

# **Holistic Therapists Australia Inc**

Incorporated in Victoria. Reg. No. A0048019G

# CONSTITUTION

**Adopted 30<sup>th</sup> November 2017**

**CONSUMER AFFAIRS VICTORIA**  
**Associations Incorporation Reform Act 2012**

**RULES**  
**For an**  
**INCORPORATED**  
**ASSOCIATION**

**Associations Incorporation Reform Regulations 2012**  
**Part 3**

**TABLE OF PROVISIONS**

<i>Regulation</i>	<i>Page</i>
<b>PART 1—PRELIMINARY</b>	<b>4</b>
1 Name	4
2 Purposes	4
3 Financial year	4
4 Definitions	5
<b>PART 2—POWERS OF ASSOCIATION</b>	<b>6</b>
5 Powers of Association	6
6 Not for profit organisation	6
<b>PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>	<b>7</b>
<b>Division 1—Membership</b>	<b>7</b>
7 Minimum number of members	7
8 Who is eligible to be a member	7
9 Application for membership	7
10 Consideration of application	7
11 New membership	7
12 Annual subscription and fee on joining	8
13 General rights of members	8
14 Associate members	8
15 Rights not transferable	9
16 Ceasing membership	9
17 Resigning as a member	9
18 Register of members	9
<b>Division 2—Disciplinary action</b>	<b>9</b>
19 Grounds for taking disciplinary action	9
<b>Division 3—Grievance procedure</b>	<b>10</b>
21 Application	10
22 Parties must attempt to resolve the dispute	10
23 Appointment of mediator	11
24 Mediation process	11
25 Failure to resolve dispute by mediation	11
<b>PART 4—GENERAL MEETINGS OF THE ASSOCIATION</b>	<b>11</b>
26 Annual general meetings	11

27	Special general meetings	12
28	Special general meeting held at request of members	12
29	Notice of general meetings	12
30	Proxies	13
31	Use of technology	13
32	Quorum at general meetings	14
33	Adjournment of general meeting	14
34	Voting at general meeting	14
35	Special resolutions	15
36	Determining whether resolution carried	15
37	Minutes of general meeting	15
<b>PART 5—COMMITTEE</b>		<b>16</b>
<b>Division 1—Powers of Committee</b>		<b>16</b>
38	Role and powers	16
39	Delegation	16
<b>Division 2—Composition of Committee and duties of members</b>		<b>16</b>
40	Composition of Committee	16
41	General Duties	16
42	President	17
43	Secretary	17
44	Treasurer	17
<b>Division 3—Election of Committee members and tenure of office</b>		<b>18</b>
45	Who is eligible to be a Committee member	18
46	Positions to be declared vacant	18
47	Nominations	18
48	Election of President etc.	19
49	Election of ordinary members	19
50	Ballot	20
51	Term of office	20
52	Vacation of office	21
53	Filling casual vacancies	21
<b>Division 4—Meetings of Committee</b>		<b>21</b>
54	Meetings of Committee	21
55	Notice of meetings	22
56	Urgent meetings	22
57	Procedure and order of business	22
58	Use of technology	22
59	Quorum	22
60	Voting	22
61	Conflict of interest	23
62	Minutes of meeting	23
63	Leave of absence	23
<b>PART 6—FINANCIAL MATTERS</b>		<b>24</b>
64	Source of funds	24
65	Management of funds	24
66	Financial records	24
67	Financial statements	25
<b>PART 7—GENERAL MATTERS</b>		<b>25</b>
68	Common seal	25
69	Registered address	25
70	Notice requirements	25
71	Custody and inspection of books and records	26
72	Winding up and cancellation	26
73	Alteration of Rules	26
<hr/>		27
<b>SCEDULE 1</b>		
	<b>54. DISCIPLINARY ACTION</b>	<b>28</b>

## **Rules for an Incorporated Association**

### **Note**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

### **PART 1—PRELIMINARY**

#### **1 Name**

The name of the incorporated association is "Holistic Therapists Australia Incorporated."

#### **2 Purposes**

The purposes of the association are:

- (1) To be a reliable source of professional counsellors, art therapists and psychotherapists who possess the theoretical knowledge, practical skills and self-awareness to maintain client safety while employing holistic and transpersonal healing modalities.
- (2) To provide professional accreditation for graduates of approved training courses that meet defined standards of face to face experiential training that is consistent with person-centred principles
- (3) To be a powerful voice in support of high quality vocational education and training in the holistic and transpersonal psychotherapies
- (4) To maintain and promote a public register of practitioners who meet the standards necessary for safe and effective practice as holistic and transpersonal psychotherapists
- (5) To maintain a Code of Practice for member practitioners that is both consistent with any generic National Code and provides a framework for a therapeutic relationship that is ethical, safe and effective.
- (6) To provide a mechanism for handling complaints against members who may have breached the Code of Practice
- (7) To provide self-regulatory policy settings that require practicing members to participate in ongoing professional development that includes a balance between (a) improving theoretical or practical skills and (b) deepening self awareness and the quality/effectiveness of the therapeutic encounter
- (8) Through advertisement and sponsorship to promote holistic and transpersonal practitioners and their methods to the public and potential employer organizations
- (9) To provide a forum for networking among members across metropolitan, regional and rural areas.

#### **3 Financial year**

The financial year of the Association is each period of 12 months ending on 30<sup>th</sup> June

## 4 Definitions

In these Rules—

***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***associate member*** means a member referred to in rule 14(1);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 42;

***Committee*** means the Committee having management of the business of the Association;

***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 20;

***disciplinary subcommittee*** means the subcommittee appointed under rule 20;

***financial year*** means the 12 month period specified in rule 3;

***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***holistic counselling*** is a theory and method of psychotherapy which addresses the needs of the client as a potentially integrated individual, taking regard to the physical, imaginative, cognitive, emotional, interpersonal and spiritual dimensions of experience

***member*** means a member of the Association;

***member entitled to vote*** means a member who under rule 13(2) is entitled to vote at a general meeting;

***Membership Secretary*** means the Secretary or a member of the Committee delegated to perform certain membership related functions

***person-centred principles*** include as a minimum

- a commitment to the primary importance of the relationship between client and therapist in psychotherapy and counselling
- holding as central to the therapeutic endeavour the client's actualizing process and experience.
- embodying an understanding that psychotherapy involves the physical, imaginative, cognitive, emotional, interpersonal and spiritual dimensions of the client's experience.
- having a commitment to an understanding of both clients and therapists as persons, who are at the same time individuals and in relationship with others and their diverse environments and cultures

***person-centred training*** and further training in psychotherapy and counselling is understood as the facilitation of personalisation, i.e. the development of the

personality, of the trainee by a person-centred/experiential relationship and encounter between the trainers and the trainees aiming at the personal and professional abilities required to offer, establish, maintain and develop person-centred/experiential relationships with clients.

*special resolution* means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

*the Registrar* means the Registrar of Incorporated Associations

*transpersonal counselling* is a theory and method of psychotherapy which takes full account of the spiritual dimension of life through an exploration of a variety of spiritual traditions of healing.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

#### Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Who is eligible to be a member**

Membership is available to those who have completed training or are embarked on a training pathway that meets all of these standards:

- (a) at minimum a qualification under the Australian Qualifications Framework at the AQF 5 level (Diploma) or international equivalent
- (b) training that is provided primarily in face to face mode
- (c) training that is substantially experiential and sets out to be transformational rather than didactic in style
- (d) training that is broadly consistent with person-centred principles and person-centred training
- (e) training that encompasses holistic and transpersonal counselling principles and methods

#### **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit an application to the Secretary via the online membership management system stating that the person—
  - (a) meets the membership eligibility criteria and
  - (b) has read and agrees to abide by the Association's Code of Ethics.
- (2) The application—
  - (a) must provide a valid email address ; and
  - (b) must be followed by the electronic submission of the joining fee (if any), evidence of approved psychotherapy training, and the required membership fee .

**Note**

The joining fee is the fee (if any) determined by the Association under rule 12(3).

#### **10 Consideration of application**

- (1) As soon as practicable after an application for membership and the prescribed fee is received, the Secretary must decide whether to:-
  - (a) accept or reject the application on the basis of clear eligibility criteria, or
  - (b) seek further guidance on the application from the Committee or other expert source
- (2) The Secretary must notify the applicant via the membership management system of the decision as soon as practicable after the decision is made.
- (3) If the application is rejected, any money other than a non-refundable application fee must be returned to the applicant
- (4) No reason need be given for the rejection of an application.

#### **11 New membership**

- (1) If an application for membership is approved by the Secretary —
  - (a) a unique Membership Number must be allocated to the new member ; and

- (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, into the membership database .
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Secretary approves the person's membership; or
  - (b) the person pays the joining fee.

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Association may determine that different subscription levels are payable by different levels of membership .
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 71; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member in any membership category with voting rights ; and
  - (b) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

## **14 Associate members**

- (1) Associate members of the Association include—



- (a) any members of a membership category that does not require training in psychotherapy as a condition of membership .
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

### **15 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

### **17 Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 3 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 2 weeks after receiving that request, confirmed in writing that he or she wishes to remain a member.

### **18 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is an associate member, a note to that effect;
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

#### **Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

- (1) The Association may initiate a process leading to disciplinary action against a member in accordance with this Division if a complaint from the public is received that

presents a reasonable case that the member has failed to comply with the Association's Code of Practice

- (2) Complaints will be received by the Secretary who will first establish the membership status of the practitioner and then advise the Committee that a complaint has been received.

## **20 Disciplinary subcommittee**

- (1) If the Committee on advice from the Secretary is satisfied that there are sufficient grounds for initiating an investigation into a complaint that may lead to disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to investigate the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.
- (3) In conducting its investigation and determining any disciplinary action, the disciplinary subcommittee may employ any process, adapted to the circumstances of the complaint, which complies with s.54 of the Act. (Schedule 1)
- (4) After complying with subrule (3), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) reprimand the member, or
  - (c) suspend the membership rights of the member for a specified period; or
  - (d) require the member to participate in additional professional development; or
  - (e) expel the member from the Association
- (5) The disciplinary subcommittee may not fine the member.
- (6) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **Division 3—Grievance procedure**

### **21 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **22 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **23 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 22, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **24 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **25 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **26 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—

- (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
  - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

## **27 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 29 may be conducted at the meeting.

### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 29 and the majority of members at the meeting agree.

## **28 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 25% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; (b) may only consider the business stated in that request, and
  - (c) must enable attendance electronically under Rule 31 removing the need for interstate travel.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

## **29 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 28(3), the members convening the meeting) must give to each member of the Association—

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 30(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

### **30 Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 29 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 12 hours before the commencement of the meeting.

### **31 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **32 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 31) of 5 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 28—the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 28.

- (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **33 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 29.

### **34 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and

- (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

### **35 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

#### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **36 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **37 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 30(6); and
  - (c) the financial statements submitted to the members in accordance with rule 26(4)(b)(ii); and

- (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—COMMITTEE**

### **Division 1—Powers of Committee**

#### **38 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **39 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of Committee and duties of members**

#### **40 Composition of Committee**

The Committee consists of—

- (a) a President; and
- (b) a Secretary; and
- (c) a Treasurer; and
- (d) ordinary members (if any) elected under rule 49.

#### **41 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.



- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

**42 President**

- (1) Subject to subrule (2), the President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President is absent, or unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

**43 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 66(3), all books, documents and securities of the Association in accordance with rules 68 and 71; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**44 Treasurer**

- (1) The Treasurer must—

- (a) oversee automated invoicing and receipting systems that form part of the membership management system
  - (b) receive other moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (c) prepare and oversee any packages of delegated purchasing authority provided to committee members
  - (d) make or approve any other payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) maintain accounts with financial institutions that may be operated with a single signer
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **Division 3—Election of Committee members and tenure of office**

#### **45 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.
- (c) has been assessed in advance by the Committee as meeting the key selection criteria (if any) for the position.

#### **46 Positions to be declared vacant**

- (1) This rule applies to—
- (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare vacant all those positions on the Committee whose term has expired and hold elections for those positions in accordance with rules 47 to 50.

#### **47 Nominations**

- (1) Three months in advance of the anticipated date for the Annual General Meeting, the Secretary must call for Expressions of Interest for critically important positions and roles on the Committee for which duty statements with key selection criteria have been prepared. These positions include but are not limited to:
- (a) President,
  - (b) Secretary, and
  - (c) Treasurer, and may also include

- (d) A packaged delegation of functions (for example a membership secretary performed under delegation from the Secretary)
- (2) Members will, be advised whether the current occupants (if any) of these positions intend to renominate and will have 14 days in which to submit an Expression of Interest including written evidence of their ability to meet the position's key selection criteria.
- (3) The Committee will assess Expressions of Interest and for members found suitable will list their names as approved nominations to serve in the position for a period of up to 3 years.
- (4) If no suitably qualified member expresses interest in a position for which a duty statement with key selection criteria exists, the Committee may seek to make a merit-based appointment from outside the current membership.
- (5) At the same time as the notice of a general meeting under rule 29, the Secretary must call for nominations to fill ordinary member positions on the Committee . Nominations must be lodged with the Secretary at least 48 hours prior to the general meeting.
- (6) For ordinary member positions, an eligible member of the Association may—
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (7) A member who is nominated for a position and fails to be elected to that position may be nominated for any other ordinary member position for which an election is yet to be held.

#### **48 Election of President etc.**

- (1) At the annual general meeting, if their term has expired, separate elections must be held for each of—
  - (a) President;
  - (b) Secretary;
  - (c) Treasurer.
  - (d) any other positions and delegated functions for which a duty statement with key selection criteria has been prepared and candidates have been approved by the Committee under rule 47
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 50.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

#### **49 Election of ordinary members**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 50.

## **50 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

### **Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

### **Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

## **51 Term of office**

- (1) Subject to subrule (3) rule 47(3) and rule 52, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—

- (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **52 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
- (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 63; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

### **Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

## **53 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
- (a) has become vacant under rule 52; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 51 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of Committee**

### **54 Meetings of Committee**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

## **55 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **56 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 55 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **57 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

## **58 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **59 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 58) of 4 committee members .
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 55.

## **60 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **61 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) except with the majority agreement of those other members present, must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## **62 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 61.

## **63 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## PART 6—FINANCIAL MATTERS

### 64 Source of funds

- (1) The funds of the Association may be derived from joining fees, annual subscriptions, professional development activities, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- (2) The Association may not enter into a sponsorship arrangement with any private sector provider of counsellor training, professional development or practitioner insurance.

### 65 Management of funds

- (1) The Association must open one or more accounts with a financial institution (which may include Paypal) from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) Members of the Executive Committee occupy volunteer positions and only in exceptional circumstances approved by a General Meeting may receive a salary, Director's fee or other form of emolument.
- (4) Subrule (3) is satisfied when a General Meeting of the Association approves by Resolution an adequately documented Budget that contains an emolument to a member or members of the Executive together with an explanation of the exceptional circumstances that exist.
- (5) Any existing remuneration to Executive members must be re-approved each Annual General Meeting.
- (6) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (7) Approved financial transactions may be initiated and completed with a single signature.
- (8) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

### 66 Financial records

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must have complete access to and ultimate oversight of —
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.



## **67 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **68 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **69 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—  
the postal address of the Secretary.

### **70 Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 56.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—

- (i) by email to the email address of the Association or the Secretary; or
- (ii) by facsimile transmission to the facsimile number of the Association.

## **71 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, but excluding minutes of Committee meetings.

### **Note**

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
  - relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
    - (a) its membership records;
    - (b) its financial statements;
    - (c) its financial records;
    - (d) records and documents relating to transactions, dealings, business or property of the Association.

## **72 Winding up and cancellation**

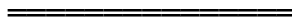
- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **73 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.



## SCHEDULE 1

### Extract from the Incorporated Associations Reform Act 2012

#### Part 5—Rules, Membership and General Meetings

##### Section 54

#### **54. Disciplinary action**

- (1) This section applies if an incorporated association proposes to take disciplinary action against a member in respect of that member's status as a member of the association.
- (2) Subject to subsections (3) and (4), the procedure (*disciplinary procedure*) under which disciplinary action is taken must be in accordance with the procedure (if any) provided by the rules of the association.
- (3) In applying the disciplinary procedure, the association must ensure that—
  - (a) the member who is the subject of the disciplinary procedure—
    - (i) is informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and
    - (ii) has been given an opportunity to be heard in relation to the matter; and
  - (b) the outcome of the disciplinary procedure is determined by an unbiased decision-maker; and
  - (c) to the extent that doing so is compatible with paragraphs (a) and (b), the disciplinary procedure is completed as soon as is reasonably practicable.
- (4) A member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed