

Australian Association for Infant Mental Health Incorporated Rules

October 1988; amended November 2009

Part I

Preliminary

Interpretation

1. (i) in these rules, except in so far as the context or subject-matter otherwise indicates or requires –

“association” means the Australian Association for Infant Mental Health Incorporated;

“Commissioner” means the Director General of the Department of Fair Trading or such other person who is designated as the Commissioner under the Act;

“Foundation Member” means a Member who did on or before the 1 December 1988 or the date of incorporation of the association, whichever was the earlier, sign an agreement to become a Foundation member of the association;

“general meeting” means a general meeting of members convened in accordance with these rules;

“Honorary Member” means a member who has been admitted to membership pursuant to rule 5(iii);

“Member” and “Members” means a member or members of the association;

“National Committee” means the committee of management of the association;

“National Secretary” means –

- (a) the person holding office under these rules as secretary of the association;
or
- (b) where no such person holds that office – the public officer of the association;

“State Committee” means a committee of management of the association in a State or Territory of the Commonwealth of Australia exercising powers delegated to it by the National Committee;

“special general meeting” means a general meeting of the association other than a general meeting;

“the Act” means the *Association Incorporations Act* (NSW) 1984;

“the Regulations” means the *Associations Incorporation Regulations* (NSW), 1985.

(ii) In these rules –

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
- (c) a statute, ordinance, code or other law includes regulations and other statutory instruments under it, and consolidations, amendments, re-enactments or replacements of any of them.

(iii) The provisions of the *Interpretation Act* (NSW), 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part II

Membership

Types of membership

2. There shall be two types of membership being:

- (i) voting membership which has an entitlement to vote and gives eligibility to be a member of a committee;
- (ii) non-voting membership which has no vote and no eligibility to be a member of a committee.

Categories of membership

3. There shall be four types of voting members:

- (i) Foundation Members;
- (ii) ordinary Member being a natural person who meets the eligibility requirements under rule 5(ii);
- (iii) Association Member for bodies incorporated under the Associations Incorporation Act 1984 or similar Association Incorporation Acts or unincorporated Associations;
- (iv) Honorary members.

4. (i) There shall be two categories of non-voting membership for those interested in supporting the objects of the association being:

- (a) Affiliate membership;
- (b) Corporate membership.

(ii) Affiliate membership shall be available to unincorporated associations and bodies corporate providing they do not carry on a business or trade for profit for distribution to members. Affiliate membership shall also be open to natural persons over the age of 18 years.

(iii) Corporate membership shall be available to persons whether incorporate or unincorporated who carry on a business or trade for profit for distribution to its owners/members.

Membership qualifications

5. (i) A person is qualified to be a voting Member if, but only if, in the case of a natural person the person:

- (a) is a Foundation Member, or
- (b) is an Honorary Member, or
- (c) has applied for and been approved for membership of the association by the State committee

and in the case of an association, the association is a branch of or affiliated with the association and is either incorporated under an Association Incorporation Act of a State or Territory or an unincorporated association.

(ii) In considering whether or not to approve an application for voting membership, a State Committee shall have regard to:

- (a) professional qualifications;
- (b) qualifications relating to infant mental health;
- (c) clinical training, including patient numbers and supervision;
- (d) nursing training;
- (e) registrations;
- (f) membership of the World Association for Infant Psychiatry and Allied Disciplines and of the International Association for Infant Mental Health;
- (g) professional achievement and dedication to transdisciplinary study of infancy, and educational and vocational credentials demonstrating scientific and vocational expertise in the field of infancy.

(iii) Honorary Membership may be conferred by the National Committee at any time or by the association by special resolution in General Meeting, on any person in recognition of meritorious work in any field relating to the objects of the association. Thereafter Honorary Members shall be treated in all respects as Members except that they shall not be required to pay admission or annual renewal fees. The Committee may annul the Honorary membership of any person at any time.

(iv) The title of Patron may be conferred by the National Committee at any time, or by the association by special resolution in General Meeting, on any distinguished person who subscribes to the objects of the association. A Patron shall be treated in all respects as an Honorary Member.

Nomination for membership

6. (i) An application of a person for membership other than Foundation membership of the association -

- (a) shall be made by a natural person in writing in the form set out in Appendix 1 to these rules as amended from time to time;
- (b) shall be made by an incorporated association, body corporate or unincorporated association in writing in the form set out in Appendix 2 to these rules as amended from time to time; and
- (c) shall be lodged with the secretary of the State Committee of the association in which the applicant resides.

(ii) As soon as practicable after receiving an application for membership, it shall be referred to the appropriate State Committee which shall determine whether to approve or to reject the application.

(iii) Where the State Committee determines to approve an application for membership it shall advise the State Secretary who shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within 28 days after such notification the sum payable under these rules by a member.

(iv) The State Secretary shall, on payment by the applicant of the sum payable within the 28 day period enter the applicant's name in the register of State members and notify the National Secretary who will enter the applicant's name in the register of National members and, upon the name being so entered, the applicant becomes a member.

Cessation of membership

7. A member ceases to be a Member if the Member –

- (a) being a natural person, dies;
- (b) resigns membership; or
- (c) is expelled from the association.

Membership entitlements not transferable

8. A right, privilege or obligation which a person has by reason of being a Member –

- (a) is not capable of being transferred or transmitted to another person or body; and
- (b) terminates upon cessation of membership whether by death, resignation, liquidation, winding up or otherwise;
- (c) terminates upon failure to pay an annual; subscription in accordance with these rules.

Resignation of membership

9. (i) A Member is not entitled to resign that membership except in accordance with this rule.

(ii) A member who has paid all amounts payable by the Member to the association in respect of the Member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the National Committee may determine) in writing to the National Secretary of the Member's intention to

resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

(iii) Where a Member ceases to be a Member, an appropriate entry shall be made in the State and National registers of Members recording the date on which the member ceased to be a member.

Register of Members

10. (i) The State and National register of Members shall specify the name and address of each Member, the date on which the person became a Member and the dates and amounts of all payments of membership subscriptions made by the Member.

(ii) The register of Members shall be kept at the association's principal place of administration or such other place as the National Committee sees fit and shall be open for inspection, free of charge by any Member by appointment.

Fees, subscriptions, etc.

11. (i) A Member shall, upon admission to membership or in the case of Foundation Members upon incorporation of the association, pay to the secretary of the State Committee such entrance fee as may be determined from time to time by the National Committee.

(ii) A Member shall pay to the secretary of the State Committee an annual membership fee determined by the National Committee,

(a) except as provided by paragraph (b). before 1st July in each calendar year; or

(b) where the Member becomes a Member on or after 1st July in any calendar year – upon being a Member and before 1st July in each succeeding calendar year.

(iii) A Member whose annual subscription remains unpaid as at the 1st September in any year shall be deemed an unfinancial Member.

(iv) Each financial year the secretary of each State Committee will forward to the National Committee an amount of each Member's annual subscription, such amount to be determined annually by the National Committee.

Members' liabilities

12. The liability of a Member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the Member in respect of membership of the association as required by rule 11.

Resolution of internal disputes

12A. Disputes between Members (in their capacity as Members) of the association, and disputes between Members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

Disciplining of Members

13. (i) Where the National Committee or a State Committee is of the opinion that a Member -

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently or wilfully acted in a manner prejudicial to the interests of the association,

the National Committee or State Committee may, by resolution –

- expel the Member from the association; or
- suspend the Member from membership of the association for a specified period.

(ii) A resolution of the National Committee or State Committee under clause 13 (i) is of no effect unless the particular committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under clause 13(iii), confirms the resolution in accordance with this rule.

(iii) Where the National Committee or State Committee passes a resolution under clause 13(i), the secretary of the particular committee shall, as soon as practicable, cause a notice in writing to be served on the Member –

- (a) setting out the resolution and the grounds on which it is based;
- (b) stating that the member may address the committee passing the resolution at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
- (c) stating the date, place and time of meeting; and
- (d) informing the Member that the Member may either
 - attend and speak at that meeting; or
 - submit to the committee passing the resolution at or prior to the date of the meeting written representations relating to the resolution.

(iv) At a meeting of that committee held as referred to in clause 13(iii), the committee shall –

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to that committee by the Member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

(v) Where that committee confirms a resolution under clause 13(iv), the secretary of that committee shall, within 7 days after that confirmation, by notice in writing inform the Member of the fact and of the Member's right of appeal under rule 14.

(vi) A resolution confirmed by that committee under clause 13(iv) does not take effect –

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

- (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 14(iv).

Right of appeal of disciplined member

14. (i) A member may appeal to the association in general meeting against a resolution of a committee which is confirmed under rule 13(iv), within 7 days after notice of the resolution is served on the Member, by lodging with the National Secretary a notice to that effect.
- (ii) Upon receipt of a notice from a Member under clause 14(i), the National Secretary shall notify the National Committee which shall convene a general meeting of the association to be held within 21 days after the date on which the National Secretary received the notice.
- (iii) At a general meeting of the association convened under clause 14(ii) –
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee passing the resolution and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (iv) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part III

The committees and officers

Powers, etc. of the committees

15. The National Committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting.
- (a) shall control and manage the affairs of the association;
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of Members of the association; and
 - (c) has power to perform all such acts and do all such things as appear to the National Committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership of National Committee

16. (i) The National Committee shall consist of one representative to be nominated by each State Committee from amongst the members of that State Committee, which representatives shall:
- be voting members;

- take office at the time of the annual general meeting of the association; and
- hold office until the next annual general meeting.

(a) The National Committee may appoint members of State Committees who are not representatives on the National Committee for specific roles associated with the functions of the National Committee and such appointments must be:

- with the consent of the relevant member of the State Committee; and
- with the consent of the relevant State Committee (not to be unreasonably withheld).

(b) When appointing members of a State Committee in accordance with Clause 16 (i) (a), the National Committee shall have regard to and shall maintain where possible an even representation of State Committee members appointed across all States and Territories.

(ii) The office-bearers of the association shall be appointed by the National Committee and shall consist of –

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

The National Committee shall also appoint one of the office bearers of the association as its Chairperson.

(iii) Each member of the National Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(iv) After the period commencing with the first annual general meeting the office of the President shall not be held by the same Member for more than two (2) consecutive years.

(v) In the event of a casual vacancy occurring in the membership of the National Committee, the appropriate State Committee may appoint a Member to fill the vacancy until the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Constitution and membership of State Committees

17. (i) State Committees shall consist of -

- (a) the office-bearers of each State Committee
- (b) up to 10 other members of the State or Territory in which the committee functions

(ii) The office-bearers of each State Committee shall be appointed by the respective State Committees, shall be voting members and shall consist of:

- (a) the President;

- (b) the Vice-President
- (c) the Treasurer; and
- (d) the Secretary.

Each State Committee shall also appoint a Chairperson and a representative for the National Committee.

(iii) Each member of a State Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(iv) The office of President shall not, unless the State Committee decides otherwise, be held by the same member for more than two (2) consecutive years.

(v) In the event of a casual vacancy occurring in the membership of a State Committee, the State Committee may appoint a Member to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Election of members of State Committees

18. (i) Nominations of candidates for election as Members of a State Committee

(a) shall be made in writing, signed by 2 Members of the State or Territory in which the committee functions and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the secretary of the State Committee not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(ii) If insufficient nominations are received to fill all vacancies on a State Committee, the candidates' nominations shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(iii) If insufficient further nominations are received, any vacant positions remaining on a State Committee shall be deemed to be casual vacancies.

(iv) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be elected.

(v) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(vi) The ballot for the election of members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the State Committee may direct.

(vii) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

Secretary

19. (i) The National Secretary of the association shall:

- (a) conduct all correspondence and keep copies of the same;
- (b) oversee the register of members; and
- (c) keep such books as the National Committee may from time to time determine.

(ii) The National secretary of the association shall keep minutes of –

- (a) all appointments of office-bearers and members of the National Committee;
- (b) the names of members of the National Committee present at a committee meeting or a general meeting;
- (c) all proceedings at National Committee meetings and general meetings; and
- (d) a list of all National Committee members including their postal addresses and telephone numbers.

(iii) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

A secretary appointed as secretary to a State Committee shall perform similar duties insofar as they relate to State Committee issues.

Treasurer

20. It is the duty of the Treasurer of the association to ensure that

- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.
- (c) the annual Statement of Income and Expenditure is presented at the annual general meeting in the following year.
- (d) the public officer of the association is given a copy of the Statement of Income and Expenditure and all other relevant documents required to be lodged with the Commissioner pursuant to Section 27 of the Association Incorporation Act 1984 after the annual general meeting.

A treasurer appointed as treasurer to a State Committee shall, not less than 30 days prior to an annual general meeting of the association, provide to the Treasurer of the association details of the financial affairs of the State Committee for incorporation into the annual Statement of Income and Expenditure of the association.

Casual vacancies

21. For the purposes of these rules, a casual vacancy in the office of a member of the National Committee or a State Committee occurs if the member

- (a) dies;
- (b) ceases to be a Member;
- (c) resigns office;

- (d) is removed from office under rule 22;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) is absent without consent from all meetings of the committee of which the person is a member held during a continuous period of 6 months.

Removal of Member of State Committee

22. (i) A State Committee in a general meeting may by special resolution remove any member of its State Committee before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (ii) Where a member of a State Committee to whom a proposed resolution referred to in clause 22(i) relates makes representation in writing to the President of the State Committee (not exceeding a reasonable length) and requests that the representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

23. National Committee
- (i) The National Committee will meet at least once annually which may be by teleconference.
 - (ii) A quorum for the National Committee or their nominated proxies is at least one committee member from each State or their nominee or proxy.
24. State Committee
- (i) A State Committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
 - (ii) Additional meetings of the State Committee may be convened by the President of or by any member of the State Committee.
 - (iii) Oral or written notice of a meeting of a State Committee shall be given by the secretary of such committee to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
 - (iv) Notice of a meeting given under clause 24(iii) shall specify the general nature of the business to be transacted at the meeting and no other business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
 - (v) Any 3 members of a State Committee constitute a quorum for the transaction of the business of a meeting of a State Committee.

(vi) No business shall be transacted by a State Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(vii) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

(viii) At a meeting of a State Committee –

(a) the President of the State Committee or, in the President's absence, the Vice-President of the State Committee shall preside; or

(b) if the President and the Vice-President are both absent or unwilling to act such one of the remaining members of a State Committee as may be chosen by the Members present at the meeting shall preside.

Delegation by committee to sub-committee

25. (i) A committee from time to time resolve to form any sub-committee as it deems fit and to co-opt members to such sub-committee.

(ii) The President of a committee shall be ex officio a member of any sub-committee and shall have the right if present to preside at all meetings of such sub-committee.

(iii) The sub-committee shall exercise such functions as the committee requires and shall report its activities to the committee at each committee meeting.

(iv) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

26. (i) Questions arising at a meeting of a committee or of any sub-committee appointed by a committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(ii) Each member present at a meeting of a committee or of any sub-committee appointed by a committee (including the person presiding at the meeting) is entitled to one vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(iii) Subject to rule 24(v), a committee may act notwithstanding any vacancy on any committee.

(iv) Any act or thing done or suffered, or purporting to have been done or suffered, by a committee or by a sub-committee appointed by a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the committee or sub-committee.

PART IV

General Meetings

Annual general meetings – holding of

27. (i) The association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its Members.
- (ii) The association shall hold its first annual general meeting within the period of 18 months after its incorporation under the Act;
- (iii) Clauses (i) and (ii) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.
- (iv) A State Committee shall also convene an annual general meeting of Members resident in its State or Territory, such meeting to take place at least once in every calendar year and prior to the annual general meeting of the association.

Annual general meetings – calling of and business at

28. The annual general meeting of the association shall, subject to the Act and to rule 27 be convened on such date and at such place and time as the National Committee thinks fit, subsequent to the annual general meetings convened by the State Committees.
29. (i) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers and committee members; and
 - (d) in the case of the annual general meeting of the association, to receive and consider the statement which is required to be submitted to Members pursuant to section 26(6) of the Act.
- (ii) An annual general meeting shall be specified as such in the notice convening it.

Special general meetings – calling of

30. (i) The National Committee may, whenever it thinks fit convene a special general meeting of the association.
- A State Committee may, whenever it thinks fit, convene a special general meeting of Members resident in its State or Territory.
- (ii) The National Committee shall, on the requisition in writing of not less than 5 per cent of the total number of members of the association convene a special general meeting of the association.
- (iii) A requisition of Members for a general special meeting
- (a) shall state the purpose or purposes at the meeting;
 - (b) shall be signed by the Members making the requisition;
 - (c) shall be lodged with the National Secretary; and

- (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

Notice – association

- 31. (i) Except where the nature of business proposed to be dealt with at a general meeting requires a special resolution of the association, the National Secretary shall, at least 14 days before the date fixed for the holding of the general meeting give notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
 - (ii) Notice can be given:
 - (a) personally;
 - (b) by registered post to the member's last known place of business or residence as stated in the register of details. Notice by post is deemed to be received at the time at which the letter would be delivered in the ordinary course of post;
 - (c) by facsimile transmission or the last known facsimile number as stated in the register of details. Notice by facsimile transmission is deemed to be received when the sending machine confirms notice has been sent;
 - (d) by email to the last known email address as stated in the register of details or otherwise. Notice by email is deemed to be received when the sending machine confirms notice has been sent.
 - (iii) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the National Secretary shall, at least 21 days before the date fixed for holding of the general meeting, cause notice to be given to each Member in the manner provided in clause 31(i) specifying, in addition to the matter required under clause 31(i), the intention to propose the resolution as a special resolution.
 - (iv) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 29(i).
 - (v) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the National Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.
 - (vi) The non-receipt by any Member of such notice of meeting shall not invalidate proceedings at any such meeting.

Notice – State Committees

- 32. (i) The secretary of a State Committee shall, at least 14 days before the date fixed for the holding of a general meeting of Members resident in its State or Territory, cause notice to be given in accordance with Clause 31(ii) specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
 - (ii) The provisions of Clause 31(iv) and (v) shall apply to general meetings referred to in Clause 32(i), except that notice shall be given to the secretary of the State Committee rather than the National Secretary.

Procedure

33. (i) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (ii) Ten Members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting convened by the National Committee and five Members present in person (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting convened by a State Committee.
- (iii) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (iv) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall constitute a quorum.

Presiding Member

34. (i) The President of the association or, in the President's absence, the Vice-President of the association, shall preside as chairperson at each general meeting of the association.
- If the President and Vice-President are absent from a general meeting or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.
- (ii) The President of a State Committee, or in the President's absence, the Vice-President of a State Committee, shall preside as chairperson at each general meeting of a State Committee. If the President and the Vice-President are absent from a general meeting or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

35. (i) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (ii) Where a general meeting is adjourned for 14 days or more, each Member entitled to attend such meeting shall be given written or oral notice of the adjourned meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (iii) Except as provided in clauses (i) and (ii), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

36. (i) A question arising at a general meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association or State Committee, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (ii) At a general meeting, a poll may be demanded by the chairperson or by not less than 3 Members present in person or by proxy at the meeting.
- (iii) Where a poll is demanded at a general meeting, the poll shall be taken –
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution.

Special resolution

37. A resolution of the association is a special resolution if -
- (a) it is passed by a majority which comprises not less than three-quarters of such Members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules;
 - (b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commissioner.

Voting

38. (i) Upon any question arising at a general meeting a Member has one vote only.
- (ii) All votes shall be given personally or by proxy but no Member other than an office-bearer may hold more than 5 proxies.
- (iii) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (iv) A Member or proxy is not entitled to vote at any general meeting unless all money due and payable by the Member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

39. (i) Each Member shall be entitled to appoint another Member as proxy by notice given to the National Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (ii) The notice appointing the proxy shall be in the form laid out in Appendix 3, as amended from time to time.

Part V

Miscellaneous

Insurance

40. (i) The association shall effect and maintain insurance pursuant to section 44 of the Act.
- (ii) In addition to the insurance required under clause 40(i), the association may effect and maintain other insurance.

Funds source

41. (i) The funds of the association shall be derived from the annual subscriptions of Members, donations and, subject to any resolution passed by the association in general meeting, such other sources as any committee determines.
- (ii) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of one of the association's bank accounts.
- (iii) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (iv) The Treasurer of each State Committee shall keep a record of the financial activities of that Committee, and shall forward to the Treasurer of the association an Annual Statement of these transactions twenty eight days prior to the Annual General Meeting of the association.

Funds – management

42. (i) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the National Committee or a State Committee determines.
- (ii) A State Committee shall not, without first obtaining the approval of the National Secretary, expend or enter into ventures which may result in expenditure of funds of the association over and above funds held by it on behalf of the association.
- (iii) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 Members of a committee or employees of the association, being members or employees authorised to do so by a committee.
- (iv) The income and property of the association whencesoever derived shall be applied solely towards the promotion of the objectives of the association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the association or to any Member in return for any services actually rendered to the association, or reasonable and proper rent for premises let by any Member to the association, or making available of a grant or scholarship to Members for funding of special infant mental health initiatives proposed by Members.

(v) The association shall not be dissolved except at a general meeting of the association specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the association there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the association.

National meeting

43. At regular intervals, preferably annually, and as determined by the association, a national conference will be held. The Conference will be hosted by a State Committee underwritten by funds of the association. After all expenses have been paid, including the repayment of any seeding funds paid by the association, the remaining profits will be retained on behalf of the association by the host State Committee.

Alteration of objects and rules

44. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

Common seal

45. (i) The common seal of the association shall be kept in the custody of the public officer
- (ii) The common seal shall not be affixed to any instrument except by the authority of the National Committee and the affixing of the common seal shall be attested by the signature either of 2 members of the National Committee or of 1 member of the National Committee and of the public officer or National Secretary.

Custody of books etc.

46. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her own control all records, books and other documents relating to the association or delegate this responsibility to State Committee office bearers as appropriate.

Inspection of books, etc.

47. The records, books and other documents of the association shall be open to inspection, free of charge, by a member at any reasonable hour.

Service of notices

48. (i) For the purpose of these rules, a notice may be served by or on behalf of the association upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.
- (ii) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Disclosure of interest

49. A Member of a committee shall be liable to inform the committee in writing if-
- (a) the Member holds an office of profit in the association;
 - (b) the Member is directly or indirectly interested in any contract or proposed contract with the association.

Part VI

Additional Rules applicable to charities

Application of part

50. This Part applies where the association is required to hold an authority to fundraise under the *Charitable Fundraising Act 1991*.

Compliance with Charitable Fundraising Act, 1991

51. The association shall comply with such of the provisions of the Charitable Fundraising Act, 1991 and the regulations thereunder as are applicable to it.

Part VII

Additional Rules which will apply if the association is exempt from income tax

Application of part

52. This Part applies where the association has been granted an exemption from income tax.
53. The assets and income of the association shall be applied solely in furtherance of the objectives of the association specified in the Statement of Objects attached to these rules, as amended from time to time, and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.
54. In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any incorporated association which has similar objects to the association and which is exempt from income tax.

Appendix 1

Australian Association for Infant Mental Health Incorporated Membership Application Form – Natural person

Application is made to become a member of Australian Association for Infant Mental Health Incorporated. In the event of admission the Applicant agrees to be bound by the rules of the association for the time being in force.

Name: _____

Work address: _____

_____ Postcode _____

Phone number _____

Home address: _____

_____ Postcode _____

Phone number _____

Email address: _____

Please indicate preferred address for correspondence: Work Home

Occupation _____

I enclose \$40 for annual subscription ()

Or

I enclose \$20 and proof of full-time student status ()

Please return to:

AAIMHI, PO Box 39
Double Bay NSW 2028
Australia

Appendix 2

**Australian Association for Infant Mental Health Incorporated
Membership Application Form – Incorporated Association/Body
Corporate/Unincorporated Association**

Application is made to become a member of Australian Association for Infant Mental Health Incorporated. In the event of admission the Applicant agrees to be bound by the rules of the association for the time being in force.

Incorporated Association _____

Incorporation No. _____

Public Officer: _____

Name _____

Work address _____ Phone _____

Home address _____ Phone _____

Body Corporate _____

Name _____

ACN _____

Registered office _____

Secretary: Name _____ Phone _____

Work address _____ Phone _____

Home address _____ Phone _____

Unincorporated Association

The names and addresses and occupations of the Trustees/Committee of Management of the Association are:

_____ Phone _____

_____ Phone _____

_____ Phone _____

_____ Phone _____

Delegates

For the purposes of voting the following person is hereby appointed, namely

_____ of _____

in the State of _____ who is aged _____ years

having been born on the _____ day of _____ in the year _____

as delegate.

Dated

Applicant / Representative

I, the delegate nominated herein by my signature consent to so acting as delegate of the applicant for the purpose of the Rules of Australian Association for Infant Mental Health Incorporated.

Delegate

Appendix 3

(Rule 39(ii).)

Form of appointment of proxy

I, _____
(full name)

of _____
(address)

being a member of Australian Association for Infant Mental Health Incorporated
hereby appoint

(full name of proxy)

(address)

being a member of that association, as my proxy to vote for me on my behalf at the
annual/special general meeting of the association to be held on the _____
day of the month _____ in the year _____ and at any
adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).

*To be inserted if desired.

Signature of member appointing proxy

Date

Note: a proxy vote may not be given to a person who is not a Member of the
association.

Statement of objects

Pursuant to Section 19 of
Associations Incorporation Act 1984

The objects of the Australian Association for Infant Mental Health Incorporated are:

- (a) to improve professional and public recognition that infancy is a critical period in psycho-social development
- (b) to establish and maintain discussion and exchange of information on both national and international levels
- (c) to provide a forum for multi-disciplinary interaction and cooperation
- (d) to provide members with access to the latest research findings and observations on development in infancy
- (e) to facilitate the integration of such findings into clinical practice and community life
- (f) to work for the improvement of the mental health and development of all infants and families by provision of educational programmes and otherwise
- (g) to provide where possible reports and submissions to Governments, other Authorities, organisations and individuals on matters relating to infant and family health and welfare
- (h) such other objects as the Association shall approve by special resolution at a general meeting.