

**South Australian Professional Counselling Association Incorporated  
CONSTITUTION**

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## 1. NAME

The association is to be known as **South Australian Professional Counselling Association Incorporated**

## 2. DEFINITIONS AND INTERPRETATIONS

- 2.1 In this Constitution, unless the context otherwise indicates:-
- 2.2 `Act' means the Associations Incorporation Act;
- 2.3 `Annual General Meeting' means the general meeting to be held each year as required by this Constitution.
- 2.4 `Board' means the Members of the Board for the time being constituted as the management committee as provided for in this Constitution.
- 2.5 `By-Laws' means any By-Laws of the association for the time being in force.
- 2.6 `Association' means South Australian Professional Counselling Association Incorporated (also abbreviated as SAPCA)
- 2.7 `Convening Costs' will, until otherwise resolved by a Special Resolution of the Voting Members, be calculated as 110% of the current standard postal fee for a letter in an envelope measuring 110mmx220mm being posted in Adelaide to an address in Australia x the number of Voting Members recorded on the Register as at the date of the Association's receipt of any appeal or requisition.
- 2.8 Executive means the Chairperson (President), Deputy Chairperson, Secretary and Treasurer
- 2.9 `Financial Member' means a Member who is not then indebted to the Association for any reason and financial has a corresponding meaning.
- 2.10 `Member' means a person who has been accepted as such by the Board in accordance with this Constitution and whose membership has not been terminated.
- 2.11 `Notice Board' means the board or boards provided in the Association's Premises on which notices for the information of Members may be posted, or the Association's website address [www.counsellingsa.org](http://www.counsellingsa.org).
- 2.12 `Premises' means the Association's premises from time to time.
- 2.13 `Regulations' or Rules means any instruction not being a By-Law, issued by the Board as such under this Constitution or the By-Laws.
- 2.14 `ACA' means Australian Counselling Association Pty Ltd.

- 2.15 'Secretary' means the person appointed by the Board to fulfil the duties and functions of the Secretary under this Constitution.
- 2.16 'Special Resolution' has the meaning set out in the Act.
- 2.17 'Voting Members' means full financial Members who have paid all current fees, subscriptions, charges and other amounts due to the Association.
- 2.18 In this Constitution, unless the context otherwise requires:-
- a) Words imputing the singular number include the plural number
  - b) Words imputing a gender include all genders.
- 2.19 'Person' includes a body corporate, firm or association.

### **3. OBJECTIVES**

The Objectives of the association are:-

- 3.1 To provide an industry based Association for persons engaged in counsellor education and practice.
- 3.2 To liaise with Government for the benefit of members and the public, in respect of counselling.
- 3.3 To support the ACA in providing a single unified voice for the counselling industry.
- 3.4 To promote the professional development and growth of practicing counsellors.
- 3.5 To identify to the public at large, counsellors that meet nationally approved standards of practice.
- 3.6 To make the general public at large more aware of the counselling profession and the availability of reputable counsellors.
- 3.7 To support the ACA, in being a self-regulatory body, to provide for registration of members and provide a mechanism for dealing with complaints about members.
- 3.8 To support the ACA Code of Conduct and set of Practitioner Standards
- 3.9 To support the ACA in promoting the professional development and growth of practicing counsellors.

#### **4. POWERS**

The Association may:

- 4.1 acquire, administer and dispose of any property necessary for the achievement of the Association's functions;
- 4.2 administer any property on trust;
- 4.3 open and operate bank accounts;
- 4.4 invest its monies  
in any security in which trust monies may by Act of Parliament be invested;  

or

in any other manner authorised by these Rules;
- 4.5 borrow money upon such terms and conditions as the Association thinks fit;
- 4.6 give such security for the discharge of liabilities incurred by the Association as it thinks fit;
- 4.7 appoint agents to transact any business of the Association on its behalf;
- 4.8 enter into any other contract it considers necessary or desirable;
- 4.9 appoint and/or employ such persons considered necessary for the attainment of the objectives of the Association;
- 4.10 terminate the appointment and/or employment of engaged persons at its discretion;
- 4.11 obtain funds considered needed for the attainment of the objectives of the Association;
- 4.12 promote co-operation with organisations with similar objectives to the Association;
- 4.13 affiliate with organisations if such affiliations are declared by the Board to be of benefit and complementary to the objectives of the Association; and
- 4.14 do all such other things as the Association may from time to time deem incidental to its powers or conclusive to the attainment of the objectives of the Association.

#### **5. THE SEAL**

- 5.1 The Association may use a common seal upon which its corporate name shall appear in legible characters.

- 5.2 The seal shall only be used with express authorisation of the Board. Every use of the seal shall be recorded in the minutes of the meetings of the Board. Affixing of the seal must be witnessed by any 2 Board members together with the Public Officer of the Association.
- 5.3 The seal shall be kept in the custody of such person as the Board may from time to time determine.

## **6. CLASSES OF MEMBERSHIP**

- 6.1 The membership of the Association will consist of the following class of Member:-
- (a) Full
  - (b) Student
- 6.2 The criteria for the types of membership are as may be established by the board from time to time, when compatible with other Members and subscribing to the Objectives and Ethics of the Association and the ACA.
- 6.3 Unless otherwise established, full members are current financial qualified, professional or clinical members of the ACA.
- 6.4 Student members are current financial student members of the ACA and are not given voting rights except to vote for a student representative.
- 6.5 The number of full and student members is unlimited.
- 6.6 Members need to meet the standards and criteria as laid down by the Association for Full and Student Membership and be current members of the ACA prior to being eligible for membership.

## **7. MEMBERSHIP**

- 7.1 The application for membership must be in writing, signed by the applicant
- 7.2 No Member will be entitled to any benefit or advantage from the Association, which is not shared equally by every Member of that class of membership.

## **8. MEMBERSHIP FEES**

- 8.1 The membership fees will be determined by the Board and will be payable at the time and in the manner as the Board determines.

- 8.2 Unless the Board otherwise determines, membership fees will be payable annually, due on the 1<sup>st</sup> day of July each calendar year payable within 14 days. If membership fees fall more than 30 days in arrears membership will be suspended until fees are paid.

## **9. ADMISSION AND REJECTION OF MEMBERS**

- 9.1 Proposals for membership of the Association will, upon receipt by the Association, be entered, in the order of time in which the proposals are received by the Secretary or their nominated representative, in a Register ('Register') to be kept by the Secretary or their nominated representative. A proposal will, subject to Clause 7.2 be dealt with and determined in the order of priority in which it is so recorded.
- 9.2 Where an application for membership of the Association is rejected, the applicant may appeal to the next Annual General Meeting for the purpose of reviewing the Board's decision provided that written notice of the applicant's appeal is received by the Secretary within 30 days of the notification to the applicant of the rejection decision accompanied by payment of the Convening Costs.

## **10. GRIEVANCE and DISPUTE PROCEDURES**

- 10.1 If a member or member of the public ('Complainant') wishes to complain about a SAPCA Member ('Cited Member') the Complainant must lodge the complaint with ACA and pay any fees prescribed by the ACA Board.
- 10.2 The Cited Member will be notified by the ACA Board and may be suspended from SAPCA membership until the matter is finalised unless the ACA Board advises otherwise.
- 10.3 Any person infringing the SAPCA Constitution or whose conduct is, in the opinion of the Chairperson or the Executive,, not in the interests of the Members may be immediately removed from the Association's premises.
- 10.4 The board may suspend from membership the Member removed from the association's premises pursuant to this clause and the Member will be deemed to be a cited member for the purposes of this clause.
- 10.5 A member will not make any derogatory or insulting remark against the SAPCA or any other Member or criticise or make an allegation of impropriety or misconduct to or against any employee without first advising his or her complaint or concern to the Secretary. The member making the complaint or expressing concern will, subject to this Constitution, abide by any direction given by the Secretary or the Executive.

- 10.6 This clause does not apply to comments or actions, which do not concern the good conduct or reputation of the association; for example: between spouses in their private home or domestic situation.
- 10.7 A member making a remark, criticism or allegation who does not abide by a direction of the Secretary or the Executive or otherwise does not comply with this clause will be acting in breach of this constitution.

## **11 TERMINATION OF MEMBERSHIP**

- 11.1 A member may resign from membership of the Association at any time by giving written notice to the Secretary, effective when the notice is received by the Secretary unless a later date is specified in the notice when it will take effect on that later date:
- 11.2 If a Member:-
- a) is convicted of an indictable offence; or
  - b) owes money to the association for a period of 2 months or more:
- the Board may terminate his or her membership
- 11.3 If a Member:-
- a) conducts him or herself in a manner considered to be injurious or prejudicial to the character or interest of the association; or
  - b) otherwise fails to comply with any provision of this Constitution;
- the Board may terminate his or her membership in accordance with this Constitution.
- 11.4 The Board may determine that a person is not to be readmitted to membership for a period of time specified in the Board's decision.
- 11.5 Any person on ceasing to be a Member will have no rights whatsoever to claim upon the Association, its property, funds, or any of the Boards members. Fees will not be refunded unless under special circumstances. Appeals can be made in writing to the Executive Committee.

## **12. APPEALS**

- 12.1 A member whose membership is suspended or terminated may appeal by giving written notice to the Secretary within 30 days of the date shown on the suspension/termination notification from the Association.

- 12.2 The Secretary will notify the Executive Committee within one month of the date of receipt by the Secretary of notice of the appeal.
- 12.3 Any person who wishes to appeal to a general meeting for any reason must pay the Association in cleared funds all costs associated with the appeal including the Convening Costs before the meeting is convened. If the appellant is successful, the money paid by the appellant will be refunded.

### **13. REGISTER OF MEMBERS**

- 13.1 The Board will cause a Register to be kept which will record the names and residential address of each person admitted to membership of the Association and their dates of admission.

### **14. MEMBERSHIP OF THE BOARD**

- 14.1 The Board will consist of:-
- 14.2 A Chairperson; Deputy Chairperson; Treasurer; and Secretary, any three of these persons constituting an Executive Committee, with all the powers thereby devolving, all decisions made being actionable, subject to reversal by a full committee.
- 14.3 There may only be one "student representative" on the Board, or any management committee, nominated as agreed by the Student Members, and this representative will have one vote in relation to students issues only.
- 14.4 Four additional Members, over and above the five persons already identified, not less than half of who will be Voting Members.
- 14.5 The immediate past Chairperson, Deputy Chairperson, Secretary and Treasurer, if not still a Board Member will automatically be an ex-officio member of the Board for a period of 12 months after resigning that position but will have no voting rights on the Board.
- 14.6 A member must be a voting member and have service in a continuous capacity on the Board for one term (from one Annual General Meeting to the next Annual General Meeting) before being eligible to be elected by the Members to an Executive position, unless such qualification is removed from a specific person by a 70% or greater vote of the Board.
- 14.7 A Board Member who is absent from 3 consecutive Board meetings without apology to the Secretary will be deemed to have rendered them self liable to be disqualified from the Board and may be removed from the Board by a majority decision of the other Board members.
- 14.8 At each Annual General Meeting, all board members will retire from office, but will be eligible upon nomination for re-election.

14.9 The election of Board members will take place in the following manner:-

Any 2 voting members (a proposer and a seconder) may nominate a member to serve on the Board.

14.10 A nomination should preferably be in writing, signed by the member, the proposer and seconder. Such nomination lodged with the secretary at least 21 days before the General meeting at which the election is to take place.

14.11 A list of the candidates' names in alphabetical order and the office for which each is nominated, together with the names of the members nominating the candidates, will be posted on the Notice Board for at least 7 days immediately preceding the date set for the holding of the General Meeting.

14.12 Should, at the commencement of the General Meeting, there be an insufficient number of candidates nominated, nominations will be taken from the floor of the meeting.

14.13 The order of listing candidates for a position will be alphabetical except regarding nominations from the floor.

14.14 A candidate for a position on the Board must be present at the general meeting when the election upon his/her nomination is conducted, unless the general meeting otherwise approves.

14.15 Should all positions on the Board not be filled at the general meeting, vacancies may be considered as casual and filled by appointment by the board members.

14.16 A board member must not either directly or indirectly be involved with (such as by being a director or shareholder in a company, employee, agent of or consultant to a company, or a partner in, employee or agent of or consultant to a firm or a beneficiary of a trust or whose spouse or child holds any such position or owns any such interest - referred to simply as 'being involved with') any person who:

- a. supplies goods or services to the Association; and
- b. otherwise has a business arrangement or relationship with the Association or
- c. has any pecuniary interest in the Association

14.17 A member who, if they were a Board Member, would contravene Clause 14.16 is not eligible for election (or re-election) to the Board.

14.18 A board member who contravenes clause 14.16 must immediately resign from the board, and if not, without limiting clause 15.9 may be removed as a member of the Board by the other Board Members.

- 14.19 A board member who contravenes clauses 14.16, 14.17, or 14.18 will indemnify the association against any loss, cost or expense incurred by the association in relation to the contravention.
- 14.20 A Board member must not use his or her position as a member of the board for personal or business gain or benefit (including publicity).
- 14.21 A 75% vote of Board members can waive the applicability of any section 14.16, 14.17, 14.18, 14.19, 14.20 clause, where they consider to do so would be in the best interests of the Association. Any such waiver:
- a. will be limited to the terms of the resolution of the board; and
  - b. will be disclosed to the Members at each Annual General Meeting held during the currency of the waiver; and
  - c. may be overruled by the Members in general meeting with effect as and from the date of the resolution of the Members.
- 14.22 Persons may be appointed non-voting Board members for specific purposes or tasks.

## **15. REMOVAL OF BOARD MEMBERS**

- 15.1 The office of a board member may need to be vacated if the Board Member;-
- 15.2 Is of ill repute, financially or morally;
- 15.3 Becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 15.4 Is not a financial member;
- 15.5 Is directly or indirectly interested in any contract, arrangement or proposed contract or arrangement with the Association and fails to declare the nature of his/her interest in the manner required by the Act;
- 15.6 By reason of an order made under the Act is prohibited from Board membership.
- 15.7 Otherwise ceases to be a Board member or to be eligible to be a Board Member by virtue of the Act or this Constitution.
- 15.8 The board may by resolution and justifiable cause, remove any Board Member before the expiration of their period of office. The Board Member who has been removed may appeal to a general Meeting and the provisions of clause 12 apply as if the Board Member had been suspended as a member.

- 15.9 A board member may be removed from office or from the Board at a general Meeting of the association where that Member will be given the opportunity to fully present their case. The question of removal will be determined by a vote of the Voting Members present at the general meeting.
- 15.10 If a Board Member is suspended from membership of the Association, he/she will also be suspended from membership of the Board.

## **16. RESIGNATION FROM THE BOARD**

- 16.1 A board member may resign from the Board by written notice to the Secretary, the notice will be effective from the date of receipt by the Secretary unless a later date is specified in the notice when it will take effect on that later date.

## **17. VACANCIES ON THE BOARD**

The Board may by resolution appoint a Member to fill a vacancy on the Board until the next General Meeting at which an election is held.

Board Members may act notwithstanding any casual vacancy on the Board, unless their number is reduced below the number fixed by or pursuant to this Constitution as the quorum for a meeting of the Board, when the continuing Member or Members may act for the purpose of increasing Board Members to that number and of summoning a General Meeting of the Association but for no other purpose.

## **18. FUNCTIONS OF THE BOARD**

- 18.1 Except as otherwise provided by this Constitution and subject to resolutions of the Voting Members, the Board has:-
- 18.2 The general control and management of the administration of the affairs, property and funds of the Association;
- 18.3 The authority to interpret the meaning or application of any part of this Constitution (including any matter relating to the Association) on which this Constitution is silent or ambiguous.

## **19. MEETINGS OF THE BOARD**

- 19.1 Meetings will be open to any members to attend, without the right to be heard, unless called upon by the Board.
- 19.2 All business dealt with at a Board meeting will not be discussed outside that Board meeting unless so authorised by the Board.

- 19.3 The Board will meet at least once every two calendar months to exercise its functions, or when:
- 19.4 Convened by the Secretary;
- 19.5 Requisitioned in writing and signed by not less than one-third of the board members, which requisition will clearly state the reasons for the meeting being convened and the nature of the business to be transacted there at; or
- 19.6 On the direction of the Executive.
- 19.7 At any meeting of the Board, 5 financial members including 2 Executive members and at least 1 Board member will constitute a quorum. In the event that no quorum exists 30 minutes after the advertised start time of the Board meeting, those present will be deemed to comprise a quorum.
- 19.8 Subject to this Constitution, the Board may meet together and regulate its proceedings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes and, in the case of equality of votes, the Chairperson has a casting vote.
- 19.9 A Board Member will not vote in respect of any contract or arrangement with the Association in which the member, or any member of his/her immediate family ('relative') or any entity in which the Member or his/her relative has an interest, is interested, or any matter arising there from, and if the Member does so vote, the vote will not be counted.
- 19.10 The Chairperson will preside at every Board meeting, or if there is no Chairperson, or if at a meeting, the Chairperson is not present within ten minutes after the time appointed for the meeting, the Deputy Chairperson will act as Chairperson in the Chairperson's absence, or if the Deputy Chairperson is not present at the meeting, then the board members may choose one of their number to chair the meeting.
- 19.11 Failure to exercise due courtesy and respect to all persons present will invite 2 months suspension on the 1<sup>st</sup> offence, and be subject to removal from the Board for 2<sup>nd</sup> or further ill-courtesy
- 19.12 The minutes of every Board Meeting will be signed, to verify their meaning, by the chairperson of that meeting or the chairperson of the next board meeting.

## **20. FORMATION OF COMMITTEES**

- 20.1 The Board may delegate any of its powers to a Committee (sub-Committee) of Members consisting of at least one Board Member.
- 20.2 A committee will in the exercise of the powers so delegated conform to the formal objectives that will be given to it by the Board.

- 20.3 A Committee will report regularly, at least once every 8 weeks, on its activities and make recommendations to the Board.
- 20.4 A Committee may elect a chairperson for its meetings. If no chairperson is elected, or if at a meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the Members present may choose one of their fellow members to be chairperson for the meeting.
- 20.5 The Executive Committee is a committee of the Board.

## **21. VALIDITY OF NON-BOARD ACTIONS**

- 21.1 All acts done by a meeting of the Board or of a Committee or by any person acting as a Board Member will, notwithstanding that it is afterwards discovered that there was a defect in the appointment of a Board Member or person acting or that a Board Member was disqualified, be as valid as if every person had been duly appointed and was qualified to be a Board Member or a member of the Committee.

## **22. RESOLUTION OF THE BOARD**

- 22.1 A resolution in writing signed by a majority of the board members will be as valid and effectual as if it had been passed at a meeting of the board duly convened and held provided that each of the Board members is notified of the proposed resolution. Any such resolution may consist of several documents in like form, each signed by one or more board members.

## **23. ANNUAL GENERAL MEETING**

- 23.1 The annual general meeting will be held within 4 months of the close of the financial year.
- 23.2 The business to be transacted at an Annual General Meeting includes: -
- 23.3 Receiving of the board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- 23.4 Receiving the auditor's report upon the books and accounts and board's report for the preceding financial year;
- 23.5 Election of Board Members.

## **24. GENERAL MEETINGS**

- 24.1 The Secretary will convene a general meeting by giving not less than 14 days notice of the meeting to the Voting members, or: -
- 24.2 As required by this Constitution;
- 24.3 When directed to do so by the Board;
- 24.4 On the requisition in writing signed by not less than the number of Voting members as would be required in attendance at a general meeting, to constitute a quorum. The requisition must: -
- a. Disclose the nature of the business to be transacted and the clause in this constitution to which the business relates and which the meeting should consider in particular;
  - b. Be accompanied by payment or an undertaking to pay within 7 days of the date of the requisition (in cleared funds) the Convening costs.
- 24.5 The secretary need not prepare or issue any notices of meeting under clause 24.4 until receipt of payment of the convening costs.
- 24.6 The manner in which a notice is given will be determined by the Board. Email notification will, for the purposes of this Association, be considered written notice.
- 24.7 Notice of an extraordinary general meeting will clearly state the nature of the business to be discussed at the proposed meeting. The meeting is only able to discuss those matters specifically stated as the reason for the extraordinary meeting.

## **25. QUORUM**

- 25.1 At a general meeting, the number of voting members required to constitute a quorum will be not less than 5 financial members and include at least 2 Executive members and 1 Board member.
- 25.2 No business will be transacted at a general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
- 25.3 If within half an hour from the time appointed for the commencement of a general meeting, a quorum is not present, those financial members physically present will constitute a quorum.
- 25.4 The chairperson of a meeting may, with the consent of the meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment

took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting will be given as in the case of the original meeting. Otherwise it will not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **26. CONDUCT OF GENERAL MEETING**

The following clauses apply at every general meeting except as otherwise provided in this constitution.

- 26.2 The chairperson or his/her nominee will preside at the meeting, or if there is no chairperson, or if the chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the deputy chairperson or his/her nominee will be the chairperson, or, if the deputy chairperson is not present or is unwilling to act, then the voting members present will elect one of their number to chair the meeting.
- 26.3 The chairperson will maintain order and conduct the meeting in a proper and orderly manner.
- 26.4 Before the meeting, the Board will appoint a person to act as the returning officer for the meeting. The returning officer will verify to the chairperson the number of valid proxies received by the Association for the purposes of the meeting.
- 26.5 Every question, matter or resolution is decided by majority (or required majority if a resolution other than an ordinary resolution) of votes of the voting members present
- 26.6 Every voting member present is entitled to one vote. To clarify, a voting member must be present at the meeting when the vote is taken to exercise his/her right to vote, unless the Member's proxy is present at the meeting is to exercise the right.
- 26.7 In an equality of votes, the chairperson of the meeting has a deciding vote.
- 26.8 Voting will be by show of hands or a division of voting members, unless:
- 26.9 The chairperson will appoint two persons to conduct the secret ballot in the manner as the chairperson determines.
- 26.10 The result of the ballot as declared by the chairperson will be the resolution of the meeting at which the ballot was demanded.
- 26.11 The Secretary will cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board Meeting and General meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who applies to the Secretary for that inspection.

26.12 The minutes of every general meeting will be signed, to verify their meaning by the chairperson of that meeting or the chairperson of the next general meeting.

26.13 The minutes of any annual general meeting will be signed, to verify their meaning, by the chairperson of that meeting or the chairperson of the next AGM.

26.14 For the purposes of voting, 'present' means in person or by proxy.

## **27. PROXIES**

27.1 Subject to this Constitution, a voting member may appoint another member to be his/her proxy for the purposes of attending, speaking at and voting for that voting member at a general meeting.

27.2 A proxy will be valid if:-

27.3 The member completes and lodges a proxy in the form approved by the board with the secretary not later than 24 hours before the time for the holding of the general meeting;

27.4 The member is a voting member and financial on the date of the notice of the general meeting;

27.5 The member is not present or otherwise represented at the general meeting.

27.6 Any issue of validity of a proxy will be determined by the chairperson of the meeting acting on the advice of the Returning Officer.

## **28 BY-LAWS**

28.1 The board may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Association. Any by-law may be set aside by the voting members in general meeting.

## **29 ALTERATION OF THIS CONSTITUTION**

29.1 Subject to the Act, this constitution may be amended, rescinded or added to by a Special Resolution at a General Meeting.

29.2 No amendment, rescission or addition to this Constitution will be valid unless the same is approved as required by law.

### **30. FUNDS AND ACCOUNTS**

- 30.1 The funds of the Association will be banked in the name of the Association in an account with a bank or other financial institution as the Board may direct.
- 30.2 Proper books and accounts will be kept, either in written or printed form in the English language or in a computerised or electronic medium showing the financial affairs of the Association with particulars usually shown in books of a like nature.
- 30.3 Money will be banked as soon as practicable after receipt.
- 30.4 Cheques will be signed by any two of the Chairperson, Deputy Chairperson, Secretary, Treasurer, or other member so authorised by the Board.
- 30.5 Cheques issued will be crossed 'not negotiable'.
- 30.6 Expenditure will be approved or ratified at a Board meeting.
- 30.7 As soon as practicable after the end of each financial year, the treasurer will cause to be prepared financial statements containing particulars of:
  - 30.8 The income and expenditure for the financial year just ended; and
  - 30.9 The assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the end of that year.
- 30.10 The financial statements will be examined by the auditor who will present a report upon the audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which the audit was made.
- 30.11 The income and property of the Association will be used and applied solely in promotion of its Objectives and in the exercise of its Powers. No portion of it will be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members.
- 30.12 Payment in good faith of interest to a Member in respect of money advanced by the member to the association or otherwise owing by the Association to the member or remuneration to an officer, employee or member of the association or other person in return for any service actually rendered to the association.
- 30.13 The payment or repayment to a member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association,

## **31. FINANCIAL YEAR**

31.1 The financial year for the association ends on 30 June in each year.

## **32. INDEMNITY**

32.1 All board members and trustees holding property for the association will be indemnified out of the property and funds of the association against all losses and expenses incurred in the discharge of their duties except any due to their own willful act or default.

32.2 Each Board Member or trustee will be responsible only for so much money or property as he or she actually received for, or in discharge of the business of the association, and each one will be answerable only for their own acts, neglects or defaults and not for those of any other person, on for insufficiency of any security for money invested or of title to any estate or property acquired, or for any loss or damage which may happen in the discharge of their duties unless due to their own willful neglect or default.

32.3 An employee may be indemnified out of the property of the Association against any liability incurred by the employee acting in that capacity,

32.4 For the costs and expenses incurred by the employee

- (a) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the employee is acquitted; or
- (b) In connection with an application in relation to such proceedings, in which the court grants relief to the employee.

32.5 Subject to the law, the association may pay insurance premiums in respect of insurance for the benefit of the Board Members and the Association's employees when acting in their respective capacities against:-

32.6 Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome, or

32.7 A liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Association or a breach of the law or of this Constitution dealing with improper use of confidential information or position.

32.8 The association may pay insurance premiums in respect of insurance for the benefit of the auditor.

### **33. DOCUMENTS**

- 33.1. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **34. DISTRIBUTION OF SURPLUS ASSETS**

- 34.1 In the event of the association being dissolved the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any incorporated organisation which has similar Objectives and which is approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the Income Tax Assessment Act 1936.