

CONSTITUTION

SOCIETY OF COUNSELLING AND PSYCHOTHERAPY EDUCATORS (AUSTRALIA) Incorporated

1. NAME

The name of the Association is “Society of Counselling and Psychotherapy Educators (Australia) Incorporated” [SCAPE (Australia) Inc.]

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 s/he Act.

“The Association” means SCAPE (Australia) Inc., incorporated as an association in the Australian Capital Territory under the Associations Incorporated Act 1981 on .

“Constitution” means the constitution of the Association as amended from time to time in accordance with Clause 30

“General Meeting” means an Annual General Meeting or Special General Meeting of Members.

“Educator” means a person engaged in the process of education or training in the field of counselling and/or psychotherapy.

“Member” means any member or associate member of the Association.

“Objects” means those objects set out in Clause 3 and carried from time to time in accordance with Clause 30

“Special Resolution” means a resolution passed in accordance with Clause 30.2

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

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

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

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

(d) in respect of each trust of which the Association was the trustee during a period in that

financial year, accounts in relation to those matters in (a) to (c) (inclusive) on respect of each trust.

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

3. OBJECTS

The purpose of the SCAPE (Australia) is to provide a supportive, stimulating and creative environment for counselling and psychotherapy educators and trainers, in which professional identity and excellence in education is enhanced and diversity is celebrated.

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

- (a) to foster an environment of critical and generative reflection, provide opportunities for professional development and support educators through activities such as conferences, workshops, research, publications and special interest groups.
- (b) to formulate a code of ethics, and to monitor and review ethical practice of educators in the field of psychotherapy and counselling.
- (c) to formulate and review standards and processes of education in counselling and psychotherapy.
- (d) to facilitate the development of education which leads to recognition as professional counsellors and psychotherapists.
- (e) to consult and liaise with relevant professional and government bodies involved in accreditation of education for counsellors and psychotherapists.
- (f) to present the views of the association about educational issues relating to counselling and psychotherapy to the Psychotherapy and Counselling Federation of Australia (PACFA), the community, educational bodies and government agencies.
- (g) to liaise with relevant local, national and international organisations.

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 fulfil 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 Member 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 Executive Committee; and
- (c) reasonable and proper rent for premises or leased to the Association.

5. MEMBERSHIP

5.1 All members of the Association shall be bound by this Constitution, the resolutions and the by-laws made thereunder and by all proper directions of General Meetings of the Association.

5.2 Members

There are two categories of membership of the Association: full membership and associate membership.

Full membership is available to those who:

- (a) have fulfilled training and supervision requirements in counselling or psychotherapy as specified in the rules of the Association;
- (b) have practiced as a counsellor or psychotherapist over a period of at least three years;
- (c) have engaged in consistent and regular practice as an educator or trainer of counselling or psychotherapy over a period of at least three years;
- (d) have engaged in some form of education, training or supervision relating to their work as an educator or trainer;
- (e) agree to abide by the Association's code of ethics.

Full members who are financial are entitled to vote at general meetings of the Association, to be elected as an office holder or member of the Executive Committee, and to represent themselves as a member of the Association.

Associate membership is available to those who contribute in some way to the education or training of counsellors or psychotherapists, but who are not eligible for full membership, and who agree to abide by the Association's code of ethics.

Associate members who are financial are entitled to full participation in *most* activities of the Association, including membership of working parties. *They are not eligible to vote at the Annual General Meeting and are not eligible for membership of the Executive Committee.*

5.3 Liability of Members

In the event of a winding up of the Association, the liability of each Member or Associate 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 levies owed by that Member in accordance with Clause 8.

6. APPLICATIONS FOR MEMBERSHIP OF THE ASSOCIATION

Persons 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 any prescribed application fee to the Association.

7. LIST OF MEMBERS

7.1 The Secretary shall maintain a List of Members and Associate Members. Subject to the Act, the List of Members shall contain particulars of the name, postal address, date of joining the Association, and such other particulars in respect of each Member, including the name of the professional association(s) or training organisation(s) for which he/she is an educator, as the Association shall from time to time determine.

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

9. CESSATION OF MEMBERSHIP

9.1 A member shall cease to be a Member if:

- (a) by notice in writing to the Secretary, they resign their membership;
- (b) the subscription due by that Member has been in arrears for more than three months;
- (c) they cease to meet the requirements specified in clause 5.2

9.2 In the event that membership is cancelled in accordance with item 9.1 (b) above, the Member may, with the approval of the Executive Committee, be reinstated as a Member

immediately on payment of all sums due by that Member.

10. EXPULSION OF MEMBERS

10.1 If *the Executive Committee* has reasonable grounds to believe that a member 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 expulsion desirable in the interests of the Association.

The Executive Committee *shall follow the process outlined in the SCAPE Australia Inc Ethical Complaints Process.*

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 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 congeeing it.

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

- (a) to confirm the minuted of the previous Annual General Meeting and any Special General Meeting held since that meeting;
- (b) to receive a report from the President 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 to the Secretary;
- (d) to receive and consider:
 - (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 Executive Committee stating:

* the name of each member of the Executive Committee 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 s/he may put it 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 or not less than 10 Members present and entitled to vote on any motion which is brought before the General Meeting.

12. SPECIAL GENERAL MEETINGS

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

12.2 The Executive Committee shall, on the requisition in writing of:

(a) not less than one-third of Executive Committee 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;

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 or more of the persons making the requisition.

12.2.2 If the Executive Committee 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 at her/his address appearing in the List of Members, a notice by pre-paid post 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 during the time when the meeting is considering that item.

14.2 Twenty members present, or ten percent of members of the Association, being entitled to vote at a General Meeting, shall 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:

(i) 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;

(ii) 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 at least 20 Full Members, or ten percent of 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, 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 Executive Committee must choose a 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 Members then present and entitled to vote.

16.3 A Special Resolution must be passed in accordance with Clause 30.2

16.4 Each 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 All votes shall be given personally.

17. POSTAL VOTING

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

17.1 The Chairperson shall appoint a returning officer and two scrutineers, who shall not be Executive Committee members;

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

17.3 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;

17.4 The returning officer shall within six weeks from the date of the General Meeting forward to each Member 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 Member 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”)

17.5 Each Member 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 Full Member with the ballot paper. The envelope shall be signed where indicated by the Member who is recording her/his vote.

17.6 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.

17.7 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 Member;

(d) where the Annual Subscription of the member or any other amount payable by the member to the Association is overdue and unpaid on the Late Receipt Date.

18. POWERS OF THE EXECUTIVE COMMITTEE

18.1 The affairs of the Association shall be managed by an Executive Committee structured in accordance with Clause 20 (the “Executive Committee”)

18.2 Subject to the Constitution and the Act, the Executive Committee 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 Executive Committee to be necessary for the proper Executive 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 Members present and entitled to vote at a General Meeting:

requires the Members to exercise in a General Meeting;

(f) appoint committees to advise the Executive Committee;

(g) delegate power as the Executive Committee 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 Executive of the affairs of the Association and such other functions as determined from time to time by the Executive Committee.

19. MEMBERSHIP OF EXECUTIVE COMMITTEE

19.1 Members of the Executive Committee must each be a financial member of the Association.

19.2 Subject to Clause 19.3 the Executive Committee 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;

Four members of the Association, elected from and by the membership of the Association.

The Executive may co-opt other members from time-to-time.

19.3 Each Executive Committee *office bearer shall hold their respective office for a period of two years. No Executive Committee office bearer shall hold the same office for more than two consecutive terms.*

20. EXECUTIVE COMMITTEE ELECTIONS

20.1 The Chairperson shall call for nominations for *vacant positions* on the Executive Committee at the Annual General Meeting.

20.2 In the event of more than one person being nominated for a position, the Secretary shall distribute a voting paper to each member present.

20.3 The Chairperson shall appoint a returning officer and two scrutineers all of whom are not themselves nominees.

20.4 If there is an equality of votes in relation to any office the returning officer shall decide the matter by the toss of a coin in the presence of the members present at the meeting.

21. CASUAL VACANCY

21.1 The office of a member of the Executive Committee becomes vacant if the member:

- (a) ceases to be a Member;
- (b) resigns her/his office by one months' notice in writing given to the Secretary or, in the case of the Secretary, to the Chairperson;
- (c) is removed by a resolution passed by those Members present and entitled to vote at a General Meeting; or

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

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

21.3 Subject to 21.5, in the event of a vacancy in the office of Vice-President, the Executive Committee may appoint a Member (whether already a Executive Committee member or not) to the vacant office. The Member so appointed may continue in office until the next AGM. If an existing Executive Committee member is appointed to the vacant office then the subsequent vacancy shall be filled in accordance with Clause 21.4.

21.4 Subject to Clause 21.2 and 21.4, if a vacancy occurs in the office of a member of the Executive Committee, the Executive Committee may appoint a financial Member of the Association.

22. MEETINGS OF THE EXECUTIVE COMMITTEE

22.1 The Executive Committee shall meet:

(a) at least once in each financial year at such place and at such times as the Executive Committee 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 three Executive Committee members.

22.2 At meetings of the Executive Committee:

(a) the President, or in her/his 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 Executive Council, as may be chosen by the other Executive Committee members present, shall preside.

22.3 For the purpose of this Clause 22, the simultaneous linking together of a number of members of the Executive Committee, 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 Executive Committee and all the provisions in this Constitution applicable to meetings of the Executive Committee shall apply to such meetings by telephone or by other means of communication.

22.4 Written notice of each Executive Committee meeting shall be served on each member of the Executive Committee by delivering it to him or her at a reasonable time before the meeting or by sending it either by pre-paid post, e-mail, or facsimile transmission addressed to him or her at his usual or last known place of abode at least five business days before the date of the meeting.

22.5 A member of the Executive Committee may introduce, at a meeting of the Executive

Committee, 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 Executive Committee present give their approval by passing a resolution by a simple majority.

22.6 Notice should be given to members of the Executive Committee 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.

23. QUORUM OF THE EXECUTIVE COMMITTEE

23.1 Any (5) members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Council.

23.2 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.

24. VOTING AT EXECUTIVE COMMITTEE MEETINGS

24.1 Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes.

24.2 Each member present at a meeting of the Executive Committee 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.

24.3 Subject to Clause 19, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

25. DUTIES OF THE SECRETARY AND THE TREASURER

25.1 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 Executive Committee meeting and General Meeting in books provided for that purpose together with a record of the names of persons present at each Executive Committee and General Meeting;
- (b) keep in his/her custody or under his/her control all books, documents and securities of the Association;
- (c) circulate to Executive Committee members a copy of the Minutes of all their respective meetings;

- (d) notify Applicants for of the result of their application; and
- (e) conduct the correspondence of the Association subject to any direction of the President or the Executive Committee and shall keep a record of all such correspondence.

25.2 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 Executive Committee;
- (f) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association;
- (g) keep accounting records in such a way that true and fair accounts of the Association can be prepared from time to time;
- (h) 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;
- (i) 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;
- (j) 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.

25.2.1 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.

25.2.2 The accounting records referred to in Clause 28.2.1(g) above shall be available for inspection by any Member.

26. BY-LAWS

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

26.2 All By-Laws are binding upon the Members.

26.3 Those Members present and entitled to vote may vote to repeal any By-Law 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.

27. COMMITTEES

27.1 The Executive Committee may from time to time appoint from amongst the members of the Association such other committees as it may deem necessary or expedient.

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

27.3 The Executive Committee shall appoint to each Committee a convenor who shall act as Chairperson of that Committee.

27.4 If at any meeting of a Committee, the convenor 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.

27.5 Each Committee shall meet at the direction of its convenor and adjourn as the Committee thinks proper.

27.6 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.

28. PATRON

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

29. AMENDMENT TO THE CONSTITUTION

29.1 Subject to the Act, the Constitution shall only be amended by a Special Resolution.

29.2 A resolution of the Association is a Special Resolution if it is passed by a majority of at least three-fourths of those Member's present in person 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 Members.

29.3 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.

29.4 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.

30. FUNDS, ACCOUNTS AND INVESTMENTS

30.1 The Funds of the Association shall be derived from Member contributions, annual subscriptions, levies, donations and such other sources as the Executive Committee determines.

30.2 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").

30.3 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.

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

- (a) any two members of the Executive Committee; or
- (b) any member of the Executive Committee and any person unanimously approved from time to time by the Executive Committee.

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

30.6 The auditor of the Statement of Accounts (the "Auditor") shall be elected or re-elected as the case may be by resolution of those 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.

30.7 The financial year of the Association shall be 1 April to 31 March.

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

31. EXPENSES OF MEMBERS OF EXECUTIVE COMMITTEE

Subject to Executive Committee approval, Members of the Executive Committee 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 Executive

Committee and/or Executive Committee.

There shall be no reimbursement to Executive Committee members for attendance at any General Meeting or AGM.

32. ASSOCIATION ASSETS

32.1 The Executive Committee may only, with the approval of no less than two thirds of the Members of the Association 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.

32.2 The Executive Committee 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.

33. PUBLIC OFFICER

33.1 The Association shall appoint a person to be a Public Officer of the Association. The Public Officer must reside in the Australian Capital Territory.

33.2 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.

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

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

34. COMMON SEAL

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

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

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

35. INDEMNITY

Each and every:

- (a) Member of the Executive Committee, , a committee established by the Executive Committee;
- (b) Officer;
- (c) person employed or whose services are contracted by the Association pursuant to Clause 18.2(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.

36. DISSOLUTION OF THE ASSOCIATION

36.1 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 .

36.2 If upon the completion of the winding up of the Association there remains any property or interest in property after the satisfaction of any debts or liabilities of the Association and any costs, charges and expenses incurred in the winding-up of the Association ("Surplus Property"), the Surplus Property shall vest in a fund, authority or institution nominated by those Members entitled to vote pursuant to the passing of a Special Resolution and in accordance with Section 92(1) (a) (ii) of the Act and, in the event that no such resolution is passed prior to the commencement to wind up the Association, the Surplus Property shall vest in an incorporated non-profit organisation having objects similar to those of the Association.

37. NOTICE

37.1 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 List of Members.

37.2 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.

38. INCONSISTENCY

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

38.2 In the event of an inconsistency between this Constitution and any By-Law or regulation made in accordance with Clause 26, this Constitution shall prevail at all times.

39. TRANSITIONAL PROVISIONS

The Officers of the Association and members of the Executive Committee elected at the inaugural meeting of the Association following adoption of this Constitution shall continue in office until the first AGM of the Association.