

# Constitution of SA Lived Experience Leadership & Advocacy Network Incorporated



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## 1. Name

The name of the incorporated association is the Lived Experience Leadership & Advocacy Network Incorporated, referred to herein as 'the association'.

## 2. Definitions

In this constitution:

'LELAN' means the Lived Experience Leadership & Advocacy Network Incorporated

'Person with a personal lived experience' means someone who has or has had direct experience with mental health issues, also referred to as a consumer

'Carer' means someone who supports and / or provides non-professional care for people experiencing mental health issues or emotional distress

'Board' means the Board of management of the association

'General meeting' means a general meeting of members of the association convened in accordance with these rules

'Member' means a member of the association

'The Act' means the Associations Incorporation Act 1985 'special resolution' means a special resolution defined in the Act

'Month' shall mean a calendar month.

## 3. Objects or purposes of the association

LELAN was founded in 2017 to provide a way for people with lived experience of mental health issues to have a voice and collectively influence change in South Australia. The organisation is by, for and with people with personal lived experience (consumers) and values the support of carers, allies, other people

and organisations who join us in making a difference for how mental health issues are understood and supported in our state.

[add this] Mobilising the power of lived experience throughout South Australia is LELAN's vision. Our values are;

[ add this] COURAGE – COMPASSION – INTERSECTIONALITY – LEADERSHIP – SOCIAL JUSTICE

LELAN has three areas of focus:

1. developing the capability and influence of people with lived experience
2. nurturing organisational and sector capacity for engaging with people with lived experience, and
3. impacting system improvement agendas to benefit people with lived experience

#### **4. Powers of the association**

The association shall have all the powers conferred by section 25 of the Act.

#### **5. Membership**

##### **5.1 Types**

Membership categories:

Individual Member – Any person over 16 years of age with a personal lived experience of mental health issues who supports the objects of the association and agrees to be bound by its rules

Individual Carer and Ally Member - Any person over 16 years of age who supports the objects of the association and agrees to be bound by its rules

Organisational Member – Any organisation that supports the objects of the association and agrees to be bound by its rules

Applications for membership shall be made in writing on forms provided by the association. Upon the acceptance of the application by the Board and upon payment of the first annual subscription, the applicant shall be a member of the association.

## 5.2 Subscriptions

The subscription fees for membership shall be determined each year by the Board.

The Board may waive all or part of the membership fee for any member at its discretion.

Subscription fees can be paid throughout the year and are valid for a twelve-month period from date of acceptance of membership by the Board. To maintain membership annual fees will need to be paid before the currently active twelve-month period of membership ends.

Any member whose subscription is outstanding for more than three months after the due date for Payment shall cease to be a member of the association, provided always that the Board may reinstate such a person's or organisation's membership on such terms as it thinks fit.

## 5.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.

## 5.4 Expulsion of a member

Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.

The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the Board has communicated its determination to the member.

It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the Board has been communicated to the member.

In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

## 5.5 Register of members

A register of members must be kept and contain:

The name and address of each member

The date on which each member was admitted to the association, and

If applicable, the date of and reason(s) for termination of membership

## 6. The Board

### 6.1 Powers and duties

The affairs of the association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

The Board has the management and control of the funds and other property of the association.

The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

The Board shall appoint a public officer as required by the Act.

Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with: Consumer and Business Services, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

## 6.2 Appointment

The Board shall be comprised of a chairperson, deputy-chairperson, secretary, treasurer, 2-7 general members and Chief Executive Officer in ex officio position (non-voting).

A Board member shall be a natural person.

The first Board of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first Board shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the Board, who shall be chosen by ballot, shall retire from the Board. At each subsequent annual general meeting one half of the members of the Board, being the longest serving members, shall retire.

A retiring Board member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.

Notice of all persons seeking election to the Board shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Board without nomination.

People seeking election to the Board must be an individual member or an individual carer and ally member of the association and not be a permanent employee or have accumulated six months or more of continuous contractual engagement with the association.

The Board chairperson must be a person with personal lived experience of mental health issues (consumer).



### 6.3 Proceedings of Board

The Board shall meet together for the dispatch of business at least monthly.

Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

A quorum for a meeting of the Board shall be one half of the members of the Board plus one.

A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

### 6.4 Disqualification of Board members

The office of a Board member shall become vacant if a Board member is:

Disqualified from being a Board member by the Act

Expelled as a member under these rules

Permanently incapacitated by ill health

Absent without apology from more than four meetings in a financial year

No longer the duly appointed representative of a corporate member.

## 7. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by at least one member of the Board.

## 8. General meetings

### 8.1 Annual general meetings

The Board shall call an annual general meeting in accordance with the Act and these rules.

The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.

The order of the business at the meeting shall be:

The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

The consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required)

The election of Board members

The appointment of auditors (if required - see rule 11.5)

Any other business requiring consideration by the association in general meeting.

### 8.2 Special general meeting

The Board may call a special general meeting of the association at any time.

Upon a requisition in writing of not less than 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the association, the Board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

### 8.3 Notice of general meetings

Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See rule 5.5.)

Where a notice is sent by post:

The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and

Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

## 8.4 Proceedings at general meetings

Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.

If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.

## 8.5 Voting at general meetings

Subject to these rules, every member of the association has only one vote at a meeting of the association.

Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

## 8.6 Poll at general meetings

If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## 8.7 Special and ordinary resolutions

A special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## 8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

## 9. Minutes

Proper minutes of all proceedings of general meetings of the association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Board (as relevant) at a subsequent meeting.

The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 10. Dispute resolution

The dispute resolution procedure set out in this rule applies to disputes under these Rules between

A member and another member

A member and the association.

The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provides that where the Board exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

## **11. Financial reporting**

### **11.1 Financial year**

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

### **11.2 Accounts to be kept**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### **11.3 Accounts and reports to be laid before members**

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the annual general meeting. Refer to section 35(6) of the Act.

### 11.5 Appointment of auditor

At each annual general meeting, the members shall appoint a person to be auditor of the association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.

The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

### 11.6 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association. Section 55 of the Act provides a prohibition against securing profits for members.

## 12. Winding up

The association may be wound up in the manner provided for in the Act.

### 13.1 Application of surplus assets

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation

- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation

- money received by the organisation because of such gifts and contributions.

Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

### **13. Rules**

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.

Note requirements of Section 24(6) and 24(7): Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.