:

22.8.1 the chair or, if the chair is absent or unable to act, the deputy chair presides;  
or

22.8.2 if the chair and the deputy chair are absent or unable to act, one of the remaining Board members may be chosen to preside by the Board members present.

## **23. PUBLIC OFFICER**

23.1 The Board must appoint a member of the Board or an employee of the Network, who:

23.1.1 is resident in the ACT; and

23.1.2 is not disqualified by section 63 of the Act

to be the public officer.

23.2 If the position of the public officer becomes vacant, the Board must appoint another member or employee as public officer.

23.3 The public officer must notify the ACT Registrar-General:

23.3.1 that they have been appointed as public officer; and

23.3.2 their address; or

23.3.3 their new address

not later than one month after their appointment or change of address, on any approved form required by the Act.

## **24. EXECUTIVE COMMITTEE**

24.1 The office bearers may act as an executive committee.

24.2 The executive committee has the function of managing the daily operations of the Network, subject to any directions given or policies established by the Board.

24.3 The executive committee may meet by telephone, electronically or in person.

24.4 Decisions of the executive committee shall be made by simple majority.

24.5 If the vote is tied the vote is taken to be negative.

## **25. SUBCOMMITTEES**

25.1 The Board may appoint subcommittees consisting of one or more Board members and delegate in writing to these subcommittees all or any of its powers except:

25.2.1 the power of delegation; and

25.2.2 a function that is a function imposed on the Board by the Act, by any other Territory law or by resolution of the Network in general meeting.

## **26. WORKING GROUPS**

26.1 The Board may create working groups of Network members to assist in achieving the Network's objectives.

26.2 The Board may give a working group the authority to expand its membership, including by adding people who are not Network members, provided the Board may, at its discretion, add or remove any person from membership of a working group.

26.3 A working group reports directly to the Board but does not have formal representation on the Board.

## **27. VOTING AND DECISIONS**

27.1 Questions arising at a meeting of the Board or of any subcommittee or working group established by the Board are decided by a majority of the votes of members of the Board, subcommittee or working group present at the meeting.

27.2 If the vote is tied in any meeting of the Board, or of a subcommittee or working group, the vote is taken to be negative.

## **PART 4 – GENERAL MEETINGS**

### **28. ANNUAL GENERAL MEETING**

28.1 The Network must hold an annual general meeting once in each financial year.

28.2 The annual general meeting shall be held not later than five months after the end of the Network's financial year on the day and at the place and time that the Board determines.

28.3 The notice convening an annual general meeting must state that it is an annual general meeting.

28.4 The ordinary business of the annual general meeting is:

28.4.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting;

28.4.2 to receive reports on the activities of the Network for the previous financial year from the Board, subcommittees, working groups and the executive officer;

28.4.3 to receive financial and other statements for the previous financial year from the Board as required by section 73 of the Act; and

28.4.4 to elect the members of the Board of the Network.

28.5 The annual general meeting may transact other business of which notice is given in accordance with this constitution.

### **29. SPECIAL GENERAL MEETINGS**

29.1 The Board may convene a special general meeting of the Network whenever it thinks fit.

29.2 The Board must convene a special general meeting of the Network if it receives a request in writing from at least 10 primary members or five per cent of the total number of primary members, whichever is the lesser.

29.3 A request for a special general meeting must:

29.3.1 state the purpose or purposes of the meeting;

29.3.2 be signed by the members making the request;

29.3.3 be lodged with the executive officer who must notify the Board; and

29.3.4 establish that the proposed business to be conducted is relevant to Network business.

29.4 A request may consist of several documents in a similar form, each signed by one or more of the members making the request.

29.5 The Board must hold a special general meeting within three months of the date the request was lodged.

29.6 If the Board fails to convene a special general meeting within three months, any of the members who made the request may convene the special general meeting to be held no later than six months after the lodgement date.

29.7 A special general meeting convened under clause 29.6 must be convened as nearly as possible in the same manner as the Board convenes general meetings. The Network must reimburse the member/s for any reasonable expense incurred in doing so.

### **30. NOTICE OF MEETINGS**

30.1 The executive officer must send each member written notice of a planned general meeting:

30.1.1 at least 14 days before the date of the meeting; or

30.1.2 if the nature of the business proposed to be dealt with at the meeting requires a special resolution of the Network, at least 21 days before the date of the meeting.

30.2 The notice must state:

30.2.1 the place, date and time of the meeting;

30.2.2 the business proposed to be transacted at the meeting; and

30.2.3 the intention to propose a special resolution if the nature of the business proposed to be dealt with at the meeting requires one.

30.3 Only business set out in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, the ordinary business set out in clause 28.4.

30.4 To bring any business before a general meeting a member must give notice in writing of that business to the executive officer, who must include that business in the next notice calling a general meeting.

### **31. QUORUM**

31.1 There must be a quorum present for each item of business to be transacted at a general meeting.

31.2 A quorum is present when fifteen primary members or twenty per cent of the total number of primary members, whichever is the lesser, are present in person at the meeting.

31.3 If there is not a quorum within an hour after the appointed time for the start of a general meeting:

31.3.1 the meeting shall be adjourned to a date and time as near as possible to two weeks later; and

31.3.2 the executive officer must notify members of the time, date and place for the adjourned meeting.

31.4 If at the adjourned meeting a quorum is not present within half an hour of the time set for the start of the meeting, five primary members present in person shall constitute a quorum.

## **32. ADJOURNMENT**

32.1 The chair of a general meeting at which a quorum is present may adjourn the meeting with the consent of the majority of primary members present at the meeting.

32.2 No business is to be transacted at an adjourned general meeting other than the business left unfinished at the meeting at which the adjournment took place.

32.3 If a general meeting is adjourned for 28 days or more, the executive officer must give written or oral notice of the adjourned meeting to each member of the Network, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

32.4 Notice of an adjournment of a general meeting or of the business to be transacted at the meeting is not required to be given, except as provided in this clause.

## **33. MAKING OF DECISIONS**

33.1 Subject to clause 16.5, a question arising at a general meeting of the Network is to be decided on a show of hands, unless a secret ballot is requested.

33.2 A declaration by the person presiding at the meeting of the result of a vote by a show of hands, or an entry to that effect in the minutes of the meeting, is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

33.3 At a general meeting of the Network, a secret ballot may be requested by the person presiding at the meeting or by no fewer than three members present in person.

33.4 If a secret ballot is requested at a general meeting the ballot must be taken:

33.4.1 immediately if the ballot relates to the election of any of the office bearers or to the question of an adjournment; or

33.4.2 in any other case; before the close of the meeting as the person presiding at the meeting directs.

33.5 The result of a ballot is taken to be the resolution of the meeting on the matter.

#### **34. VOTING**

34.1 On any question arising at a general meeting of the Network a primary member has one vote.

34.2 If the vote is tied the vote is taken to be negative.

34.3 A primary member may cast a vote in person or by proxy.

34.4 An associate member does not have a vote on any issue at a general meeting.

#### **35. APPOINTMENT OF PROXIES**

35.1 If a primary member is unable to attend a general meeting, he or she may appoint another primary member as proxy to vote in his or her place at the meeting by giving written notice to the executive officer before the time of the meeting.

35.2 A primary member may not hold more than two proxies for a meeting.

## **PART 5 – MISCELLANEOUS**

### **36. INSURANCE**

The Network must effect and maintain adequate and appropriate insurances.

### **37. FUNDS – SOURCE**

37.1 The Network will derive funds from:

37.1.1 funding agreements, grants, donations and bequests;

37.1.2 membership fees of associate members; and

37.1.3 subject to any resolution passed by the Network in general meeting, other sources determined by the Board.

37.2 All money received by the Network must be deposited as soon as possible and without deduction to the credit of the Network's account in a financial institution.

37.3 Where appropriate, the Network must issue a receipt as soon as possible after receiving any money.

### **38. FUNDS – MANAGEMENT**

38.1 The income and property of the Network shall be applied solely towards its objectives.

38.2 No portion of the Network's income or property shall be distributed directly or indirectly to the members of the organisation except in good faith as remuneration or compensation for services rendered or expenses incurred on behalf of the Network.

38.3 All cheques, drafts, bills of exchange, promissory notes or other negotiable instruments must be signed by

38.3.1 two members of the executive committee; or

38.3.2 one member of the executive committee and the executive officer.

### **39. ALTERATION OF THE CONSTITUTION**

This constitution may be altered only by a special resolution of the Network.

### **40. COMMON SEAL**

40.1 The common seal of the Network must be kept securely at the Network's office.

40.2 The common seal of the Network must not be attached to any document except by the authority of the Board and the attaching of the common seal must be attested by the signatures of:

40.2.1 two members of the executive committee; or

40.2.2 one member of the executive committee and either the public officer or the executive officer.

#### **41. CUSTODY OF BOOKS**

The executive officer must keep all records, books and other documents relating to the Network secure, except as otherwise provided by this constitution.

#### **42. INSPECTION OF BOOKS**

The records, books and other documents of the Network must be open to inspection, free of charge, by a member of the Network during the publicly advertised opening hours.

#### **43. SERVICE OF NOTICES**

43.1 A notice may be given under this constitution to any member by hand or by post to the member at the member's address shown in the register of members or by email to the member at an email address specified by the member for this purpose.

43.2 A document sent to a person that is properly addressed and posted or sent electronically is taken for the purposes of this constitution to have been given to the person at the time that the document would have arrived ordinarily.

#### **44. SURPLUS PROPERTY**

44.1 If the Network is wound up or dissolved, any surplus property must be transferred to another association that:

44.1.1 meets the requirements of section 92 of the Act; and

44.1.2 has been nominated for this purpose in a special resolution passed at a general meeting of the Network.

#### **45. TRANSITIONAL**

45.1 A person who is an ordinary member of the Network immediately before this constitution commences is taken to be a primary member of the Network.

45.2 At the first general meeting after this constitution commences, the deputy chair and the treasurer shall be elected for a one year term.

45.3 Any time served on the committee of the Network before the commencement of this constitution shall not be taken into account for the purpose of calculating the number of consecutive years served by a member of the Board.