RULES

1. The name of the incorporated association shall be MENS WELLBEING INC. (in these rules called "the association")

OBJECTS

2. The principal purpose of the association is to promote the prevention and control of diseases in men and to positively influence the social determinants of men's emotional and physical wellbeing. In furtherance of that purpose, the objects of the association are:

1) Through the programs and resources of the association, provide practical pathways and education that support men in taking personal responsibility for the early intervention and prevention of all forms of disease and mental illness, and promote their general wellbeing;
2) Promote awareness of and research into the social determinants of health and their impact on the health of men.
3) Coordinate and collaborate with other organisations and individuals on activities that directly further the principal purpose of the association.
4) Establish and contribute to the maintenance of regional networks that will support the furtherance of the principal purpose of the association.
5) To develop and run educational and experiential programs for men that further the principal purpose of the association, and specifically address the following key areas of need in men's health and wellbeing:
    - the impact of life-style on health
    - establishing and maintaining healthy relationships and respectful relating
    - maintaining positive mental health with respect to sexuality and gender equity issues
    - education in cultural diversity among men to develop and support healthy community attitudes
    - men's challenges with respect to violence and anger management
    - healthy fathering and improved family life
    - recovery from sexual abuse
    - mentoring programs in support of healthy personal mental health and development
    - support for youth mental development and health
    - suicide prevention and awareness education
    - a sense of personal purpose and meaning and contribution to the wellbeing of men as a whole
    - maintaining positive mental health in the transition through ageing to eldership

- issues of healthy leadership, initiative, responsibility, assertiveness and participation in society.

6) To provide appropriate training and support for leaders of men's personal development and life skills groups and other community leaders working in the furtherance of the principal purpose of the association.

7) To advocate for appropriate men's health services in consultation with relevant service providers and agencies.

8) To build a supportive community for men in ways that support the furtherance of the principal purpose of the association.

9) To aid in the relief of sickness, suffering, distress, misfortune or helplessness amongst men and their families.

Members of the Association support the principal purpose and objectives and agree to be bound by the Rules of the Association as set out in the Constitution. The objectives and/or Rules of the Association may be amended by the members through Special Resolution at a General Meeting.

POWERS

3. (1) The association has, in the exercise of its affairs, all the powers of an individual.

(2) The association may, for example -

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The association may take over the funds and other assets and liabilities of the present unincorporated association known as the 'Mens Health and Wellbeing Association (Queensland)'.

(4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

CLASSES OF MEMBERSHIP

4.

(1) The membership of the association shall consist of ordinary members **and life members**.

(2) The number of ordinary members shall be unlimited.

5.

(1) Every person who at the date of incorporation of the association was a member of the unincorporated association and who on or before a date fixed by the management committee for the purpose agrees in writing to become a member of the association shall be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.

(2) Every member of the association who previously to agreeing to become a member of the association has paid the member's subscription on or before the date fixed by the management committee for the purpose, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the association for the period before the date fixed by the management committee as the date the next annual subscription becomes due.

(3) Every applicant for any class of membership of the association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by 1 member of the association and seconded by another member.

(4) The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the management committee from time to time prescribes.

MEMBERSHIP FEES

6.

(1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.

(2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

(3) A financial member at any material time is a member who is not then indebted to the organisation in respect of annual subscription or levy or other payment whatsoever.

(4) Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any general meeting of the organisation.

ADMISSION AND REJECTION OF MEMBERS

7.

(1) At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.

(2) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

(3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

8.

(1) A member may resign from the association at any time by giving notice in writing to the secretary.

(2) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

(3) If a member -

(a) is convicted of an indictable offence; or

(b) fails to comply with any of the provisions of these rules; or

(c) has membership fees in arrears for a period of 2 months or more; or

(d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association,

the management committee shall consider whether the member's membership shall be terminated.

(4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9.

(1) A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.

(3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

(4) The appeal shall be determined by the vote of the members present at such meeting.

(5) Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

10.

(1) The management committee shall cause a register to be kept in which shall be entered the names and residential addresses of all person admitted to membership of the association and the dates of their admission,

(2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.

The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

SECRETARY

11.

(1) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must appoint or elect a secretary for the association within 1 month after incorporation.

(2) If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 1 month after the vacancy happens.

(3) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is –

(a) a member of the association elected by the association as secretary; or

(b) a member of the association's management committee appointed by the committee as secretary; or

(c) appointed by the management committee as secretary (whether or not the individual is a member of the association).

(4) The management committee may appoint and remove the secretary at any time.

MEMBERSHIP OF MANAGEMENT COMMITTEE

12.

(1) The management committee of the association shall consist of a president, vice-president, treasurer, all of whom shall be members of the association, and **no more than 7 other members** as the members of the association at any general meeting may from time to time elect or appoint.

(2) At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

(3) The election of officers and other members of the management committee shall take place in the following manner -

(a) any 2 members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee;

(b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;

(c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;

(d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

13.

(1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.

(2) The question of removal shall be determined by the vote of the members present at such a general meeting.

(3) There is no right of appeal against a member's removal from office under this section.

VACANCIES ON MANAGEMENT COMMITTEE

14.

(1) The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.

(2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

15.

(1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management committee—

(a) shall have the general control and management of the administration of the affairs, property and funds of the association; and

(b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.

(2) The management committee may exercise all the powers of the association—

(a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;

(b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide "and pay off any such securities; and

(c) to invest in such manner as the members of the association may from time to time determine.

(3) For sub-section (2) (b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by-

(a) the financial institution for the association; or

(b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

MEETINGS OF MANAGEMENT COMMITTEE

16.

(1) The management committee shall meet at least once every 4 calendar months to exercise its functions.

(2) The management committee must decide how a meeting is to be called.

(3) Notice of a meeting is to be given in the way decided by the management committee.

(4) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

(5) At every meeting of the management committee a simple majority of a number equal to the number of members elected and/or appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum.

(6) Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.

(7) However, questions arising at any meeting of the management committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

(8) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.

(9) Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.

(10) Such notice shall clearly state the nature of the business to be discussed thereat.

(11) The president shall preside as chairperson at every meeting of the management committee, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.

(12) If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting,

if convened upon the requisition of members of the management committee, shall lapse.

(13) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

17.

(1) The management committee may delegate any of its powers to a subcommittee consisting of such members of the association as the management committee thinks fit.

(2) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it thinks proper.

(6) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

18. All acts done by any meeting of the management committee or of a subcommittee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were

disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

19.

(1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.

(2) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the management committee.

FIRST GENERAL MEETING

20.

(1) The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.

(2) The management committee must decide where the meeting is to be held.

(3) The business to be transacted at the first general meeting must include the appointment of an auditor.

FIRST ANNUAL GENERAL MEETING

21. The first annual general meeting must be held within 18 months after the day the association is incorporated.

SUBSEQUENT ANNUAL GENERAL MEETINGS

22. Each subsequent annual general meeting must be held -

(a) at least once each year; and

(b) within **maximum of 6** months after the end of the association's previous financial year.

BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

23. The following business must be transacted at every annual general meeting -

(a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;

(b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;

(c) the presenting of the audited statement to the meeting for adoption;

(d) the election of members of the management committee;

(e) the appointment of an auditor.

SPECIAL GENERAL MEETING

24. (1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of;-

(a) being directed to do so by the management committee; or

(b) being given a requisition in writing signed by not less than one-third of the members presently on the management committee or not less than the number of ordinary members of the association which equals double the number of members presently on the management committee plus one;

(c) being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.

(2) A requisition mentioned in subsection (1) (b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

QUORUM AT GENERAL MEETING

25.

(1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus 1.

(2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(3) For the purposes of this rule - "member" includes a person attending as a proxy or as representing a corporation which is a member.

(4) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the association, shall lapse.

(5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

(6) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

NOTICE OF GENERAL MEETING

26.

(1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.

(2) The manner by which such notice shall be given shall be determined by the management committee.

(3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the management committee, shall be given in writing.

(4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

PROCEDURE AT GENERAL MEETING

27.

(1) Unless otherwise provided by these rules, at every general meeting -

(a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or, if the vice-president is not present or is unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting; and

(b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and

(c) every question, matter or resolution shall be decided by a majority of votes of the members present; and

(d) every financial member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote, provided that no member shall be entitled to vote at any general meeting if the member's annual subscription is in arrears at the date of the meeting; and

(e) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, In which event there shall be a secret ballot; and

(f) The chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and

(g) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have 1 vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote; and

(h) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and

i) a proxy may but need not be a member of the association; and

(j) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

(k) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit –

ASSOCIATION:

I, of , being a member of the abovementioned association, hereby appoint of , or failing the member, of

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of , 19 , and at any adjournment thereof.

Signed this day of ,19 .

Signature.

This form is to be used *in favour of the resolution.

*against

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

(l)the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

(m) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

(2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.

(3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

(4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

BY-LAWS

28. The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

29.

(1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

(2) However an amendment, rescission or addition is valid only if it is registered by the chief executive and the Minister responsible for the administration of the *Collections Act 1966*.

COMMON SEAL

30.

(1) The management committee shall provide for a common seal and for its safe custody.

(2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the-purpose.

FUNDS AND ACCOUNTS

31.

(1) The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.

(2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.

(3) All moneys shall be deposited as soon as practicable after receipt thereof.

(4) All amounts of $100 or over shall be drawn in such a way as requires the authorisation of any 2 of the President, Treasurer or other member authorised from time to time by the Management Committee.

(5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

(6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.

(7) All expenditure shall be approved or ratified at a management committee meeting.

(8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of -

(a) the income and expenditure for the financial year just ended; and

(b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.

(9) If the association is incorporated within 3 months of the end of the association's financial year, subsection (8) does not apply for the financial year the association is incorporated.

(10) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.

(11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

DOCUMENTS

32. The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

FINANCIAL YEAR

33. The financial year of the association shall close on 30 June in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

34.

(1) If the association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 (Qld) or any other applicable Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institutions:

a) with charitable purpose(s) similar to, or inclusive of the purposes in rule 2

b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the association,

c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth), and

(2) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the association may apply to the Supreme Court to make this decision.

(3) If the association's deductible gift recipient endorsement is revoked (whether or not the association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of rule 34(1), (a), (b) and (c), as decided by the committee.

(4) For the purpose of this rule:

(a)'gift funds' means:

(i) gifts of money or property for the principal purpose of the association

(ii) contributions made in relation to a fund-raising event held for the principal purpose of the association; and

(iii) money received by the association because of such gifts and contributions.

(b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).