
Maternal Health Matters Inc.

Australia

CONSTITUTION

Adopted September 2008 under – Safe Motherhood Alliance – Revised July 2010 as Safe Motherhood for All – Amended 28 March 2011 - Revised December 2020 as Maternal Health Matters Inc.

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Safe Motherhood for All - Australia

CONSTITUTION

PART I - PRELIMINARY

1 Interpretation and objects

1.1 Interpretation

(a) In this Constitution, unless a contrary intention appears:

"**the Act**" means the Australian Capital Territory *Associations Incorporation Act 1991*;

"**MHM**" shall mean Maternal Health Matters Inc.

(a) In this Constitution:

(ii) a reference to a function includes a reference to a power, authority and duty; and

(iii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(b) The provisions of the *Interpretation Act 1967* 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;

"**Board of Directors**" means the Committee formed from the membership of MHM; which oversees the management of MHM and its affairs;

"**woman**" shall mean any woman of childbearing age;

"**financial year**" means the year ending on 30 June;

"**Governance Policies**" means the policies developed by the Board of Directors for the management of MHM and its affairs;

"**Member**" means a member, however described, of the White Ribbon Alliance;

"**Ordinary Committee Member**" means a member of the Board of Directors who is not an office-bearer of MHM;

"**The Regulations**" means the Australian Capital Territory *Associations Incorporation Regulations*; and

"**Representative**" shall mean any member appointed by MHM to represent it at meeting(s).

1.2 Objects

MHM strives to create a world where maternity care - pregnancy, childbirth and transitioning to mothering is safe for all women. To this end MHMs objects are to:

- (a) uphold girl's and woman's basic human right to achieve optimal health in her life course in particular, preparation for and throughout pregnancy, childbirth, the first year after birth for themselves and their newborns;
- (b) empower women to demand respectful, quality safe maternity, perinatal and postnatal services;
- (c) ensure girls & women and newborns have access to essential and safe reproductive and maternity services and information;
- (d) ensure that maternal health is inherently a public health strategy by influencing policy development and decision making at international, national, and local levels for the benefit of women and their families;
- (e) influence governments to set policies and implement maternal health programs in collaboration with women, their communities and other stakeholders;
- (f) promote active involvement of women and men to be knowledgeable and make decisions together that promote maternal health within their own families and their communities;
- (g) encourage the utilisation of community development strategies to address the effects of poverty, armed conflict, family violence, violence against girls, women and children, and gender inequalities on maternal health.

PART II - MEMBERSHIP

2 Membership qualifications

The members of MHM are such persons and organisations that MHM admits to membership in accordance with this Constitution.

2.1 Subject to rule 3 the categories of membership shall be:

- (a) Full Member; and
- (b) Corporate Member.

2.2 A person is qualified to be a member if the person has been approved for membership of MHM by MHM.

2.3 An organisation is qualified to be a Corporate Member if it supports the Objects of MHM, and MHM decides to grant Corporate Membership.

3 Nomination for membership

- 3.1 Any person or organisation who falls within the categories of membership set out in rule 2 may apply to be a member of MHM:
- 3.1.1 **Full membership** shall be open to any person, voting rights and eligibility to be a member of the Board of Directors of MHM; and
 - 3.1.2 **Corporate Membership** shall be open to interested organisations whose philosophies and objectives are congruent with those of MHM. Corporate Members shall receive member services as determined by the Board of Directors but shall not have voting rights or be eligible to be a member of the Board of Directors of MHM.
- 3.2 The Board of Directors shall have the option of granting special recognition upon members or non-members of MHM in accordance with MHM governance policies under the following:
- 3.2.1 **Life Membership of MHM** shall be granted to MHM members who in the opinion of the Board of Directors has rendered distinguished and valuable service to women and who have been recommended by at least two members of MHM.
- 3.3 For the honour listed in subrule 3.2, the honour is conferred for the lifetime of the individual and can only be revoked by the Board of Directors of MHM.
- 3.4 An **application for membership** must be:
- 3.3.1 in writing in a form approved by MHM;
 - 3.3.2 signed by the applicant;
 - 3.3.3 lodged with MHM; and
 - 3.3.4 accompanied by a donation, as so determined in accordance with the rules of MHM.
- 3.5 MHM will enter the names and details of the applicant in their Register of Members where upon the applicant **becomes a member** of MHM.
- 3.6 A member will **remain a member** of MHM provided:
- 3.6.2 the member remains a financial member, when required to be, of MHM in accordance with the rules of MHM; or
 - 3.6.3 otherwise maintains membership in accordance with this Constitution.

4 Membership entitlements not transferable

- 4.1 A right, privilege or obligation which a person has by reason of being a member:
 - 4.1.1 is not capable of being transferred or transmitted to another person; and
 - 4.1.2 terminates upon cessation of the person's membership.

5 Cessation of membership

- 5.1 A person ceases to be a member if the person:
 - 5.1.1 dies;
 - 5.1.2 resigns from membership of MHM; and
 - 5.1.3 fails to renew membership of MHM.

6 Resignation of membership

- 6.1 A member may resign from membership of MHM by giving written notice to MHM.
- 6.2 The resignation of a member is deemed to take effect from the date of receipt of the notice of resignation, or such later date as is provided on the notice.
- 6.3 Where a person ceases to be a member, MHM shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

7 Fees and register of members

- 7.1 MHM shall maintain a **register of its members**.
- 7.2 The following shall be entered in the Register in respect of each member:
 - 7.2.1 the full name of the member;
 - 7.2.2 the address and e-mail address, if any, of the member;
 - 7.2.3 the date of admission to and cessation of membership;
 - 7.2.4 the category of membership; and
 - 7.2.5 such other information as MHM may require.
- 7.3 Each member shall notify MHM in writing of any changes in name, address or e-mail address within one month after the change.

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- 7.4 **Access to MHM Register** of all Members shall be at the discretion of the Board of Directors according to the *Privacy Act* and only for the purposes for which it was collected.
- 7.5 The **annual membership fee** for individual members is an amount determined by the Board from time to time. The annual membership fee for corporate members is an amount that may be determined from time to time by the Board of Directors of MHM and may vary between Corporate Members.
- 7.6 A member must **renew membership** of MHM annually, by paying the annual membership fee as determined by the Board and which falls due on 1 July, or as otherwise determined by the Board of Directors for individual members and Corporate Members.

8 Members' liabilities

- 8.1 The liability of a member to contribute towards the payment of debts and liabilities of MHM or the costs, charges and expenses of the winding up of MHM is limited to the amount, if any, unpaid by the member in respect of membership of MHM as required by rule 7.

9 Disciplining of members

- 9.1 Following a report from a complainant and where the Board of Directors is of the opinion that a member:
- 9.1.1 has persistently refused or neglected to comply with a provision of this Constitution: or
 - 9.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of MHM.
- 9.2 The Board of Directors may, by resolution:
- 9.2.1 expel the member from MHM; or
 - 9.2.2 suspend the member from such rights and privileges of membership of MHM as the Board of Directors may determine for a specified period.
- 9.3 A resolution of the Board of Directors under sub rule 9.1 is of no effect unless the Board of Directors, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under subrule 9.3, confirms the resolution in accordance with this rule.
- 9.4 Where the Board of Directors passes a resolution under subrule 9.1, MHM shall, as soon as practicable, cause a notice in writing to be served on the member:
- 9.4.1 setting out the resolution of the Board of Directors and the grounds on which it is based;

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- 9.4.2 stating that the member may address the Board of Directors at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - 9.4.3 stating the date, place and time of that meeting; and
 - 9.4.4 informing the member that the member may do either or both of the following:
 - 9.4.4.1 attend and speak at that meeting;
 - 9.4.4.2 submit to the Board of Directors at or prior to the date of that meeting written representations relating to the resolution.
 - 9.5 Subject to section 50 of the Act, at a meeting of the Board of Directors mentioned in sub rule 9.1, the management committee must:
 - 9.5.1 give to the member mentioned in subrule 9.1 an opportunity to make oral representations;
 - 9.5.2 give due consideration to any written representations submitted to the Board of Directors by that member at or prior to the meeting; and
 - 9.5.3 by resolution determine whether to confirm or to revoke the resolution of the Board of Directors made under sub rule 9.1.
 - 9.6 Where the Board of Directors confirms a resolution under subrule 9.1, MHM must, within seven (7) days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
 - 9.7 A resolution confirmed by the Board of Directors under sub rule 9.3 does not take effect:
 - 9.7.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - 9.7.2 where within that period the member exercises the right of appeal, unless and until MHM confirms the resolution in accordance with subrule 10.4.

10 Right of appeal of disciplined member

- 10.1 A member may appeal to MHM in general meeting against a resolution of the Board of Directors which is confirmed under subrule 9.3, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

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- 10.2 Upon receipt of a notice under sub rule 9.1, MHM must notify the Board of Directors, which shall convene a general meeting of MHM to be held within twenty-one (21) days after the date on which MHM received the notice or as soon as possible after that date.
- 10.3 Subject to section 50 of the Act, at a general meeting of MHM convened under rule 21:
- 10.3.1 no business other than the question of the appeal is to be transacted;
 - 10.3.2 the Board of Directors and the member are to be given opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - 10.3.3 the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9.1 should be confirmed or revoked.
- 10.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9.1, that resolution is confirmed.

PART III - THE BOARD OF DIRECTORS

11 Powers of the Board of Directors

- 11.1 The Board of Directors, subject to the Act, the Regulations, this Constitution, any resolution passed by MHM in general meeting, and the objectives of MHM:
- 11.1.1 controls and manages the affairs of MHM;
 - 11.1.2 may exercise all such functions as may be exercised by MHM other than those functions that are required by this Constitution to be exercised by MHM in general meeting;
 - 11.1.3 has the power to perform all such acts and do all such things as appear to the Board of Directors to be necessary or desirable for the proper management of the affairs of MHM;
 - 11.1.4 has the authority to make, repeal or alter from time to time governance policies as to the management of MHM and its affairs; and
 - 11.1.5 has the responsibility to practice within good governance and therefore remain accountable to the membership.

12 Constitution and membership

- 12.1 The **Board of Directors** shall consist of seven (7) elected members from MHM.
- 12.2 The **office-bearers** of MHM shall be drawn from the Board of Directors and are:
- 12.2.1 the President;
 - 12.2.2 the Vice-President;
 - 12.2.3 Secretary; and
 - 12.2.4 the Treasurer;
- 12.3 A Director must be a full member of MHM and may not be an employee of or have any contractual relationship with MHM.
- 12.4 Subject to this Constitution each member of the Board of Directors **holds office** for two (2) years from the Annual general Meeting, following the date of the members election.
- 12.5 Each member of the Board is eligible for **re election** for a further term or terms of two years each, but not exceeding six consecutive years in total.
- 12.6 Each Director may nominate a proxy to attend Board meetings on their behalf if the Director is unable to attend.

13 Election of members of the Board of Directors

- 13.1 The terms of members of the Board of Directors shall be staggered so that only half of the Board of Directors shall be elected each year. The details of the election process under this rule shall be described in a MHM governance policy.
- 13.2 Nomination of candidates for election as a member of MHM Board of Directors shall be:
- 13.2.1 made in writing, signed by two members of MHM, and accompanied by the written consent of the candidate; and
 - 13.2.2 delivered to MHM prior to the annual general meeting at which the election is to take place.
- 13.3 At the MHM Annual General Meeting, the members shall **elect the Directors, President and other office bearers**. The ballot is to be completed in accordance with the governance policy.
- 13.4 If only one nomination is received for each position, the candidate nominated shall be deemed elected.

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- 13.5 If more than one nomination is received for a position a ballot shall be held in accordance with MHM governance policy on election of directors.
- 13.6 Notification of the election of Director to the MHM Board of Directors by members of MHM must be made public by MHM using whatever means are practicable.
- 13.7 A Director is not eligible to simultaneously hold more than one office.
- 13.8 Each Director holds office from the annual general meeting, at which their term commenced until the election held at the annual general meeting held at the completion of their two year term.
- 13.9 Should a **temporary vacancy** occur in the Board of Directors it shall be replaced by another member of MHM.
- 13.10 In the event of a **temporary office bearer vacancy**, the Board of Directors may appoint one of its members to fill the vacancy and the appointee shall hold office until the expiration of the term of office the appointee is replacing.
- 13.11 In the event that the office of President becomes vacant under subrule 15.1 or the President becomes incapacitated or otherwise unable to fulfil their duties, the president's position is deemed to be vacant and the Vice- president is to be appointed President until the next Annual General Meeting and a casual vacancy shall arise in the position of Vice-President which is to be filled under sub rule 13.9.

14 Duties of office-bearers

- 14.1 The duties of office-bearers of MHM are to be determined from time to time by resolution of the Board of Directors and recorded in MHM governance policies.

15 Vacancies

- 15.1 For the purposes of this Constitution, a vacancy in the office of a member of the Board of Directors occurs if the member:
- 15.1.1 dies;
 - 15.1.2 ceases to be a member of the Branch;
 - 15.1.3 resigns from office;
 - 15.1.4 becomes an insolvent under administration within the meaning of the Corporations Law;
 - 15.1.5 becomes of unsound mind or incapable of managing his or her affairs; or
 - 15.1.6 is disqualified from office under subsection 63(1) of the Act.

16 Board of Directors meetings and quorum

- 16.1 The Board of Directors is to meet by person or by teleconference at least **three times** in each calendar year at such place and time as the Board of Directors determines.
- 16.2 Additional meetings of the Board of Directors may be convened by a number of members equalling a quorum under sub rule 16.5.
- 16.3 Oral or written **notice of a meeting** of the Board of Directors is to be given by MHM to each member of the Board of Directors at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Board of Directors) before the time appointed for the holding of the meeting.
- 16.4 Notice of a meeting given under subrule 16.3 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 majority of the Directors present at the meeting agree to treat as business which should be discussed.
- 16.5 Any four (4) members of the Board of Directors constitute a **quorum** for the transaction of the business of a meeting of the Board of Directors.
- 16.6 All the provisions of this Constitution related to the Board of Directors, or other MHM Committee meetings, apply to a telecommunications meeting.
- 16.7 No business is to be transacted by the Board of Directors unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same day in the following week at the same time and place unless otherwise specified at the time of the adjournment.
- 16.8 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- 16.9 At meetings of the Board of Directors:
- 16.9.1 the President or in the absence of the President, the Vice-President is to preside; or
- 16.9.2 if the President and the Vice-President are absent, (one)1 of the remaining members of the Board of Directors may be chosen by the members present to preside.
- 16.10 Any members of the Board of Directors who have a **material interest** in any contract or arrangement made, or proposed to be made with MHM must disclose their interest at the meeting of the Board of Directors at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting after the acquisition of their interest. No member of the Board of Directors may vote in respect of any such contract or arrangement. All declarations of interest under this subrule 16.10 are to be recorded in the minutes of the Board of Directors meeting.

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- 16.11 Where a paid secretary or other administrative officer or an employee of MHM is present at a Board of Directors meetings they may speak but have no right to vote.
- 16.12 The Board of Directors will strive to achieve decision making by consensus. Whenever this is not possible a majority vote will decide. In the event of a tied vote the Chairperson shall have the casting vote.

17 Delegation by Board of Directors to Committees

- 17.1 The Board of Directors may, by instrument in a MHM governance policy, **delegate** to one (1) or more Committees (consisting of such member or members of the Branch as the Board of Directors thinks fit) the exercise of such of the functions of the Board of Directors as are specified in the instrument, other than:
- 17.1.1 this power of delegation; and
 - 17.1.2 a function which is a function imposed on the Board of Directors by the Act, by any other law of the Territory, or by resolution of MHM in general meeting.
- 17.2 A function, the exercise of which has been delegated to a Committee under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- 17.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in MHM governance policy.
- 17.4 Notwithstanding any delegation under this rule, the Board of Directors may continue to exercise any function delegated.
- 17.5 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board of Directors.
- 17.6 The Board of Directors may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 17.7 A Committee may meet and adjourn as it thinks proper.
- 17.8 Any person who is co-opted to undertake Committee work of MHM are entitled to speak and vote at those Committee meetings.

18 Voting and decisions

- 18.1 Questions arising at the meeting of the Board of Directors or of any Committee appointed by the Board of Directors are to be determined by a majority of the votes of members of the Board of Directors or Committee present at the meeting.

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- 18.2 Each member present at a meeting of the Board of Directors or of any Committee appointed by the Board of Directors is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 18.3 Subject to rule 16 (5) the Board of Directors may act notwithstanding any vacancy on the Board.
- 18.4 Any act or thing suffered, or purported to have been done or suffered, by the Board of Directors or by the Committee appointed by the Board of Directors, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Directors or Committee.

PART IV - GENERAL MEETINGS

19 Annual general meetings - holding of

- 19.1 MHM must, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of MHM, convene an Annual General Meeting of its members.
- 19.2 Subrule 19.1 has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

20 Annual general meetings - calling of and business at

- 20.1 Subject to the Act, the Annual General Meeting of MHM shall be convened on such date and at such place and time as the Board of Directors thinks fit.
- 20.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
- 20.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - 20.2.2 to receive from the Board of Directors reports on the activities of MHM during the last preceding financial year;
 - 20.2.3 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73.1 of the Act; and
 - 20.2.4 to appoint an auditor.
- 20.3 An annual general meeting must be specified as such in the notice convening it in accordance with rule 22.
- 20.4 An annual general meeting must be conducted in accordance with the provisions of this Part.

21 General meetings - calling of

- 21.1 The Board of Directors may, whenever it thinks fit, convene a general meeting of the Branch.
- 21.2 The Board of Directors must, on the requisition in writing of not less twenty five percent (25%) of the total number of members entitled to vote, convene a general meeting of MHM.
- 21.3 A requisition of members for a general meeting:
 - 21.3.1 must state the purpose or purposes of the meeting;
 - 21.3.2 must be signed by the members making the requisition;
 - 21.3.3 must be lodged with MHM; and
 - 21.3.4 may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- 21.4 If the Board of Directors fails to convene a general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with MHM, any one (1) or more of the members who made the requisition may convene a meeting to be held not more than three (3) months after that date.
- 21.5 A general meeting convened by members is to be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Directors and any Director member who thereby incurs expense is entitled to be reimbursed by MHM for any reasonable expense so incurred.

22 Notice

- 22.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of MHM or where the meeting is an Annual General Meeting, MHM must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address or e-mail address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 22.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of MHM, MHM must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule 22.1 specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- 22.3 At least twenty-eight (28) days before the date fixed for the holding of an Annual General Meeting MHM must cause to be sent by pre-paid post or e-mail to each full member at the member's address a notice:

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- 22.3.1 specifying the place, date and time of the meeting; and
 - 22.3.2 specifying the nature of the business proposed to be transacted at that meeting.
 - 22.4 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 pursuant to subrule 20.2.
 - 22.5 A member desiring to bring any business before a general meeting may give notice in writing of that business to MHM of not less than fourteen (14) days prior to the date on which MHM must give notice of the meeting to the members and MHM who shall include that notice from the member.

23 General meetings - procedure and quorum

- 23.1 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.
- 23.2 At any general meeting of MHM six (6) financial members present shall form a quorum.
- 23.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the members is dissolved and in any other case stands 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.
- 23.4 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 not less than four (4)) constitute a quorum.

24 Presiding member

- 24.1 The President, or in the absence of the President, the Vice-President, shall preside at each general meeting of MHM.
- 24.2 If the President and the Vice-President are absent from the general meeting, the Board of Directors members present are to elect one (1) of the Board of Directors members present to preside at the meeting.

25 Adjournment

- 25.1 The person presiding at 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.

- 25.2 Where a general meeting is adjourned for fourteen (14) days or more, MHM must give written, e-mail or oral notice of the adjourned meeting to each member of MHM stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 25.3 Except as provided in subrules 25.1 and 25.2, 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.

26 Making of decisions

- 26.1 A question arising at a general meeting of MHM is to be determined on a show of hands and, unless a poll is demanded, a declaration by the person presiding 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 MHM, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 26.2 At a general meeting of MHM, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.
- 26.3 Where the poll is demanded at a general meeting, the poll must be taken:
- 26.3.1 in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter; and
 - 26.3.2 independent scrutineers shall be appointed to count votes at either open or secret ballot.

27 Voting

- 27.1 Subject to subrule 27.3, upon any question arising at a general meeting of MHM a member has one (1) vote only.
- 27.2 All votes must be given personally, by proxy or post.
- 27.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

PART V - MISCELLANEOUS

28 Funds - source

- 28.1 The funds of MHM are to be derived from fees and annual subscriptions of members, donations, investments and, subject to any resolution passed by MHM in general meeting and subject to section 114 of the Act, such other sources as the Board of Directors determines.
- 28.2 All money received by MHM is to be deposited as soon as practicable and without deduction to the Branch's bank account.
- 28.3 MHM shall, as soon as practicable after receiving any money, issue an appropriate receipt.

29 Funds - management

- 29.1 Subject to any resolution passed by MHM in general meeting, the funds of MHM are to be used in pursuance of the objects of MHM in such a manner as the Board of Directors determines.
- 29.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by any two (2) members of the Board of Directors or employees of MHM, being members of the Board of Directors or employees authorised to do so by the Board of Directors.
- 29.3 Financial statements are to be prepared quarterly by the Treasurer for presentation to the Board of Directors.
- 29.4 The assets and income of MHM shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of MHM except as bona fide compensation for services rendered or expenses incurred on behalf of MHM.

30 Alteration of objects and rules

- 30.1 Neither the objects of MHM referred to in section 29 of the Act nor this Constitution may be altered except in accordance with the Act.

31 Common seal

- 31.1 MHM shall have a common seal.
- 31.2 The common seal must not be affixed to any instrument except by the authority of the Board of Directors and the affixing of the common seal must be attested by the signatures of two (2) members of the Board of Directors.

32 Custody of books

- 32.1 Subject to the Act, the Regulations and this Constitution, MHM must keep in its control all records, and other documents relating to MHM.

33 Inspection of books

- 33.1 The financial records, books and other documents of MHM shall be open for inspection, free of charge, by a member of MHM at any reasonable hour, subject to the condition that all members agree to maintain the confidentiality of such information.

34 Service of notices

- 34.1 For the purpose of this Constitution, a notice may be served by or on behalf of MHM upon any member at the member's address shown in the register of members.
- 34.2 Where a document is sent to a person by properly addressing, prepaying and posting or e-mailing to the person the document, the document is, unless the contrary is proved, deemed for the purposes of this Constitution to have been served on the person at the time at which the envelope would have been delivered in the ordinary course of post.

35 Auditor and public officer

- 35.1 An auditor must be appointed at the Annual General Meeting in each year and at least once a year and at other times as provided in this Constitution or when directed by the Board of Directors. The auditor shall audit the books, accounts and vouchers of MHM and must report whether in their opinion the Treasurer's statement and report is properly drawn up and exhibits a true and fair view of the state of affairs of MHM according to the best of their information and the explanations given to them and as shown by the books of MHM.
- 35.2 A Public Officer is to be appointed by the Board of Directors at the times specified in, and in accordance with the provisions of the Act.
- 35.3 The office of Public Officer shall become vacant if the Public Officer resigns from office, dies or ceases to reside in the Australian Capital Territory and district or for any other cause set out in section 64(2) of the Act.
- 35.4 Where a vacancy occurs in the office of the Public Officer the Board of Directors must within fourteen (14) days after the vacancy occurred appoint a person to fill the vacancy.
- 35.5 The Public Officer:
- 35.5.1 must within one (1) month of their appointment lodge with the Registrar of Associations a notice of appointment in the approved form; and

35.5.2 in the event that they change their residential address must within one (1) month of the change lodge with the Registrar a notice of change in the approved form.

36 New Board of Directors

36.1 Notwithstanding any other provision in this Constitution, in the event that no existing members of the Board of Directors are able to continue, then any member of MHM has the power in this instance to call a special general meeting to form a new Board of Directors.

37 Surplus property

37.1 In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members and which has been endorsed as a Deductible Gift Recipient.

37.2 The Organisation nominated under subrule 37.1 must fulfil the requirements specified in the Act, section 92 (2).