



Associations Incorporation Reform Act 2012

Constitution of the Child Psychoanalytic Psychotherapy Association of Australia Inc.

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NAME

1. The name of the incorporated association is the CHILD PSYCHOANALYTIC PSYCHOTHERAPY ASSOCIATION of AUSTRALIA (Inc.) (in these rules called "the Association").

INTERPRETATION

- 2.(1) In these rules, unless the contrary intention appears:
 - "Executive" means the Executive of the Association.
 - "Council" means the Council of the Association.
 - "Psychotherapy" means individual psychoanalytically orientated Child Psychotherapy.
 - "Financial year" means the year ending on 30 June.
 - "General Meeting" means a general meeting of members convened in accordance with Rule 13.
 - "Member" means a member of the Association.
 - "Ordinary Member of the Council" means a member of the Council who is not an officer of the Executive under Rule 25.
 - "The Act" means the Associations Incorporation Reform Act 2012.
 - "The Regulations" means regulations under the Act.
- 2.(2) In these rules, a reference to the Secretary of an Association is a reference to the person who holds office under these rules as secretary of the Association.
- 2.(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

OFFICE

3. The Office of the Association shall be at such place as may be determined by the Executive of the Association and notified to the Registrar in accordance with the Act.

OBJECTS OF ASSOCIATION

4. The aim of the Association is to foster and advance the theory and practice of individual psychoanalytically orientated child psychotherapy and without limiting the generality of the foregoing, to:
 - 4.(1) conduct forums, seminars or meetings with a view to furthering the educational, clinical and scientific interests of members of the Association and others interested in child psychotherapy;
 - 4.(2) conduct, sponsor or encourage research, study or publications to further the professional interests of members in child psychotherapy and/or related matters
 - 4.(3) further the interests of members in the creation or enhancement of child psychotherapy as a separate and distinct discipline from other related professions and sciences; and
 - 4.(4) develop and foster a code of ethics for members and/or for the profession of child psychotherapy in general; and
 - 4.(5) promote social intercourse between members and others interested in the profession; and
 - 4.(6) subject to the discretion of the Council endeavor by all lawful means to obtain just treatment for members of the Association in all appointments and promotions in the profession and in their employment; and
 - 4.(7) encourage or initiate whatever will improve the status, training or qualification of members of the Association; and
 - 4.(8) affiliate or amalgamate with any other association or organization which has objects similar to the objects of the Association; and
 - 4.(9) purchase, take on lease or exchange, hire or otherwise acquire any property (including real property or land, building or easements) for any purpose connected with the conduct of the Association; and
 - 4.(10) borrow, raise or secure the payment of money in such manner as the Association may think fit, to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and to redeem or pay off any such securities; and

- 4.(11) see, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Association; and
- 4.(12) do all such things as the Association may from time to time deem incidental or conducive to the attainment of the above objects or any of them.

ELIGIBILITY FOR MEMBERSHIP

5. The Association shall consist of an unlimited number of persons who in the opinion of the Council of the Association have met the Association’s eligibility requirements as described below.

- (a) Full Member: Satisfies fully all the membership criteria. Pays membership fees as per 6.3 Has voting rights and can be part of committees.
- (b) Founding Member: Those people who were members of the Steering Committee or any of its sub-committees and worked towards the incorporation of the Association at any time prior to the inaugural meeting on the 15th March 1989 shall have full membership status including voting rights and membership of committees.

5.(1)(a) An applicant for membership of the Association shall become entitled to membership of the Association upon approval of the application by Council after consideration of the recommendation of the Membership Committee constituted as provided in Rule 7. Such right to membership shall take effect as at the date of the Council’s determination or as at such other date as the Council may decide. A person so approved shall not become a member until payment of annual subscription as provided in Rule 9; and

(c) Guest List: Persons who are approved by the Council from year to year may be placed on the Association’s Guest List. Such guests shall be without voting rights and subject to a subscription fee as decided by the Council.

5.(1)(b) The applicant meets additional, specific criteria as described in the current Association Membership Eligibility By-Law; and

(d) Honorary Life Member: A person who is nominated by the Council and considered by the Executive to have rendered outstanding service to the profession may be made an Honorary Life Member of the Association by a vote of members at a General Meeting. An Honorary Life Member shall have the rights of a full paid-up member of the Association and shall not be required to pay any annual subscription.

5.(1)(c) The qualifications for membership of the Association are as follows:
She/he shall be a Clinical Professional who has satisfied the requirements of membership in their relevant professional body and who has had professional clinical experience. “Clinical Professional”, for the purpose of this Rule, means a medical practitioner, psychologist or social worker, or any other clinical professional who, in the opinion of the Council, has equivalent professional status; and

(e) Absentee Member: A full member of the Association may apply to CPPAA for Absentee membership who is absent from Australia for the minimum period of a membership subscription year. Upon being granted Absentee membership, such members shall be without voting rights and subject to a subscription fee as decided by the Council until they resume full membership of the Association. They will continue to receive communications from the Association. Absentee Membership shall be reviewed on an annual basis.

5.(1)(d) Qualifications or experience which the Membership Committee considers of equivalent standing to the criteria for membership given in sub-paragraph 5.(1) (c) hereof.

(e) Retired member: People who are in retirement may apply to the Council to become a ‘retired member’ with the fee to be determined by the Council in keeping with the fee schedule

5.(2) Levels of Membership

RIGHTS, OBLIGATIONS AND LIABILITIES OF MEMBERS

6.(1) Each member of the Association who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 37; and
- (f) to inspect the register of members.

6.(2) A member is entitled to vote if—

- (a) the member is a member other than a Guest List or Absentee Member; and
- (b) the member's membership rights are not suspended for any reason.

6.(3) Each member has the obligation:

- (a) to pay the subscription fee (if any) payable for their level of membership;
- (b) to comply with these Rules;
- (c) to refrain from any conduct unbecoming a member or prejudicial to the interests of the Association;
- (d) to pay to the Association any fine imposed under these Rules.

APPLICATION FOR MEMBERSHIP

- 7.(1) Applications for any category shall be submitted in writing to the Chairperson of the Membership Committee with the applicant's curriculum vitae and the names of two supervisors.
- 7.(2) The Chairperson of the Membership Committee will receive and process all applications for membership of the Association and will be responsible for convening the Membership Committee to consider all such applications.
- 7.(3) Upon an application being approved by the Membership Committee and the Council, the Chairperson of the Membership Committee, under direction of the Council shall, with as

little delay as possible, notify the nominee in writing that they are approved for membership of the Association and request payment to the Treasurer within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.

7.(4) The Secretary shall, upon payment of the amounts referred to in sub-clause (3) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by the secretary and, upon the name being so entered, the nominee becomes a member of the Association.

7.(5) A right, privilege, or obligation of a person by reason of their membership of the Association:

- (a) is not capable of being transferred or transmitted to another person;
- (b) terminates upon the cessation of their membership whether by death or resignation or otherwise.

APPEALS FROM REFUSAL OF MEMBERSHIP

8. Where an application for membership of the Association is rejected on the basis that the applicant does not fulfill the membership criteria, then:-

8.(1) The Membership Committee shall forthwith notify the applicant for membership of the grounds of rejection and shall extend to the applicant the right to appear in person before the Membership Committee for further consideration of the application within six months of the date of notification of rejection.

8.(2) Where an applicant for membership appears before the Membership Committee as aforesaid, the applicant shall be entitled to receive and shall receive a full reconsideration of his or her application by the Membership Committee entitled to place whatever material he or she considers necessary before the Membership Committee and to advance argument in support of his or her application.

8.(3) The Membership Committee shall treat and determine an application for membership made in accordance with this rule in all respects as though it were a fresh application for membership. The applicant has a right of appeal to the Council and the determination of the Council on such application shall

be final and shall not be the subject of any appeal or further re-hearing except insofar as the Council in its absolute discretion may deem it appropriate.

ANNUAL SUBSCRIPTION

9. The annual subscription for all levels of membership is to be determined by the Council and is payable in advance on or before the 1st day of July in each year.

REGISTER OF MEMBERS

10. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, class of membership and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

END OF MEMBERSHIP

- 11.(1) A member of the Association who has paid all monies due and payable by that member to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 11.(2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make an entry in the register of members recording the date on which the member by whom the notice was given, ceased to be a member.
- 11.(3) If a member of the Association becomes unfinancial then the Secretary of the Association shall after 2 months notify the person in writing advising of the dues then owed by that person to the Association and advising that if such dues are not paid within months, then the Council may expel that person from the Association. If, after 3 months from the date of such notification, the person has not paid all outstanding dues to the Association, then the Council may by resolution strike that person's name off the list of members, at which time that person shall cease to be a member of the Association, but shall remain liable for any subscriptions or moneys owing to the Association at the time of the resolution. Unfinancial members do not have voting rights and cannot hold any position or role in the Association.

- 11.(4) Otherwise, the membership of a member ends when the member:
- (a) dies;
 - (b) is expelled from the association

DISCIPLINARY PROCEDURE

- 12.(1) Subject to these rules, if the Executive in consultation with the Ethics Committee considers that there are grounds to believe that a member:
- (a) has refused or neglected to comply with these rules; or
 - (b) refuses to support the purposes of the association; or
 - (c) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
 - (d) has acted in a way that gives cause for investigation

The Council may by resolution

- (d) decide to take disciplinary action against the member; and
- (e) appoint a Disciplinary Sub-Committee to hear and rule upon the matter.

12. (2) DISCIPLINARY SUB-COMMITTEE

The members of the disciplinary subcommittee—

- (a) may be Council members, members of the Association or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

12.(3) NOTICE TO MEMBERS

No earlier than 28 days, and no later than 14 days before the disciplinary meeting referred to in subparagraph (c) below, the Secretary or Chair of the Ethics Committee must give written notice to the member—

- (a) stating that the Association proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and

- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting.

12.(4) DECISION OF THE COMMITTEE

At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

12.(5) After complying with rules 12.3 and 12.4, the disciplinary subcommittee must by resolution—

- (a) decide to take no further action against the member; or
- (b) make a finding as to whether the grounds for disciplinary action are made out
- (c) if the finding is against the member, make a recommendation to the Council as to whether the member should be:
 - (i) reprimanded
 - (ii) required to undertake further specified education and/ or supervision;
 - (iii) fined
 - (iii) suspended from exercising the rights of a member for a specified period;
 - (iv) expelled from the Association.
- (d) report its findings and recommendation in writing to the Council.

12.(6) After receiving the report and recommendation of the Disciplinary Sub-Committee, the Council may by resolution:-

- (a) decide to take no further action against the member; or
- (b) reprimand the member; or
- (c) fine a member an amount not exceeding \$500; or
- (d) suspend the member from membership of the Association for a specified period; or
- (e) expel the member from the Association;

12.(7) If the Council passes a resolution under sub-clause (6), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) setting out the resolution of the Council;
- (b) informing the member that he or she may within 14 days lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution;

12.(8) APPEALS

Where the Secretary receives a notice under sub-clause (7)(b), the Secretary shall notify the Council and Council shall establish an appeals committee as outlined in the Association’s Procedures for Implementation of The Code of Ethics.

12.(9) A resolution of the Council to suspend or expel a member takes effect:-

- (a) 21 days after the resolution is passed; or
- (b) if the member has appealed to the Association against the resolution, when the resolution is confirmed under clause (8).

ANNUAL GENERAL MEETING

13.(1) The Association shall in each calendar year convene an annual general meeting of its members.

13.(2) The annual general meeting shall be held on such day and at such place as the Council determines.

13.(3) The annual general meeting shall be specified as such in the notice convening it.

13.(4) The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Council reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect Executive officers of the Association and the ordinary members of the Council; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 13.(5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 13.(6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

14. All general meetings other than the annual general meeting shall be called special general meetings.
- 14.(1) The Council may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 14.(2) The Council shall, on the requisition in writing of members representing not less than 10% of the total number of members, convene a special general meeting of the Association.
- 14.(3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 14.(4) If the Council does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

- 14.(5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

- 15.(1) The Secretary of the Association (or, in the case of a special general meeting convened under rule 12(4), the members convening the meeting) shall, at least 14 days (or, if a special resolution is to be proposed at the meeting 21 days) before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at their address appearing in the register of members a notice by pre-paid post or electronic means stating:
- (a) the place, date and time of the meeting;
 - (b) the nature of the business to be transacted at the meeting;
 - (c) if a special resolution is to be proposed, the proposed resolution in full and the fact that it is to be proposed as a special resolution;
 - (d) that the member may appoint another member as a proxy for the meeting; and
 - (e) include a copy of any form that the Committee has approved for the appointment of a proxy.

- 15.(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

- 15.(3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

- 16.(1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

16.(2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

16.(3) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 23) of 10% of the members entitled to vote.

16.(4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

(a) in the case of a meeting convened by, or at the request of, members under rule 14—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 14.

(b) in any other case—

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

16.(5) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 16.(4), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

GENERAL MEETING CHAIRPERSON

17.(1) The President, or in their absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

17.(2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

ADJOURNING GENERAL MEETING

18.(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

18.(2) Without limiting subrule (1), a meeting may be adjourned—

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

18.(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

18.(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 15.

GENERAL MEETING RESOLUTIONS

19. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

GENERAL MEETING VOTING

20.(1) Upon any question arising at a general meeting of the Association, a member has one vote only.

20.(2) All votes shall be given personally or by proxy.

20.(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote

POLLS

- 21.(1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 21.(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

VOTING ELIGIBILITY

22. A member is not entitled to vote at any general meeting unless all monies due and payable by them to the Association have been paid other than the amount of the annual subscription payable in respect of the current financial year.

VOTING PROXY

- 23.(1) Each member shall be entitled to appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- 23.(2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- 23.(3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 23.(4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 23.(5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 23.(6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

EXECUTIVE and COUNCIL

- 24.(1) The affairs of the Association shall be managed by Council which includes an Executive of 4 Office Bearers (see clause 25.1) and ordinary members comprising a representative from each Standing Committee.
- 24.(2) The Council:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.

OFFICERS OF THE EXECUTIVE

- 25.(1) The officers of the Executive of the Association shall be:
- (a) a President and,
 - (b) a Vice-President and,
 - (c) a Treasurer and,
 - (d) a Secretary.
- 25.(2) The provisions of Rule 26 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- 25.(3) Each officer of the Executive of the Association shall hold office until the annual general meeting next after the date of their election but is eligible for re-election.
- 25.(4) In the event of a casual vacancy in any office referred to in sub clause (1),
- (a) if the vacancy is in the office of Secretary the Council must appoint a member to the position within 14 days after the vacancy arises.

- (b) otherwise, the Council may, appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.
- 25.(5) The Council may appoint an eligible member of the Association to fill a position on the Council that—
- (a) has become vacant under rule 28; or
 - (b) was not filled by election at the last annual general meeting.
- 25.(6) Rule 32 applies to any Council member appointed by the Council under subrule 25.(5) (a) or (b).
- 25.(7) The Council may continue to act despite any vacancy in its membership.

COUNCIL

- 26.(1) Subject to section 76 of the Act, the Council shall consist of at least 4 members, being:
- (a) a minimum of one Executive office bearer
 - (b) a minimum of three ordinary members.
- 26.(2) Each member of the Council shall, subject to these rules, hold office until the second annual general meeting after the date of their election but is eligible for re-election.
- 26.(3) In the event of a casual vacancy occurring in the office of an ordinary member of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, for the remaining unexpired term of office of the member replaced.

ELECTION OF COUNCIL AND VACANCY

- 27.(1) Nominations of candidates for election as Executive or ordinary members of the Council shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
- 27.(2) If insufficient nominations are received to fill all vacancies on the Council, the candidates

nominated shall be deemed to be elected and further nominations shall be received.

- 27.(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 27.(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 27.(5) The ballot for the election of Executive and ordinary members of the Council shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct and/or by postal ballot.

VACANCY ARISING

28. For the purposes of these rules, the office of an Executive officer of the Association or of an ordinary member of the Council becomes vacant if the officer or member:-
- (1) dies;
 - (2) ceases to be a member of the Association;
 - (3) becomes an insolvent under administration within the meaning of the Interpretation of Legislation Act 1984
 - (4) becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or
 - (5) resigns their office by notice in writing given to the Secretary;
 - (6) is removed from office under Rule 32;
 - (7) in the case of the Secretary, ceases to reside in Australia.

PROCEEDINGS OF COUNCIL

- 29.(1) The Council shall meet at least 3 times in each year at such place and such times as the Council may determine. A member of the Council who is not physically present at a meeting of the Council:
- (a) may participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other; and

- (b) if the member so participates, is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 29.(2) Special meetings of the Council may be convened by the President or by any 4 of the members of the Council.
- 29.(3) Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 29.(4) A quorum for a Council meeting must constitute at least one Executive officer and three other Council members for the transaction of the business of a meeting of the Council, but a person not entitled to be present at the meeting for consideration of a particular matter shall not be counted in the quorum for that part of the meeting.
- 29.(5) No business shall be transacted unless a quorum is present.
- 29.(6) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
- (a) in the case of a special meeting—the meeting lapses;
- (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 29.(10).
- 29.(7) At meetings of the Council:
- (a) the President or in their absence the Vice-President shall preside; or
- (b) if the President and the Vice-President are absent, such one of the remaining members of the Council as may be chosen by the members present shall preside.
- 29.(8) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 29.(8A) A member of the Council who has a material personal interest in a matter being considered at a meeting of the Council:
- (a) must disclose the nature and extent of that interest;
- (b) must not be present while the matter is being considered at the meeting; and
- (c) must not vote on the matter.
- 29.(8B) Sub-rule (8A) does not apply to a material personal interest:
- (a) that exists because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association
- 29.(9) Each member present at a meeting of the Council or of any sub committee appointed by the Council (including the person presiding at the meeting) 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.
- 29.(10) Written notice of each Council meeting shall be served on each member of the Council by delivering it to them at a reasonable time before the meeting or by sending it by pre-paid post addressed or by electronic means to their usual or last known place of abode at least two business days before the date of the meeting.
- 29.(11) Subject to sub-clause (4) the Council may act notwithstanding any vacancy on the Council .
- By-Laws provision:**
- 29.(12) The Council may from time to time make by-laws for the better attainment of the objects of the association or for the implementation of these rules.
- 29.(13) All by-laws passed by the Council shall be:
- (a) in writing and signed by the President, and
- (b) maintained in a Register of By-Laws to be kept by the Secretary.
- 29.(14) Any member of the Association may upon reasonable notice inspect the Register of By-Laws or any specific by-law.

- 29.(15) A by-law shall be invalid and of no effect if:
- (a) it does not comply with sub-rule 29.(13) of these rules; or
 - (b) is inconsistent with these rules (in which event it will only be invalid to the extent of such inconsistency unless all removal of such inconsistency would make the by-law meaningless. in which case the whole shall be invalid).

29.(16) Any person:

- (a) who applies for membership under Rule 7; or
- (b) lodges any appeal from refusal of membership under Rule 8; or
- (c) is subject to any resolution for expulsion, suspension or fine under Rule 12, shall be provided with any by-law applicable to that person as soon as is reasonably practicable.

29.(17) Subject to the preceding paragraphs, a by-law will take effect as a rule of the Association from the date upon which it is signed by the President or, alternatively, from such later date as is stated in the by-law as being the date from which it is to take effect.

29.(18) By-laws in force as at the date of adoption of this constitution shall continue in force as if made under this Rule.

SECRETARY

30. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Council meeting in documents provided for that purpose together with a record of the names of persons present at Council meetings.

TREASURER

- 31.(1) The Treasurer of the Association:
- (a) shall collect and receive all monies due to the Association and make all payments authorized by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- 31.(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

REMOVAL OF MEMBER OF COMMITTEE

32.(1) The Association in general meeting may by resolution remove any member of the Council before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.

32.(2) Where the member to whom a proposed resolution referred to in sub clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

33. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one other member of the Council.

SEAL

- 34.(1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- 34.(2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures either of two members of the Council including one Executive officer.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

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

NOTICES

36.(1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at their address shown in the Register of Members.

36.(2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, 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 or by electronic means.

DISSOLUTION OF ASSOCIATION

37. The Association shall not be dissolved except by resolution of a general meeting of not less than two thirds of its financial members. In the event of dissolution, any funds remaining after all debts have been collected and properly disposed of and all liabilities have been discharged, shall not be distributed to members, but shall be donated to such kindred organisation or organisations as may be determined by a majority vote of financial members at the time of dissolution.

CUSTODY OF RECORDS

38.(1) Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.

38.(2) Subject to sub-rules (3) and (4), each member of the Association is entitled to have access to, and obtain copies of:

- (a) the records, securities and other relevant documents of the Association (as per Section 4 of the Act); and
- (b) the minutes of general meetings of the Association, including financial statements submitted at a general meeting;
- (c) the minutes of Committee meetings.

38.(3) The Committee may refuse to permit a member to inspect or make copies of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

38.(4) The Association may charge a reasonable fee for provision to a member of copies under this Rule.

FUNDS

39. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Council

determines. For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Association are met. (reference part 7 Act)

GRIEVANCE PROCEDURE

40.(1) The grievance procedure set out in this rule applies to disputes under these rules between:

- (a) a member and another member;
- (b) a member and the Council;
- (c) a member and the Association.

40.(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

ATTEMPT TO RESOLVE DISPUTE

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

41.(2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

41.(3) The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- 41.(4) A mediator appointed by the Committee may be a member or former member of the Association, but in any case, must not be a person who—
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- 41.(5) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 41.(6) The mediator must not determine the dispute.
- 41.(7) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 41.(8) If there are costs for the mediation, the parties to the dispute must agree to equally share any costs of mediation.