



CONSTITUTION

TOP END ASSOCIATION FOR MENTAL HEALTH INC.

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CONSTITUTION

TOP END ASSOCIATION OF MENTAL HEALTH INCORPORATED

(adopted on 16 June 2011)

PART 1 - PRELIMINARY

1. Name

The name of the Association is Top End Association for Mental Health Incorporated . The registered business name is TEAMhealth.

2. Objects

The objects of the Association are:

1. To foster better understanding and promote good mental health in the Northern Territory community.
2. To develop and maintain primarily within the Northern Territory a range of mental health support services

3. Minimum number of members

The Association must have at least ten (10) members.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the Associations Act and regulations made under that Act;

"Board" means the Board of Management of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 46.

"member" means a member of the Association;

"register of members" means the register of the Association's members, personal particulars, established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 49 and passed in accordance with section 37 of the Act.

expressions referring to writing shall be construed as including references to any form of recording information that is visible or that can be reproduced visibly.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on the terms and in the manner it considers appropriate;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with S23 of the Act

PART 3 – MEMBERS

Division 1 – Membership

9. Classes of membership

The Association has the following classes of membership –

(1) Ordinary Membership

Ordinary membership shall be open to all persons other than staff.
Each ordinary member is entitled to one vote.

(2) Institutional membership

Institutional membership shall be open to any organisation whether incorporated or not. The Institutional member may nominate one (1) person to vote at any general meeting of the Association.

(3) Associate Membership

Individual staff and government agencies may become associate members.
Associate members are not entitled to vote.

(4) Honorary Life Membership

At a general meeting of the Association, the Board may nominate, as an honorary life member of the Association, a person who has given long and distinguished service to the cause of the Association or of achieving an aim of the Association. If the majority of members present at the general meeting support the nomination, the honorary life member will have all the rights and privileges of ordinary membership, but will not be required to renew membership or pay annual membership fees.

10. Application for membership

A person or organisation which

(1) submits a written application for membership to the Board –

(a) in a form approved by the Board; and

(b) signed by the members proposing and seconding the membership and

(2) tenders the appropriate annual subscription

shall have his, her or its name placed on the register of members and becomes a member from the date on which the name is registered.

(3) No applications for new membership will be accepted once notice of an AGM is given under clause 48 and until the AGM has been concluded.

(4) Membership is renewable by payment of the annual membership fee.

11. Register of members

(1) The Association shall maintain a register of members, which shall contain, in respect of each member-

(a) the name of the member;

(b) the preferred address (postal, email, facsimile or SMS) of the member for service of notices;

- (c) the date on which the person became a member and, when the person ceases to be a member, the date on which membership ceased;
 - (e) particulars of payment of annual membership fees and
 - (f) such other information as the Board thinks fit.
- (2) It is the responsibility of members to ensure that their preferred contact details on the register are current.

12. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by the Board
- (2) Membership fees may vary between classes of membership and concession fees may be determined for classes of individual members.
- (3) .Annual membership fees become due on 1 July each year.
- (4) A member who has not paid the annual fee within 3 months of the due date will cease to be a member and the name will be removed from the register of members.

Division 2 – Rights of members

13. General

- (1) A member may exercise the rights of membership when his or her name is entered in the register of members .
- (2) A right of membership of the Association –
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership, whether by death, resignation or otherwise.

14. Voting

Subject to clause 9 each member deemed financial on the Register has one vote at general meetings of the Association.

15. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports;
- (d) other information as approved by the Board.

Requests to access further information must be provided in writing.

17. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a board member, the Board or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

Division 3 – Termination, death, suspension and expulsion

18. Termination of membership

Membership of the Association may be terminated by –

- (a) a notice of resignation in writing addressed to the Association or given personally to the Secretary or another Board member;
- (b) non-payment of the annual membership fee; or
- (c) expulsion in accordance with this Division.

19. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Board must remove the person's name from the register of members.

20. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.

- (2) The notice must –
 - (a) be in writing and include –
 - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 21, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

21. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 –BOARD OF MANAGEMENT

Division 1 – General

22. Role and powers

- (1) The business of the Association must be managed by or under the direction of the Board of Management.
- (2) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.

- (3) The Board may appoint and remove staff.
- (4) The Board may appoint advisors or advisory committees consisting of members or non-members as the Board considers appropriate.

23. The Board

- a) The Board shall comprise not less than five and no more than eight members elected pursuant to clauses 29 or 30 or appointed pursuant to clause 33.
- b) The elected members shall hold office for a period of one year and shall be eligible for re-election thereafter.
- c) A person who is an employee of the Association is not eligible to be elected or appointed to the Board, and a member of the Board who becomes an employee of the Association automatically ceases to be a member of the Board.

24. Officers

Members of the Board shall elect, at the first Board meeting immediately following the annual general meeting , one of their number to be;

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary and
- (d) a Treasurer.

- (2) The Board must appoint one of its members to be the Association's public officer.

25. Delegation

- (1) The Board may delegate to a committee or staff of the Association any of its powers and functions other than –
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

26. Eligibility of Board members

- (1) A Board member must be a member who is 18 years or over.
- (2) Board members must be elected to the Board at an annual general meeting or appointed under clause 33.

27. Nominations for election to the Board

- (1) A member is not eligible for election to the Board unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by –
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (4) Members may serve consecutive terms on the Board.

28. Retirement of board members

- (1) Subject to clause 23(b) a board member holds office for one year unless the member vacates the office under clause 31 or is removed under clause 32.
- (2) Subject to subclause (3), at an annual general meeting the office of all Board members becomes vacant and elections for those offices must be held.
- (3) The Chairperson of the outgoing Board must preside at the annual general meeting until a new member is elected as Chairperson.

29. Election by default

- (1) If the number of persons nominated for election to the Board under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations of board members may be accepted from the floor of the annual general meeting.

- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Board.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and may be filled by the new Board in accordance with clause 33.

30. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.

31. Vacating office

The office of a Board member becomes vacant if –

(a) the member –

- (i) is disqualified from being a board member under section 30 or 40 of the Act;
- (ii) resigns by giving written notice to the board;
- (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (iv) ceases to be a resident of the Territory; or
- (v) ceases to be a member of the Association;

(b) the member is absent from more than –

- (i) 3 consecutive board meetings; or
- (ii) 3 board meetings in the same financial year without seeking leave from the Board;

of which meetings the member received notice and the Board has resolved to declare the office vacant.

32. Removal of Board member

- (1) The Association, through a special general meeting of members, may remove any board member before the member's term of office ends.

- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Board

- (1) If a vacancy remains on the Board after the application of clause 29 the Board may appoint any member of the Association to fill that vacancy until the next annual general meeting.
- (2) If the office of a board member becomes vacant under clause 31, the Board may appoint any member of the Association to fill that vacancy until the next annual general meeting.
- (3) If the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of board members

34. Collective responsibility of Board

- (1) As soon as practicable after being elected to the board, each board member must become familiar with the Act and regulations made under the Act.
- (2) The board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and board meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be –
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a board member elected by the other board members present if it is a board meeting.

36. Secretary

The Secretary must –

- (a) ensure minutes of all proceedings of general meetings and of board meetings are kept in accordance with section 38 of the Act;
- (b) ensure the register of members is maintained in accordance with section 34 of the Act;

- (c) perform any other duties imposed by this Constitution or the Act on the Secretary.

37. Treasurer

The Treasurer must –

- (a) ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

- (b) ensure the accurate preparation of the Association's annual statement of accounts.

© if requested to do so by the Chairperson, submit to the board a report, balance sheet or financial statement in accordance with that request.

- (d) perform any other duties imposed by this Constitution or the Act on the Treasurer.

38. Public officer

The Public Officer must-

- (a) ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

- (b) keep a current copy of the Constitution of the Association.

PART 5 – MEETINGS OF BOARD OF MANAGEMENT

39. Ordinary Board meetings

- (1) The Board must meet together for the conduct of business not less than 4 times in each financial year.

- (2) The Board may meet in person, by teleconference or videolink.

40. Special Board Meetings

- (1) The Chairperson, or at least half the board members, may at any time convene a special meeting of the Board.

- (2) A special meeting of the Board may be convened to deal with an appeal under clause 21.

- (3) Only the business for which the meeting is convened may be considered at a special meeting of the Board.

41. Voting and decision making

- (1) Each board member present at a meeting has a deliberative vote.

- (2) A question arising at a board meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

42. Quorum

For a board meeting, one-half of the board members constitute a quorum.

43. Procedure and order of business

- (1) The procedure to be followed at a board meeting must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

44. Minutes

- (1) Minutes of ordinary and special meetings of the Board shall be kept in accordance with section 38 of the Act.
- (2) Where out of session decisions of the Board are made by email, SMS or telephone a record of those decisions will be treated as minutes of a meeting.

45. Disclosure of interest

- (1) A board member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

46. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Board—
 - (a) may at any time convene a special general meeting;

- (b) must, within 30 days after the Secretary receives a notice under clause 21(1), convene a special general meeting to deal with the appeal to which the notice relates; and
- (c) must, within 30 days after it receives a request under clause 47(1), convene a special general meeting for the purpose specified in that request.

47. Special general meetings

- (1) Five members may make a written request to the Board for a special general meeting.
- (2) The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Board fails to convene a special general meeting within the time allowed –
 - (a) for clause 46(3)(b) – the appeal against the decision of the Board is upheld; and
 - (b) for clause 46(3)(c) – the members who made the request may convene a special general meeting as if they were the Board.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

48. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting.
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:

- (a) first – the consideration of the accounts and reports of the Board;
- (b) second – the election of new board members;
- (c) third – any other business requiring consideration by the Association at the meeting.

49. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed .
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

50. Notice of meetings

- (1) The Secretary must give a notice under this Part by –
 - (a) serving it on a member personally; or
 - (b) sending it by post, e-mail, sms or fax to a member at the preferred address of the member appearing in the register of members.
- (2) If a notice is sent by post under sub-clause (1) (b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

51. Quorum at general meetings

At a general meeting eight members present in person constitute a quorum.

52. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 46(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 46(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 46(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by sub-clause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the

members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

53. Voting

- (1) Subject to clauses 9 and 14 each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting –
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

54. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

PART 7 – FINANCIAL MANAGEMENT

55. Financial year

The financial year of the Association is the period of twelve months ending on 30th June.

56. Funds and accounts

- (1) The Association must open an account or accounts with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- (2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed board members or staff with appropriate delegation.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

57. Accounts and audits

The responsibility of the Board under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

PART 8 – GRIEVANCE AND DISPUTES

58. Grievance and disputes procedures

- (1) This clause applies to disputes between –
 - (a) a member and another member; or
 - (b) a member and the Board
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –

- (i) for a dispute between a member and another member – a person appointed by the Board; or
 - (ii) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

59. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Board in a motion recorded by the Secretary in the minutes.
- (2) The affixing of the common seal of the Association must be witnessed by any two members of the Board, or the Chief Executive Officer together with one Board member.
- (3) The common seal of the Association must be kept in a secure place as determined by the Board from time to time.

60. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that –

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual members; and
- (c) is determined by resolution of the members.