



**Psychotherapy & Counselling
Federation of Australia**

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

NOVEMBER 2008

PACFA Constitution November 2008

1. NAME

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

2. DEFINITIONS AND INTERPRETATION

In this Constitution, unless a contrary intention appears:

“The Act” means The Association Incorporation Act 1991 (ACT) as amended from time to time.

“Annual Report” means a statement in accordance with Section 79 (1)(a) of the Act.

“The Association” means PACFA Incorporated, incorporated as an association in the Australian Capital Territory under the Associations Incorporation Act 1991 on 9 June 1999.

"Board" means the group structured in accordance with Clause 21 (the Board).

“Constitution” means the constitution of the Association as amended from time to time in accordance with Clause 33.

“General Meeting” means an Annual General Meeting or Special General Meeting of Delegates

“Member Association” (MA) means any organization accepted as a member of PACFA.

“Delegate” means one of two nominees of a Member Association to the Council.

"Council" means the body of Delegates of Member Associations and office holders of the Association as defined in Clause 21.1.

“Objects” means those objects set out in Clause 3 and carried from time to time in accordance with Clause 34.

“Special Resolution” means a resolution passed in accordance with Clause 33.2.

“Statement of the Accounts” means accounts which give a true and fair account of:

(a) the income and expenditure of the Association during the most recently ended financial year;

(b) the assets and liabilities of the Association at the end of that financial year;

(c) any mortgages, charges or other securities of any description affecting any property of the Association at the end of that financial year;

(d) in respect of each trust of which the Association was the trustee during a period in that financial year, accounts in relation to those matters in (a) to (c) (inclusive) on respect of each trust.

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

3. OBJECTS

The primary Object of the Association is to promote the development of the science relating to the art and practice of Psychotherapy and Counselling.

The Association provides a forum for professional Psychotherapy and Counselling associations to provide a united, professional identity for the science including providing support, public accountability, and representation of the professions to the community, while respecting the diversity of approaches within this field of science.

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

(a) 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;

- (b) to formulate, monitor, and review standards of ethical behaviour for the public good in the practice of psychotherapy and counselling;
- (c) to formulate, monitor, and review standards of training and education leading to recognition as a professional Psychotherapist or Counsellor;
- (d) to represent the views of Member Associations on standards and practice issues, to the community and to government agencies;
- (e) to foster opportunities for professional development through activities such as conferences, workshops, publications, electronic media etc;
- (f) 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;
- (g) to liaise with other relevant national and international organizations;
- (h) The assets and income of the Association shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4. POWERS OF THE ASSOCIATION

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

- (a) carry out Objects;
- (b) give effect to this Constitution; and
- (c) 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 shall be distributed directly or indirectly to any person except as:

- (a) bona fide compensation for services rendered to or expenses incurred on behalf of the Association;
- (b) a salaried member of the Association staff appointed by the Board; and
- (c) reasonable and proper rent for premises or leased to the Association

5. MEMBERSHIP

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

5.2 Member Organizations

5.2.1 Any professional association of (a) Psychotherapists or (b) Counsellors or (c) trainers or educators of Psychotherapists and Counsellors, with a minimum number of members as specified in the by-laws of the Association, which meets the minimum criteria for training standards and ethical standards as set by PACFA, and which is an incorporated non-profit organisation or not for-profit company, and meets the criteria of any other by-laws; (d) subgroup of allied professionals who meet the training standards, and whose professional body has ethics which meet the Association requirements, has objectives congruent with the Association, and where the subgroup is sufficiently autonomous to relate to the Association with its own officers.

5.2.2 Member Associations shall be entitled to:

- (a) have nominated delegates attend all Council meetings of the Association;
- (b) have nominated delegates vote upon all matter brought before the General Meeting;
- (c) have nominated delegates be nominated for any Office of the Association.

5.3 Number of delegates

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

5.4 Liability of Members

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

6. APPLICATIONS FOR MEMBERSHIP OF THE ASSOCIATION

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

7. REGISTER OF MEMBER ORGANISATIONS

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

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

Register of Member Associations is available for inspection must be published in the Annual Return.

8. SUBSCRIPTIONS AND LEVIES

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

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

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

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

9. CESSATION OF MEMBERSHIP

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

- (a) the Association ceases to exist;
- (b) by notice in writing to the Secretary, they resign their membership;
- (c) their subscription or any Levy due by that Member Association has been in arrears for more than three months;
- (d) they cease to meet the requirements specified in clause 5.1 and 5.2.1

9.2 In the event that a Member Association's membership is cancelled in accordance with item

9.1 (c) above, the Member may, with the approval of the Board, be reinstated as a Member Association immediately on payment of all sums due by that Member Association.

10. SUSPENSION OR EXPULSION OF MEMBERS

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

- (a) engaged in conduct prejudicial to the interests and/or Objects of the Association;
- (b) refused or neglected to comply with this Constitution;
- (c) acted in such a manner as to make their suspension or expulsion desirable in the interests of the Association.

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

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

- (a) direct that no further action be taken
- (b) direct that the Member Association take appropriate steps to ensure that it complies with Association membership requirements within a reasonable time
- (c) suspend the Member Association's membership until such time as the matter is resolved to the satisfaction of the Board
- (d) Recommend to the next meeting of Council that the Member Association be expelled from the Association. The Member Association will be expelled if a majority of not less than threefourths of the Council members then being present and entitled to vote, vote to so expel the Member Association.

Appeal against suspension of membership shall be to PACFA Council where a majority of Council members then being present and entitled to vote will be required to overturn the suspension. Member Associations whose membership is suspended or terminated under this section will not be entitled to a rebate of fees paid."

11. ANNUAL GENERAL MEETING

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

11.2 Subject to Clause 11.1 the Annual General Meeting shall be held on such day as the Council determines.

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

11.4 The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since that meeting;
- (b) to receive a report from the Chairperson detailing the affairs of the Association since the previous Annual General Meeting.
- (c) to consider any resolution of which at least twenty-one days written notice has been given by a Member Association to the Secretary (such a motion to be considered after Council motions);
- (d) to receive and consider the Board presentation of:
 - (i) the audited Statement of the Accounts in respect of the most recently ended financial year of the Association;
 - (ii) a copy of the auditor's report to the Association in relation to the Association's accounts for that financial year;

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

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

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

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

(g) 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 shall vote thereon.).

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

12. SPECIAL GENERAL MEETINGS

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

12.2 The Board shall, on the requisition in writing of:

- (a) not less than one-third of Board members; or
- (b) not less than 20% of Members of the Association; or
- (c) the Secretary by authority of a resolution passed in General Meeting; or
- (d) the Executive Committee;

convene a Special General Meeting.

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

12.2.2 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 of the Association, cause to be sent to each Member Association at the address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

14. QUORUM FOR GENERAL MEETINGS

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

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

14.3 If, within half an hour of the time fixed for the General Meeting, no quorum is present:

(a) 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 shall then determine;

(b) in relation to a Special General Meeting, the meeting lapses.

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

16.2 Decisions (other than Special Resolutions) shall be made by a resolution passed by a majority of Delegates then present and entitled to vote.

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

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

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

16.6 All votes shall be given personally or by proxy.

17. PROXIES

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

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

18. POSTAL VOTING

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

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

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

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

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

(a) set out the motion;

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

(c) provide for the Delegate to vote for or against the motion;

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

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

18.6 The returning officer shall retain the envelopes unopened until four o’clock in the afternoon of the Last Receipt Date and shall then open the envelopes in the presence of the scrutineers

whose duty it shall be to assist and to check the count.

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

- (a) received after the Last Receipt Date;
- (b) is informal;
- (c) if the envelope is not signed by the Delegate;
- (d) where the Annual Subscription or any other amount payable by the Member Association to PACFA is overdue and unpaid on the Late Receipt Date.

19. POWERS OF THE BOARD

19.1 The affairs of the Association shall be managed by a Board structured in accordance with Clause 21 (the “Board”)

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

- (a) to control and manage the business and affairs of the Association;
- (b) 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;
- (c) 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;
- (d) subject to Clause 29, make repeal and amend by any By-Laws governing the Association;
- (e) exercise all such powers and functions of the Association other than those powers that:
 - (i) an Act of Parliament;
 - (ii) a clause of this Constitution; or
 - (iii) a resolution of the Delegates present and entitled to vote at a General Meeting: requires the Delegates to exercise in a General Meeting;
- (f) appoint committees to advise the Board;
- (g) delegate power as the Board thinks appropriate, necessary and/or expedient;
- (h) appoint custodians or nominees to hold the Association trustee; and
- (i) to execute a deed(s) purporting to appoint the Association trustee of a trust.
- (j) to employ or contract for the services of a person(s) to assist it with the management of the affairs of the Association and such other functions as determined from time to time by the Board.

20. POWERS OF THE COUNCIL

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

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

- i. The implementation of the objects of the Association;
- ii. 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;
- iii. The decision regarding admission or disaffiliation of Member Associations to the Association;
- iv. The setting up of standing and ad-hoc committees to advance the Objects of Association;
- v. Delegation of specified powers and functions to the Board or such committees of the Association as the Council sees fit to appoint.

21. ASSOCIATION STRUCTURE

21.1 Members of the Council must each be a formally nominated Delegate of a current Member Association or an office holder of the association as specified in sections 21.2(a) to (g).

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

- (a) The President of the Association;
- (b) The Vice-President of the Association
- (c) The Secretary of the Association;
- (d) The Treasurer of the Association;
- (e) The immediate past-President of the Association;
- (f) Chairpersons of standing committees of the Association established to oversee training standards, ethical practice, a national register of counsellors and psychotherapists and course accreditation.
- (g) A person representing educators and trainers of Counsellors and Psychotherapists nominated by the Society of Counselling and Psychotherapy Educators (Australia) Inc. (SCAPE).

21.3 A Board member nominated as a representatives of educators under clause 21.2(g), shall hold office for a period of one year until the conclusion of the succeeding AGM, providing that no such member of the Board shall be eligible for nomination at more than three successive AGM's.

21.4 Board members elected to the office of President, Vice-President, Secretary or Treasurer, or as a chairperson of a standing committee of PACFA, shall 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 shall be eligible for election to that office for more than three successive terms.

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

22. NOMINATIONS FOR BOARD ELECTIONS

22.1 This Clause applies to all elected Board members:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Committee Chairs and representative of educators;

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

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

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

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

22.5 A nominee may be nominated for more than one office

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

22.7 If, after the close of nominations:

- (a) only one nominee is nominated for any office then the Chairperson at the AGM shall declare that nominee to be elected to that office.
- (b) the number of nominees for any office is more than one then a ballot in relation to these offices shall be conducted at the AGM.
- (c) no eligible Delegate or Board Member has been nominated then the Chairperson shall call for late nominations from amongst those Delegates and Board Members present at the AGM. If no such nominations are made and accepted by the nominees, then the Board may make an appointment at a later date. A person appointed by the Board in these circumstances must be a

member of a Member Association of PACFA, but need not be a delegate of that association to the Council of PACFA.

23. BOARD ELECTIONS

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

- (a) capacity of the nominee for the Office;
- (b) sufficient representation of the diversity of psychotherapy and counselling;
- (c) geographic representation

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

23.3 The returning officer shall prepare a list of the Delegates entitled to vote then present, together with a list of proxies held by delegates present, and shall thereafter hand to each such Delegate a ballot paper prepared in such manner as may be expedient. Each such Delegate shall privately mark the voting paper in the presence of the returning officer and shall 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 shall count the votes, which said votes shall be checked by the scrutineers, and certify the result in writing to the Chairperson (or in her/his absence the Secretary) who shall announce the result at the AGM.

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

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

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

24. CASUAL VACANCY

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

- (a) resigns her/his office by one months' notice in writing given to the Secretary or, in the case of the Secretary, to the Chairperson;
- (b) is removed by a resolution passed by those Delegates present and entitled to vote at a General Meeting; or
- (c) becomes disqualified from office pursuant to Section 63 of the Act.

24.2 In the event of the office of President becoming vacant, the Vice-President shall assume the office of President until the next AGM.

24.3 Subject to 24.5, in the event of a vacancy in the office of Vice-President, the Board may

appoint a Delegate (whether already a Board member or not) to the vacant office. The Delegate so appointed may continue in office until the next AGM. If an existing Board member is appointed to the vacant office then the subsequent vacancy shall be filled in accordance with Clause 24.4.

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

- (a) appoint a Delegate who would have been eligible for election under Clause 21; or
- (b) hold an election to be conducted (as near as the circumstances may allow) in the manner set out in Clause 22 and 23.

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

25. MEETINGS OF THE BOARD

25.1 The Board shall meet:

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

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

25.2 At meetings of the Board:

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

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

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

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

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

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

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

25.6 Notice should be given to members of the Board of any special meeting called in accordance with Clause 25.1(b) specifying the general nature of the business to be transacted and no other

business shall be transacted at such a meeting.

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

26. QUORUM OF THE BOARD

26.1 Any six members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

26.2 No business shall 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 shall stand adjourned.

27. VOTING AT BOARD MEETINGS

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

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

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

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

28. DUTIES OF THE SECRETARY AND THE TREASURER

28.1 Duties of the Secretary

The Secretary shall except as otherwise provided in this Constitution:

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

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

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

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

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

28.2 Duties of Treasurer

The Treasurer shall except as otherwise provided in this Constitution:

- (a) receive all moneys paid to the Association;
- (b) collect all moneys which are due and payable to the Association;
- (c) be custodian of the funds of the Association;
- (d) pay all moneys owing by the Association;
- (e) make all payments authorised by the Board or the Executive Committee as the case may be;
- (f) reimburse Board Members in accordance with Clause 35;
- (g) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association;
- (h) keep accounting records in such a way that true and fair accounts of the Association can be prepared from time to time;
- (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;
- (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;
- (k) do all such other things as are necessary to ensure that all forms and notifications required to be lodged with the Registrar of Incorporated Associations in relation to the financial affairs of the Association are so lodged within the time permitted under the Act.

28.2.1 Upon termination of her/his office the Treasurer shall deliver to the incoming Treasurer all funds, papers, documents and such other items belonging to the Association.

28.2.2 The accounting records referred to in Clause 28.2 (g) above shall be available for inspection by any Delegate.

29. BY-LAWS

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

29.2 All By-Laws are binding upon the Members.

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

30. COMMITTEES

30.1 The Board may from time to time appoint from amongst the members of the Association

such other Committees as it may deem necessary or expedient.

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

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

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

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

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

30.7 Questions arising at any meeting of a Committee shall 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 shall have a second or casting vote.

31 IMMEDIATE PAST-PRESIDENT OF THE ASSOCIATION

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

32. PATRON

The Chairperson shall 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 shall only be amended by a Special Resolution.

33.2 A resolution of the Association is a Special Resolution if it is passed by a majority of at least three-fourths of those Delegates present in person or by proxy and entitled to vote at the General Meeting. At least twenty-eight (28) days written notice of the General Meeting and the intention to propose the resolution as a Special Resolution must be given to Member Associations.

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

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

34. FUNDS, ACCOUNTS AND INVESTMENTS

34.1 The Funds of the Association shall be derived from Member Association contributions,

annual subscriptions, levies, grants, donations and such other sources as the Board determines.

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

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

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

(a) any member of the Board; and/or

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

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

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

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

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

35. EXPENSES OF MEMBERS OF THE BOARD

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

36. ASSOCIATION ASSETS

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

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

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

36.2 The Board may only pledge the credit of those Delegates of the Association who have

previously agreed in writing that their credit may be so pledged and then only to the amount specified by such Delegates in their written agreement.

37. PUBLIC OFFICER

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

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

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

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

38. COMMON SEAL

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

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

38.3 Affixing of the Common Seal shall be attested by the signatures of the Chairperson and one member of the Executive Committee.

39. INDEMNITY

Each and every:

(a) Member of the Board, Executive Committee, a committee established under Clause 30;

(b) Officer;

(c) person employed or whose services are contracted by the Association pursuant to Clause 19.2(j); and

(d) salaried staff member;

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

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

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

40. DISSOLUTION OF THE ASSOCIATION

40.1 Subject to the Act, the Association may be dissolved if a Special Resolution to voluntarily

wind up the Association has been passed at a General Meeting.

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

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

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

41. NOTICE

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

41.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document 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.

42. INCONSISTENCY

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

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

APPENDIX 1

FORM FOR APPOINTMENT OF PROXY

We,

(name of Member Association)

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

and at any adjournment of that meeting.

Name of first proxy:

Name of second proxy:

Signed

(office holder of Member Association)

Name (please print):

Position in Association:

The day of 20.....