

RULES OF ASSOCIATION

MENTAL ILLNESS FELLOWSHIP SA INC

1. PREFACE

- 1.1 The name of the Association shall be "*Mental Illness Fellowship South Australia Inc*".
- 1.2 These rules of association bind the Association and every Member to the same extent as if they had respectively signed and agreed to be bound by all the provisions thereof.

2. DEFINITIONS AND INTERPRETATION

- 2.1 In these rules of association the following definitions apply:

"*Act*" means the Associations Incorporation Act 1985 (SA).

"*Association*" means Mental Illness Fellowship SA Inc.

"*Board*" means the board of the Association as duly constituted under these Rules.

"*Executive Committee*" means a sub-committee of the Board appointed and directed by the Board to make administrative decisions between Board meetings.

"*Eligible Charity*" means a fund, authority or institution which has similar objects to the Association and to which income tax deductible gifts can be made under Division 30 of ITAA.

"*Financial year*" means the period of twelve months ending on the thirtieth day of June in each and every year.

"*Gift Fund*" means the gift fund established under Rule 5.

"*ITAA*" means the Income Tax Assessment Act 1997.

"*Member*" means a financial member of the Association.

"*Mental Illness*" means any Mental Illness and includes Mood Disorders.

"*Mood Disorder*" means unipolar depression, bipolar affective and any schizoaffective disorder.

"*Objects*" means the objects of the Association set out in Rule 4.

"*Rules*" means these rules of association as amended from time to time.

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"*Special Meeting*" means any meeting of Members of the Association called by the Board to consider a specific matter.

2.2 A reference to a person includes a corporation and partnership and vice versa.

2.3 All definitions in the Act apply to these Rules.

3. **MISSION STATEMENT**

To assist all South Australians affected by Mental Illness and their carers through education, information, support and advocacy.

4. **OBJECTS**

4.1 To provide a range of education, support, rehabilitation, information and advocacy services and programs which address comprehensively the needs and interests of:

4.1.1 people with Mental Illness and psychiatric disability; and

4.1.2 their carers.

4.2 To promote the continued development of the community based rehabilitation and support sector for those with Mental Illness and their carers.

4.3 To promote greater community knowledge, awareness, understanding and support about the effects of Mental Illness on individuals and their carers.

4.4 To encourage research into the causes and treatment of Mental Illnesses.

4.5 To encourage people with Mental Illness and their carers to effectively manage their mental health and to support each other.

4.6 To advance the right of carers to be informed and consulted in the treatment of those with Mental Illness.

4.7 To de-stigmatise Mental Illness and foster community awareness that Mental Illness is as manageable as a physical illness.

4.8 To provide opportunities to Members and the community to contribute to the operation of the Association in a variety of roles, including as volunteers.

4.9 To establish a gift fund known as "*The Mental Illness and Mood Disorders Gift Fund*" for status as a deductible gift recipient under the ITAA.

5. ESTABLISHMENT AND OPERATION OF GIFT FUND

5.1 Maintaining Gift Fund

The Association must maintain for the Objects a Gift Fund:

- 5.1.1 which must operate on a non-profit basis;
- 5.1.2 to which gifts of money or property for the Objects are to be made;
- 5.1.3 which the public will be invited to contribute to;
- 5.1.4 to which any money received by the Association because of those gifts is to be credited;
- 5.1.5 that does not receive any other money or property; and
- 5.1.6 which must be managed by the Board.

5.2 Limits on use of Gift Fund

The Association must use the following only for the Objects:

- 5.2.1 gifts made to the Gift Fund; and
- 5.2.2 any money received because of those gifts.

5.3 Accounting

- 5.3.1 A separate bank account is to be opened to deposit money donated to the Gift Fund, including any interest accruing thereon and gifts made to the Gift Fund must be kept separate from any other funds of the Association and accounted for accordingly.
- 5.3.2 Receipts for gifts to the Gift Fund must be issued in the name of the Gift Fund and state the Australian Business Number (ABN) of the Association and the fact that the receipt is for a gift.

5.4 Winding up

On the winding up of the Gift Fund or the Association ceasing to be a Deductible Gift Recipient under Item 1 of the table contained in section 30-15 of the ITAA any surplus assets of the Gift Fund must be transferred to an Eligible Charity as the Board decides.

6. POWERS

The Association may:

- 6.1 acquire, administer and dispose of any property necessary for the achievement of the Association's functions;
- 6.2 administer any property on trust;

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- 6.3 open and operate bank accounts;
- 6.4 invest its monies -
 - 6.4.1 in any security in which trust monies may by Act of Parliament be invested;
 - or
 - 6.4.2 in any other manner authorised by these Rules;
- 6.5 borrow money upon such terms and conditions as the Association thinks fit;
- 6.6 give such security for the discharge of liabilities incurred by the Association as it thinks fit;
- 6.7 appoint agents to transact any business of the Association on its behalf;
- 6.8 enter into any other contract it considers necessary or desirable;
- 6.9 appoint and/or employ such persons considered necessary for the attainment of the Objects of the Association;
- 6.10 terminate the appointment and/or employment of the persons referred to in Rule 6.9 above at its discretion;
- 6.11 obtain such funds considered necessary for the attainment of the Objects of the Association;
- 6.12 promote co-operation with organisations with similar Objects to the Association;
- 6.13 affiliate with organisations if such affiliations are declared by the Board to be of benefit and complementary to the Objects of the Association; and
- 6.14 do all such other things as the Association may from time to time deem incidental to its powers or conclusive to the attainment of the Objects of the Association.

7. THE SEAL

- 7.1 The Association may use a common seal upon which its corporate name shall appear in legible characters.
- 7.2 The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minutes of the meetings of the

Board. The affixing of the seal must be witnessed by any 2 Board members together with the Public Officer of the Association.

- 7.3 The seal shall be kept in the custody of such person as the Board may from time to time determine.

8. MEMBERSHIP OF THE ASSOCIATION

- 8.1 Any person, family or organisation may apply for membership of the Association.
- 8.2 Any Board member may veto, subject to the appeal process (outlined in Rule 8.3 below), any application for membership of the Association, provided that adequate reasons are given to the Board.
- 8.3 For the purposes of the appeal process referred to in Rule 8.2 above, the Board must appoint a sub-committee comprising 3 Board members none of whom can be the Board member exercising the veto. In determining the outcome of the appeal the sub-committee must take into account the reasons presented by the Board member exercising the veto. The sub-committees' decision is final and binding and must be communicated to the applicant in writing.
- 8.4 Upon the acceptance of the application by the Board and upon payment of the first annual subscription the applicant shall be a Member of the Association.
- 8.5 The Board may grant life membership to any person who has given exceptional service or has made an outstanding contribution to the benefit of the Association.
- 8.6 The Board shall keep a register of membership listing all life members and Members.
- 8.7 A Member may resign from membership of the Association by giving written notice thereof to the Association.
- 8.8 The Board may make any by-laws in relation to membership or Member subscriptions that are not contrary to these Rules.

9. MEMBER SUBSCRIPTIONS

- 9.1 The subscription fees for membership shall be determined by the Board which may grant pensioner and student concessions.
- 9.2 The subscription fees of membership shall be payable annually from 1 July each year or at such other times as the Board shall determine.

- 9.3 Any Member whose subscription is outstanding shall cease to be a Member of the Association.

10. **EXPULSION OF A MEMBER**

- 10.1 After giving the relevant Member an opportunity to be heard or to make a written submission, the Board may, in its absolute and uncontrolled discretion, terminate the relevant Member's membership. Expulsion shall be effective immediately.
- 10.2 Particulars of grounds relating to any proposed expulsion must be sent to the relevant Member at least 30 days before the meeting of the Board at which the matter will be determined.
- 10.3 The determination of the Board will be communicated to the Member in writing.
- 10.4 An application for membership by any person whose membership has been terminated may be made to the next elected Board. Such an application for membership must be treated as a fresh application, not a renewal of the existing membership.

11. **THE BOARD**

- 11.1 The affairs of the Association shall be managed and controlled by the Board which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the Objects of the Association and are not by the Act or by these Rules required to be done by the Association in general meeting.
- 11.2 The Board shall have the power to appoint, employ and dismiss such officers and employees as are required to carry out the Objects of the Association, including a Public Officer required by the Act and may delegate any of its powers to such officers and employees.
- 11.3 The initial board shall be comprised of 6 individuals nominated by the board of the former association known as the Mental Illness Fellowship of South Australia Inc and 4 individuals nominated by the board of the former association known as the Mood Disorders Association (S.A.) Inc.
- 11.4 Five of the Board members nominated to the initial board subsequent to these Rules being adopted shall be chosen by consensus or by lot to retire or seek re-election at the first Annual General Meeting after their nomination and the balance of the Board members nominated under Rule 11.3 must retire or seek re-election

at the second Annual General Meeting after their nomination. Thereafter the position of each elected Board member shall fall vacant upon the expiration of the term specified in Rule 11.5. The election of Board members at the first Annual General Meeting pursuant to this rule shall be subject to the requirements for the composition of the Board as defined in Rule 11.6.

- 11.5 Subject to Rule 11.4, members of the Board are elected for two year terms at Annual General Meetings.
- 11.6 The Board shall be comprised of ten individuals comprising a minimum of 7 Members and a maximum of 3 individuals appointed under Rule 11.6.3. The following Rules govern the composition of the Board:
 - 11.6.1 At least one Board member must be a carer and at least two Board members must be persons with a Mental Illness.
 - 11.6.2 No more than one Board member shall be an employee of the Association.
 - 11.6.3 Up to 3 individuals may be co-opted by the Board subsequent to the Annual General Meeting being individuals who, in the opinion of the Board, would contribute skills in management and service delivery to the affairs of the Association and who do not have to be Members.
- 11.7 The Board shall appoint an Executive Committee comprising of a President, Vice President and Treasurer from among its membership.
- 11.8 The President shall lead the Association, be its Public Officer, and preside over the Board and at general meetings of the Association. The President is responsible for the implementation of the decisions of the Board.
- 11.9 The Vice President shall assist the President, deputising for him or her, and undertaking any special matters delegated by the President or the Board.
- 11.10 A person appointed by the Board shall keep the minutes of the Board and general meetings of the Association in accordance with the requirements of section 51 of the Act.
- 11.11 The Treasurer must provide advice to the Board on accounting and financial matters; liaise with representatives of funding authorities, government agencies and external auditors as required; provide advice to the Association on accounting systems and monitor performance; ensure that the Association's financial affairs

are correctly and efficiently conducted; ensure that all funds are dealt with in accordance with these Rules; and ensure that accurate and timely information is regularly circulated to the Board.

- 11.12 The Board shall be responsible to the Association for correct financial management in accordance with the Act and which is consistent with both the mission statement outlined in rule 3 and the Objects of the Association outlined in rule 4.
- 11.13 The Board may appoint sub-committees chosen from its membership from time to time to carry out any specific purposes which the Board deems necessary or expedient. The Board may co-opt any person it considers appropriate to assist the sub-committees in the performance of their duties.
- 11.14 No person shall be eligible to stand for election unless a Member of the Association has nominated that person at least 21 days before the Annual General Meeting by delivering the nomination to the office of the Association. The nomination shall be signed by both the nominating Member and the nominee (to signify a willingness to stand for election).
- 11.15 Notice of all persons seeking election to the Board shall be given to all Members of the Association with the notice calling the meeting at which the election is to take place. The Board must review all nominees for compliance with the provisions of rule 9.3. Notice of all nominations shall be given to Members of the Association with the notice calling the meeting at which the election is to take place.
- 11.16 Election shall be by majority vote of Members present except that no election be necessary if the number of nominees does not exceed the number of positions available.

12. **BOARD MEMBER VACANCY**

- 12.1 The office of Board member shall become vacant if a Board member:
- 12.1.1 is elected, nominated or appointed in breach of rule 11.6;
 - 12.1.2 is disqualified by the Act;
 - 12.1.3 is expelled as a Member under these Rules;
 - 12.1.4 is permanently incapacitated by ill health;

- 12.1.5 is absent without permission of the Board from more than three consecutive Board meetings or from more than four Board meetings in a term of office;
 - 12.1.6 subject to rule 12.2, is no longer a Member of the Association; or
 - 12.1.7 resigns in writing.
- 12.2 Rule 12.1.6 does not apply to Board members who are appointed under Rule 11.6.3 or Rule 12.3.
- 12.3 The Board may appoint any individual pursuant to the power of co-option provided under Rule 11.6.3 or otherwise to fill any casual vacancy. The appointed individual shall hold office for up to 2 years from the date of appointment or such lesser period as the Board determines.

13. PROCEEDINGS OF THE BOARD

- 13.1 The Board shall meet together for the dispatch of business at least ten (10) times in each term of office.
- 13.2 A quorum for a meeting of the Board shall be five (5) members.
- 13.3 The President shall preside at meetings of the Board, or in his/her absence the Vice President; otherwise the Treasurer or another member of the Board at the Board's discretion.
- 13.4 Decisions of the Board shall be determined by a majority of votes except that in the event of equality of votes the President shall be given a casting vote.
- 13.5 A member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act and shall not vote with respect to that contract.
- 13.6 Proper minutes of all meetings of the Board shall be entered in the minutes book or file kept for that purpose. The minutes kept pursuant to this rule shall be signed by the President (or such other person acting in that capacity pursuant to rule 13.3) presiding over the meeting at which the proceedings took place or by the President of the next meeting.
- 13.7 Where minutes are entered and signed they shall be evidence that the meeting was convened and duly held and that all decisions and appointments made at that meeting shall be deemed to be valid.

14. ASSOCIATION MEETINGS

- 14.1 The Board may call a Special Meeting of the Association at any time and shall call an Annual General Meeting in accordance with the Act.
- 14.2 Upon a requisition in writing signed by no fewer than twenty (20) Members of the Association the Board shall within twenty one (21) days of the receipt of the requisition convene a Special Meeting for the purpose specified in that requisition.
- 14.3 If a Special Meeting is not convened within twenty one (21) days as required by sub-rule 14.2 the requisitionist may convene a Special Meeting and:
- 14.3.1 such a meeting shall be convened in the same manner as a meeting convened by the Board and for the purpose specified in the requisition;
 - 14.3.2 the Board shall ensure that the requisitionist is supplied free of charge with details of Members entitled to receive a notice of meeting; and
 - 14.3.3 the reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 14.4 At least twenty-one (21) days' notice of any meeting of the Association shall be given to Members. The notice shall set out where and when the meeting shall be held and particulars of the agenda, including any general business items approved by the Board.
- 14.5 In the case of the Annual General Meeting the business to be considered at the meeting shall include the accounts and reports of the Board and the auditors, the appointment of auditors and Board members and any other business requiring consideration by the Association in general meeting.
- 14.6 A notice may be given by the Association to any Member by serving the notice personally or by sending it by post to the address appearing in the register of membership. Where a notice is sent by post service the notice shall be deemed to be effected if it is properly addressed and posted by ordinary prepaid mail.
- 14.7 The Annual General Meeting shall be held once each calendar year and not prior to, or more than five (5) months after, the close of the financial year which shall be the 30th day of June each year.

15. PROCEEDINGS AT ASSOCIATION MEETINGS

- 15.1 Thirty (30) Members present shall constitute a quorum at any meeting other than a Board meeting.
- 15.2 If, within 30 minutes after the time appointed for the meeting, a quorum is not met, then ten (10) Members shall constitute a quorum.
- 15.3 An Executive Committee Member shall preside as Chairperson at any meeting of the Association other than a Board meeting.
- 15.4 The Chairperson may with the consent of any meeting at which there is a quorum adjourn the meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one (21) days or more notice of the adjournment shall be given to Members pursuant to rule 14.4.
- 15.5 Items of general business must be received at the office of the Association 21 days prior to an Association meeting.
- 15.6 At any meeting of the Board or general meeting of the Association decision shall normally be by consensus determined through the President or Chairperson as the case may be. However the President (or the Chairperson as the case may be) or any Member present may request that a resolution be put to a vote. In this case decisions shall be by simple majority of those present except as otherwise provided in these Rules.
- 15.7 Where these Rules or the Act is silent as to procedure, general law meeting rules apply.
- 15.8 Any contested election at a meeting shall be by secret ballot.
- 15.9 Each member present at a meeting shall be entitled to one (1) vote.
- 15.10 A member may vote at a general meeting as proxy for an absent member who has delivered a written notice of proxy to the President or the premises of the Association prior to commencement of the general meeting.
- 15.11 Proper minutes of all Association meetings shall be kept and signed by the President or the Chairperson of each meeting. Signed minutes shall be deemed as evidence that the proceedings took place and that all decisions, appointments and elections made at the meeting are valid.

16. FINANCIAL MATTERS

- 16.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 16.2 At the end of each financial year the books and accounts of the Association shall be audited by a qualified auditor who is not a Member of the Association. The auditor shall have been duly elected by the membership and shall be requested to prepare an auditor's report for submission to the Annual General Meeting. The Board shall submit the auditor's report to the meeting.

17. AMENDMENTS TO THE RULES

- 17.1 The Board may subject to the approval by a special resolution of the Members of the Association alter (including an alteration to name), rescind and replace by substitute rules these Rules. Such alteration, rescission or replacement shall be registered as required by the Act.
- 17.2 Any Member wishing to propose any amendment to these Rules must give notice thereof in writing to the Association and state the nature of such alteration or addition and move such proposed alteration or addition at the next Annual General Meeting or Special Meeting called for the purpose of considering such amendment. If seconded these Rules may be amended or altered by a simple majority of members present at that meeting.
- 17.3 Notification of such proposed amendment as described above must be available to every member at least twenty-one (21) days before the Annual General Meeting or Special Meeting at which such proposal is to be moved.

18. LIABILITY, PROPERTY & DISSOLUTION

- 18.1 Persons who, with the authority of the Board, incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.
- 18.2 The income property and funds of the Association, whensoever derived, shall be applied solely towards the promotion of the Objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividends, bonus, or otherwise howsoever by the way of profit to the Members or relatives of Members of the Association, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the

Association or any Member of the Association in the return for any service actually rendered to the Association or reasonable and proper rental for premises let by any Member to the Association.

18.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objectives or charitable objects as shall be approved by the Association provided that:-

18.3.1 such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein;

18.3.2 such other body is an Eligible Charity; and

18.3.3 the Association shall not be dissolved except by approval of not less than three-fourths of the Members present at a constituted meeting of the Association. Twenty-one (21) day's written notice of the proposed dissolution must be distributed to all Members.