



**Psychotherapy & Counselling  
Federation of Australia**

**CONSTITUTION  
OF THE  
PSYCHOTHERAPY AND COUNSELLING  
FEDERATION OF AUSTRALIA  
INCORPORATED**

**August 2010**

# **PACFA Constitution November 2008**

## **1. NAME**

The name of the Association is “Psychotherapy and Counselling Federation of Australia Incorporated” (PACFA)

## **2. DEFINITIONS AND INTERPRETATION**

In this Constitution, unless a contrary intention appears:

- “The Act” means The Association Incorporation Act 1991 (ACT) as amended from time to time.
- “Annual Report” means a statement in accordance with Section 79 (1)(a) and 67(2) (b) of the Act.
- “The Association” means PACFA Inc, incorporated as an association in the Australian Capital Territory under the Associations Incorporation Act 1991 on 9 June 1999.
- "Board" means the group structured in accordance with Clause 21 (the Board).
- “Constitution” means the constitution of the Association as amended from time to time in accordance with Clause 29-33
- “General Meeting” means an Annual General Meeting or Special General Meeting of Delegates
- “Member Association” (MA) means any organization accepted as a member of PACFA.
- “Delegate” means one of two nominees of a Member Association to the Council.
- "Council" means the body of Delegates of Member Associations and office holders of the Association as defined in Clause 21.1.
- “Objects” means those objects set out in Clause 3 and carried from time to time in accordance with Clause 29 & 30.
- “Special Resolution” means a resolution passed in accordance with Clause 30.2.
- “Statement of the Accounts” means accounts which give a true and fair account of:
- (a) the income and expenditure of the Association during the most recently ended financial year;
  - (b) the assets and liabilities of the Association at the end of that financial year;
  - (c) any mortgages, charges or other securities of any description affecting any property of the Association at the end of that financial year;
  - (d) in respect of each trust of which the Association was the trustee during a period in that financial year, accounts in relation to those matters in (a) to (c) (inclusive) on respect of each trust.

Words that import one gender will imply both genders and words importing that singular will include the plural and vice versa.

## **3. OBJECTS**

- 3.1 The primary Object of the Association is to promote the development of the science relating to the art and practice of Psychotherapy and Counselling.
- 3.2 The Association provides a forum for professional Psychotherapy and Counselling associations to provide a united, professional identity for the science including providing support, public accountability, and representation of the professions to the community, while respecting the diversity of approaches within this field of science.

3.3 Without limiting the generality of the above, the Objects include the following:

3.3.1 to promote the development of research into the efficacy of counselling and psychotherapy, skills development, theory and knowledge building and promote these in the community as widely as possible;

3.3.2 to formulate, monitor, and review standards of ethical behaviour for the public good in the practice of psychotherapy and counselling;

3.3.3 to formulate, monitor, and review standards of training and education leading to recognition as a professional Psychotherapist or Counsellor;

3.3.4 to represent the views of Member Associations on standards and practice issues, to the community and to government agencies;

3.3.5 to foster opportunities for professional development through activities such as conferences, workshops, publications, electronic media etc;

3.3.6 to coordinate the provision of relevant information on qualified practitioners to the community and to government agencies through a national register of psychotherapists and counsellors;

3.3.7 to liaise with other relevant national and international organizations.

3.4 The assets and income of the Association will be applied solely in furtherance of its above mentioned objects and no portion will be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

#### **4. POWERS OF THE ASSOCIATION**

**4.1** Subject to the Act, the Association has all powers necessary, including those of an individual, to:

4.1.1 carry out Objects;

4.1.2 give effect to this Constitution; and

4.1.3 act as a trustee of any trust.

**4.2** The Association may employ such salaried staff as are necessary to fulfill and carry out the Objects of the Association.

**4.3** The assets and income of the Association may only be applied to further the Objects and no portion thereof will be distributed directly or indirectly to any person except as:

4.3.1 bona fide compensation for services rendered to or expenses incurred on behalf of the Association;

4.3.2 a salaried member of the Association staff appointed by the Board; and

4.3.3 reasonable and proper rent for premises or leased to the Association.

## **5. MEMBERSHIP**

**5.1** All Member Associations of the Association are bound by this Constitution, the resolutions and the by-laws made thereunder and by all proper directions of the Council. All delegates of member organizations to the Council of the Association must be and continue to be of good repute and professional standing.

**5.2** Applicants for membership must:

5.2.1 be a professional association of (a) Psychotherapists or (b) Counsellors or (c) trainers or educators of Psychotherapists and Counsellors that:

5.2.1(a) has a minimum number of members as specified in the by-laws of the Association;

5.2.1(b) meets the minimum criteria for training standards and ethical standards as set by PACFA;

5.2.1(c) is an incorporated non-profit organisation or not for-profit company;

5.2.1(d) meets the criteria of any other by-laws; or

5.2.2 a subgroup of allied professionals who:

5.2.2(a) meet the training standards;

5.2.2 (b) whose professional body has ethics which meet the Association requirements;

5.2.2(c) has objectives congruent with the Association;

5.2.2(d) is sufficiently autonomous to relate to the Association with its own officers.

**5.3** Member Associations will be entitled to:

5.3.1 have nominated delegates attend all Council meetings of the Association;

5.3.2 have nominated delegates vote upon all matter brought before the General Meeting;

5.3.3 have nominated delegates be nominated for any Office of the Association.

**5.3.1** Number of delegates

Each member organization may nominate two delegates to the Council of the Association, and such additional number of delegates as the Associations by-laws may specify.

**5.4** Liability of Members

5.4.1 In the event of a winding up of the Association, the liability of each Member Association to contribute towards payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to all outstanding subscription moneys and levies owed by that Member Association in accordance with Clause 8.

5.4.2 If a member or members of the Board of the Association commit an offence in relation to a failure of the association to comply with the Incorporated Associations Act 1991 Section 109, the member or members is or are respectively liable, or jointly and severally liable, for any debt or liability incurred by the association because of the commission of the offence.

## **6. APPLICATIONS FOR MEMBERSHIP OF THE ASSOCIATION**

Associations wishing to join the Association must apply for membership in writing on the prescribed forms, must supply such supporting documentation as the Association may request, and must pay the prescribed application fee to the Association.

## **7. REGISTER OF MEMBER ORGANISATIONS**

**7.1** The Secretary will maintain a Register of Member Associations. Subject to the Act, the Register of Member Associations will contain particulars of the name, postal address, date of joining the Association, and such other particulars in respect of each Member as the Council will from time to time determine.

**7.2** Unless otherwise provided in this Constitution the Register of Member Associations will be kept in the custody of the Secretary. The Register of Member Associations is available for inspection by Members at a time and place nominated by the Secretary. The place at which the Register of Member Associations is available for inspection must be published in the Annual Return.

## **8. SUBSCRIPTIONS AND LEVIES**

**8.1** Each year the Council will agree upon a sum to be paid annually in accordance with this Clause, such sum to be referred to as the “Annual Subscription”.

**8.2** Member Associations must each pay the Annual Subscription in accordance with Clause 8.3

**8.3** All subscriptions and levies charged pursuant to this Clause 8 will be payable in advance to the Association by the 30th day of June in each year or by such later date as determined from time to time by the Council.

**8.4** The Council may raise funds by charging each Member Association a levy (the “Levy”), based on the membership size of the Member Association.

## **9. CESSATION OF MEMBERSHIP**

**9.1** A Member Association will cease to be a Member if:

9.1.1 the Association ceases to exist;

9.1.2 by notice in writing to the Secretary, they resign their membership;

9.1.3 their subscription or any Levy due by that Member Association has been in arrears for more than three months;

9.1.4 they cease to meet the requirements specified in clause 5.1 and 5.2.1.

**9.2** In the event that a Member Association's membership is cancelled in accordance with item 9.1.2 and 9.1.3 above, the Member may, with the approval of the Board, be reinstated as a Member Association immediately on payment of all sums due by that Member Association.

## **10. SUSPENSION OR EXPULSION OF MEMBERS**

**10.1** A Member Association may be suspended or expelled if the Board has reasonable grounds to believe that a Member Association has:

10.1.1 persistently and willfully acted in conduct prejudicial to the interests and/or Objects of the Association;

10.1.2 persistently refused or neglected to comply with the provisions of this Constitution;

10.1.3 persistently acted in such a manner as to make their suspension or expulsion desirable in the interests of the Association.

10.2 The Board will appoint a member of the Council, who is not a member of the Board, to investigate the matter. The investigating Council member will prepare a report which is to be tabled at a Board meeting at which delegate/s of the Member Association in question is/are invited to be present. At the Board meeting the Member Association delegate/s (if present) may state their case in reply or request an adjournment of the meeting in order that they prepare their case and bring forward evidence to support their case. Upon request for an adjournment, the Board will adjourn the matter for a reasonable time.

10.3 After considering the investigating Council member's report and any response on behalf of the Member Association, the Board may:

10.3.1 direct that no further action be taken;

10.3.2 direct that the Member Association take appropriate steps to ensure that it complies with Association membership requirements within a reasonable time;

10.3.3 suspend the Member Association's membership until such time as the matter is resolved to the satisfaction of the Board;

10.3.4 recommend to the next meeting of Council that the Member Association be expelled from the Association. The Member Association will be expelled if a majority of not less than three fourths of the Council members then being present and entitled to vote, vote to so expel the Member Association.

10.4 Appeal against suspension of membership will be to PACFA Council where a majority of Council members then being present and entitled to vote will be required to overturn the suspension.

10.5 Member Associations whose membership is suspended or terminated under this section will not be entitled to a rebate of fees paid.

## **11. ANNUAL GENERAL MEETING**

**11.1** The Association will, at least once in each calendar year and within five (5) months of the most recently ended Association's financial year, convene an Annual General Meeting of the Members.

**11.2** Subject to Clause 11.1 the Annual General Meeting will be held on the date and at the place and time that the Council determines.

**11.3** The Annual General Meeting will be specified as such in the notice convening it.

**11.4** The ordinary business of the Annual General Meeting will be:

11.4.1 to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since that meeting;

11.4.2 to receive a report from the Chairperson detailing the affairs of the Association since the previous Annual General Meeting;

11.4.3 to consider any resolution of which at least twenty-one days written notice has been given by a Member Association to the Secretary (such a motion to be considered after Council motions);

11.4.4 to receive and consider the Board presentation of:

11.4.4(a) the audited Statement of the Accounts in respect of the most recently ended financial year of the Association;

11.4.4(b) a copy of the auditor's report to the Association in relation to the Association's accounts for that financial year;

11.4.4(c) a report signed by two members of the Board stating:

- the name of each member of the Board during the most recently ended financial year of the Association and, if different, at the date of the report;
- the principal activities of the Association during the most recently ended financial year and significant change in the nature of those activities that occurred during that financial year; and
- the net profit or loss of the Association for the most recently financial year;

11.4.4(d) to elect auditors for the ensuing year of the Association;

11.4.4(e) to deal with any business that had been brought forward;

11.4.4(f) consider any motion raised without prior notice to the Secretary. (If, in the opinion of the Chairperson, time will not permit a motion raised without notice to be adequately discussed it may be put to the meeting that such motion be deferred to the next General Meeting and the meeting will vote thereon).

**11.5** At an Annual General Meeting a ballot vote may be demanded by the Chairperson of not less than 10 Delegates present and entitled to vote, on any motion which is brought before the General Meeting.

## **12. SPECIAL GENERAL MEETINGS**

**12.1** The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

**12.2** The Board will, on the requisition in writing of:

12.2.1 not less than one-third of Board members; or

12.2.2 not less than 20% of Members of the Association; or

12.2.3 the Secretary by authority of a resolution passed in Annual General Meeting; or convene a Special General Meeting.

**12.3** The requisition for a Special General Meeting will state the objects of the meeting and must be signed by the persons making the requisition. The requisition must be sent to the Secretary and may consist of several documents in a similar form, each signed by one of more of the persons making the requisition.

**12.4** If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Secretary, the eligible persons making the requisition or any of them, may convene a Special General Meeting to be held not later than three months after that date.

## **13. NOTICE OF MEETING**

The Secretary of the Association must, at least twenty-eight (28) days before the date fixed for holding a General Meeting of the Association, send an email notice or written notice to each Member Association at the address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

## **14. QUORUM FOR GENERAL MEETINGS**

**14.1** No item of business will be transacted at any General Meeting unless a quorum of Members entitled under the Constitution to vote is present, personally or by proxy (an authorized "Form of Appointment by Proxy" - see Appendix 1 - is presented to the presiding Chairperson), during the time when the meeting is considering that item.

**14.2** One half of all Member Associations (or the next whole number if  $\frac{1}{2}$  is an uneven number) personally present, being entitled to vote at a General Meeting, or by proxy (an authorised "Form of Appointment by Proxy" - see Appendix 1 - is presented to the presiding Chairperson),

constitute a quorum for the transaction of the business of a General Meeting.

**14.3** If, within 30 minutes of the time fixed for the General Meeting, no quorum is present:

14.3.1 in relation to an Annual General Meeting, the meeting stands adjourned to such day and at such time (being not more than one month subsequently) as the Chairperson will then determine;

14.3.2 in relation to a Special General Meeting, the meeting lapses.

**14.4** For the purpose of this Clause 14 and Clauses 11 and 12, the simultaneous linking together Delegates of at least one half of all Member Associations (or the next whole number if  $\frac{1}{2}$  is an uneven number) by telephone or by other means of communication by which all persons participating in the General Meeting are able to hear and be heard by all other participants, will satisfy the quorum requirement and will constitute a General Meeting and all the provisions in this Constitution applicable to General Meetings will apply to such General Meetings by telephone or by other means of communication.

## **15. CHAIRPERSON**

The President, or in the President's absence, the Vice-President, will preside as Chairperson at all General Meetings, but if neither is present, the Board must choose a Board member to preside as Chairperson of the Meeting.

## **16. VOTING AT GENERAL MEETINGS**

**16.1** A question arising at a General Meeting of the Association will be determined on a show of hands.

**16.2** Decisions (other than Special Resolutions) will be made by a resolution passed by a majority of Delegates then present and entitled to vote unless another method is specified in the by-laws.

**16.3** A Special Resolution must be passed in accordance with Clause 33.2.

**16.4** Each delegate of a Member Association has one vote and in the case of an equality of voting on a question, the Chairperson of the General Meeting is entitled to exercise a second or casting vote.

**16.5** Board Members are entitled to vote at all meetings of the Council.

**16.6** All votes must be given personally or by proxy.

## **17. PROXIES**

**17.1** Each Member entitled to vote may appoint a natural person, who is a Member Delegate as a proxy by notice to the Secretary no later than twenty-four hours before the time of the General Meeting in respect of which the proxy is appointed.

**17.2** A notice appointing the proxy must be in the form set out in Appendix 1.

## **18. POSTAL VOTING**

At any General Meeting a postal ballot may be demanded by the Chairperson or at least ten Delegates present and entitled to vote on any motion which is brought before the General Meeting. If so demanded the following provisions must apply.

**18.1** The Chairperson must appoint a returning officer and two scrutineers, who will not be Council members;

**18.2** The proposer(s) of the motion must within 21 days after the date of the General Meeting, state in writing to the Secretary the case for the motion;

**18.3** Any Member who wishes to furnish a statement in writing regarding the motion to the Secretary, must do so within 21 days after the date of the meeting;

**18.4** The returning officer must within six weeks from the date of the General Meeting forward to each Delegate entitled to vote a ballot paper which will:

18.4.1 set out the motion;

18.4.2 be accompanied by a copy of each of the statements (if any) prepared for and against the motion;

18.4.3 provide for the Delegate to vote for or against the motion;

18.4.4 nominate a day being not less than 28 clear days from the date of sending out the ballot papers for the closure of the poll (“the Last Receipt Date”).

**18.5** Each Delegate entitled to vote will return her/his ballot paper to the returning officer in the envelope marked “Ballot Paper” addressed to the returning officer, which envelope will have been forwarded to the Delegate with the ballot paper. The envelope will be signed where indicated by the Delegate to record the vote.

**18.6** The returning officer will retain the envelopes unopened until four o’clock in the afternoon of the Last Receipt Date and will then open the envelopes in the presence of the scrutineers whose duty it will be to assist and to check the count.

**18.7** No ballot paper will be counted by the returning officer which is:

18.7.1 received after the Last Receipt Date;

18.7.2 is informal;

18.7.3 if the envelope is not signed by the Delegate;

18.7.4 where the Annual Subscription or any other amount payable by the Member Association to PACFA is overdue and unpaid on the Late Receipt Date.

## **19. POWERS OF THE BOARD**

**19.1** The affairs of the Association will be managed by a Board structured in accordance with

Clause 21 (the “Board”)

**19.2** Subject to the Constitution and the Act, the Board will have the following powers:

19.2.1 to control and manage the business and affairs of the Association;

19.2.2 to authorise the Treasurer to distribute assets or income of the Association to such persons or bodies in accordance with the Objects of the Association;

19.2.3 to perform all such acts and things, including the determination of policies and procedures, as appear to the Board to be necessary for the proper management of the Association;

19.2.4 subject to Clause 29, make repeal and amend by any By-Laws governing the Association;

19.2.5 exercise all such powers and functions of the Association other than those powers that:

19.2.5(a) an Act of Parliament;

19.2.5(b) a clause of this Constitution; or

19.2.5(c) a resolution of the Delegates present and entitled to vote at a General Meeting requires the Delegates to exercise in a General Meeting;

19.2.6 appoint committees to advise the Board;

19.2.7 delegate power as the Board thinks appropriate, necessary and/or expedient;

19.2.8 appoint custodians or nominees to hold the Association trustee;

19.2.9 to execute a deed(s) purporting to appoint the Association trustee of a trust; and

19.2.10 to employ or contract for the services of a person(s) to assist it with the management of the affairs of the Association and such other functions as determined from time to time by the Board.

**20. POWERS OF THE COUNCIL**

**20.1** The control and direction of the policy and affairs of the Association will be vested in a body called the Council, structured in accordance with Clause 21.1.

**20.2** Subject to the Constitution and the Act, Council will have the following powers and functions:

20.2.1 The implementation of the objects of the Association;

20.2.2 The establishment and maintenance of criteria for admission of Member Associations, with the understanding that each Member Association will establish and

maintain its own standards of admission, provided that this meets minimum standards of the Association;

20.2.3. The decision regarding admission or disaffiliation of Member Associations to the Association;

20.2.4 The setting up of standing and ad-hoc committees to advance the Objects of Association; and

20.2.5 Delegation of specified powers and functions to the Board or such committees of the Association as the Council sees fit to appoint.

## **21. ASSOCIATION STRUCTURE**

**21.1** Members of the Council must each be a formally nominated Delegate of a current Member Association or an office holder of the association as specified in sections 21.2.1 to 21.2.9.

**21.2** Subject to Clause 21.4 the Board will consist of the following members:

21.2.1 The President of the Association;

21.2.2 The Vice-President of the Association

21.2.3 The Secretary of the Association;

21.2.4 The Treasurer of the Association;

21.2.5 The immediate past-President of the Association;

21.2.6 The standing committees of the Association which have been established to oversee training standards, ethical practice, a national register of Counsellors and Psychotherapists and course accreditation will be represented on the Board by the Chair of the Professional Practice committee. The Professional Practice committee will include the Chairs of the standing committees of training standards, ethics, register and education program accreditation and will meet at least once per year;

The Professional Practices Chair will be elected by AGM from Chairs of relevant standing committees;

21.2.7 A person representing educators and trainers of Counsellors and Psychotherapists nominated by the Society of Counselling and Psychotherapy Educators (Australia) Inc. (SCAPE);

21.2.8 Chair of Promoting PACFA/Member Associations Interests; and

21.2.9 Two members representing Member Association delegates that are otherwise unrepresented on the Board.

**21.3** A Board member nominated as a representatives of educators under clause 21.2.7, will hold office for a period of one year until the conclusion of the succeeding AGM, providing that no such member of the Board will be eligible for nomination at more than three successive AGM's.

**21.4** Board members elected to the office of President, Vice-President, Secretary or Treasurer, or as a chairperson of a standing committee of PACFA, will hold office for a period of two years until the conclusion of the next but one AGM, providing that no such member of the Board will be eligible for election to that office for more than three successive terms.

**21.5** The maximum continuous term of service on the Board is 12 years. After 12 months absence from the Board any past Board member is eligible to stand for re-election.

## **22. NOMINATIONS FOR BOARD ELECTIONS**

**22.1** This Clause applies to all elected Board members:

22.1.1 President;

22.1.2 Vice-President;

22.1.3 Secretary;

22.1.4 Treasurer;

22.1.5 Committee Chairs and representative of educators;

22.1.6 two ordinary members

and is subject to the rotation agenda in Clause 21.4 and 21.5.

**22.2** At least eight weeks before the date of each AGM the Secretary will, by written notification, call for nominations from delegates of Member Associations entitled to vote for Board elections.

**22.3** Delegates, and current Board members eligible for re election, are eligible for nomination to the Board.

**22.4** Nominations must be in writing signed by the nominee and one other Council Delegate acting as nominator.

**22.5** A nominee may be nominated for more than one office.

**22.6** Nominations will close on the date 14 days before the AGM. This date will be stated in the notification sent by the Secretary pursuant to Clause 22.2.

**22.7** If, after the close of nominations:

22.7.1 only one nominee is nominated for any office then the Chairperson at the AGM will declare that nominee to be elected to that office;

22.7.2 the number of nominees for any office is more than one then a ballot in relation to these offices will be conducted at the AGM;

22.7.3 no eligible Delegate or Board Member has been nominated then the Chairperson will call for late nominations from amongst those Delegates and Board Members present

at the AGM. If no such nominations are made and accepted by the nominees, then the Board may make an appointment at a later date. A person appointed by the Board in these circumstances must be a member of a Member Association of PACFA, but need not be a delegate of that association to the Council of PACFA.

## **23. BOARD ELECTIONS**

**23.1** In voting for all positions, and especially for the Board, Council Delegates are to consider:

23.1.1 capacity of the nominee for the Office;

23.1.2 sufficient representation of the diversity of psychotherapy and counselling;

23.1.3 geographic representation.

**23.2** For the purpose of conducting the ballot at the AGM, the Chairperson will appoint a returning officer to conduct the ballot and two scrutineers to assist, all of whom are to be Delegates of Member Associations and none of whom will be a nominee for the election.

**23.3** The returning officer will prepare a list of the Delegates entitled to vote then present, together with a list of proxies held by delegates present, and will thereafter hand to each such Delegate a ballot paper prepared in such manner as may be expedient. Each such Delegate will privately mark the voting paper in the presence of the returning officer and will then fold it so that the markings are not visible and return the paper forthwith.

When all the papers have been so marked and returned the returning officer will count the votes, which said votes will be checked by the scrutineers, and certify the result in writing to the Chairperson (or in her/his absence the Secretary) who will announce the result at the AGM.

**23.4** In any case in which an equal number of votes are cast, the Chairperson (or in her/his absence the Secretary) will have a casting vote.

**23.5** Where a Delegate appointed as returning officer or as one of the scrutineers under this Clause 23 or Clause 18 is unable or unwilling to act or continue to act, a Delegate to fulfil the vacancy will forthwith be appointed by the Chairperson, or in her/his absence, the Secretary.

**23.6** When a Delegate has been elected or appointed in case of casual vacancy to the Board, their Member Association can appoint a replacement Delegate to the Council.

## **24. CASUAL VACANCY**

**24.1** The office of a member of the Board becomes vacant if the member:

24.1.1 resigns her/his office by one months' notice in writing given to the Secretary or, in the case of the Secretary, to the Chairperson;

24.1.2 is removed by a resolution passed by those Delegates present and entitled to vote at a General Meeting; or

24.1.3 becomes disqualified from office pursuant to Section 63 (1) of the Act.

**24.2** In the event of the office of President becoming vacant, the Vice-President will assume the

office of President until the next AGM.

**24.3** Subject to 24.5, in the event of a vacancy in the office of Vice-President, the Board may appoint a Delegate (whether already a Board member or not) to the vacant office. The Delegate so appointed may continue in office until the next AGM. If an existing Board member is appointed to the vacant office then the subsequent vacancy will be filled in accordance with Clause 24.4.

**24.4** Subject to Clause 24.2 and 24.3, if a vacancy occurs in the office of a member of the Board, the Board may:

24.4.1 appoint a Delegate who would have been eligible for election under Clause 21; or

24.4.2 hold an election to be conducted (as near as the circumstances may allow) in the manner set out in Clause 22 and 23.

**24.5** All such vacancies to be filled at the discretion of the Board as soon as practicable.

## **25. MEETINGS OF THE BOARD**

**25.1** The Board will meet:

25.1.1 at least once in each financial year at such place and at such times as the Board may determine; and

25.1.2 when called upon by the Secretary, within 6 weeks of the Secretary's receipt of a written request signed by no less than four Board members.

**25.2** At meetings of the Board:

25.2.1 (a) the President, or in her/his absence, the Vice-President, will preside; or

25.2.1 (b) if the President and the Vice-President are absent, another member may be chosen by the other Board members present to preside.

**25.3** For the purpose of this Clause 25, the simultaneous linking together of a number of members of the Board, being not less than a quorum, by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants, will constitute a meeting of the members of the Board and all the provisions in this Constitution applicable to meetings of the Board will apply to such meetings by telephone or by other means of communication.

**25.4** Written notice of each Board meeting will be given to each member of the Board at least ten business days before the meeting at the usual contact address.

**25.5** A member of the Board may introduce, at a meeting of the Board, any matter not appearing in the notice of the meeting provided:

25.5.1(a) the Chairperson gives his or her consent; or

25.5.1 (b) the remaining members of the Board present give their approval by passing a resolution by a simple majority.

**25.6** Notice should be given to members of the Board of any special meeting called in accordance with Clause 25.1.2 specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting.

**25.7** A resolution in writing signed by all Board members or a resolution in writing of which notice has been given to all Board members and which is signed by a simple majority of the Board members is as valid as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the Board members. A telex, facsimile transmission or other document produced by mechanical or electronic means under the name of a Board member with the Board member's authority is deemed to be a document in writing signed by the Board member.

## **26. QUORUM OF THE BOARD**

**26.1** Sixty per cent of those eligible to be members of the Board will constitute a quorum for the transaction of the business of a meeting of the Board.

**26.2** No business will be transacted unless a quorum is present, physically or linked electronically, and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned.

## **27. VOTING AT BOARD MEETINGS**

**27.1** Questions arising at a meeting of the Board will be decided by a majority of votes.

**27.2** Decisions are made by a majority of Board members present and voting. Board members will be deemed "present" if the meeting is conducted in accordance with Clause 25.3.

**27.3** Each member present at a meeting of the Board is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**27.4** Subject to Clause 19, the Board may act notwithstanding any vacancy on the Board.

## **28. DUTIES OF THE SECRETARY AND THE TREASURER**

**28.1** Duties of the Secretary:

28.1.1 The Secretary will except as otherwise provided in this Constitution:

28.1.1(a) keep written Minutes of the resolutions and proceedings of each Board meeting, and sub committee meetings and General Meeting in books provided for that purpose together with a record of the names of persons present at each Board and sub Committee Meetings;

28.1.1(b) keep in custody or under control all books, documents and securities of the Association;

28.1.1(c) circulate to Board members a copy of the Minutes of all their respective meetings;

28.1.1(d) notify applicants to PACFA Inc of the result of their application; and

28.1.1(e) conduct the correspondence of the Association subject to any direction of the President or the Board and will keep a record of all such correspondence.

## **28.2 Duties of the Treasurer:**

28.2.1 The Treasurer will except as otherwise provided in this Constitution:

28.2.1(a) receive all moneys paid to the Association;

28.2.1(b) collect all moneys which are due and payable to the Association;

28.2.1(c) be custodian of the funds of the Association;

28.2.1(d) pay all moneys owing by the Association;

28.2.1(e) make all payments authorised by the Board as the case may be;

28.2.1(f) reimburse Board Members in accordance with Clause 35;

28.2.1(g) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association;

28.2.2(h) keep accounting records in such a way that true and fair accounts of the Association can be prepared from time to time;

28.2.1 (i) cause the accounting records of the Association to be retained for at least seven (7) years after the transactions to which they relate were completed;

28.2.1(j) prepare the Statement of Accounts and ensure it is audited in accordance with Part V of the Act and presented at each Annual General Meeting;

28.2.1(k) do all such other things as are necessary to ensure that all forms and notifications required to be lodged with the Registrar of Incorporated Associations in relation to the financial affairs of the Association are so lodged within the time permitted under the Act;

28.2.2 Upon termination of her/his office the Treasurer will deliver to the incoming Treasurer all funds, papers, documents and such other items belonging to the Association; and

28.2.3 The accounting records referred to in Clause 28.2.7 above will be available for inspection by any Delegate.

## **29. BY-LAWS**

**29.1** If considered expedient for the administration of the Association or to advance the Objects, the Board may make, repeal and amend any Association By-Law. All By-Law(s) and any amendments thereto must be consistent with this Constitution, as amended from time to time.

**29.2** All By-Laws are binding upon the Members.

**29.3** Those Delegates present and entitled to vote may vote to repeal any By-Laws and, if a majority so vote in favour, that By-Law(s) will immediately be repealed and no longer be of any force or effect.

### **30. COMMITTEES**

**30.1** The Board may from time to time appoint from amongst the members of the Association such other Committees as it may deem necessary or expedient.

**30.2** The President will be a member of and responsible for the general supervision of any and all Committees appointed by the Board. All Committees must act in accordance with Board directions and must report their proceedings to the Board at such intervals as the Board may direct.

**30.3** The Council will elect the convenor and two other members of each standing committee.

**30.4** Each standing committee can coopt members with the approval of the Board.

**30.5** If at any meeting of a Committee, the convener is not present within fifteen minutes after the time appointed for holding the meeting, then the persons present may choose one of their number to chair the meeting.

**30.6** Each Committee will meet at the direction of its convener and adjourn as the Committee thinks proper.

**30.7** Questions arising at any meeting of a Committee will be determined by a resolution passed by a majority of votes of the persons present and entitled to vote. In the case of an equality of votes, the Chairperson will have a second or casting vote.

### **31 IMMEDIATE PAST-PRESIDENT OF THE ASSOCIATION**

The immediate past-President of the Association will be an ex-officio voting member of the Board, and will be an ex-officio voting member of the Council of the Association if not appointed to the Council as a Delegate of a Member Association.

### **32. PATRON**

The Chairperson will invite such person or persons as recommended by the Board and approved at a General Meeting to be a Patron of the Association for a specified period of time.

### **33. AMENDMENT TO THE CONSTITUTION**

**33.1** Subject to the Act, the Constitution will only be amended by a Special Resolution.

**33.2** A resolution of the Association is a Special Resolution if it is passed by a majority of at least three-fourths of those Delegates present in person or by proxy and entitled to vote at the General

Meeting. At least twenty-eight (28) days written notice of the General Meeting and the intention to propose the resolution as a Special Resolution must be given to Member Associations.

**33.3** The Public Officer must lodge a copy of the Special Resolution with the Registrar of Incorporated Associations within one month of the resolution being passed. Upon such lodgement the resolution will be effective.

**33.4** Any alteration to the Constitution must not permit the Association to act (whether as trustee or otherwise) so as to trade or secure pecuniary gain for the Member Associations.

#### **34. FUNDS, ACCOUNTS AND INVESTMENTS**

**34.1** The Funds of the Association will be derived from Member Association contributions, annual subscriptions, levies, grants, donations and such other sources as the Board determines.

**34.2** All funds received by the Association will initially be paid into a separate account(s) in the name of the Association with any bank(s), building society, credit union and/or other financial institution for the Objects of the Association (such accounts collectively referred to as "Account No. 1").

**34.3** Funds received by the Association in its capacity as trustee of a trust(s) must not be paid into Account No. 1 but must be paid into a separate bank, building society, credit union and/or other financial institution account held in the name of the Association as trustee of that trust, to be dealt with in accordance with the trust deed of that trust.

**34.4** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by two people:

34.4.1 any member of the Board; and/or

34.4.2 any person(s) unanimously approved from time to time by the Board.

**34.5** The Board will take reasonable steps to ensure that the Association's Statement of Accounts is audited and that such audit is completed at least fourteen (14) days before the Annual General Meeting.

**34.6** The auditor of the Statement of Accounts (the "Auditor") will be elected or re-elected as the case may be by resolution of those Delegates present and entitled to vote at the Annual General Meeting. The Auditor must be a person who qualifies under Section 74 of the Act and he must comply with the audit requirements under the Act.

**34.7** The financial year of the Association will be 1 July to 30 June.

**34.8** The Association will only invest the funds held in Account No. 1 in the manner permitted by any state or commonwealth legislation governing trustees.

#### **35. EXPENSES OF MEMBERS OF THE BOARD**

**35.1** Subject to Board approval, Members of the Board will be entitled to prompt reimbursement from the Association for such reasonable travelling and other expenses properly incurred in performing their duties as members of the Board.

## **36. ASSOCIATION ASSETS**

**36.1** The Board may only, with the approval of no less than two thirds of the Delegates of the Member Associations present and entitled to vote at a General Meeting:

36.1.1 acquire (otherwise than out of accumulated funds of the Association) any real or personal property; or

36.1.2 appoint any person or persons or corporation to accept and hold in trust for the Association any real or personal property acquired or about to be acquired from the Association.

**36.2** The Board may only pledge the credit of those Delegates of the Association who have previously agreed in writing that their credit may be so pledged and then only to the amount specified by such Delegates in their written agreement.

## **37. PUBLIC OFFICER**

**37.1** The Council will appoint a person to be a Public Officer of the Member Associations. The Public Officer must reside in the Australian Capital Territory.

**37.2** If the office of the Public Officer will become vacant in accordance with Section 64 of the Act the Council must, within fourteen (14) days of such vacancy, appoint a person to fill the vacancy.

**37.3** The Public Officer may not hold any other office in the Association.

**37.4** The Association may, by a resolution passed by a majority of Delegates present and entitled to vote at a General Meeting, remove the Public Officer.

## **38. COMMON SEAL**

**38.1** The Common Seal of the Association will be kept in the custody of the Chairperson.

**38.2** The Common Seal will not be used or affixed to any deed or other document except pursuant to a resolution of the Board.

**38.3** Affixing of the Common Seal will be attested by the signatures of the Chairperson and one member of the Board.

## **39. INDEMNITY**

39.1. Each and every:

39.1.1 Member of the Board, a committee established under Clause 30;

39.1.2 Officer;

39.1.3 Person employed or whose services are contracted by the Association pursuant to Clause 19.2.10; and

39.1.4 Salaried staff member; of the Association is indemnified and will be kept indemnified by the Association against:

39.2 any liability to another person which arises or arose out of the first person acting in their appointed capacity; and

39.3 any liability which arises or arose out of the person acting in their appointed capacity for costs and expenses incurred by that person in defending proceedings, whether civil or criminal; unless the liability arises out of conduct involving the lack of good faith.

#### **40. DISSOLUTION OF THE ASSOCIATION**

**40.1** Subject to the Act, the Association may be dissolved if a Special Resolution to voluntarily wind up the Association has been passed at a General Meeting.

**40.2** If the Association is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, the following assets remaining after the payment of the Association's liabilities will be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

gifts of money or property for the principal purpose of the Association;

contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and

money received by the Association because of such gifts and contributions.

Any assets remaining in excess of the above, will be transferred to another non-profit Association with similar purposes and which has rules prohibiting the distribution of its assets and liabilities to members.

#### **41. NOTICE**

**41.1** A notice may be served by or on behalf of the Association upon any Member Association either personally or by sending it by post to the Member at their address shown in the Register of Members.

**41.2** Where a document is properly addressed pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **42. INCONSISTENCY**

**42.1** In the event of any inconsistency between any Clause in this Constitution and the Act, the Act will prevail at all times.

**42.2** In the event of an inconsistency between this Constitution and any By-Law or regulation made in accordance with Clause 29, this Constitution will prevail at all times.

#### **APPENDIX 1**

**FORM FOR APPOINTMENT OF PROXY**

We, .....

(name of Member Association)

being a member of PACFA Incorporated hereby appoint the following delegate(s) to the Council of PACFA as proxy/proxies to vote on our behalf at the General Meeting of the Association (General Meeting, Annual General Meeting or Special General Meeting, as the case may be) to be held on the ..... day of..... 20.....

and at any adjournment of that meeting.

Name of first proxy:

Name of second proxy:

Signed .....

(office holder of Member Association)

Name (please print):

Position in Association:

The ..... day of ..... 20.....

**BY LAWS**

**Voting at Meetings**

1. Voting at Meetings

1.1. Meetings of the Council and General Meetings

1.1.1. At meetings of the Council and General Meetings, all efforts will be made to reach a resolution by consensus.

1.1.2. Where a vote is required, a two thirds majority of delegates present and entitled to vote is required in order for the resolution to be carried.