



Aspire, A Pathway to Mental Health Incorporated
CONSTITUTION

August 2010

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Aspire, A Pathway to Mental Health Incorporated

CONSTITUTION

PART 1 - NAME AND STATEMENT OF PURPOSES

1. NAME

1.1. The name of the incorporated association is 'Aspire, A Pathway to Mental Health Incorporated' (Aspire).

2. PURPOSES

2.1 To provide services to enhance the mental health and overall quality of life of every individual in our community;

2.2 To support individuals affected by mental illness to choose, gain and maintain an optimal quality of life marked by independence, a valued role in life and connection with their community;

2.3 To assist carers through education, respite and support to have optimal quality of life;

2.4 To engage with local communities to raise awareness and promote understanding of mental illness and mental health;

2.5 To develop partnerships to creatively access, network and integrate services and resources;

2.6 To respond to community and individual needs, incorporating models of research and evaluation that lead to excellence in all aspects of Aspire's work;

2.7 To demonstrate leadership in policy development, advocacy and social change to address the needs of the community.

3. LEGAL CAPACITY AND POWERS

3.1. Subject to subclauses 3.2. - 3.4., Aspire has:

3.1.1. the legal capacity and powers of an incorporated body; and

3.1.2. all the powers of an individual.

3.2. Aspire may only:

3.2.1. exercise its powers; and

3.2.2. use its income, assets and profit; for its purposes.

3.3. Aspire must not distribute any of its profit, income or assets directly or indirectly to members.

3.4. Subclause 3.3 does not prevent Aspire from:

3.4.1. paying members:

3.4.1.1. reimbursement for expenses properly incurred by them;

3.4.1.2. interest on money borrowed from them;

3.4.1.3. rent for premises leased from them; and

3.4.1.4. for services provided or goods supplied by them;

if this is done in good faith on terms no more favourable than if the member were not a member; or

3.4.2. providing services to members.

PART 2 - MEMBERSHIP

4. ELIGIBILITY

4.1. Any person who supports the purposes of Aspire is eligible for full membership, subject to subclause 4.4 below.

4.2. In subclause 4.1, 'person' includes:

4.2.1. individuals;

4.2.2. organisations, which shall include companies, corporations, associations, partnerships, trusts and other such incorporated and unincorporated organisational units.

4.3. Organisation members shall nominate, using such forms as shall from time to time be approved by the Board, one individual to represent them in any dealings with Aspire and shall notify Aspire in writing within 28 days of any change to the nominated representative.

4.4. Associate membership shall be open to:

4.4.1. any government agency or department whose principal function is the funding of community mental health organisations or the development of government policy on mental health issues; and

4.4.2. any employee of a government agency as described in subclause 4.4.1.

4.5. In this Constitution, unless the contrary intention appears, 'member' includes:

4.5.1. an unincorporated body that is represented by a member in accordance with subclause 4.3; and

4.5.2. an individual that a member incorporated body appoints as its representative.

4.5.3. an individual endorsed as a Life Member by a General Meeting of members following a recommendation from the Board.

5. APPLICATIONS

Applications for membership must be:

- 5.1. In writing stating that the applicant:
 - 5.1.1. wishes to become a member of Aspire;
 - 5.1.2. supports the purposes of Aspire; and
 - 5.1.3. agrees to comply with the Constitution and Regulations of Aspire;
- 5.2. Signed by the applicant;
- 5.3. Accompanied by the first membership fee; and
- 5.4. Lodged with any office of Aspire.

6. APPROVAL

- 6.1. The Board must by resolution approve or reject the application at its next meeting after the application has been received.
- 6.2. Aspire must, without delay, notify the applicant whether the application has been approved or rejected.
- 6.3. If the Board accepts the application:
 - 6.3.1. the applicant becomes a member from the date of the Board meeting; and
 - 6.3.2. the name and address of the new member and the date of becoming a member must be entered without delay in the register of members.
- 6.4. If the Board rejects the application, the Board must:
 - 6.4.1. give the applicant a reason or reasons for its decision; and
 - 6.4.2. return the subscription to the applicant; and
 - 6.4.3. the applicant may appeal against the decision to a General Meeting in accordance with clause 15.

7. MEMBERSHIP FEES

- 7.1. The Board shall determine each year the fees to be paid by members and the date (or dates) that shall apply to payment.
- 7.2. Membership fees may vary according to the category of membership and legal status of the applicant. The Board shall have discretion to respond to the financial hardship of specific members by resolving to reduce or waive membership fees.

7.3. The voting and other rights of members who have not paid the subscription by the due date are suspended until the membership fees are paid.

8. RIGHTS, OBLIGATIONS AND LIABILITY

8.1. The rights of members are not transferable and end when the member is expelled as a member in accordance with clause 9, or ceases to be a member in accordance with clauses 10 or 11.

8.2. By joining Aspire and remaining members, members agree to support its purposes. Members must at all times comply with this Constitution and the Regulations.

8.3. This Constitution is an enforceable contract between Aspire and each member.

8.4. The Public Officers and members are not liable to contribute to the debts and liabilities of Aspire by reason only of their membership.

8.5. The rights and obligations of membership are summarised in the table below:

8.5.1. Rights of full members and associate members:

	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.	✓	
Vote in elections for the Board.	✓	
Receive timely and accurate information about the activities of Aspire.	✓	✓
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.	✓	✓

8.5.2.

8.5.2. Obligations of full members and associate members:

	Member	Associate Member
Adhere to the Constitution and its provisions.	✓	✓
Support the objectives of Aspire.	✓	✓
Act in ways that do not damage the reputation of Aspire.	✓	✓
Attend General Meetings of members and other Aspire meetings where the ideas and expertise of members are valued.	✓	✓
Ensure that Aspire is kept informed of changes in contact detail and for organisational members, changes in the nominated representative.	✓	✓
Take all reasonable steps to be informed prior to exercising rights to vote on matters impacting on Aspire.	✓	
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 Aspire.	✓	✓

9. DISCIPLINE

9.1. The Board may by resolution passed by a two-thirds majority suspend or expel a member for:

9.1.1. conduct prejudicial to Aspire; or

9.1.2. failure to comply with this Constitution or the Regulations.

9.2. The Board must not pass a resolution under subclause 9.1 unless:

9.2.1. the member has been:

9.2.1.1. informed of the conduct or failure alleged; and

9.2.1.2. given an opportunity to be heard;

9.2.2. the Board is reasonably satisfied that the member deliberately intended:

9.2.2.1. to prejudice Aspire; or

9.2.2.2. not to comply with this Constitution or the Regulations; and

9.2.3. the Board gives the member a reason or reasons for its decision.

9.3. For the purposes of subclause 9.2.1.2, the member is entitled to be represented by an advocate of the member's choice. The member may appeal against the decision to a General Meeting in accordance with clause 15.

9.4. Aspire may not fine members.

10. RESIGNATION

10.1. Members may resign by writing to the Aspire office, the Secretary or the Board.

10.2. Members whose subscriptions are more than one (1) year in arrears, after having been sent at least two (2) reminder notices, are deemed to have resigned.

11. CESSATION

11.1. Members cease to be members on resignation, expulsion or death.

11.2. If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

12. REGISTER OF MEMBERS

The Board must ensure that a register is kept in which are entered:

12.1. The name of each member,

12.2. The address for notices last given by the member,

12.3. The date of becoming a member, and

12.4. In the case of former members, the date of ceasing to be a member.

PART 3 - GENERAL MEETINGS

13. ANNUAL GENERAL MEETING

13.1. The Board must convene an Annual General Meeting each year, no later than five (5) months after the end of the financial year.

13.2. The ordinary business of the Annual General Meeting is:

13.2.1. to receive reports on the activities of Aspire since the last Annual General Meeting;

13.2.2. to consider the audited financial statements submitted to members in accordance with relevant Associations Act(s) and clause 45, containing details of:

13.2.2.1. the income and expenditure of Aspire during its last financial year,

13.2.2.2. the assets and liabilities of Aspire at the end of its last financial year,

13.2.2.3. the mortgages, charges and securities of any description affecting any of the property of Aspire at the end of its last financial year,

13.2.2.4. the same details in respect of each trust of which Aspire was trustee during any part of the last financial year; and

13.2.2.5. details of a Board member's direct or indirect pecuniary interest in a contract, or proposed contract, with Aspire.

13.2.3. to receive the report of the Returning Officer on the election of the Officers and Board in accordance with clause 23.

13.3. The Annual General Meeting may only consider other business of which notice has been given in accordance with subclause 16.2.

13.4. Under the relevant subsection of the Associations Act(s), the Public Officer must give the Registrar of Incorporated Associations a statement of the Annual General Meeting within one (1) month of the Annual General Meeting by lodging the appropriate form.

14. SPECIAL GENERAL MEETINGS

14.1. The Board may by resolution convene a Special General Meeting.

14.2. 15% or more of the members entitled to vote may by notice (or notices) signed by those members convene a Special General Meeting.

14.3. A Special General Meeting may only consider business of which notice has been given in accordance with subclause 16.2.

15. APPEALS FROM THE BOARD

15.1. Without limiting subclause 28.5, decisions of the Board:

15.1.1. to reject an application for membership under clause 6; or

15.1.2. to suspend or expel a member under clause 9;

may be appealed to a General Meeting in accordance with this clause.

15.2. The applicant or member must lodge the appeal in writing with the Aspire Chairperson or Public Officer within two (2) weeks of being notified of the decision.

15.3. The Board must within two (2) weeks of the appeal being lodged convene a Board meeting and invite the applicant or member to attend and address this meeting.

15.4. For the purposes of 15.3, the applicant or member is entitled to be represented by an advocate of their choice.

15.5. If at the conclusion of the special Board meeting convened under subclause 15.3 the applicant or member indicates that their appeal has not been resolved, the Board must within two (2) weeks convene a Special General Meeting in accordance with clauses 14 & 16, to be held within six (6) weeks of the appeal being lodged.

15.6. The Board may circulate with the notice of the meeting a statement of 500 words or less in support of its decision.

15.7. An applicant is entitled to speak but not vote at the meeting.

15.8. A member is entitled to speak and vote at the meeting.

15.9. For the purposes of subclause 15.8, the applicant or member is entitled to be represented by an advocate of the member's choice.

15.10. The decision of the Board may be reversed by resolution of the meeting. If such a resolution is not passed by the meeting, the decision stands.

15.11. The meeting is subject to this Part, Part 3, including the notice requirement of subclause 16.1 and the quorum requirement of subclause 14.2.

16. NOTICE

16.1. Each member must be given at least twenty one (21) clear days' notice in writing of General Meetings.

16.2. The notice must include the date, time and place of the meeting and the general nature of the business to be considered.

16.3. The notice should also include:

16.3.1. a statement that members entitled to vote are entitled, save in an election, to appoint a proxy to vote instead of the member;

16.3.2. a copy of clause 20; and

16.3.3. a form of proxy for the purposes of subclause 16.3.1 and clause 20.

16.4. The notice of the Annual General Meeting should also state:

16.4.1. which member positions of the Board are to be elected at the Annual General Meeting;

16.4.2. that nominations for those positions are now open; and

16.4.3. that nominations must be made in accordance with the Constitution of Aspire, copies of which are available from any Aspire office.

16.5. Despite subclause 16.1, the accidental failure to give notice to a member or members does not invalidate the meeting, and;

16.5.1. The accidental failure to comply with subclause 16.3 does not invalidate the meeting.

16.5.2. The accidental failure to comply with subclause 16.4 does not invalidate the election.

17. QUORUM

17.1. The quorum for all business of General Meetings, including the Annual General Meeting, is the presence in person of at least 20% of the members entitled to vote or fifteen (15) such members, whichever number shall be lowest.

18. CHAIRING

18.1. The Chairperson is entitled to chair General Meetings including the Annual General Meeting.

18.2. If the Chairperson is not present, or does not wish to chair the meeting, the Vice-Chairperson is entitled to chair.

18.3. If neither the Chairperson nor the Vice-Chairperson is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.

18.4. The Chairperson of the meeting has a deliberative vote, but does not have a casting vote.

19. VOTING

19.1. Only members whose voting rights have not been suspended under subclause 7.3 or 9.1 are entitled to vote at General Meetings.

19.2. Each member has one (1) vote.

19.3. Save in an election, members may vote in person or proxy. Voting in an election must be in person.

19.4. Unless a poll is required:

19.4.1. voting is by show of hands.

19.4.2. the declaration by the chair of the meeting of the result of a vote as recorded in the minutes is conclusive evidence of that result.

19.5. Despite subclause 19.4.1., the meeting may before a vote is taken decide by resolution to use a different method of voting than show of hands.

19A. ABSENCE OF QUORUM

19A.1. At a General Meeting of Aspire if a quorum be not present within thirty (30) minutes of the specified time of commencement then such meeting

19A.1.1. If convened upon the requisition of members shall be dissolved or at the discretion of the Chairperson adjourned on such terms as the Chairperson directs;

19A.1.2. In any other case shall stand adjourned to such day, hour and place as the Chairperson shall determine.

19A.2. If at an adjourned Annual General Meeting a quorum of members is not present the members present at such adjourned meeting shall form a quorum. If at an adjourned General Meeting other than an adjourned Annual General Meeting a quorum of members is not present the meeting shall lapse.

19B. ADJOURNMENT

19B.1. The Chairperson on the resolution of the majority of members present may adjourn any General Meeting to such day and to such place as resolved by the members present.

19B.2. No business shall be transacted at such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

19B.3. Notice of any adjournment whether for want of a quorum or otherwise shall be given to members in accordance with clause 16.

20. PROXIES

20.1. Members may only appoint other members as proxies. Proxies are not permitted for voting in elections.

20.2. Appointments of proxies must be:

20.2.1. in writing, naming the member (or members, in order) to hold the proxy;

20.2.2. signed by the member; and

20.2.3. given to the Aspire Head Office before the meeting, or the Chairperson of the meeting before or at the commencement of the meeting.

21. POLL

21.1. Any member entitled to vote may, before or immediately after the declaration of the result, require a poll.

21.2. The poll must be taken as directed by the chair of the meeting.

21.3. On a poll, a member holding more than one (1) vote need not exercise all votes the same way.

PART 4 - THE BOARD

22. MEMBERSHIP

22.1. The members of the Board are:

22.1.1. the Chairperson,

22.1.2. the Vice-Chairperson,

22.1.3. the Treasurer,

22.1.4. six (6) ordinary members of the Board, and

22.1.5. any members of the Board co-opted in accordance with clause 24.

23. ELECTION

23.1. In this clause

23.1.1. 'officers' mean the officers of Aspire referred to in subclauses 22.1.1. - 22.1.3.; and

23.1.2. 'ordinary members of the Board' means the ordinary members of the Board referred to in subclause 22.1.4.

23.2. Order of elections

23.2.1. The officers shall be elected in each even-numbered year.

23.2.2. The ordinary members of the Board shall be elected in each odd-numbered year.

23.3. Members may nominate for more than one (1) position of officer.

23.4. Existing members of the Board may nominate for a position of officer.

23.5. Appointment of Returning Officer

23.5.1. The Board shall appoint the Chief Electoral Officer for the State of Victoria or the State of Tasmania or some other person or organisation independent of the Aspire Board or its members as Returning Officer to conduct an election in accordance with these Rules.

23.5.2. The Chief Electoral Officer may appoint another person as Returning Officer to conduct the election on his or her behalf.

23.6. Notice of Nomination.

23.6.1. The Returning Officer in an election must fix the day on which nominations for the election open and the time and date for the close of nominations.

23.6.2. Nominations are to be open for at least fourteen (14) days.

23.6.3. The Returning Officer in an election must, no later than fourteen (14) days before the date fixed for the close of nominations, cause notice of the election and a nomination form to be sent to every member at the postal address nominated by that member on his or her membership application renewal form or other written advice.

23.6.4. The notice is to:

23.6.4.1. specify the vacancy or vacancies to be filled; and

23.6.4.2. call for nominations; and

23.6.4.3. specify the place at which and the time and date by which, nominations must be received; and

23.6.4.4. contain such other information as the Returning Officer determines.

23.6.5. Nomination forms for an election are to be prepared and printed in a form approved by the Returning Officer and include provision for candidate's statements.

23.7. Nomination of candidates

23.7.1. A person eligible under these Rules may be nominated as a candidate for election as an Officer or Board Member.

23.7.2. A nomination shall be:

23.7.2.1. made in writing on a nomination form;

23.7.2.2. made by the candidate or by another member of Aspire;

23.7.2.3. accompanied by the written consent and signature of the candidate (which may be endorsed on the nomination form); and

23.7.2.4. The nomination form must be lodged, posted or faxed so as to be received by the Returning Office by the time and date fixed for close of nominations.

23.7.3. The Returning Officer in an election may accept a nomination for the election if satisfied that:

23.7.3.1. the nomination has been made and lodged in accordance with these rules; and

23.7.3.2. the person nominated is eligible to be a candidate in the election.

23.7.4. The Returning Officer must reject a nomination if not satisfied as to the matters specified in this rule.

23.7.5. The Returning Officer is not to disclose information concerning any nominations received until after the time fixed for the close of nominations.

23.8. Withdrawal of nominations

23.8.1. A candidate in an election may withdraw his or her nomination at any time before the close of nominations by giving notice in writing of the withdrawal to the Returning Officer.

23.9. When is a ballot required

23.9.1. If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is more than the number of positions to be filled at that election, the Returning Officer must conduct a ballot.

23.9.2. If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is equal to, or less than the number of positions to be filled, the Returning Officer is to declare those persons elected and the order of election of those candidates is to be determined by the drawing or casting of lots.

23.10. List of eligible electors

23.10.1. The Returning Officer is to fix the date on which the list of electors is to close for an election.

23.10.2. The Aspire Public Officer is to prepare a list of eligible electors, certify it as correct and provide it to the Returning Officer.

23.10.3. The Returning Officer in an election may require the Aspire Public Officer to provide any other information that the Returning Officer reasonably considers is necessary or expedient for clarifying eligibility to vote.

23.11. Ballot papers

23.11.1. Subject to this clause, ballot papers for an election are to be prepared and printed in a form approved by the Returning Officer.

23.11.2. The order in which the names of candidates are to be printed on the ballot papers is to be drawn by lot.

23.11.3. A ballot paper is to contain a direction to the effect that electors are to vote for all candidates in the order of their preference.

23.12. Polling period

23.12.1. The Returning Officer in an election must fix:

23.12.1.1. the day on which ballot papers are posted to eligible electors, and

23.12.1.2. the time and date of the close of the ballot, which is to be a date no less than fourteen (14) days prior to the Annual General Meeting.

23.12.2. The ballot papers are to be posted to eligible electors at least fourteen (14) days before the close of the ballot.

23.13. Ballot material to be posted to electors

23.13.1. When conducting an election the Returning Officer must post or deliver the following ballot material to each elector at the postal address nominated by that elector:

23.13.1.1. the ballot paper;

23.13.1.2. instructions for the completion of the ballot paper and the manner in which the ballot paper is to be returned;

23.13.1.3. the Reply Paid envelope or envelopes to be used for the return of the ballot paper;

23.13.1.4. such other material as the Returning Officer considers appropriate.

23.13.2. An envelope to be used for the issue and return of a ballot paper is to make provision for the voter to sign a declaration authenticating the vote and be designed to protect the secrecy of the vote.

23.13.2.1. the form of the envelope is to be determined by the Returning Officer.

23.13.2.2. The declaration required is to be to the effect that the voter is the person named on the envelope and that the voter voted on the ballot paper in the envelope.

23.14. Voting

23.14.1. In accordance with the instructions issued by the Returning Officer, an elector in an election is to:

23.14.1.1. mark the ballot paper; and

23.14.1.2. place it in the envelope or envelopes provided; and

23.14.1.3. sign the voter's declaration; and

23.14.1.4. send it by post or deliver it so that it is received by the Returning Officer before the close of the ballot.

23.15. Supplementary issue of ballot material

23.15.1. Where an elector whose name appears in the list of electors provided under clause 23.10. claims in an application made to the Returning Officer before the close of the ballot that he or she has not received the ballot paper or that the ballot paper received has been accidentally defaced or destroyed, the Returning Officer may forward by post or deliver a second set of ballot material to that elector.

23.16. Ballot papers not to be accepted

23.16.1. The Returning Officer in an election must not accept a ballot paper that is:

23.16.1.1. received by the Returning Officer after the close of the ballot; or

23.16.1.2. contained in an envelope where the declaration has not been signed as required under clause 23.14.1.3.; or

23.16.1.3. received from a person who is not eligible to vote in the election; or

23.16.1.4. received from a person who has already voted in the election.

23.17. Informal ballot papers

23.17.1. A ballot paper in an election is informal if:

23.17.1.1. there is no vote recorded on the ballot paper; or

23.17.1.2. in respect of an election of a single position, the elector has not placed the number one (1) in the square next to the name of one (1) and only one (1) candidate; or

23.17.1.3. in respect of an election of more than one (1) position, the elector has not marked the ballot paper by placing consecutive numbers without repetition, starting from number one (1), in the squares next to

the names of at least as many candidates as there are candidates to be elected;

23.17.1.4.the ballot paper contains a mark or writing which identifies the elector who marked the ballot paper.

23.17.2. If on a ballot paper that is otherwise formal, a number is repeated or omitted, the elector's preferences on that ballot paper are to be counted up to but not including that repetition or omission.

23.17.3. A ballot paper is not to be treated as informal at the counting of votes if, in the opinion of the Returning Officer, the elector's intention is clearly indicated on the ballot paper.

23.18. Election of Board Members

23.18.1. Votes cast in elections for Members of the Board are to be counted:

23.18.1.1.using a simple preferential method in the case of single position ballots; and

23.18.1.2.using a proportional representation method in the case of multiple position ballots.

23.18.2. The officers must be separately elected in the order the positions are listed in clause 22.

23.18.3. The ordinary members of the Board must be elected together in one (1) election.

23.19. Certificate of Election

23.19.1. The Returning Officer is to issue and forward to the Aspire Public Officer a certificate of the result of the election.

24. CO-OPTION

24.1. The Board may by resolution passed by a two-thirds majority co-opt any member of Aspire who the Board believes will make a worthwhile contribution to the Board.

24.2. In resolving to co-opt a member under subclause 24.1, the Board shall specify the term to apply, such term not exceeding twelve (12) months. At the expiry of this or any subsequent term, the Board shall have the discretion to extend the term for a further period, again not exceeding twelve (12) months.

24.3. Co-opted members of the Board have the same rights and obligations as elected members of the Board. A co-opted member for this purpose does not have a vote.

25. TERM OF OFFICE

25.1. Subject to subclauses 25.3. - 25.8. elected members of the Board hold office from the time of their election until their successor is elected.

25.2. Co-opted members of the Board hold office from the time of their co-option until they cease to hold office in accordance with subclauses 25.3. - 25.8.

25.3. Members of the Board may resign by writing to the Secretary or the Board.

25.4. Members of the Board cease to hold office if they:

25.4.1. cease to be members of Aspire; or

25.4.2. become employed by Aspire.

25.5. A member of the Board elected to a position as Officer ceases to hold the first position. The resulting vacancy shall be filled in accordance with subclause 25.9.

25.6. Co-opted members of the Committee shall cease to hold office at the expiry of the term determined under subclause 24.2.

25.7. The Board may by resolution passed by a two-thirds majority remove a member of the Board who has failed to attend all meetings of the Board for four (4) months, unless the Board has previously granted, or subsequently grants, the member leave of absence.

25.8. A General Meeting may by resolution:

25.8.1. remove any member of the Board for breach of their duties under clause 26; and

25.8.2. if the position is an elected position, fill the resulting vacancy.

25.9. The Board may fill vacancies in its membership. Board members appointed to fill vacancies shall:

25.9.1. have the same voting rights as elected Board members and

25.9.2. hold office until their successor is elected.

25.10. The Board may continue to act despite any vacancy in its membership.

25.11. Even if it is later found that a person who has acted as a member of the Board was not properly elected or co-opted, the validity of:

25.11.1. the acts of that person as a member of the Board, and

25.11.2. decisions of meetings of the Board in which that person has participated is not affected.

25.12. Any new Board member appointed under this clause shall remain in office until the Annual General Meeting at which the term of Board membership of the member whose place the new Board member fills would have expired.

26. DUTIES

26.1. Members of the Board owe Aspire duties:

26.1.1. to act honestly and in good faith;

26.1.2. not to make improper use of their position or of information obtained in their position; and

26.1.3. to exercise reasonable care and diligence.

27. INDEMNITY

27.1. Aspire indemnifies members of the Board against any liability incurred by them as members of the Board, unless the liability arises out of conduct involving a breach of their duties to Aspire.

27.2. Responsibility and Powers

27.2.1. the Board is responsible for the management of Aspire.

27.2.2. the Board may, subject to these rules, exercise all powers of Aspire on its behalf.

27.3. Without limiting subclause 27.2.2., the Board may:

27.3.1. establish committees with such membership and terms of reference as it thinks appropriate; and

27.3.2. delegate its responsibilities and powers as it thinks appropriate.

27.4. Even if the Board has delegated specific responsibilities and powers under subclause 28.3.1, or to staff under subclause 29.2, the Board remains responsible for:

27.4.1. the general management of Aspire under subclause 28.1; and

27.4.2. the financial management of Aspire under clause 43.

27.5. A General Meeting may by resolution direct the Board on any matter within its powers.

28. STAFF

28.1. Without limiting clause 27, the Board may:

28.1.1. employ and dismiss staff, including a chief executive officer, on behalf of Aspire; and

28.1.2. delegate its responsibilities and powers, including management responsibilities and powers, to staff by regulation or resolution.

28.2. Members of the Board and of Aspire must:

28.2.1. recognise the duties and reporting relationships that staff have under their position descriptions; and

28.2.2. not interfere in those reporting relationships, or in staff carrying out their duties.

29. COMMITTEES AND GROUPS

29.1. The Board may constitute and support committees and other advisory or special interest groups to further the purposes of Aspire and may by resolution delegate any of its powers to such committees or groups.

29.2. Committees and groups shall comprise members of Aspire but may, if approved by the Board, have the capacity to co-opt individuals who are not Aspire members.

29.3. Committees and groups must at all times comply with this Constitution and any directions given by the Board.

29.4. The Board shall consult with committees and groups on any matter relating to the purposes for which those committees and groups were constituted.

29.5. The Board may by resolution disband any committee or group constituted under 29.1 and may rescind or change the powers delegated.

30. REGULATIONS

30.1. The Board may by resolution passed by a two-thirds majority make regulations to give effect to this Constitution.

30.2. Members must at all times comply with the Regulations as if they formed part of this Constitution.

31. PUBLIC STATEMENTS

31.1. The Board may by regulation or resolution authorise a member or members of the Board or staff to make public statements on behalf of Aspire.

31.2. Unless authorised by the Board, no person may make any public statement on behalf of Aspire.

PART 5 – MEETINGS OF THE BOARD

32. CONVENING

32.1. Ordinary meetings of the Board must be held:

32.1.1. at least six (6) times each year, and

32.1.2. the Board shall endeavour to ensure that meetings are no more than 2 months apart.

32.2. At the first meeting after the Annual General Meeting, the Board must by resolution set the dates, times and places of ordinary meetings for the next twelve (12) months.

32.3. The Board may subsequently by resolution change the dates, times and places of ordinary meetings.

32.4. The Chair, Secretary or any other three (3) voting members of the Board may convene a special meeting of the Board.

33. NOTICE

33.1. Subject to subclause 33.4 each member of the Board must be given at least five (5) clear days' notice in writing of meetings of the Board

33.2. Notice may be given of more than one (1) ordinary meeting of the Board at the same time.

33.3. The notice must include the date, time and place of the meeting, but need not include the business to be considered.

33.4. In cases of urgency, a meeting may be held without the notice required by subclause 33.1., provided that:

33.4.1. as much notice as practicable is given by whatever means will reach each member of the Board soonest; and

33.4.2. no resolution may be passed at the meeting unless at least five (5) members vote in favour.

34. QUORUM

34.1. The quorum for meetings of the Board is five (5) voting members of the Board present in person.

34.2. For the purpose of subclause 34.1., a member is present in person if able to clearly and simultaneously communicate with every other member at the meeting, whether or not physically present in the same place or able to be seen.

35. CHAIRING

35.1. The Chairperson is entitled to chair meetings of the Board.

35.1.1. If the Chairperson is not present, or does not wish to chair the meeting, the Vice-Chairperson is entitled to chair.

35.1.2. If neither the Chairperson nor the Vice-Chairperson is present, or if neither wishes to chair the meeting, the Board must elect another of its members to chair.

35.2. The Chairperson of the meeting has a deliberative vote, but does not have a casting vote.

36. PARTICIPATION

36.1. Subject to subclause 36.2. and the Regulations all members of Aspire are entitled to attend and speak at meetings of the Board (but not vote) providing that notice of this intention has been conveyed to the Public Officer not less than one (1) week prior to the nominated Board meeting.

36.2. The Board may by resolution passed by a two-third majority close the meeting to consider any personal, employment, contractual or legal matter that is confidential in nature.

36.3. The Board shall actively encourage the participation of Aspire members in committees and groups established under 29.

37. VOTING

37.1. Each elected member of the Board has one (1) vote.

37.2. There is no voting by proxy.

37.3. If an equal number of votes are cast for and against a motion or amendment, the Chairperson of the meeting must declare the motion or amendment lost.

38. DISCLOSURE OF INTEREST

38.1. Board members shall, upon election, become members in their own right and shall not, in their capacity as Board members, act as representatives of another organisation and shall avoid situations where their individual interests conflict with those of Aspire.

38.2. A Board Member who is aware of an actual or potential conflict between their own interests and those of Aspire must:

38.2.1. as soon as he or she becomes aware of his or her interest, disclose to the Board the nature and extent of his or her interest.

38.2.2. not take any part in any decision of the Board with respect to the relevant issue but may, with the agreement of the Board, take part in deliberations with respect to that issue.

38.3. A reference to a conflict of interest includes:

38.3.1. direct or indirect pecuniary interests relating to a contract or proposed contract involving Aspire;

38.3.2. direct or indirect interests arising from positions held with other organisations; or

38.3.3. relevant personal relationships with representatives of organisations affected by the actual or proposed actions of Aspire.

38.4. A reference to a conflict of interest in this Constitution does not include any interest that exists only by virtue of the fact that:

38.4.1. the Board Member is a member of a class of persons for whose benefit Aspire was established.

38.4.2. the Board Member has the interest in common with all or a substantial proportion of the members of the Aspire.

39. RESOLUTIONS WITHOUT MEETINGS

39.1. A resolution set out in a document (or documents) signed by all members of the Board entitled to vote stating that they are in favour has the same effect as a resolution passed at a meeting of the Board.

PART 6 - FINANCIAL AND LEGAL

40. FINANCIAL YEAR

40.1. The financial year of Aspire is from 1 July to 30 June.

41. SOURCES OF FUNDS

41.1. The funds of Aspire may be derived from subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

42. MANAGEMENT OF FUNDS

42.1. The Board is responsible for the management of the funds of Aspire.

42.2. The Board must ensure that true and fair accounts of Aspire are kept.

42.3. All money received by or on behalf of Aspire must be deposited without delay into a bank account in the name of Aspire.

43. CHEQUES

43.1. All cheques must be signed by:

43.1.1. Two (2) members of the Board, or

43.1.3. One (1) member of the Board and one (1) member of staff, or

43.1.3. Two (2) members of staff

43.2. The Board may nominate a list of members or positions to be signatories for the purpose of subclause 43.1.

43.3. Signatories must not sign cheques until the payee and amount have been written in.

43.4. For the purposes of this clause, cheques shall mean all forms of financial transfer or authorisation, including electronic transfers.

44. AUDIT

44.1. The Board must arrange for the accounts for the last financial year to be audited before being submitted to the Annual General Meeting in accordance with subclause 13.2.2.

45. RECORDS

45.1. The Board must provide for the safe keeping of the records of Aspire at the Aspire office.

45.2. Subject to subclause 45.3 members may inspect the records of Aspire at any reasonable time.

45.3. Members may not inspect the records of Aspire that relate to personal, employment, contractual and legal matters that are confidential in nature.

45.4. The Board must ensure that copies of the Constitution and the regulations are available for inspection by members and applicants for membership from the Aspire office.

46. MINUTES

46.1. The Board must ensure that minutes are taken and kept of all General Meetings and meetings of the Board.

47. COMMON SEAL

47.1. A document may only be sealed with the common seal of Aspire if authorised by resolution of the Board.

47.2. The sealing must be witnessed by the signatures of two (2) members of the Board or one (1) member of the Board and one (1) member of staff nominated by the Board by regulation or resolution.

47.3. The Board may nominate a list of members or positions to be signatories for the purpose of subclause 47.2.

47.4. The Board must provide for the safe keeping of the common seal of Aspire.

48. PUBLIC OFFICER

48.1. The Board must appoint a member of the Board or a member of staff to be the Public Officer of Aspire.

48.2. The Public Officer shall notify the Registrar of Incorporated Associations (or equivalent) in each jurisdiction within fourteen (14) days of:

48.2.1. the appointment as Public Officer, and

48.2.2. any subsequent change of address.

49. AMENDMENT OF CONSTITUTION

49.1. This Constitution may only be amended by special resolution.

49.2. The Public Officer shall notify the Registrar of Incorporated Associations (or equivalent) in each jurisdiction within one (1) month of the passing of a special resolution amending this Constitution.

49.3. An amendment to this Constitution does not take effect until the notice referred to in 49.2. has been lodged.

49.4. Amendments to this Constitution are also subject to provisions in Clause 51.

49.5. For the purposes of the Associations Act, clauses 2 and 3 of this Constitution are the statement of purposes of Aspire and the other clauses are its rules.

49.6. Under the subsection of the relevant Associations Act(s), this Constitution may only be amended by special resolution.

49.7. Under the subsection of the relevant Associations Act(s), the public officer must notify the Registrar of Incorporated Associations within 1 month of the passing of a special resolution amending this Constitution by lodging a Form 8.

49.8. An amendment to this Constitution does not take effect until a Form 8 has been lodged with the Registrar of Incorporated Associations.

49.9. Amendments to this Constitution are also subject to subclauses 51.1.1. and 51.2.1.

50. WINDING UP

50.1. Aspire may be dissolved or wound up on the passing of a special resolution to that effect. Upon such resolution being carried and confirmed as aforesaid the Board or the liquidator as the case may require thereupon in such manner and at such time as shall be specified in such resolution shall proceed to sell and realise the property and assets of Aspire and out of the net proceeds of such sale and realisation discharge and satisfy all the liabilities of Aspire.

50.2. In the event of Aspire being dissolved or wound up as aforesaid the net proceeds of the sale and realisation of Aspire's property and assets both real and personal, after payment of all debts and liabilities of Aspire and of all costs charges and expenses properly payable in connection with such sale and realisation of Aspire's property and of the winding up of Aspire, shall be applied by the Board or the liquidator as the case may require in such manner as in their discretion they think fit for an organisation with similar objects as Aspire or for a charity or charities of general charitable purpose and which prohibit the distribution of income amongst members to an extent at least as great as that imposed on Aspire. No member as such shall be entitled to share in or receive any benefit from such net proceeds.

51. TAX EXEMPTION AND DEDUCTIBILITY

51.1. If Aspire has been notified by the Australian Taxation Office that its income is exempt from income tax:

51.1.1. Aspire must promptly notify the Australian Taxation Office of any amendment to this Constitution; and

51.1.2. on winding up or dissolution, the remaining assets of Aspire may only be given to a body that is also exempt from income tax.

51.2. If Aspire has been notified by the Australian Taxation Office that gifts to Aspire will be an allowable deduction:

51.2.1. Aspire must promptly notify the Australian Taxation Office of any amendment to this Constitution; and

51.2.2. on winding up or dissolution, the remaining assets of Aspire may only be given to a body to which gifts are also an allowable deduction.

51.3. Aspire will maintain a separate Gift Fund as required by the Commonwealth Taxation Act.

51.3.1. money, gifts, donations and property received into the Gift Fund may be used only for the principal objects and purposes of Aspire.

51.3.2. if Aspire'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.

52. NOTICES

52.1. A notice properly posted or delivered to a member (including a member of the Board) at the address in the register of members is deemed to have been given to that member, whether or not the member actually receives the notice.

52.2. A notice posted in accordance with subclause 52.1. is deemed to have been given to the member on the third business day after posting.

52.3. If a member (including a member of the Board) has notified the Aspire office or the Secretary that notices may be sent to that member by fax, email or other electronic means, notices may be given to the member by that means at the address notified.

52.4. A notice sent in accordance with subclause 52.3. is deemed to have been given to the member on the first business day after it is transmitted, whether or not the member actually receives the notice.

53. INTERPRETATION

In this Constitution:

53.1. 'Aspire' is defined in clause 1 to mean Aspire, A Pathway to Mental Health Incorporated;

53.2. 'Aspire office' means the head or main office of Aspire;

53.3. 'the Associations Act' means the *Associations Incorporation Act 1981 (Victoria)* and equivalent statutes applying in other Australian jurisdictions where Aspire conducts business.

53.4. 'body' includes trust;

53.5. 'clear day' means a day excluding both the day on which notice is given and the day on which the meeting is held;

53.6. 'General Meeting' includes Annual General Meeting and Special General Meeting;

53.7. 'the regulations' means the regulations of Aspire made under clause 30, and 'regulation' has a corresponding meaning;

53.8. 'special resolution' means a resolution at a General Meeting where:

53.8.1. at least twenty one (21) days notice of the proposed resolution has been given to each member;

53.8.2. the notice specifies that it intended that the resolution be proposed as a special resolution; and

53.8.3. at least three-quarters of the members who are present and who vote, vote in favour;

53.9. 'two-thirds majority' means at least two-thirds of the members who are present and who vote, vote in favour.

53.10. The Board is responsible for the interpretation of this Constitution and the regulations.

53.11. 'Presence at' and 'present at' in relation to Aspire General Meetings, Board meetings and any other relevant meetings means participation in person (not by proxy) whether by way of physical presence or via phone, videoconference, internet or such other technologies as may be approved by the Board from time to time.

54. DISPUTES

54.1. If any dispute relating to the business and/or affairs of Aspire arises:

54.1.1. between Aspire and a member of Aspire, or

54.1.2. between members of Aspire, ('the dispute'), then

54.2. The member, or an Office Bearer on behalf of Aspire, may give to the other party notice in writing of the dispute, ('the notice').

Association Party to the Dispute

54.3. If Aspire is a party to the dispute, then:

54.3.1. the Board may appoint one (1) or more of its number to act on Aspire's behalf in attempting to resolve the dispute, or such other persons as the Board determines.

54.3.2. the person or persons so appointed may attend any meetings between the parties to the dispute and if authorised by the Board, act as a mediator or arbitrator in such meetings.

Form of notice

54.4. The notice must:

54.4.1. not be given unreasonably.

54.4.2. give sufficient details of the dispute to enable the party receiving the notice to ascertain the nature of the dispute.

54.4.3. be served on the other party and, if Aspire is not a party to the dispute, Aspire.

Notice to Aspire

54.5. Notice to Aspire for the purposes of this rule shall be given by serving the notice on an Office Bearer of the Board, or the person or persons appointed by the Board to act on Aspire's behalf pursuant to clause 53.3.1.

Dispute resolution

54.6. Within seven (7) days of receipt of the notice by Aspire, ('the notice date'), the parties must meet to attempt to resolve the dispute.

Referral to a mediator

54.7. If the dispute is not resolved at the meeting held pursuant to clause 54.6., the parties must then meet with an agreed mediator within the following twenty one (21) days.

54.8. If the parties cannot agree on a mediator, the mediator shall be appointed by the Dispute Settlement Centre of Victoria (Department of Justice). Such mediator shall be a neutral, independent and properly qualified person.

Further mediation

54.9. If the dispute is not resolved within twenty eight (28) days after the notice date and after a mediator appointed pursuant to clause 54.8. has met with the parties (or within such further period as the representatives may agree is appropriate) the parties in dispute shall within a further seven (7) days (or within such further period as the representatives may agree is appropriate) seek to agree on a process for resolving the whole or part of the dispute through means other than litigation or arbitration, such as further negotiations, mediation, conciliation, independent expert determination or mini-trial and on:

54.9.1. The procedure and timetable for any exchange of documents and other information relating to the dispute;

54.9.2. Procedural rules and a time table or the conduct of the selected mode of proceeding;

54.9.3. A procedure for selection and compensation of any neutral person who may be employed by the parties in dispute; and

54.9.4. Whether the parties should seek the assistance of a dispute resolution organisation.

54.10. The parties acknowledge that the purpose of any exchange of information or documents or the making of any offer of settlement pursuant to this rule is to attempt to settle the dispute between the parties. No party may use any information or documents obtained through the dispute resolution process established by this clause for any purpose other than in an attempt to settle a dispute between that party and other parties to this agreement.

54.11. If the dispute is not resolved within twenty eight (28) days of the notice date and the parties have failed to agree on a process for resolving the whole or part of the dispute through means other than litigation or arbitration pursuant to clause 54.9. within a further seven days or such other time as is agreed, any party which has complied with the provisions of clauses 54.1. -55.7. may then commence court proceedings relating to the dispute.