



Psychotherapy & Counselling
Federation of Australia

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

October 2018

PACFA Constitution

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1. NAME

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

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless a contrary intention appears:

- “Act” means the *Associations Incorporation Act 1991* (ACT) as amended from time to time.
- “Affiliated Organisation” means an organisational Member of PACFA (other than a Member Association) that meets the requirements in clause 5.3.6 and the By-laws (as applicable), being a Member that does not have voting rights.
- “Annual Report” means a statement in accordance with sections 79(1)(a) and 67(2)(b) of the Act.
- “Association” means PACFA, incorporated as an association in the Australian Capital Territory under the Act on 9 June 1999, association number A03266.
- "Board" means the board of the Association structured in accordance with clause 22 and appointed in the manner approved by this Constitution.
- “Board Member” means a member of the Board.
- “Branch” means a Division of PACFA Members which may be established in relation to Members in a particular geographic area.
- “By-law” means a by-law of the Association made or amended by the Board in accordance with clause 30.1.
- “Code of Ethics” means the PACFA Code of Ethics currently in force, as amended from time to time.
- “College” means a Division of PACFA Members which may be established in relation to Members from a particular therapy modality or other shared professional interest.
- “Constitution” means this constitution of the Association as amended from time to time in accordance with clause 33.
- "Council" means the body of Delegates of Member Associations, Divisions, Sub-divisions and office holders of the Association that operates in accordance with clause 20.

“Delegate”	means the natural person or persons appointed by a Member Association, a Division or a Sub-division of PACFA to the Council, as notified to the Association by that Member Association, Division or Sub-division using the form set out in Appendix 1.
“Division”	means a PACFA Branch or PACFA College and includes Sub-divisions of PACFA Colleges.
“Eligible Member”	means a natural person eligible to one vote each on the Member Congress by virtue of being: <ul style="list-style-type: none"> (a) an Individual Member of PACFA who meets the PACFA Training Standards or whose training is equivalent to the PACFA Training Standards; (b) MA Member who meets the PACFA Training Standards or whose training is equivalent to the PACFA Training Standards and who is entitled to vote by virtue of being a member of a Member Association; (c) a Board Member; or (d) a Chair of a Standing Committee.
“Expert Member”	means an expert member of the PACFA Board or a PACFA Committee who is appointed to that position to contribute specialist expertise.
“Financial Year”	means the year ending on 30 June.
“General Meeting”	means an Annual General Meeting or Special General Meeting of Eligible Members.
“Individual Member”	means any individual who is a Member of PACFA in any of the individual membership categories as defined in the By-laws and that meets the requirements in clause 5.3.4 and 5.3.5 and the By-laws (as applicable).
“Interest Group”	means an informal group of Members of PACFA, MA members, and other interested professionals, who come together to explore aspects of practice and to provide networking and support opportunities.
“Investigator”	has the meaning set out in clause 10.6.
“Levy”	means the Per Capita Fee or any other special fee that has been agreed to at an Annual General Meeting or Special General Meeting of Eligible Members.
“MA Member”	means a natural person who is a member of a PACFA Member Association, and for whom the required Per Capita Fee is payable, provided that the Member Association has paid its Per Capita Fees.
“Member”	means a member of PACFA in any of the individual or organisational membership categories as defined in the By-laws.

- “Member Association” means any organisation that meets the requirements in clause 5.3.1 and 5.3.2 and the By-laws (as applicable) that is accepted as a Member of PACFA in accordance with this Constitution.
- “Member Congress” means the representative body of Eligible Members who meet at General Meetings of the Association convened in accordance with this Constitution and the Act.
- “Membership Fee” means the annual membership fee payable by Members.
- “Objects” means those objects set out in clause 3 and varied from time to time in accordance with clause 33.
- “Per Capita Fee” means a fee based on the number of Members of a Member Association that meet the PACFA Training Standards or whose training is equivalent to the PACFA Training Standards.
- “Professional Conduct Panel” means a panel appointed in accordance with the Professional Conduct Procedures to hear a complaint against a practitioner.
- “Professional Conduct Procedures” means the documented complaint handling procedure currently in force, as amended from time to time.
- “Registrant” means a counsellor or psychotherapist who is listed on the PACFA National Register of Counsellors and Psychotherapists.
- “Secretary” means the person holding office under this constitution as the secretary of the Association or, if no such person holds that office, the public officer of the Association.
- “Special Resolution” means a resolution passed in accordance with clause 33.2.
- “Standing Committee” means a committee established by the Board or Council pursuant to clause 31.1 or the By-laws.
- “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.
- “Sub-Division” means a sub-set of a College which operates autonomously from the parent College.

“Training Standards” means the training standards approved by the Board from time to time.

2.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) words importing the singular include the plural and vice versa;
- (b) a reference to any party or other person includes that person's successors and permitted assigns;
- (c) a reference to a statute, ordinance or other legislation includes any amendment, replacement or re-enactment for the time being in force and includes all regulations, by-laws and statutory instruments made thereunder;
- (d) a reference to this or any other document includes a reference to that document as amended, supplemented, novated or replaced from time to time;
- (e) a reference to a clause is a reference to a clause of this Constitution;
- (f) a reference to writing includes all means of reproducing words in a tangible and permanently visible form;
- (g) a reference to time is a reference to time in the Australian Capital Territory;
- (h) where a party comprises two or more persons any agreement or obligation to be performed or observed by that party binds those persons jointly and each of them severally, and a reference to that party is deemed to include a reference to any one or more of those persons;
- (i) the headings in this Constitution does not affect its interpretation.

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 counsellors and psychotherapists and 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 Members 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 organisations.

3.4 The assets and income of the Association will be applied solely in furtherance of its 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 the legal capacity and all powers of an incorporated association under the Act, including to:

- 4.1.1 carry out the 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 Members are bound by this Constitution, the resolutions and the By-laws made thereunder and by all proper directions of the Member Congress and Council.

- 5.1.1 All Individual Members and Delegates to the Council of the Association must be and continue to be of good repute and professional standing.
- 5.1.2 All Individual Members, as defined in the By-laws, are bound by the PACFA Code of Ethics.

5.2 Applicants for membership as a Member Association, Individual Member or Affiliated Organisation must meet the relevant eligibility and application requirements specified or referred to in clause 5.3, 5.4 or 5.5.

5.3 To be eligible for membership of the Association as a Member Association, the applying association must:

- 5.3.1 be a professional association of (i) Psychotherapists or (ii) Counsellors or (iii) trainers or educators of Psychotherapists and Counsellors that:
 - 5.3.1(a) has a minimum number of members as specified in the by-laws of the Association;
 - 5.3.1(b) meets the minimum criteria for training standards and ethical standards for Member Associations as set by Council;

- 5.3.1(c) is a not-for-profit body corporate or an incorporated association;
- 5.3.1(d) meets the criteria of any other by-laws; or
- 5.3.2 be a subgroup of allied professionals whose professional body:
 - 5.3.2(a) meets the minimum criteria for training standards as set by Council; 5.3.2(b) has ethics which meet the Association's requirements;
 - 5.3.2(c) has objectives congruent with the Association;
 - 5.3.2(d) is sufficiently autonomous to relate to the Association with its own officers.
 - 5.3.2(e) meets the criteria of any other By-laws.
- 5.3.3 To retain eligibility for membership of the Association as a Member Association, the Member Association must:
 - 5.3.3(a) continue to meet the eligibility criteria set out in the relevant By-laws;
 - 5.3.3(b) provide to the Board on an annual basis data reasonably requested by the Board concerning ethical complaints and outcomes in relation to that Member Association and its members; and
- 5.3.4 To be eligible for Individual Membership of the Association, applicants must meet the membership requirements for the membership category for which they are applying. The membership requirements for Individual Membership will be set by the Council and may be varied by Council from time to time.
- 5.3.5 To retain Individual Membership of the Association, Individual Members must meet the annual membership renewal requirements set by the Council.
- 5.3.6 To be eligible for membership of the Association as an Affiliated Organisation, applicants must meet the membership requirements. The membership requirements will be set by the Council and may be varied by the Council from time to time.

5.4 Individual Members who meet the PACFA Training Standards will be Eligible Members with the right to one vote each at the Member Congress.

5.5 MA Members who meet the PACFA Training Standards will be Eligible Members with the right to vote at the Member Congress as representatives of a Member Association; such eligibility is based on their membership of a Member Association and will automatically cease upon that individual ceasing to be a member of a Member Association or upon that Member Association ceasing to be a Member Association. Each MA Member may participate in the Member Congress as an individual and is entitled to one vote by notifying the Association of the MA member's voting entitlement using the form in Appendix 2.

5.6 Eligible Members will be entitled to:

- 5.6.1 attend or otherwise participate in General Meetings of the Association;
- 5.6.2 vote upon all matters brought before General Meetings; and
- 5.6.3 nominate for any office on the Board of the Association subject to clause 22.

5.7 Each Member Association is entitled to have its nominated Delegate (or such additional number of Delegates as the Association's By-laws may specify from time to time):

5.7.1 appointed to the Council and attend all Council meetings of the Association; and

5.7.2 vote upon all matters brought before meetings of the Council.

5.8 Subject to clause 5.9, each Division of PACFA is entitled to have its nominated Delegate (or such additional number of Delegates as the Association's By-laws may specify from time to time):

5.8.1 appointed to the Council and attend all Council meetings of the Association; and

5.8.2 vote upon all matters brought before meetings of the Council.

5.9 Where a College has more than one Sub-Division representing different psychotherapy or counselling modalities or other areas of shared professional interest, each College Sub-Division will be entitled to have its nominated Delegate attend and vote at meetings of the Council of the Association, or such additional number of Delegates as the Association's By-laws may specify from time to time, in addition to the College itself having a nominated Delegate or Delegates.

5.10 Delegates nominated to Council by Member Associations, Divisions or Sub-divisions will be nominated by the responsible Committee of Management of the Member Association or by the Leadership Group of the Division or Sub-division using the relevant Appointment of Delegate form in Appendix 1.

5.11 Liability of Members

5.11.1 In the event of a winding up of the Association, the liability of each Member 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 Membership Fees and Levies (as applicable) owed by that Member in accordance with clause 8.

5.11.2 If a Board Member commits an offence in relation to a failure of the Association to comply with section 109 of the Act, the member or members of the Board 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.

5.11.3 The rights and privileges of each Member are personal to each Member and are not transferable by the Member's own act or by operation of law, and if applicable, are subject to any restriction or additional rights or privileges applicable to the Category, Division or Sub-Division of Membership.

6. BRIDGING MEMBERSHIP OR REGISTRATION

6.1 By-laws made under this Constitution may provide for bridging membership of the Association or bridging registration for MA Members.

6.2 Where a person holds bridging membership or bridging registration they will have all the rights, entitlements and privileges they would have had as an Individual Member or as a Registrant.

7. REGISTER OF MEMBERS

7.1 The Secretary will maintain a Register of Members in all membership categories. Subject to the Act, the Register of Members 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 Members will be kept in the custody of the Secretary who may delegate this responsibility to the PACFA CEO. The Register of Members is available for inspection by Members at a time and place nominated by the Secretary. The place at which the Register of Members is available for inspection must be published in the Annual Return.

8. SUBSCRIPTIONS AND LEVIES

8.1 All Members must pay the annual Membership Fee specified in the By-laws in accordance with clause 8.3. Such Membership Fees may vary based on the category of membership.

8.2 In addition, each Member Association must pay a Levy based on the membership size of the Member Association and calculated in accordance with the formula specified in the By-laws.

8.3 All Membership Fees 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 Board.

8.4 Membership Fees and Levies may be varied from time to time as detailed in the By-laws.

9. CESSATION OF MEMBERSHIP

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

9.1.1 the Member Association ceases to exist; or

9.1.2 by notice in writing to the Secretary, it resigns its membership; or

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

9.1.4 it ceases to meet the requirements specified in clause 5.3.1 or 5.3.2.

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

9.3 An Individual Member or an Affiliated Organisation will cease to be a member if:

9.3.1 they fail to renew their membership and pay the required Membership Fee in accordance with clause 8.3; or

9.3.2 by notice in writing to the PACFA Office, they resign their membership; or

9.3.3 they cease to meet the membership requirements specified in clause 5.3.4, 5.3.5 and 5.3.6 (as applicable).

9.4 In the event that an Individual Member's membership is ceased in accordance with clause 9.3.1, the Individual Member may apply to the Association to reactivate their membership within

12 months of the membership ceasing using the required application form and by paying the applicable Membership Fee.

10. SUSPENSION OR EXPULSION OF MEMBERS

10.1 A Member in any membership category may be suspended or expelled if the Board has reasonable grounds to believe that the Member 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 An Individual Member may be suspended or expelled if the Board has reasonable grounds to believe that the Individual Member has:

- 10.2.1 had a complaint upheld against them by a PACFA Professional Conduct Panel or by another relevant professional body for unethical conduct sufficiently serious as to warrant suspension or expulsion;
- 10.2.2 engaged in unethical conduct, for which there is clear evidence, even in the absence of a formal complaint being upheld against the Individual Member, in relation to conduct that is sufficiently serious as to warrant suspension or expulsion, provided that an investigation of the alleged unethical conduct is first undertaken in accordance with the Association's Professional Conduct Procedures.

10.3 Where the Board determines that a Member is suspended or expelled pursuant to clause 10.1 or 10.2, within 7 days of such determination the Board will serve on the Member a written notice in writing setting out:

- 10.3.1 the decision of the Board; and
- 10.3.2 the appeal rights (if any) of the Member.

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

- 10.4.1 refused or neglected to appropriately address a complaint made to the Member Association in relation to the conduct of an individual practitioner (being a member of the Member Association) including by failing to consider whether or not the member has acted in accordance with the ethical guidelines of the Member Association (as amended from time to time).
- 10.4.2 The Board may, by ordinary resolution:
 - 10.4.2(a) recommend to the PACFA Council that the Member Association be expelled from the Association;
 - 10.4.2(b) suspend the Member Association from some or all of the rights and privileges of membership of PACFA as the Board may decide for a specified period;

10.4.2(c) either separately to, or concurrently with 10.4.2(a) or 10.4.2(b) above, take one or more of the actions specified in 10.11 below.

10.5 A resolution of the Board under clause 10.4 is of no effect unless the Board has first conducted an investigation in accordance with clause 10.6.

10.6 The Board will appoint an independent and appropriately qualified person who is not a member of a PACFA Member Association or associated with PACFA to investigate the matter (“Investigator”). As soon as practicable after being appointed, the Investigator must serve a written notice on the Member Association setting out:

- 10.6.1 the decision of the Board to commence an investigation;
- 10.6.2 the grounds on which the decision was based; and
- 10.6.3 the matter or concern that is to be the subject of the investigation.

10.7 The notice must also state that the Member Association has the right to:

- 10.7.2 furnish a written response to the concerns of the Board;
- 10.7.3 meet with the Investigator to discuss the concerns of the Board.

10.8 The Investigator must prepare a report into the matter as soon as practicable and furnish a copy of the report to the Board. The report must also be tabled at a Board meeting.

10.9 As soon as practicable after receiving the report, and prior to the report being tabled at a Board meeting, the Board must serve a further written notice on the Member Association:

- 10.9.1 enclosing a copy of the report;
- 10.9.2 stating that a meeting of the Board is to be held at a specified time that is not earlier than 14 days but not later than 28 days after service of the notice;
- 10.9.3 stating the date, place and time of the meeting;
- 10.9.4 informing the Member Association that it may do either or both of the following:
 - 10.9.4(a) attend and speak at the meeting;
 - 10.9.4(b) submit to the Board at or before the date of that meeting written representations in relation to the report and the Board’s deliberations.

10.10 At the Board meeting the Board must:

- 10.10.1 give the Member Association an opportunity to be heard;
- 10.10.2 give due consideration to any written representations submitted to the Board.

10.11 After considering the Investigator’s report and any response on behalf of the Member Association, the Board may:

- 10.11.1 take one of the actions set out in clause 10.4 above;
- 10.11.2 direct that no further action be taken;
- 10.11.3 direct that the Member Association take appropriate steps to remedy the Board’s concerns.

10.12 If the Board makes a recommendation under 10.4.2(a) or 10.4.2(b) above, a resolution to expel the Member Association must be put to the next meeting of the Council. A motion to expel requires three fourths of the Council members present and entitled to vote.

10.13 Within 7 days of the Board meeting the Board must serve on the Member Association a notice in writing setting out:

10.13.1 the decision of the Board; and

10.13.2 the appeal rights (if any) of the Member Association.

10.14 A resolution of the Board to suspend the Membership of an Association does not take effect:

10.14.1 until the end of the period during which the Member Association is entitled to appeal the resolution, provided that the Member Association does not exercise the right of appeal during that period; or

10.14.2 if within that period the Member Association exercises its right of appeal, unless and until the Council confirms the decision to suspend.

10.15 A resolution of the Council to expel a Member Association takes effect on and from the day the resolution is passed.

10.16 If the Board suspends a Member Association's membership, the Member Association may appeal to the Council. An appeal against suspension must be lodged with the Secretary in writing within 14 days after notice of the suspension is served on the Member Association.

10.17 On receipt of a notice of appeal, the Secretary must call a meeting of the Council. Such a meeting must be held within 21 days of receiving the notice of appeal, or as soon as possible after that date.

10.18 As soon as practicable after convening a meeting, the Secretary must serve a notice in writing on the Member Association:

10.18.1 stating the date, place and time of that meeting;

10.18.2 informing the Member Association that it may do either or both of the following:

10.18.2(a) attend and speak at the meeting;

10.18.2(b) submit to the Council, at or before the date of that meeting, written representations in relation to the resolution and the Council's deliberations.

10.19 At the Council meeting convened under clause 10.18, the Council must:

10.19.1 give a representative of the Board and a representative of the Member Association an opportunity to be heard;

10.19.2 give due consideration to any written representations submitted to the Council.

10.20 A simple majority of Council members present and entitled to vote is required to overturn a decision of the Board.

10.21 Members whose membership is suspended or is 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 Only Eligible Members will be eligible to attend and vote at the Annual General Meeting.

11.3 Subject to clause 11.1 the Annual General Meeting will be held on the date and at the place and time that the Board determines.

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

11.5 The ordinary business of the Annual General Meeting will be:

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

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

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

11.5.4 to receive and consider the Board presentation of:

11.5.4(a) the audited Statement of the Accounts in respect of the most recently ended Financial Year of the Association;

11.5.4(b) a copy of the auditor's report to the Association in relation to the Association's accounts for that Financial Year;

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

(i) 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;

(ii) 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

(iii) the net profit or loss of the Association for the most recently Financial Year;

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

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

11.5.4(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).

11.6 At an Annual General Meeting a ballot vote may be demanded by the Chairperson or by not less than 10 Eligible Members present and entitled to vote, on any motion which is brought before the 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 fifty (50) Eligible Members of the Association eligible to attend and vote at Member Congress meetings; or

12.2.3 the Secretary by authority of a resolution passed in Annual General Meeting;

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

13.1 The Secretary of the Association must, at least twenty-eight (28) days before the date fixed for holding a General Meeting, Special General Meeting or Annual General Meeting of the Association, send an email notice or written notice to each Member Association and to each Individual Member eligible to attend and vote at the Member Congress. The notice will be sent to the address appearing in the Register of Members and will state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

13.2 Member Associations will forward the Notice of Meeting to any MA members who are Eligible Members for the purposes of representing the Member Association at meetings of the Member Congress.

14. QUORUM FOR GENERAL MEETINGS

14.1 No item of business will be transacted at any General Meeting unless a quorum of Eligible Members entitled under the Constitution to vote is present, personally (including via electronic means) or by proxy (using the "Form of Appointment of Proxy" in Appendix 3) which proxy is presented to the presiding Chairperson), during the time when the meeting is considering that item.

14.2 A quorum for the transaction of the business of a General Meeting will be:

14.2.1 At least fifty (50) Individual Members who are Eligible Members other than MA Members, personally present (including by electronic participation) or by proxy; and

14.2.2 At least one (1) MA Member from each of at least half of the Member Associations, which MA Members are Eligible Members personally present (including by electronic participation) or by proxy.

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 of the requisite number of Individual Members and MA Members 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. This may include an electronic poll for any Eligible members participating electronically.

16.2 Decisions (other than Special Resolutions) will be made by a resolution passed by a majority of Eligible Members 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 Eligible Member 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 and Chairs of Standing Committees are entitled to vote at all meetings of the Member Congress.

16.6 All votes must be given personally (including via electronic means) or by proxy.

17. PROXIES

17.1 Each Eligible Member entitled to vote may appoint a natural person, who is an Eligible Member or a Board Member also entitled to vote 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 3.

18. POSTAL VOTING

18.1 At any General Meeting a postal ballot may be demanded by the Chairperson or at least ten Eligible Members present and entitled to vote on any motion which is brought before the General Meeting, or may be called for by the President for Board elections. If so demanded the following provisions must apply.

18.2 The Chairperson must appoint a returning officer and two scrutineers, who will not be Eligible Members.

18.3 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 Eligible 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 Eligible Member 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 Eligible Member 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 ("Last Receipt Date").

18.5 Each Eligible Member 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 Eligible Member with the ballot paper. The envelope will be signed where indicated by the Eligible Member 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 Eligible Member;

18.7.4 where the Membership Fee or any other amount payable by the Eligible Member to PACFA is overdue and unpaid on the Late Receipt Date.

18.8 The postal voting process detailed in this clause 18 may be conducted using electronic means.

19. POWERS OF THE BOARD

19.1 The affairs of the Association will be managed by a 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 30, 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 Eligible Members present and entitled to vote at a General Meeting requires the Eligible Members to exercise in a General Meeting;
- 19.2.6 appoint committees to advise the Board or standing and ad-hoc committees;
- 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. THE PACFA COUNCIL

20.1 The control and direction of the policy affairs of the Association will be vested in a body called the Council.

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 establishment and maintenance of Colleges, with the understanding that each College or Sub-division of a College will establish and maintain their own standards of admission, provided that these standards meet the minimum standards of the Association.
- 20.3.4 The establishment and maintenance of Branches of the Association where Individual Members wish to establish more than one Branch in a particular State or Territory.

- 20.2.5 The decision regarding admission or disaffiliation of Member Associations to the Association;
- 20.2.6 The setting up of standing and ad-hoc committees to advance the Objects of Association; and
- 20.2.7 Delegation of specified powers and functions to the Board or such committees of the Association as the Council sees fit to appoint.

20.3 Voting at Council Meetings

- 20.3.1 At meetings of the Council, all efforts will be made to reach a resolution by consensus.
- 20.3.2 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.

21. ASSOCIATION STRUCTURE

21.1 PACFA Divisions and Interest Groups

- 21.1.1 PACFA Branches are Divisions of PACFA that may be established in any State and Territory of Australia where individual members of PACFA reside. More than one Branch may be established in a particular State or Territory where there is a need for multiple Branches to support the Individual Members in that State or Territory.
- 21.1.2 PACFA Colleges are Divisions of PACFA that may be established for Individual Members and MA Members to support a particular therapy modality or other area of shared professional interest. PACFA Colleges may have multiple Sub-divisions where there is more than one therapy modality practiced by members of the College.
- 21.1.3 PACFA Interest Groups may be established to provide an informal forum for Individual Members, MA Members and other practitioners or persons with an interest in the work of the Interest Group to collaborate.
- 21.1.4 PACFA Divisions and Interest Groups can only be established in accordance with the procedures set out in the relevant By-laws.

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 Chair of the Professional Standards Committee;
- 21.2.6 the Chair of the Research Committee;
- 21.2.7 the Chair of the Ethics Committee;
- 21.2.8 The Chair of the Education Program Accreditation Committee;

21.2.8 one member representing Psychotherapists;

21.2.9 one member representing Counsellors;

21.2.10

the PACFA CEO (ex-officio), being the person appointed by the Board from time to time as the chief executive officer of the Association for such tenure and on terms as approved by the Board; and

21.2.5 the immediate past-President of the Association (ex-officio) for a maximum period of two years.

21.3 All Board positions will be for a term of 2 years, subject to clauses 21.4 and 21.5.

21.4 Board members elected to the office of President, Vice-President, Secretary or Treasurer 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.

21.6 All Board members and Standing Committee Chairs will be voting members of the Council and the Member Congress.

22. NOMINATIONS FOR BOARD ELECTIONS

22.1 Clause 22 applies to the following Board positions that are elected by the Member Congress:

22.1.1 President;

22.1.2 Vice-President;

22.1.3 Secretary;

22.1.4 Treasurer;

22.1.5 Representative of Psychotherapists;

22.1.6 Representative of Counsellors.

and is subject to the rotation agenda in Clauses 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 to the Board from Eligible Members entitled to vote for Board elections and who meet the nomination requirements detailed in clause 22.3.

22.3 Eligible Members, including current Board Members eligible for re-election, are eligible for nomination to the Board positions referred to in clause 22.1 if they have at least two years' experience of PACFA through involvement in the PACFA Council, a PACFA Committee or a PACFA Working Party, or through serving on the executive of a PACFA Member Association or the Leadership Group of a PACFA Division or Sub-division.

22.4 Nominations must be in writing signed by the nominee and one other Eligible Member acting as nominator. The nominee is required to sign a declaration that they meet the nomination requirements detailed in clause 22.3.

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 Member has been nominated, then the Chairperson will call for late nominations from amongst those Eligible 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.

23. APPOINTMENT TO THE BOARD

23.1 Clause 23 applies to the following Board positions which are appointed Board positions:

23.1.1 Professional Standards Committee Chair;

23.1.2 Education Program Accreditation Committee Chair;

23.1.3 Research Committee Chair;

23.1.4 Ethics Committee Chair;

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

23.2 Professional Standards Committee Chair

23.2.1

23.2.2 The Professional Standards Committee Chair will be appointed by the Board, either from current members of the Professional Standards Committee or from other suitably skilled and qualified candidates.

23.2.3 The Professional Standards Committee Chair will be an Individual Member or a Member of a PACFA Member Association with expertise in professional standards for counsellors and psychotherapists.

23.3 Research Committee Chair

23.3.1 The Research Committee Chair will be appointed by the Board either from current members of the Research Committee or from other suitably skilled and qualified candidates.

23.3.2 The Research Committee Chair shall be an Individual Member or a Member of a PACFA Member Association with expertise in counselling and psychotherapy research.

23.4 Education Program Accreditation Committee Chair

- 23.4.1 The Education Program Accreditation Committee Chair will be appointed by the Board either from current members of the Education Program Accreditation Committee or from other suitably skilled and qualified candidates.
- 23.4.2 The Education Program Accreditation Committee Chair shall be an Individual Member or a Member of a PACFA Member Association with expertise in training and education for counsellors and psychotherapists.

23.5 Ethics Committee Chair

- 23.5.1 The Ethics Committee Chair will be appointed by the Board either from current members of the Ethics Committee or from other suitably skilled and qualified candidates.
- 23.5.2 The Ethics Committee Chair shall be an Individual Member or a Member of a PACFA Member Association with expertise in ethical standards for counsellors and psychotherapists.

24. BOARD ELECTIONS

24.1 In voting for all positions, Eligible Members participating in the Member Congress 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.

24.2 The following eligibility requirements will apply:

- 24.2.1 To nominate for the position of President, nominees must have served on the Board for a period of at least one (1) year immediately prior to nominating.
- 24.2.2 To nominate for the positions of Treasurer, Vice-President or Secretary, nominees must be qualified psychotherapists or counsellors with full membership of PACFA or the equivalent membership of a PACFA Member Association, eligible for PACFA clinical registration, and of good standing within the counselling and psychotherapy profession.
- 24.2.3 To nominate for the position of Psychotherapy Representative, nominees must be qualified psychotherapists with full membership of PACFA or the equivalent membership of a Member Association for a psychotherapy modality, eligible for PACFA clinical registration and of good standing within the psychotherapy profession.
- 24.2.4 To nominate for the position of Counselling Representative, nominees must be qualified counsellors with full membership of PACFA or the equivalent membership of a Member Association for counsellors, eligible for PACFA clinical registration and of good standing within the counselling profession.

24.2 For the purpose of conducting the ballot at the Annual General Meeting, the Chairperson will appoint a returning officer to conduct the ballot and two scrutineers to assist, all of whom are to be Eligible Members and none of whom will be a nominee for the election.

24.3 The returning officer will prepare a list of the Eligible Members entitled to vote then present, together with a list of proxies held by delegates present, and will thereafter hand to each such Eligible Member a ballot paper prepared in such manner as may be expedient. Each such Eligible Member 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). For Eligible Members participating electronically, a confidential electronic voting system will be available. The results of Board elections will be announced either during or following the AGM as appropriate.

24.4 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.

24.5 Where an Eligible Member appointed as returning officer or as one of the scrutineers under this clause 24 or clause 18 is unable or unwilling to act or continue to act, an Eligible Member 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.

25. CASUAL VACANCY

25.1 The office of a Board Member becomes vacant if the Board Member:

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

25.1.2 is removed by a resolution passed by Eligible Members present and entitled to vote at a General Meeting; or

25.1.3 becomes disqualified from office pursuant to section 63 (1) or 63A of the Act.

25.2 If a Board Member resigns or withdraws from the Board, that person is no longer a Member of Council and does not have voting rights on Council unless they are a Delegate of a Member Association, College or Branch. That person is no longer a member of the Member Congress unless that person is an Individual Member or a member of a Member Association with voting rights on the Member Congress.

25.3 In the event of the office of President becoming vacant, the Vice-President will assume the office of President until the next Annual General Meeting.

25.4 Subject to 25.5, in the event of a vacancy in the office of Vice-President, the Board may appoint an Eligible Member (whether already a Board member or not) to the vacant office. The person so appointed may continue in office until the next Annual General Meeting. If an existing Board member is appointed to the vacant office then the subsequent vacancy will be filled in accordance with Clause 25.4.

25.5 Subject to clauses 25.2 and 25.3, if a vacancy occurs in the office of a Board Member, the Board may:

25.5.1 appoint an Eligible Member who would have been eligible for election under clause 21; or

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

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

26. MEETINGS OF THE BOARD

26.1 The Board will meet:

26.1.1 at least once in each Financial Year at such place and at such times as the Board may determine; and

26.1.2 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.

26.2 At meetings of the Board:

26.2.1 the President, or in her/his absence, the Vice-President, will preside; or

26.2.1 if the President and the Vice-President are absent, another Board Member may be chosen by the other Board Members present to preside.

26.3 For the purpose of this clause 26, the simultaneous linking together of a number of Board Members, 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 Board Members 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.

26.4 Written notice of each Board meeting will be given to each Board Member at least five business days before the meeting at the usual contact address.

26.5 A Board Member may introduce, at a meeting of the Board, any matter not appearing in the notice of the meeting provided that:

26.5.1 the Chairperson gives his or her consent; or

26.5.1 the remaining Board Members present give their approval by passing a resolution by a simple majority.

26.6 Notice should be given to members of the Board of any special meeting called in accordance with clause 26.1.2 specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting.

26.7 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. An email, 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.

27. QUORUM OF THE BOARD

27.1 Sixty per cent of Board Members will constitute a quorum for the transaction of the business of a meeting of the Board.

27.2 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.

28. VOTING AT BOARD MEETINGS

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

28.2 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 26.3.

28.3 Each Board 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.

28.4 Subject to clause 19, the Board may act notwithstanding any vacancy on the Board.

29. DUTIES OF THE SECRETARY AND THE TREASURER

29.1 Duties of the Secretary:

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

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

29.1.1(b) subject to the Act, keep in his or her custody or under control all records, books, documents and securities relating to the Association;

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

29.1.1(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.

29.2 Duties of the Treasurer:

29.2.1 The Treasurer will, except as otherwise provided in this Constitution:

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

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

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

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

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

29.2.1(f) reimburse Board Members in accordance with Clause 36;

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

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

29.2.1(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;

29.2.1(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; and

29.2.1(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.

29.2.2 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

29.2.3 The accounting records referred to in Clause 29.2.1(g) above will be available for inspection by any Delegate.

30. BY-LAWS

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

30.2 All By-laws are binding upon the Members.

30.3 Those Eligible Members present and entitled to vote at a General Meeting of the Association, or those Delegates present and entitled to vote at a meeting of the Council, 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.

31. COMMITTEES

31.1 The Board or the Council may from time to time establish Standing Committees or other ad hoc committees as it may deem expedient or necessary to advance the Association's objects.

31.2 All Standing Committees must act in accordance with Board directions and must report their proceedings to the Board at such intervals as the Board may direct.

31.3 Eligibility for Standing Committee membership is set out in the By-laws.

31.5 Each Standing Committee can co-opt members with the approval of the Board.

31.6 If at any meeting of a Standing Committee, the Chair 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.

31.7 Each Standing Committee will meet at the direction of its Chair and adjourn as the Standing Committee thinks proper.

31.8 Questions arising at any meeting of a Standing 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.

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 Eligible Members present in person or by proxy or by electronic means 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 Eligible Members.

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 lodgment 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 Members.

35. FUNDS, ACCOUNTS AND INVESTMENTS

35.1 The funds of the Association will be derived from Membership Fees, Member Association Levies and any other annual subscriptions, levies, grants, donations and such other sources as the Board determines.

35.2 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").

35.3 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.

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

35.4.1 any Board Member; and/or

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

35.5 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.

35.6 The auditor of the Statement of Accounts ("Auditor") will be elected or re-elected as the case may be by resolution of those Eligible Members 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.

35.7 The Financial Year of the Association will be 1 July to 30 June.

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

36. EXPENSES OF MEMBERS OF THE BOARD

36.1 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 a Board Member.

37. ASSOCIATION ASSETS

37.1 The Board may only, with the approval of no less than two thirds of a quorum of Eligible Members present and entitled to vote at a General Meeting:

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

37.1.2 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.

37.2 The Board may only pledge the credit of those Members 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 Members in their written agreement.

38. PUBLIC OFFICER

38.1 The Board will appoint a person to be a Public Officer of the Association. The Public Officer must reside in the Australian Capital Territory.

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

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

38.4 The Association may, by a resolution passed by the Board, remove the Public Officer.

39. COMMON SEAL

39.1 The Common Seal of the Association will be kept in the custody of the Secretary.

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

39.3 Affixing of the Common Seal will be attested by the signatures of the Chairperson and one Board Member.

40. INDEMNITY

40.1 Each and every:

- 40.1.1 Board Member,
- 40.1.2 member of a Standing Committee established under clause 31;
- 40.1.3 officer;
- 40.1.4 person employed or whose services are contracted by the Association pursuant to clause 19.2.10; and
- 40.1.5 salaried staff member,

of the Association is indemnified and will be kept indemnified by the Association against:

- 40.1.6 any liability to another person which arises or arose out of the first person acting in their appointed capacity; and
- 40.1.7 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.

41. DISSOLUTION OF THE ASSOCIATION

41.1 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.

41.2 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:

- 41.2.1 gifts of money or property for the principal purpose of the Association;
- 41.2.2 contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- 41.2.3 money received by the Association because of such gifts and contributions.

41.3 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.

42. NOTICE

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

42.2 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.

42.3 A notice served by facsimile or email shall be deemed to be received immediately if no error message is received by the sender.

43. INCONSISTENCY

43.1 In the event of any inconsistency between any clause in this Constitution and the Act, the Act will prevail at all times to the extent of that inconsistency.

43.2 In the event of an inconsistency between this Constitution and any By-law or regulation made in accordance with clause 30, this Constitution will prevail at all times to the extent of that inconsistency.

APPENDIX 1

FORM FOR APPOINTMENT OF DELEGATE(S) – MEMBER ASSOCIATIONS

.....
(Name of Member Association)

being a Member Association of PACFA hereby appoints the following Delegate(s) to the Council of PACFA as the representative of the Member Association, to attend and vote at the meeting of the Council

to be held on the day of..... 20.....
and at any adjournment of that meeting.

Name of first Delegate:

Name of second Delegate (if applicable):

Signed for and on behalf of the Member Association by a duly authorised officer:

Signature of office holder

Name and position of office holder
(please print)

Dated: The day of 20.....

FORM FOR APPOINTMENT OF DELEGATE(S) – DIVISIONS AND SUB-DIVISIONS

.....
(Name of Division or Sub-division)

being a Division or Sub-Division of PACFA hereby appoints the following Delegate(s) to the Council of PACFA as the representative of the Division / Sub-Division, to attend and vote at the meeting of the Council

to be held on the day of..... 20.....
and at any adjournment of that meeting.

Name of first Delegate:

Name of second Delegate (if applicable):

Signed for and on behalf of the Division / Sub-Division by a duly authorised member of its Leadership Group:

Signature of Leadership Group member

Name and position of signatory
(please print)

Dated: The day of 20.....

APPENDIX 2

FORM FOR NOTIFICATION OF MA MEMBERS

.....
(Name of Member Association)

being a Member Association of PACFA hereby notify PACFA that the following MA member(s) or their duly appointed proxies are Eligible Members authorised to attend and vote at the Member Congress meeting

to be held on the day of..... 20.....
and at any adjournment of that meeting.

Name(s) of MA member(s):

Signed for and on behalf of the Member Association by a duly authorised officer:

Signature of office holder

Name and position of office holder
(please print)

Dated: The day of 20.....

APPENDIX 3

FORM FOR APPOINTMENT OF PROXIES – MEMBER ASSOCIATIONS

.....
(Name of Member Association)

being a member of PACFA hereby appoint the following delegate(s) to the Council of PACFA as proxy/proxies to vote on our behalf at the Council meeting of the Association

to be held on the day of..... 20.....
and at any adjournment of that meeting.

Name of first proxy:

Name of second proxy:

Signed for and on behalf of the Member Association by a duly authorised officer:

Signature of office holder

Name and position of office holder
(please print)

Dated: The day of 20.....

FORM FOR APPOINTMENT OF PROXY – INDIVIDUAL MEMBER OF PACFA

I,
(Name of Individual Member)

being an Eligible Member of the Member Congress, hereby appoint the following Individual Member, who is an Eligible Member of the Member Congress, as my proxy to attend and vote on my behalf at the Member Congress meeting

to be held on the day of..... 20.....
and at any adjournment of that meeting.

Name of proxy:

Signed:
(Individual Member of PACFA)

Name:
(please print)

Dated: The day of 20.....

FORM FOR APPOINTMENT OF PROXY – MA MEMBERS

I,
(Name of MA Member)

being an member of
(Name of Member Association)

and being an Eligible Member of the Member Congress, hereby appoint the following MA Member, who is an Eligible Member of the Member Congress, as my proxy to attend and vote on my behalf at the Member Congress meeting

to be held on the day of..... 20.....
and at any adjournment of that meeting.

Name of proxy:

Signed:.....
(MA Member)

Name:.....
(Please print):

Dated: The day of 20.....