

Constitution of the
Queensland Alliance
for Mental Health
Limited

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PRELIMINARY

1 Definitions

- 1.1 The words and phrases used in this Constitution have the meanings set out at Schedule 1.
- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2 Interpretation

- 2.1 In this Constitution, except where the context otherwise requires:
 - (a) the singular includes the plural and vice versa, and a gender includes other genders;
 - (b) another grammatical form of a defined word or expression has a corresponding meaning;
 - (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
 - (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (e) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
 - (f) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

3 Replaceable rules

- 3.1 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

OBJECTS

4 Objects

- 4.1 The Company is established to be a not for profit charitable institution whose objects are to:
 - (a) promote mental health and positive attitudes to mental health by operating as a state-wide alliance of mental health community organisations;
 - (b) increase the quality of life of people with mental illness by supporting, consulting with, coordinating and representing community organisations working in mental health;

- (c) develop and provide resources that promote mental health, recovery, social inclusion and human rights, to prevent or reduce the negative impact of mental illness on individuals, their families, carers and the community in general;
- (d) provide broad-based education to individuals, carers and service providers including health care workers and other organisations to enable them to appropriately support individuals experiencing mental illness;
- (e) undertake research that addresses issues relevant and timely to the mental health community sector to increase the effectiveness and responsiveness of community-based mental health organisations;
- (f) influence, improve or change public policy and legislation that affects people with experience of mental health problems, their carers and the organisations that support them;
- (g) raise community awareness of the importance of mental health and promote positive representations of mental health;
- (h) contribute to civil society debate about mental health and psychiatric disability by research, study, writing and speaking;
- (i) promote culturally appropriate responses to mental health in diverse communities;
- (j) establish and operate an alliance of persons who subscribe to the Objects to assist the Company to achieve its Objects;
- (k) carry on any business or activity which may seem to the organisation capable of being conveniently carried on in connection with the objects with which this organisation is established; and
- (l) do all such other things necessary, incidental or conducive to achieving the above objects.

4.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:

- (a) carry out the objects in this clause; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

MEMBERSHIP

5 Admission

- 5.1 The Members of the Company are the Directors.
- 5.2 A person is automatically admitted as a Member upon becoming a Director.
- 5.3 A Member is entitled to one vote at any general meeting at which they are eligible to vote.

6 Register of Members

- 6.1 Upon admission of a person as a Member, the person will be entered into the Register.
- 6.2 The Secretary must maintain the Register which must include:
- (a) the name and address of each Member;
 - (b) the date on which the Member was admitted as a member of the Company;
 - (c) the date (where applicable) when each Member resigns or ceases to be a Member; and
 - (d) where a Member is readmitted after previously resigning or having their membership terminated, this will be recorded in conjunction with the dates of their original admission, termination or resignation and readmission.
- 6.3 The Register must be kept at the Company's registered office where it will be made available for inspection by any Member for perusal at a time and date convenient to the Secretary and the Member concerned.
- 6.4 If a Member changes its address, it must notify the Secretary in writing of its new address as soon as reasonably practicable.

7 Ceasing to be a Member

- 7.1 A Member's membership of the Company will cease when the Member ceases to be a Director.
- 7.2 Any Member ceasing to be a Member:
- (a) will not be entitled to have any claim upon any portion of the property or assets of the Company;
 - (b) will remain liable for and will pay to the Company any money that was owed to the Company at the date of ceasing to be a Member; and
 - (c) is not permitted to:
 - (i) use the Company's premises;
 - (ii) use any of the Company's property; or
 - (iii) participate in any of the activities of the Company other than in the way non-members are permitted to participate in such activities.

8 Powers of attorney

- 8.1 If a Member executes or proposes to execute any document or do any act by or through an attorney that affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Secretary for notation.
- 8.2 If the Secretary asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

- 8.3 The Secretary or the Board may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

GENERAL MEETINGS

9 Calling general meeting

- 9.1 Any two Directors may, at any time, call a general meeting.
- 9.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

10 Notice of general meeting

- 10.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) of a general meeting must be given to Members.
- 10.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 10.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 10.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 9.2).
- 10.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 50.1 entitled to receive notices from the Company.
- 10.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

11 Member

11.1 In clauses 11.2, 12, 14 and 18, **Member** includes a Member present in person or by proxy or attorney.

11.2 Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum for a meeting of Members is a majority of Members plus one.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (ii) subject to 11.2(c)(iii), in any other case:
 - A. it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - B. if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved;
 - (iii) if it is an annual general meeting:
 - A. it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - B. if at the adjourned annual general meeting a quorum is not present within 30 minutes after the time appointed for the annual general meeting, the members present will be deemed to constitute a quorum.

12 Chairperson

12.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.

12.2 The Directors present may elect a chairperson of a general meeting if:

- (a) there is no chairperson or deputy chairperson; or
- (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
- (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.

12.3 If no election is made under clause 12.2, then:

- (a) the Members may elect one of the Directors present as chairperson; or

- (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.

12.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

13 Adjournment

13.1 The chairperson of a general meeting at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so.

13.2 An adjourned general meeting may take place at a different venue to the initial general meeting.

13.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

13.4 Notice of an adjourned general meeting must only be given in accordance with clause 10.1 if a general meeting has been adjourned for more than 21 days.

14 Decision on questions

14.1 Subject to the Corporations Act in relation to special resolutions and the requirements of this Constitution, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

14.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.

14.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

14.4 The demand for a poll may be withdrawn.

14.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

15 Taking a poll

15.1 A poll will be taken when and in the manner that the chairperson directs.

15.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

- 15.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 15.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 15.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 15.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

16 Casting vote of chairperson

- 16.1 The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, a Member's representative, proxy or attorney.

17 Offensive material

- 17.1 A person may be refused admission to, or required to leave and not return to, a meeting if the person:
- (a) refuses to permit examination of any article in the person's possession; or
 - (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,
- which the chairperson considers to be dangerous, offensive or liable to cause disruption.

VOTES OF MEMBERS

18 Entitlement to vote

- 18.1 A Member is entitled to one vote.

19 Objections

- 19.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 19.2 An objection must be referred to the chairperson of the general meeting whose decision is final.
- 19.3 A vote is valid for all purposes unless it is disqualified by the chairperson under clause 19.2.

20 Votes by proxy

- 20.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 20.2 A proxy need not be a Member.
- 20.3 A proxy may demand or join in demanding a poll.
- 20.4 A proxy or attorney may vote on a poll.
- 20.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

21 Document appointing proxy

- 21.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 21.2 For the purposes of clause 21.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 21.3 A proxy's appointment is valid at an adjourned general meeting.
- 21.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 21.5 Subject to clause 36.1, unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting, even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on all motions before the general meeting.
- 21.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either exercise the

proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

22 Lodgement of proxy

- 22.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the proxy or attorney proposes to vote; or
 - (b) the taking of a poll at which the proxy or attorney proposes to vote.
- 22.2 The Company receives an appointment of a proxy or a power of attorney when it is received at:
- (a) the Company's registered office;
 - (b) a facsimile number at the Company's registered office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

23 Validity

- 23.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
- (a) Is wound up;
 - (b) Is deregistered; or
 - (c) has revoked the proxy or power,
- unless any written notification of the wind up, deregistration or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

24 Composition of Board of Directors

- 24.1 There will not be less than five nor more than ten Directors unless the Company in general meeting by resolution changes the maximum number.
- 24.2 Subject to clause 24.3, the Board of Directors will consist of:
- (a) two Directors elected by the Alliance Members pursuant to clause 25 who are employees or officers of not-for-profit Alliance Members (**NFP Directors**); and
 - (b) another two Directors elected by the Alliance Members pursuant to clause 25;
- (collectively the **Elected Directors**), and
- (c) up to six skills-based Directors appointed by the Board pursuant to clause 26 (**Skills-based Directors**).

- 24.3 At the date of registration of the Company the following persons will be the initial Board of the Company and each director will remain in place until expiry of his or her term of office as set out in the following table:

Director	Position	Term
Alison Fairleigh	Elected Director (NFP Director)	3 years
Craig Stanley-Jones	Elected Director (NFP Director)	2 years
Neil Barringham	Elected Director	2 years
Viv Kissane	Elected Director	3 years
Cathy O'Toole	Skill-Based Director	1 year
Bob Steele	Skill-Based Director	1 year
Leah Soutar	Skill-Based Director	2 years
Sharon Sarah	Skill-Based Director	2 years
Mark Fenton	Skill-Based Director	3 years
Jessica Gibson	Skill-Based Director	3 years

25 Appointment of Elected Directors

- 25.1 The Board will hold an election for the purpose of electing the Elected Directors in accordance with clause 29.
- 25.2 An Elected Director's term of office will be three years.
- 25.3 A retiring Elected Director is eligible for re-election. However, a person who has held office as an Elected Director for 6 of the previous 9 years must be retired from office for at least 3 years before being eligible for re-election as an Elected Director.

26 Appointment of Skills-based Directors

- 26.1 Skills-based Directors will be appointed by a Special Resolution of the Board.
- 26.2 To be eligible for appointment as a Skills-based Director, the person must consent in writing to become a Director and a Member of the Company.
- 26.3 The term of a Skills-based Director's appointment is three years.
- 26.4 Skills-based Directors must retire from office at the conclusion of the term of their appointment.
- 26.5 A retiring Skills-based Director will be eligible for re-appointment. However, a person who has held office as a Skills-based Director for 6 of the previous 9

years must retire from office for at least 3 years before being eligible for re-appointment as a Skills-based Director.

26.6 The Board will determine the process for nominating, recruiting and subject to this clause 26, appointment of Skills-Based Directors.

27 Additional and casual Directors

27.1 If the Company does not have:

- (a) the number of Directors required under clause 24; or
- (b) the maximum number of Directors permitted under clause 24 and in the reasonable opinion of the Directors the Board requires or would benefit from the addition of one or more Directors;

the Directors may appoint one or more Directors up to the number permitted or required.

27.2 A Director, appointed under clause 27.1 in the vacant position of an Elected Director will hold office until the next Annual Alliance Meeting of the Company when the Director will stand-down from office but may be re-elected.

27.3 The Directors may act despite any casual vacancy on the Board.

27.4 However, if the number of Directors is less than the number fixed under this Constitution as a quorum of the Board, the continuing Directors may act only to:

- (a) increase the number of the Directors to that number required for a quorum; or
- (b) hold an election in accordance with clause 29.

28 Nomination of an Elected Director

28.1 The Secretary will call for nominations from the Alliance Members for the position of Elected Director at least 45 days prior to the date the election is to be held.

28.2 A person other than a retiring Elected Director is not eligible for election as an Elected Director at a general meeting unless the person, or the Alliance Member who is proposing the person, has left at the Company's registered office a written notice signed by the nominated person:

- (a) giving the person's consent to the nomination and the person's consent to be a Director and a Member if elected; and
- (b) signed by the Alliance Member who proposes the person's nomination;
- (c) identifying whether the person is nominated for election as an Elected Director representing the not-for-profit sector; and
- (d) attaching a brief outline of the person's relevant skills, experience and qualifications for the position.

28.3 A nomination made in accordance with clause 28.1 must be left at the Company's registered office at least 30 days before the date of the relevant election.

- 28.4 A written notice referring to all Director vacancies and each candidate for election, must be sent to all Alliance Members at least seven days before the date on which an election of an Elected Director will take place.

29 Election of Elected Directors

- 29.1 Only current Financial Alliance Members may vote in an election for Elected Directors and each such Alliance Member will have one vote.
- 29.2 Where the number of eligible persons nominated for the relevant positions of ordinary Elected Directors does not exceed the number of vacant positions, the eligible nominated persons will be confirmed as elected without the need to hold an election.
- 29.3 Where the number of eligible persons nominated for the relevant position of an ordinary Elected Director exceeds the number of vacant positions, an election will be held and the number of persons, commensurate with the number of vacant positions, who receive the most votes will be elected. For example, where there are three vacant positions the three persons who receive the most votes will be elected.
- 29.4 Alliance Members may vote for as many nominees as there are positions to be filled and no more. Alliance Members may vote for fewer nominees than there are positions to be filled if they choose to do so.
- 29.5 The election may be held by postal ballot or by an electronic or digital voting mechanism, or at the Annual Alliance Meeting at the discretion of the Board.
- 29.6 If the result of the ballot for any position is a tie, the result will be decided by drawing of lots between the tied nominees.

30 Suspension of a Director

- 30.1 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a Special Resolution of the Board at a meeting of the Directors specifically called for that purpose may suspend that Director:
- (a) for a fixed period of time; or
 - (b) until reasonable conditions specified by the Directors have been met by the suspended Director within a reasonable time frame.
- 30.2 If a Director suspended under clause 30.1(b) fails to meet the conditions in the specified time frame the Directors may:
- (a) extend the time frame for meeting the conditions;
 - (b) remove the suspension; or
 - (c) expel the Director from office.
- 30.3 A suspended Director is entitled to attend meetings of the Directors as an observer but may not vote until such time as the suspension is removed.

31 Chairperson

31.1 The Directors will elect from within their number a chairperson. The Director elected as chairperson will hold the office of chairperson of the Board from the date he or she is elected until the earlier:

- (a) the chairperson ceases to be a Director for any reason;
- (b) the expiry of three years from the date he or she was elected as chairperson; or
- (c) the chairperson is removed from that office by a Special Resolution of the Directors.

31.2 A retiring chairperson will be eligible for re-election. However, a person who has held office as chairperson for 6 of the previous 9 years must retire from office for at least 3 years before being eligible for re-appointment as the chairperson.

32 Vacation of office

32.1 The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by the Members in accordance with the Corporations Act;
- (e) is absent from Directors' meetings for three consecutive meetings without leave of absence from the Directors;
- (f) is expelled as a Director under clause 30.2(c); or
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act.

32.2 The office of an Elected Director becomes vacant if:

- (a) at the time the person was elected he or she was an employee or officer of an Alliance Member the Elected Director ceases to hold a position of an employee or officer of an Alliance Member; or
- (b) the Elected Director was elected as a representative of the not-for-profit Alliance Members and he or she ceases to hold a position of an employee or officer of a not-for-profit Alliance Member.

POWERS AND DUTIES

33 Powers and duties of Directors

- 33.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 33.2 Without limiting the generality of clause 33.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person;
 - (d) guarantee or become liable for the payment of money or the performance of any obligation by or of any other person; and
 - (e) commit to contracts or sub-contracts providing access to money, personnel, technology, equipment or other resources intended for implementation of the Objects.

PROCEEDINGS OF DIRECTORS

34 Directors' meetings

- 34.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 34.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 34.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 34.4 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 34.5 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion provided that:
- (a) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other Directors taking part; and
 - (b) a Director may not leave the meeting by disconnecting his or her telephone or other means of communication and will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting.

- 34.6 A Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting unless suspended.
- 34.7 Clauses 34.4 and 34.4 apply to meetings of Directors' committees as if all committee members were Directors.
- 34.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 34.9 A quorum is five Directors.
- 34.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.
- 34.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

35 Decision on questions

- 35.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clauses 30.3 and 36.1, each Director has one vote.

PAYMENTS TO DIRECTORS

36 Payments to Directors

- 36.1 No payment will be made to any Director of the Company other than payment:
- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
 - (b) for any service rendered to the Company by the Director in a professional or technical capacity, (including in the capacity as Director), where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which would be a commercially reasonable payment for the service;
 - (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
 - (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

37 Directors' interests

- 37.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which a Director may be interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 37.2 No Director contracting with, or interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 37.3 A Director is not disqualified from contracting with the Company merely because of being a Director.
- 37.4 Any Director having a direct or indirect material personal interest in any contract or arrangement that the Company proposes to enter will declare his or her interest immediately by written notice to the chairperson.
- 37.5 Subject to clause 37.6, a Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Corporations Act to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 37.6 The prohibition on voting in clause 37.5 will not apply to any contract or arrangement:
- (a) in relation to a Member who employs a Director;
 - (b) to give the Director any security for advances;
 - (c) for an indemnity of the Director; or
 - (d) where the Director is interested merely as a shareholder or director of another company.
- 37.7 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

- 37.8 A Director who has an interest described in clause 37.7 must provide written notice to the Secretary when the interest arises and when the Director no longer has the interest.

38 Remaining Directors

- 38.1 The Directors may act even if there are vacancies on the Board.
- 38.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a Director; or
 - (b) call a general meeting.

39 Committees

- 39.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a Board, to a committee or committees.
- 39.2 The Directors may at any time revoke any delegation of power to a committee.
- 39.3 At least one member of each committee must be a Director.
- 39.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 39.5 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 39.6 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each committee member was a Director.

40 Written resolutions

- 40.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 40.2 For the purposes of clause 40.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 40.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 40.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.
- 40.5 This clause applies to meetings of Directors' committees as if all committee members were Directors.

41 Validity of acts of Directors

41.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
 - (b) a person appointed to one of those positions was disqualified,
- all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

42 Minutes and Registers

42.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 40;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 36.1.

42.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

42.3 The Company must keep all registers required by this Constitution and the Corporations Act.

MANAGEMENT

43 Management

43.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

43.2 Without limiting clause 43.1, the Directors will appoint a chief executive officer or a general manager who, subject to clause 43.4, will be responsible for:

- (a) the day-to-day management of the Company;
- (b) delivering to the Directors within two months after the end of each Financial Year, the annual reports of the Company describing the level of activity, achievements and such other information as required in sufficient detail and containing the audited financial statements for the Financial Year as necessary to meet the financial and other reporting requirements of the Company under the Corporations Act; and
- (c) carrying out such other activities for the Company,

in accordance with the directions of the Directors and the position description for the CEO approved by the Board.

43.3 The Directors may appoint such other executives as it sees fit to provide support for the CEO on operational issues relating to the Company or delegate authority to the CEO to make such appointments, within the limits of continuing solvency and a balanced budget.

43.4 Without limiting clause 43.1 the Directors may:

- (a) establish local boards or agencies or joint committees with other corporations for managing any of the affairs of the Company and appoint any persons to be members of those local boards or agencies or joint committees; and
- (b) delegate to any person appointed under clause 43.4(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution or the CEO under clause 43.2,

on any terms and subject to any conditions determined by the Directors.

43.5 The Directors may at any time revoke or vary any delegation under this clause.

44 Appointment of attorneys and agents

44.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

44.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm;
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors; or
- (e) CEO or other executives of the Company.

44.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

44.4 The Directors may appoint attorneys or agents by facsimile or electronic transmission to act for and on behalf of the Company.

- 44.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in it.

45 Secretary

- 45.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 45.2 The Secretary may be a Director, or an outsourced provider.
- 45.3 The Secretary will be responsible for maintaining the company register, including:
- (a) the Register;
 - (b) minutes and records of all appointments of Directors and officers;
 - (c) the names of Directors present at Directors' meetings, committee meetings or general meetings; and
 - (d) all proceedings at Director and general meetings.
- 45.4 The Secretary must keep ASIC informed of all notifiable information within the required timeframes.
- 45.5 The Secretary must ensure that the minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next meeting at which the minutes are accepted as a true and accurate record of the meeting.
- 45.6 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 45.7 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

SEALS

46 Common Seal

- 46.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

47 Duplicate Seal

- 47.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Directors.

INSPECTION OF RECORDS

48 Inspection of records

- 48.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 48.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

NOTICES

49 Service of notices

- 49.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 49.2 A notice sent by post is taken to be served:
 - (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the third Business Day after the day on which it was posted.
- 49.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 49.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.
- 49.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's address for the purposes of clause 49.
- 49.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

49.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.

49.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

50 Persons entitled to notice

50.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director;
- (c) the Secretary; and
- (d) any Auditor.

50.2 No other person is entitled to receive notice of a general meeting.

INCOME AND PROPERTY OF THE COMPANY

51 Income and property of Company

51.1 The Income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.

51.2 No Income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

AUDIT AND ACCOUNTS

52 Audit and accounts

52.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.

52.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

52.3 The results of the audit must form part of the report provided to the Members at the next annual general meeting of the Company.

GIFT FUND

53 Operation of gift fund

- 53.1 Where the ITAA requires that a gift fund be established for the receipt of tax deductible donations, the Company must establish a separate gift fund account to which such donations must be credited.
- 53.2 The Gift Fund Account must only be used or applied for purposes that are consistent with the objects of the Company and separate records must be maintained as to the receipt and disbursement of moneys from that account.

54 Transfer of the gift fund in specified circumstances

- 54.1 On:
- (a) revocation of the endorsement of the Company under sub-division 30-B of the ITAA; or
 - (b) the winding up of the gift fund by the Company,
- any balance in the Gift Fund Account must be transferred to such other gift fund, gift funds, entity or entities having objects similar to the objects of the Company as will be determined by the Members at or before that time, provided that each recipient must be endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA.

WINDING UP

55 Winding up

- 55.1 If the Company is wound up:
- (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
 - (c) payment of debts and liabilities of the Company (in relation to clause 55.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.
- 55.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another entity which is:
- (a) an organisation with similar purposes which is not carried on for profit or gain of its individual members;
 - (b) required to apply its profits (if any) or other income in promoting objects similar to those of the Company; and

- (c) endorsed as a deductible gift recipient under sub-division 30-BA of the ITAA,

such entity to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.

INDEMNITY

56 Indemnity

- 56.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 56.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 56.3 The amount of any indemnity payable under clauses 56.1 or 56.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a Tax Invoice.
- 56.4 For the purposes of this clause, **officer** means:
- (a) a Director; or
 - (b) a Secretary.

AMENDMENTS TO CONSTITUTION

57 Amendments to Constitution

- 57.1 This Constitution must not be amended other than in accordance with the Corporations Act.
- 57.2 Subject to clause 57.1, the Company may revoke, add to or vary this Constitution provided that:
- (a) no part of the Gift Fund Account or the income of the Gift Fund Account is transferred to any institution, organisation, fund or authority that is not a charitable organisation endorsed to receive donations under sub-division 30-B of the ITAA; and

- (b) no part of the Gift Fund Account or the income of the Gift Fund Account becomes able to be used or applied for purposes that are not consistent with the objects of the Company; and
- (c) unless the Commissioner of Taxation or other relevant authority consents to the revocation, addition or variation:
 - (i) no amendment is allowed to be made to or affecting the Objects of the Company; and
 - (ii) no amendment is allowed to be made which authorises the Company to invest money of the Gift Fund Account other than in a manner in which trustees are permitted to invest under the laws of Australia or any Australian State or Territory.

Schedule 1 Definitions

Alliance	means the Queensland Alliance for Mental Health to be established and operated by the Company in accordance with the Objects.
Alliance Members	means the members of the Alliance.
Alliance Rules	means the rules for establishment and operation of the Alliance put in place by the Company to which all Alliance Members must subscribe.
Association	means the predecessor organisation to the Company being the Queensland Alliance for Mental Health Inc.
Auditor	means the Company's auditor.
Board	means the board of Directors of the Company.
CEO	means the person appointed as chief executive officer under clause 43.1.
Company	means the Queensland Alliance for Mental Health Limited as constituted under this Constitution.
Constitution	means the constitution of the Company as amended from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.
Director	includes any person occupying the position of director of the Company.
Directors	means all or some of the Directors acting as a board.
Elected Directors	has the meaning given to that term under clause 24.2 Error! Reference source not found.
Financial Alliance Member	means those Alliance Members who have paid the Membership Fees in accordance with the Alliance Rules.
Financial Year	means the period of 12 months beginning on 1 July of any year and ending on 30 June of the succeeding year provided that the first financial year will include the period commencing on date of registration of the Company and ending on 30 June of the immediately following year.
Gift Fund Account	means the gift fund account established under clause 53.
GST	has the meaning given to that term by the GST Act.
GST Act	means <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth) or any replacement or other relevant legislation and regulations.

Independent	means a person who is not an employee, officer or representative of a Member.
Independent Chairperson	means the person elected as the Independent chairperson of the Board.
Income	means all income of the Company including self-generated income and income derived from the performance of services to clients.
Indemnified Officer	has the meaning given to that term by clause 56.3.
ITAA	means the <i>Income Tax Assessment Act 1936</i> (Cth) or the <i>Income Tax Assessment Act 1997</i> (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company
Member	means an organisation admitted as a member of the Company under clause 5.
NFP Directors	has the meaning given to that term in clause 24.2(a).
Objects	means the objects of the Company set out in clause 4.
Register	means the register of Members of the Company.
Seal	means the Company's common seal (if any).
Secretary	means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.
Skills-Based Directors	has the meaning given to that term in clause 24.2(c).
Special Resolution	means a resolution passed by a majority of at least 75% of the eligible votes cast.
Tax Invoice	has the same meaning as in the GST Act, including any applicable legislative determinations and public rulings issued through the Australian Taxation Office.