



Psychs on Bikes Incorporated

Incorporation No: INC1300015

ARBN 607 088 531

Constitution

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

ACNC means The Australian Charities and Not for Profits Commission (ACNC).

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

(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, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Purpose

The Principal purpose of the Association is to promote mental health awareness, and educate the Australian community generally, with a focus on rural and regional mental health issues and, further, to seek to reduce the burden of mental illness.

The Association will educate individuals, carers, local communities and the broader community to achieve their purpose.

3. Object

The Object for which the Association is established is to help reduce the burden of mental illness and to promote healthy living:

- (1) By building a cohesive and motivated team of mental health professionals, drawn together through camaraderie, communication and learning, and
- (2) Through the education of communities and through support to local and regional health professionals, and
- (3) Educating and promoting to the wider community of mental health needs of communities, including those in rural and regional areas.

Part 2 – Income & Property

4. Distributions to Members/Not-for-profit

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set forth in clause 3 and no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

5. Payment for Services Rendered

Nothing in clause 4 prevents 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 nor for goods supplied in the ordinary and usual course of business nor prevents the payment of interest at a commercial rate on money borrowed from any Member or Director of the Association.

6. Payment to Committee

The Committee shall not be paid by way of remuneration for their services except where:

- (1) reimbursement for out-of-pocket expenses incurred in carrying out the duties of a committee member shall be paid where payment does not exceed any amount previously approved by the Committee,
- (2) payment for any service rendered to the Association by a member, in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Committee and the amount payable is approved by a resolution of the Committee and is on reasonable commercial terms, and
- (3) payment as an employee of the Association shall be made where the terms of employment have been approved by resolution of the Committee.

7. Payments to Members

Payment for any service rendered to the Association by a member, in a professional or technical capacity, or reimbursement for out-of-pocket expenses incurred in carrying out the services rendered, shall be made where the provision of that service has the prior approval of the Committee and the amount payable is approved by a resolution of the Committee and is on reasonable commercial terms.

8. Payments to other entities

Nothing in clauses 6 and 7 prevents the Association making a payment to another Company, body corporate or incorporated entity of which a Committee member of the Association is a member ('Entity').

Part 3 - Membership

9. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 10, and

- (c) is a bone fide mental health professional or other bone fide health professional and able to contribute effectively to the Purpose and Object of the Association, or is a person of experience and sound reputation and able to contribute to the administration, management or conduct of the Association in a manner that contributes to the Association achieving its Purpose and Objective.
- (2) A person is taken to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant Association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

10. Nomination for membership

- (1) A nomination of a person for membership of the Association:
 - (a) must be made by a member of the Association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (10) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

11. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or

- (d) fails to pay the annual membership fee under clause 15 (2) within 3 months after the fee is due.

12. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

13. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

14. Register of members

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

15. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:

- (a) except as provided by paragraph (b), before 1 July in each calendar year, or
- (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

16. Members' liabilities

The liability of a member of the association 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 clause 15.

17. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

18. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 19.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 19, whichever is the later.

19. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 18, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 4 – Branches

20. Branches

- (1) The committee may establish and maintain a Branch for each State, Territory or Region for the day-to-day support of the Association's work in that State, Territory or Region and for the purpose of making written recommendations to the committee in relation to matters relevant to the operation of the Association in that State, Territory or Region.
- (2) The committee shall, from time to time, determine by-laws governing the membership and operation of each Branch and notify them in writing to the Branch. The Committee may amend and repeal such by-laws at the absolute discretion of the committee.
- (3) Each Branch must be constituted, operate, meet and adjourn in accordance with the by-laws.
- (4) Subject to this clause, the allocation of responsibility between the committee and each Branch is determined by the committee.
- (5) If there is any dispute between the committee and a Branch, the committee's decision prevails.

Part 5 - The committee

21. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and

- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution 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 committee to be necessary or desirable for the proper management of the affairs of the association.

22. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 22.
- (2) The total number of committee members is to be a maximum of 10.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

23. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

24. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

25. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that 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.

26. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 26, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

27. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member 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.

- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations 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.

28. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

29. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

30. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the 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.
- (3) Subject to clause 27 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 6- General meetings

31. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

32. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 30, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (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 from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,

- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

33. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

34. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 31 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

35. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same 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.
- (4) 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 at least 3) are to constitute a quorum.

36. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

37. Adjournment

- (1) 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), 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.

38. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot — a written ballot.
- (2) If the question is to be determined by a show of hands, 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, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

39. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

40. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

41. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

42. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 19).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 7 - Miscellaneous

43. Insurance

The association may effect and maintain insurance.

44. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

45. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

46. Financial Records

In accordance with the ACNC Act financial records must:

- (a) Correctly record and explain how money is spent and received and other assets (transactions) properly recorded.

- (b) Correctly record and explain the financial position and performance, and
- (c) Allow for true and fair financial statements to be prepared and audited or reviewed if required.

47. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

48. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

49. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

50. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission, or
 - (d) by sending it by Email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date, and
 - (d) in the case of a notice sent by Email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

51. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

52. Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

53. Limit of Contribution by members in winding up

Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he or she ceases to be a member, and for the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.00

54. Excess Property on Winding Up

- (1) If upon the winding-up or dissolution of the Association (or the winding up of Psychs on Bikes Gift Fund) there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and that is or are listed on the Register, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under virtue of clause 8 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by court application for determination.
- (2) The institution referred to in clause 54 (1) shall be confined to institutions approved by the Commissioner of Taxation ("Commissioner") as qualifying for:
- (3) income tax exemption status pursuant to Division 50 (in the circumstance that the Association is granted that status); and
- (4) tax deductibility status pursuant to Sub-Division 30B of the ITAA 1997.

55. Release and Indemnity by Members

- (1) Each member of the Association releases, indemnifies and forever discharges the Association and its present and former officers, employees or agents from and against all claims, demands, actions, suits and causes of action of every description which relate in any way to an activity conducted by or for the Association whether arising for negligence or in contract or in common law, in equity, under statute or otherwise. The Association holds the benefit of this clause in trust for each present and former officer, employee or agent.

Part 7 - Establishment and Operation of Gift Fund

56. Maintaining Gift Fund

The Association must maintain for the Principal Purpose of the Association, a public gift fund to be named Psychs on Bikes Gift Fund ("**Gift Fund**"):

- (1) to which gifts of money or property for the Associations mental health purpose and objects are to be made;
- (2) to which any money received by the Association because of those gifts is to be credited including interest on monetary gifts, income derived from donated property and money from the realisation of such property;
- (3) that does not receive any other money or property;
- (4) that complies with Sub-Division 30-E of the ITAA 1997;
- (5) that is to be governed by the Constitution; and
- (6) that is operated on a not-for-profit basis.

57. Objects of Gift Fund

The objective of the Gift Fund is to support the Associations mental health purposes and objects.

58. Public invited to Make Gifts

Members of the public are to be invited to make gifts of money or property to the Fund for the mental health purposes of the Association.

59. Limits on use of Gift Fund

- (1) The Association must use the following only for the Principal Purpose of the Association:
 - (a) gifts made to the Gift Fund;
 - (b) any money received because of those gifts.
- (2) Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and not be influenced by the preference of the donor.

60. Winding up

- (1) At the first occurrence of:
 - (a) the winding up of the Gift Fund; or
 - (b) the Association ceasing to be listed on the Register;

any surplus assets of the Gift Fund must be transferred to one or more institutions having objects similar to the objects of the Association and that is or are listed on the Register, such institution or institutions to be determined by the Association at or before the time of dissolution, and in default thereof by Court application for determination.
- (2) The institutions referred to in clause 57.1 shall be confined to institutions, approved by the Commissioner as qualifying for:
 - (a) income tax exemption status pursuant to Division 50 (in the circumstance that the Association is granted that status); and
 - (b) tax deductibility status pursuant to Sub-Division 30-B of the ITAA 1997.

61. Bank Account

The Association must maintain a bank account for the Gift Fund.

62. Receipts

Receipts issued for the gifts to the Gift Fund must state:

- (1) the name of the Gift Fund;

- (2) the Australian Business Number applicable to the Association; and
- (3) the fact that the receipt is for a gift.

63. Requirements of the Gift Fund

The Association must inform the ACNC as soon as possible if:

- (1) it changes its name or the name of its Gift Fund; or
- (2) there is any change to the membership of the Management Committee of the Gift Fund; or
- (3) there has been any departure from the model rules for public funds located in the Guidelines to the Register.

64. Committee of Management

A Committee of Management of no fewer than (7) persons will administer the Fund.

- (1) the Committee will be appointed by the Association;
- (2) a majority of the members of the Committee must be Responsible Persons.

65. Statistical Information

- (1) Statistical information requested by the ACNC on donations to the Gift Fund must be provided by the Association within 4 months of the end of the financial year.
- (2) Financial statement for the Association and the Gift Fund must be audited or reviewed in accordance with the ACNC Act, at the time of the preparation of the annual statistical return.

Part 8 – Tax Exemption and Deductibility

66. Tax Exemption and Deductibility Compliance

- (1) If the Association has been notified by the Australian Taxation Office that gifts and contributions to it will be an allowable deduction;
- (2) the Association must promptly notify the Australian Taxation Office of all amendments to the Constitution;
- (3) in the event of receiving notification that the deductible recipient gift endorsement has been revoked, surplus gifts and contributions received shall be transferred to a Fund:
 - (a) With similar objectives as the Association and is listed on the Register as maintained by the Department; and
 - (b) To which gifts and contributions are tax deductible pursuant to Sub-Division 30-B of the ITAA 1997.

PSYCHS ON BIKES INCORPORATED CONSTITUTION

We, the persons whose names and addresses are listed below as members of the Association, agree to be bound by the terms of this constitution.


Names addresses and descriptions of persons who have consented to be members:

Joseph Dunn
34 Long Avenue, North Ryde NSW 2113

Stephen Davies
701/102 Alfred Street, Milsons Point NSW 2061

Dated the 24th day of January, 2016

SIGNATURES



Joseph Dunn



WITNESS TO SIGNATURE



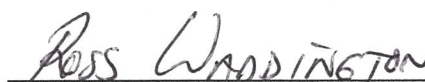
Name of witness



Stephen Davies



WITNESS TO SIGNATURE



Name of witness

Appendix 1 Application for Membership of Association

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Psychs on Bikes Incorporated (incorporated under the *Associations Incorporation Act 2009*) (Clause 10 (1)).

I,
[full name of applicant]

of
[address line 1]

.....
[address line 2]

.....
[occupation]

Email.....

Telephone.....

hereby apply to become a member of Psychs on Bikes Inc (the Association. In the event of my admission as a member, I agree to be bound by the Constitution of the Association for the time being in force.

I further note and agree that each member of the Association releases, indemnifies and forever discharges the Association and its present, future or former directors, officers, employees or agents from and against all claims, demands, actions, suits and causes of action of every description which relate in any way to an activity conducted by or for the Association whether arising for negligence or in contract or in common law, in equity, under statute or otherwise. The Association may plead this clause as an absolute bar to any claim made by a member or anyone claiming through a member. The Association holds the benefit of this clause in trust for each present and former director, officer, employee or agent.

..... Date.....
Signature of applicant

I,
[full name]

a member of the association, nominate the applicant for membership of the association.

..... Date.....
Signature of proposer

I,
[full name]

a member of the association, nominate the applicant for membership of the association.

..... Date.....
Signature of seconder