

**ASPIRE, A PATHWAY TO MENTAL HEALTH
INCORPORATED**

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**CONSTITUTION
(STATEMENT OF PURPOSES AND RULES)**

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ASPIRE, A PATHWAY TO MENTAL HEALTH INCORPORATED

CONSTITUTION

(INCLUDING THE STATEMENT OF PURPOSES AND RULES)

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PART 1 - NAME AND STATEMENT OF PURPOSES

1. NAME

ACT 5 (A) (I)

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

2. PURPOSES

ACT 5(B)

- 2.1 To provide services that promote and enable pathways to mental health and well being.
- 2.2 Support individuals effected by mental illness to choose, gain, and maintain optimal quality of life.
- 2.3 Assist carers through education, respite and support to have optimal quality of life.
- 2.4 Engage with local communities to raise awareness and promote understanding of mental illness and mental health.
- 2.5 Developing partnerships to creatively access, network and integrate services and resources.
- 2.6 Responding to community and individual needs, incorporating models of research and evaluation.
- 2.7 Demonstrating leadership in policy development, advocacy and social change to address the needs of our rural 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

SCH. 1

- 4.1. Any person who supports the purposes of Aspire is eligible for membership.
- 4.2. In subclause 4.1, "person" includes individual, company, corporation, association, partnership, trust, organisation, organisational unit and any other body.
- 4.3. An unincorporated body may only become a member by nominating an individual or incorporated body to act as member on its behalf.
- 4.4. In this constitution, unless the contrary intention appears, "member" includes:
 - 4.4.1. an unincorporated body that is represented by a member in accordance with subclause 4.3; and
 - 4.4.2. an individual that a member incorporated body appoints as its representative.

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 subscription; and

5.4. given to the Aspire office, the Secretary or any member of the Committee.

6. APPROVAL

- 6.1. The Committee must by resolution approve or reject the application at its next meeting after it has been received.
- 6.2. Aspire must without delay notify the applicant whether the application has been approved or rejected.
- 6.3. If the Committee accepts the application:
 - 6.3.1. the applicant becomes a member from the date of the Committee 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 Committee rejects the application:
 - 6.4.1. the Committee must:
 - 6.4.1.1. give the applicant a reason or reasons for its decision; and
 - 6.4.1.2. return the subscription to the applicant; and
 - 6.4.2. the applicant may appeal against the decision to a general meeting in accordance with clause 15.

7. SUBSCRIPTIONS

SCH. 3

- 7.1. The Committee must by regulation set the subscription, and the date (or dates) for its payment.
- 7.2. The subscription may vary according to whether the member is an individual or not.
- 7.3. The voting and other rights of members who have not paid the subscription by the due date are suspended until the subscription is paid.
- 7.4. Except for the subscription, there are no entrance fees or other amounts to be paid in respect of membership of Aspire.

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. Under section 14A of the Associations Incorporation Act, this Constitution is an enforceable contract between Aspire and each member.
- 8.4. Under section 15 of the Associations Act, a member of the Committee, the public officers and members are not liable to contribute to the debts and liabilities of Aspire by reason only of their membership.

9. DISCIPLINE

SCH. 16

- 9.1. The Committee 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 Committee 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 Committee 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 Committee gives the member a reason or reasons for its decision.
- 9.3. For the purposes of subparagraph 9.2.1.2, the member is entitled to be represented by an advocate who is not a legal practitioner.
- 9.4. The member may appeal against the decision to a general meeting in accordance with clause 15.
- 9.5. Aspire may not fine members.

10. RESIGNATION

- 10.1. Members may resign by writing to the Aspire office, the Secretary or the Committee.
- 10.2. Members whose subscriptions are more than 1 year in arrears, after having been sent at least 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

SCH. 2

The Committee 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

ACT 30, SCH. 9.1, 9.2

- 13.1. The Committee must convene an annual general meeting each year, to be held in October.
- 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 subsection 30(3) of the Associations Act 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; and
 - 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 committee member's direct or indirect pecuniary interest in a contract, or proposed contract, with Aspire.
 - 13.2.3. to elect the Committee 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 subsection 30(4) of the Associations Act, the public officer must give the Registrar of Incorporated Associations a statement of the annual general meeting within 1 month of the annual general meeting by lodging a Form 10.

14. SPECIAL GENERAL MEETINGS

SCH. 9.2

- 14.1. The Committee may by resolution convene a special general meeting.
- 14.2. 25% 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 COMMITTEE

- 15.1. Without limiting subclause 28.5, decisions of the Committee:
- 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 office or the Secretary within 1 week of being notified of the decision.
- 15.3. The Committee must within 2 weeks of the appeal being lodged convene a special general meeting in accordance with Rules 14 & 16, to be held within 6 weeks of the appeal being lodged.
- 15.4. Subject to subclause 15.5 the Committee must circulate with the notice of the meeting any statement of 500 words or less in support of the appeal submitted by the applicant or member at the time of lodging the appeal.
- 15.5. Subclause 15.4 does not require the Committee to circulate material that is defamatory.
- 15.6. The Committee 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 who is not a legal practitioner.
- 15.10. The decision of the Committee 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 14.3 and the quorum requirement of subclause 17.2.

16. NOTICE

SCH. 6.1, 6.2

- 16.1. Each member must be given at least 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 members of the Committee 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 the 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

SCH. 5. 1

- 17.1. The quorum for the ordinary business of the annual general meeting is the presence in person of at least 20% of the members entitled to vote.
- 17.2. Subject to subclause 17.3 the quorum for all other business at general meetings is the presence in person or by proxy of at least 10% of the members entitled to vote.
- 17.3. The quorum for a special general meeting convened by the members under subclause 14.2 is the presence in person or by proxy of at least 25% of the members entitled to vote.

18. CHAIRING**SCH. 5.2**

- 18.1. The President is entitled to chair general meetings.
- 18.2. If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 18.3. If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- 18.4. The chair of the meeting has a deliberative vote, but does not have a casting vote.

19. VOTING**SCH. 5.2, 5.3**

- 19.1. Subject to subclause 15.7.2. 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 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. subject to subclause 20.5 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 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

SCH. 4.2, 4.3

- 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 office before the meeting, or the chair of the meeting before or at the commencement of the meeting.

21. POLL

SCH. 4.2

- 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 1 vote need not exercise all votes the same way.

PART 4 - THE COMMITTEE

22. MEMBERSHIP

SCH. 4.2, 4.3

- 22.1. The members of the Committee are:
 - 22.1.1. the President,
 - 22.1.2. the Vice-President,
 - 22.1.3. the Treasurer,
 - 22.1.4. the Secretary,
 - 22.1.5. the Assistant Secretary,
 - 22.1.6. 4 ordinary members of the Committee, and
 - 22.1.7. any members of the Committee co-opted in accordance with clause 24.

23. ELECTION**SCH. 4 (A)**

23.1. In this clause

23.1.1. "officers" mean the officers of Aspire referred to in subclauses 22.1-22.5; and

23.1.2. "ordinary members of the Committee" means the ordinary members of the Committee referred to in subclause 22.6.

23.2.

23.2.1. The officers must be elected at the annual general meeting in each even-numbered year.

23.2.2. The ordinary members of the Committee must be elected at the annual general meeting in each odd-numbered year.

23.3. Only members of Aspire who are entitled to vote at the annual general meeting are eligible to be elected to the Committee. No member who is employed by Aspire is eligible to be elected to the Committee.

23.4.

23.4.1. Nominations for the Committee open when notice of the annual general meeting is given in accordance with clause 16.

23.4.2. Members may nominate themselves. Members may be nominated by another member if they consent.

23.4.3. Members may nominate for more than 1 position on the Committee.

23.4.4. Existing members of the Committee may nominate for a different position on the Committee.

23.4.5. Nominations prior to the annual general meeting may be given in writing to the Aspire office or the Secretary.

23.4.6. The chair of the annual general meeting must call for any further nominations, which may be given orally or in writing. The chair must then declare nominations closed.

23.5.

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

23.5.2. The ordinary members of the Committee must be elected together in 1 election.

23.6. If there are more nominations for a position than positions to be elected, the chair of the annual general meeting must conduct a secret ballot, using the first-past-the-post system of voting.

24. CO-OPTION

- 24.1. The Committee may by resolution passed by a two-thirds majority co-opt any member of Aspire to be a member of the Committee who:
- 24.1.1. has regularly participated in meetings of the Committee under clause 37; or
 - 24.1.2. has offered to participate regularly in meetings of the Committee; and
 - 24.1.3. the Committee believes will make a worthwhile contribution to the Committee.
- 24.2. Subject to subclause 24.3, Co-opted members of the Committee have the same rights and obligations as elected members of the Committee.
- 24.3. Co-opted members of the Committee do not have a vote on the Committee.

25. TERM OF OFFICE

SCH. 4(B), 4(C), 4(D)

- 25.1.
- 25.1.1. Subject to subclauses 25.2-25.7 elected members of the Committee hold office from the time of their election until their successor is elected.
 - 25.1.2. Co-opted members of the Committee hold office from the time of their co-option until they cease to hold office in accordance with subclauses 25.2-25.7.
- 25.2. Members of the Committee may resign by writing to the Secretary or the Committee.
- 25.3. Members of the Committee cease to hold office if they:
- 25.3.1. cease to be members of Aspire; or
 - 25.3.2. become employed by Aspire.
- 25.4. A member of the Committee elected to another position on the Committee ceases to hold the first position. If the first position is an elected position, the resulting vacancy may be filled at the general meeting at which the member was elected to the other position.
- 25.5. The Committee may by resolution passed by a two-thirds majority remove a co-opted member of the Committee who the Committee believes is not making a worthwhile contribution to the Committee.
- 25.6. The Committee may by resolution passed by a two-thirds majority remove a member of the Committee who has failed to attend all meetings of the Committee for 3 months, unless the Committee has previously granted, or subsequently grants, the member leave of absence.
- 25.7. A general meeting may by resolution:
- 25.7.1. remove any member of the Committee for breach of their duties under clause 26; and

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

25.8. The Committee may fill vacancies in its membership (including a vacancy under subclause 25.4 or 25.7.1 not filled in accordance with subclause 25.4 or 25.7.2, or a vacancy created under clause 25.2).

25.9. The Committee may continue to act despite any vacancy in its membership.

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

25.10.1. the acts of that person as a member of the Committee, and

25.10.2. decisions of meetings of the Committee in which that person has participated is not affected.

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

26. DUTIES

Members of the Committee owe Aspire duties:

26.1. to act honestly and in good faith;

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

26.3. to exercise reasonable care and diligence.

27. INDEMNITY

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

28. RESPONSIBILITY AND POWERS

SCH. 4.1, 4.4

28.1. The Committee is responsible for the management of Aspire.

28.2. The Committee may exercise all powers of Aspire on its behalf.

28.3. Without limiting subclause (2), the Committee may:

28.3.1. establish subcommittees with such membership and terms of reference as it thinks appropriate; and

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

- 28.4. Even if the Committee has delegated specific responsibilities and powers under subclause 28.3.1, or to staff under subclause 29.2, the Committee remains responsible for:
- 28.4.1. the general management of Aspire under subclause 28.1; and
 - 28.4.2. the financial management of Aspire under clause 43.
- 28.5. A general meeting may by resolution direct the Committee on any matter within its powers.

29. STAFF

- 29.1. Without limiting clause 28, the Committee may:
- 29.1.1. employ and dismiss staff, including a chief executive officer, on behalf of Aspire; and
- 29.2. delegate its responsibilities and powers, including management responsibilities and powers, to staff by regulation or resolution.
- 29.3. The Committee must prescribe a position description for each staff position that includes:
- 29.3.1. the duties of the position, including any responsibilities and powers delegated under subclause 29.1.2; and
 - 29.3.2. the relevant reporting relationships, both with other staff and with the Committee.
- 29.4. Members of the Committee and of Aspire must:
- 29.4.1. recognise the duties and reporting relationships that staff have under their position descriptions; and
 - 29.4.2. not interfere in those reporting relationships, or in staff carrying out their duties.

30. GROUPS

- 30.1. The Committee may by regulation constitute support, advisory, special interest and other groups within Aspire to further the purposes of Aspire.
- 30.2. In subclauses 30.3-30.7, "group" means a group constituted under subclause 30.1.
- 30.3. All members of groups must be members of Aspire.
- 30.4. Groups must comply with this constitution and the regulations at all times.
- 30.5. The Committee must consult with groups on any matter that affects the members of that group.

30.6. The Committee must consider and take account of the views of groups on any matter that:

30.6.1. affects the members of that group; and

30.6.2. is communicated in writing by the group to the Committee.

30.7. The Committee may disband a group that fails to comply with subclause 30.4.

31. REGULATIONS

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

31.2. Members must at all times comply with the regulations as if they formed part of this constitution.

32. PUBLIC STATEMENTS

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

32.2. Unless authorised by the Committee no person may make any public statement on behalf of Aspire.

PART 5 – MEETINGS OF THE COMMITTEE

33. CONVENING

33.1. Ordinary meetings of the Committee must be held:

33.1.1. at least 10 times each year, and

33.1.2. no more than 6 weeks apart.

33.2. At the first meeting after the annual general meeting, the Committee must by resolution set the dates, times and places of ordinary meetings for the next 12 months.

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

33.4. The President, Secretary or any other 3 voting members of the Committee may convene a special meeting of the Committee.

34. NOTICE

34.1. Subject to subclause 35.4 each member of the Committee must be given at least 5 clear days' notice in writing of meetings of the Committee

34.2. Notice may be given of more than 1 ordinary meeting of the Committee at the same time.

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

34.4. In cases of urgency, a meeting may be held without the notice required by subclause 34.1, provided that:

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

34.4.2. no resolution may be passed at the meeting unless at least 5 members vote in favour.

35. QUORUM

SCH. 4(E). 1

35.1. The quorum for meetings of the Committee is 5 voting members of the Committee present in person.

35.2. For the purpose of subclause 35.1, 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.

36. CHAIRING

SCH. 4 (E). 2

36.1. The President is entitled to chair meetings of the Committee.

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

36.3. If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Committee must elect another of its members to chair.

36.4. The chair of the meeting has a deliberative vote, but does not have a casting vote.

37. PARTICIPATION

37.1. Subject to subclause 37.2 and the regulations all members of Aspire are entitled to attend and speak at meetings of the Committee (but not vote).

37.2. The Committee 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.

38. VOTING

SCH. 4(E). 2

38.1. Each elected member of the Committee has 1 vote.

38.2. There is no voting by proxy.

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

39. DISCLOSURE OF INTEREST

- 39.1. A Committee Member who has any direct or indirect pecuniary interest in a contract, or proposed contract with Aspire must:
- 39.1.1. as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Committee.
 - 39.1.2. must not take any part in any decision of the Committee with respect to that contract but may, subject to the provisions of this Constitution, take part in any deliberation with respect to that contract.
- 39.2. A reference to a direct or indirect pecuniary interest in this Constitution does not include any pecuniary interest that exists only by virtue of the fact that:
- 39.2.1. The Committee Member is an employee of Aspire.
 - 39.2.2. The Committee Member is a Member of a class of persons for whose benefit Aspire was established.
 - 39.2.3. The Committee Member has the pecuniary interest in common with all or a substantial proportion of the members of the Aspire.
- 39.3. Despite subclause 39.1.1 and subclause 35.2, the member concerned may still be counted towards the quorum.

40. RESOLUTIONS WITHOUT MEETINGS

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

PART 6 - FINANCIAL AND LEGAL

41. FINANCIAL YEAR

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

42. SOURCES OF FUNDS

SCH. 7

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

43. MANAGEMENT OF FUNDS

SCH. 8

- 43.1. The Committee is responsible for the management of the funds of Aspire.
- 43.2. The Committee must ensure that true and fair accounts of Aspire are kept.
- 43.3. All money received by or on behalf of Aspire must be deposited without delay into a bank account in the name of Aspire.

44. CHEQUES**SCH. 8.2 (1)**

- 44.1. All cheques must be signed by:
 - 44.1.1. 2 members of the Committee, or
 - 44.1.2. 1 member of the Committee and 1 member of staff, nominated by the Committee by regulation or resolution.
- 44.2. The Committee may nominate a list of members or positions to be signatories for the purpose of subclause 4.4.1.
- 44.3. Signatories must not sign cheques until the payee and amount have been written in.

45. AUDIT

The Committee 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.

46. RECORDS**SCH. 13, 14**

- 46.1. The Committee must provide for the safe keeping of the records of Aspire at the Aspire office.
- 46.2. Subject to subclause 46.3 members may inspect the records of Aspire at any reasonable time.
- 46.3. Members may not inspect the records of Aspire that relate to personal, employment, contractual and legal matters that are confidential in nature.
- 46.4. The Committee must ensure that copies of the Constitution and the regulations are available for inspection by members and applicants for membership from the Aspire office.

47. MINUTES

The Committee must ensure that minutes are taken and kept of all general meetings and meetings of the Committee.

48. COMMON SEAL**SCH. 12.1, 12.2**

- 48.1. A document may only be sealed with the common seal of Aspire if authorised by resolution of the Committee.
- 48.2. The sealing must be witnessed by the signatures of 2 members of the Committee nominated by the Committee by regulation or resolution.
- 48.3. The Committee may nominate a list of members or positions to be signatories for the purpose of subclause 48.2.
- 48.4. The Committee must provide for the safe keeping of the common seal of Aspire.

49. PUBLIC OFFICER**ACT 25, 28**

- 49.1. The Committee must appoint the Secretary or another member of the Committee, or a member of staff to be the public officer of Aspire for the purposes of the Associations Act.
- 49.2. Under section 28 of the Associations Act, the public officer must notify the Registrar of Incorporated Associations within 14 days of:
- 49.2.1. the appointment as public officer, and
- 49.2.2. any subsequent change of address, by lodging a Form 9.
- 49.3. The effect of section 42 of the Associations Act is that the person last notified to the Registrar remains the public officer until a new person is notified.

50. AMENDMENT OF CONSTITUTION**ACT 22, SCH. 10, 11**

- 50.1. 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.
- 50.2. Under subsection 22(1) of the Associations Act, this Constitution may only be amended by special resolution.
- 50.3. Under subsection 22(2) of the Associations Act, 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.
- 50.4. Under subsection 22(4) of the Associations Act, an amendment to this constitution does not take effect until a Form 8 has been lodged with the Registrar of Incorporated Associations.
- 50.5. Amendments to this constitution are also subject to subclauses 52.1.1 and 52.2.1.

51. WINDING UP**ACT 32-35, SCH. 15**

- 51.1. Subject to the Associations Act and clause 52, 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 Committee 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.
- 51.2. Subject to the Associations Act and clause 52, 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 connexion with such sale and realisation of Aspire's property and of the winding up of Aspire, shall be applied by the Committee 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 within the State of Victoria and which prohibit

the distribution of income amongst its 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.

52. TAX EXEMPTION AND DEDUCTIBILITY

- 52.1. If Aspire has been notified by the Australian Taxation Office that its income is exempt from income tax:
- 52.1.1. Aspire must promptly notify the Australian Taxation Office of any amendment to this constitution; and
 - 52.1.2. on winding up or dissolution, the remaining assets of Aspire may only be given to a body that is also exempt from income tax.
- 52.2. If Aspire has been notified by the Australian Taxation Office that gifts to Aspire will be an allowable deduction:
- 52.2.1. Aspire must promptly notify the Australian Taxation Office of any amendment to this Constitution; and
 - 52.2.2. 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.

53. NOTICES

SCH. 6.2

- 53.1. A notice properly posted or delivered to a member (including a member of the Committee) 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.
- 53.2. A notice posted in accordance with subclause 53.1 is deemed to have been given to the member on the third business day after posting.
- 53.3. If a member (including a member of the Committee) 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.
- 53.4. A notice sent in accordance with subclause 53.3 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.

54. INTERPRETATION

- 54.1. In this Constitution:
- 54.1.1. "Aspire" is defined in clause 1 to mean the Association for Support of Psychiatric Services Incorporated;
 - 54.1.2. "Aspire office" means the head or main office of Aspire;
 - 54.1.3. "the Associations Act" means the *Associations Incorporation Act 1981* (Victoria);

- 54.1.4. "body" includes trust;
- 54.1.5. "clear day" means a day excluding both the day on which notice is given and the day on which the meeting is held;
- 54.1.6. "general meeting" includes annual general meeting and special general meeting;
- 54.1.7. "the regulations" means the regulations of Aspire made under clause 31, and "regulation" has a corresponding meaning;
- 54.1.8. "special resolution" means a resolution at a general meeting where:
 - 54.1.8.1. at least 21 days notice of the proposed resolution has been given to each member;
 - 54.1.8.2. the notice specifies that it intended that the resolution be proposed as a special resolution; and
 - 54.1.8.3. at least three-quarters of the members who are present and who vote, vote in favour;
- 54.1.9. in accordance with section 29 of the Associations Act; and
 - 54.1.9.1. "two-thirds majority" means at least two-thirds of the members who are present and who vote, vote in favour.
 - 54.1.9.2. The model rules prescribed under section 54 of the Associations Act do not apply to Aspire.
 - 54.1.9.3. The Committee is responsible for the interpretation of this Constitution and the regulations.

55. DISPUTE RESOLUTION

55.1. DISPUTES

- 55.1.1. If any dispute relating to the business and/or affairs of Aspire arises:
 - 55.1.1.1. between Aspire and a member of Aspire, or
 - 55.1.1.2. between members of Aspire, ("the dispute"), then
- 55.1.2. the member, or an Office Bearer on behalf of Aspire, may give to the other party notice in writing of the dispute, ("the notice").

55.2. ASSOCIATION PARTY TO THE DISPUTE.

If Aspire is a party to the dispute, then

- 55.2.1. The Committee may appoint one or more of its number to act on Aspire's behalf in attempting to resolve the dispute, or such other persons as the Committee determines.

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

55.3. FORM OF NOTICE

The notice must:

55.3.1. Not be given unreasonably.

55.3.2. Give sufficient details of the dispute to enable the party receiving the notice to ascertain the nature of the dispute.

55.3.3. Be served on the other party and, if Aspire is not a party to the dispute, Aspire.

55.4. NOTICE TO ASPIRE

Notice to Aspire for the purposes of this rule shall be given by serving the notice on an Office Bearer of the Committee, or the person or persons appointed by the Committee to act on Aspire's behalf pursuant to clause 55.2.1.

55.5. DISPUTE RESOLUTION

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

55.6. REFERRAL TO A MEDIATOR

55.6.1. If the dispute is not resolved at the meeting held pursuant to clause 55.5, the parties must then meet with an agreed mediator within the following 21 days.

55.6.2. 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.

55.7. FURTHER MEDIATION

55.7.1. If the dispute is not resolved within 28 days after the notice date and after a mediator appointed pursuant to clause 55.6 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 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:

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

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

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

- 55.7.1.4. Whether the parties should seek the assistance of a dispute resolution organisation.
- 55.7.2. 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.
- 55.7.3. If the dispute is not resolved within 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 55.7.1 within a further seven days or such other time as is agreed, any party which has complied with the provisions of clauses 55.1-55.7 may then commence court proceedings relating to the dispute.

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