

Version 17

CONSTITUTION  
OF  
GESTALT AUSTRALIA & NEW ZEALAND INCORPORATED:  
AN ASSOCIATION FOR THE PROMOTION OF GESTALT THEORY,  
THERAPY, PHILOSOPHY AND PRACTICE.

24 May 2017

THE PROCESS OF ENACTING THESE AMENDED  
CONSTITUTIONS WILL BEGIN ONCE RATIFIED BY  
MEMBERSHIP AND WILL BE FULLY ENACTED BY 1<sup>ST</sup> JULY  
2017

## CONTENTS

1. NAME	6
2. DEFINITIONS AND INTERPRETATION	6
3. OBJECTS	7
4. POWERS OF THE ASSOCIATION	7
5. MEMBERSHIP	8
7. REGISTER OF MEMBERS	8
8. SUBSCRIPTIONS	9
9. CESSATION OF MEMBERSHIP	9
10. DISCIPLINING OF MEMBERS	9
11. ANNUAL GENERAL MEETING	11
12. SPECIAL GENERAL MEETINGS	12
13. NOTICE OF MEETING	13
14. QUORUM FOR GENERAL MEETINGS	13
15. PRESIDENT	13
16. VOTING AT GENERAL MEETINGS	13
17. PROXIES	14
18. SECTION REMOVED	14
19. POWERS OF THE COUNCIL	14
20. COUNCIL STRUCTURE	15
21. BIENNIAL CONFERENCE	15
22. CLAUSE REMOVED	16
23. COUNCIL ELECTIONS	16
24. CASUAL VACANCY	16
25. MEETINGS OF THE COUNCIL	17
26. QUORUM OF THE COUNCIL	18
27. VOTING AT COUNCIL MEETINGS	18
28. DUTIES OF THE SECRETARY AND THE TREASURER	18
29. BY-LAWS	20
30. THE EXECUTIVE COMMITTEE	20
31. COMMITTEES	21
32. PATRON	21
33. AMENDMENT TO THE CONSTITUTION	21
34. FUNDS, ACCOUNTS AND INVESTMENTS	22
35. COUNCIL MEMBERS' EXPENSES	23
36. ASSOCIATION ASSETS	23

37.	PUBLIC OFFICER	23
38.	COMMON SEAL	23
39.	INDEMNITY	24
40.	DISSOLUTION OF THE ASSOCIATION	24
41.	NOTICE	24
42.	INCONSISTENCY	25
	APPENDIX 1 - MEMBER CODE OF CONDUCT	26
	APPENDIX 2 –Form of appointment of proxy	27

# CONSTITUTION

## GESTALT ASSOCIATION OF AUSTRALIA AND NEW ZEALAND INCORPORATED

### 1. NAME

The name of the Association is “Gestalt Australia and New Zealand Incorporated”

### 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 Gestalt Australia and New Zealand Incorporated, incorporated as an association in the Australian Capital Territory under the Associations Incorporated Act 1981 on 28 March, 1991.

“Constitution” means the constitution of the Association as amended from time to time in accordance with Clause 35

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

“member” means any member of the Association.

“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 Object of the Association is the study and advancement of Gestalt theory, therapy, philosophy and practice.

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

- (a) The publication and dissemination of such information pertaining to Gestalt theory, therapy, philosophy and practice as may be thought desirable to members and to the public
- (b) The holding of regular meetings of the members of the Association.
- (c) Support of the continuing education of all members in Gestalt theory, therapy, philosophy and practice.
- (d) The encouragement of desirable professional standards of Gestalt therapists in Australia and New Zealand.
- (e) The encouragement of research into Gestalt theory, therapy, philosophy and practice.
- (f) The allotment of money out of the funds of the Association for the promotion of the Gestalt therapy approach in such a manner as may be determined from time to time.
- (g) The affiliation with suitability recognised national and international Societies, Associations and other agencies.
- (h) The co-operation with other agencies including Government departments
- (i) The carrying out of such other things that are conducive to the attainment of the above objects.

### 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 Council; 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 the Council..

5.2 The Association shall have a single level of membership.

Any person who has an interest in Gestalt theory, therapy, philosophy and practice in Australia or New Zealand may apply to become a member.

Members shall be entitled to:

- (a) Attend all meetings of the Association,
- (b) Vote upon all matters brought before the General Meeting, and
- (c) Be nominated for any Office of the Association

### 5.3 Liability of Members

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

5.4 To become a Member, a person must

- (a) Apply to the association
- (b) Agree in writing or electronic equivalent to abide by the code of conduct of the association in section 43.
- (c) Pay the appropriate fee.

### 5.5 Election of Fellows

Members can be elected as Fellows of the Association in recognition of their services to the Association or its objects. Election takes place at the AGM held at the biennial conference.

## 7. REGISTER OF MEMBERS

7.1 The Secretary shall maintain a Register of members. Subject to the Act, the Register of members shall contain particulars of the name, postal address, date joined 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 Members shall be kept in the custody of the Secretary. The Register of members is available for inspection by members at a time and place nominated by the Secretary. The place at which the Register of members is available for inspection must be published in the Annual Return.

## 8. SUBSCRIPTIONS

8.1 Each year the Council shall agree upon a sum to be paid for becoming a member or renewing membership, such sum to be referred to as the “Annual Subscription”. The annual subscription applies for members joining or renewing during the forthcoming financial year.

8.2 The council may discount Annual subscriptions for certain classes of members such as such as Fellows, students or pensioners. These discounts to be agreed annually in advance by the council for the forthcoming financial year.

8.7 A member is permitted to join the association at any time during the year. On joining the association the member must pay the Annual Subscription the currently in force on the date of payment which then entitles them to membership for 12 months from the day of joining.

8.3 Renewing members must pay the Annual Subscription up to 30 days in advance or arrears of the anniversary of their joining the Association. The Annual Subscription to be paid is the one in force on the day of payment. Renewing members are then entitled to membership for 12 months from the anniversary of their joining.

## 9. CESSATION OF MEMBERSHIP

9.1 A member shall cease to be a member if:

(a) she or he dies;

(b) by notice in writing to the Secretary, s/he resigns her/his membership. Such notice can be made in electronic form.

(c) the subscription due by that member has been in arrears for more than 30 days.

## 10. DISCIPLINING OF MEMBERS

10.1 Action by Committee

(1) If the committee is of the opinion that a member—

(a) has persistently refused or neglected to comply with a provision of these rules including breaches of the code of conduct; or

(b) has persistently and wilfully acted in a manner prejudicial to

the interests of the association;  
the committee may, by resolution—  
(c) expel the member from the association; or  
(d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

(2) A resolution of the committee under subsection (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

(3) If the committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—

- (a) setting out the resolution of the committee and the grounds on which it is based; and
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
  - (i) attend and speak at that meeting;
  - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.

(4) Subject to the [Act](#), section 50, at a meeting of the committee mentioned in subsection (2), the committee must—

- (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).

(5) If the committee confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.

(6) A resolution confirmed by the committee under subsection (4) does not take effect—

- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with section 10 (4).

## 10.2 Right of appeal of disciplined member

(1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) On receipt of a notice under subsection (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act, section 50, at a general meeting of the association called under subsection (2)—

(a) no business other than the question of the appeal may be transacted; and

(b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

(c) the members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

## 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 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 to the Secretary (such a motion to be considered after Council motions);

(d) to receive and consider the Council 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 Council stating:

\* the name of each member of the Council 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 deal with any business that had been brought forward;

(f) consider any motion raised without prior notice to the Secretary. (If, in the opinion of the Chairperson, time will not permit a motion raised without notice to be adequately discussed 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 Council may, whenever it thinks fit, convene a Special General Meeting of the Association.

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

(a) not less than four Council members;

(b) not less than 20% of Members, 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 or more of the persons making the requisition.

12.2.2 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 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 Register 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, personally or by proxy during the time when the meeting is considering that item.

14.2 Twenty Members in total personally present (being members entitled to vote at a General Meeting) or by proxy (an authorised "Form of Appointment by Proxy" - see Appendix 2 - 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:

(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 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. PRESIDENT

The President, or in the President's absence, the nominated Deputy Chairperson, shall preside as Chairperson at all General Meetings, but if neither is present, the Council 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 35.2

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 voted shall be given personally or by proxy.

## 17. PROXIES

(1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

(2) The notice appointing the proxy must be in the form set out in appendix 2.

(3) Delivery of proxy forms electronically is acceptable.

## 18. SECTION REMOVED

## 19. POWERS OF THE COUNCIL

19.1 The affairs of the Association shall be managed by a Council structured in accordance with Clause 20 (the "Council")

19.2 Subject to the Constitution and the Act, the Council 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 Council to be necessary for the proper management of the Association;

(d) subject to Clause 29, make repeal and amend 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 Council;

- (g) delegate power as the Council 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 Council.
- (k) To amend the code of conduct given in Appendix 1 without a special resolution provided it is in accordance with the objects of the association.

## 20 COUNCIL STRUCTURE

20.1 Members of the Council must each be a Member residing in Australia or New Zealand.

20.2 Subject to Clause 20.3 the Council shall consist of the following office bearers:

- (a) President
- (b) Vice-President
- (c) Secretary;
- (d) Treasurer;

In addition there shall be up to 5 other Councillors

20.3 The office bearers of President, Vice-President, Secretary and Treasurer form the Executive Committee.

20.4 In the event that no Treasurer is elected within twenty-eight (28) days of the Biennial Conference then the Council shall appoint a member to become the Treasurer from its membership.

20.5 Further council positions, including chairs of committees, may be elected by the council from time to time, as deemed necessary.

20.6 Each Council member shall hold their respective office until the succeeding Biennial Conference. Subject to Clause 22.6(c) and provided that no Council member shall hold office for more than five successive Biennial Conferences, Councillors shall be eligible for re-election.

## 21. BIENNIAL CONFERENCE

21.1 The Association shall at intervals of approximately two years or such other period as is decided upon by the Council hold a conference (referred to in the Constitution as the “Biennial Conference”) to which the members will be invited to attend for a fee.

21.2 Subject to Clause 11, the Council shall endeavour to ensure that every second Annual

General Meeting is held in conjunction with the Biennial Conference.

21.3 The Biennial Conference shall be consistent with the Objects of the Association.

21.4 The location of each Biennial Conference shall be cyclical and, subject to Clause 21.5 to 21.7 (inclusive), rotate among Australian States and New Zealand as decided at the General Meeting.

21.5 Subject to Clause 21.6 and 21.7, with prior approval of a Special Resolution of member, the location of the Biennial Conference may be at a location or jurisdiction other than as set out in Clause 21.4.

22. CLAUSE REMOVED

23. COUNCIL ELECTIONS

23.1 Elections for council held at AGM at biennial conference.

23.2 Nomination forms for all positions sent out 6 weeks prior by the returning officer who is appointed by council.

23.3 Members notified of nominations 3 weeks prior and also given proxy forms for those that cannot attend.

23.4 Nominations from the floor during AGM acceptable.

23.5 AGM election is run by returning officer.

23.6 Electronic forms both nomination and proxy and electronic delivery of said forms to returning officer is acceptable.

24. CASUAL VACANCY

24.1 The office of a member of the Council becomes vacant if the Council 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 President;
- (c) 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.

24.2 In the event of a vacancy in the office of President or President-Elect, the Council may appoint a member complying with the current residency requirement of that office (whether already a Council member or not) to the vacant office. The member so appointed may continue in office until that term of office would otherwise have expired. If an existing Council member not being the President, President-Elect, is elected to the vacant office then the subsequent vacancy shall be filled in accordance with Clause 24.3.

24.3 If a vacancy occurs in the office of a member of the Council, the Council may:

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

## 25. MEETINGS OF THE COUNCIL

25.1 The Council shall meet:

- (a) at least once in each financial year at such place and at such times as the Council 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 Council members.

25.2 At meetings of the Council:

- (a) the President, or in her/his absence, the Secretary shall preside; or
- (b) if the President and the Secretary are absent, such one of the remaining members of the Executive Council, as may be chosen by the other Council members present, shall preside.

25.3 For the purpose of this Clause 25, the simultaneous linking together of a number of members of the Council, 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 contact and be contacted by all other participants, shall constitute a meeting of the members of the Council and all the provisions in this Constitution applicable to meetings of the Council shall apply to such meetings by telephone or by other means of communication.

25.4 Notice of each Council meeting shall be served on each member of the Council by delivering it to him or her at a reasonable time before the meeting. Electronic means of delivery is acceptable.

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

- (a) the President gives his or her consent; or
- (b) the remaining members of the Council present give their approval by passing a resolution by a simple majority.

25.6 Notice should be given to members of the Council 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 Council members or a resolution in writing of which notice has been given to all Council members and which is signed by a simple majority of the Council members is as valid as if it had been passed at a meeting of the Council duly

called and constituted and may consist of several documents in the same form each signed by one or more of the Council members. A telex, facsimile transmission or other document produced by mechanical or electronic means under the name of a Council member with the Council member's authority is deemed to be a document in writing signed by the Council member.

26. QUORUM OF THE COUNCIL

26.1 A quorum of the Council for the transaction of the business of a meeting of the Council shall be in the table below.

Table of Attendance Requirement for Council Quorum	
Number of Members of Council	Number Required for Council Meeting to Constitute a Quorum
3 or fewer	All members of council
4	3 of whom one must be a member of the executive committee
5	3 of whom one must be a member of the executive committee
6	4 of whom one must be a member of the executive committee
7	4 of whom one must be a member of the executive committee
8	5 of whom one must be a member of the executive committee
9 or more	5 of whom one must be a member of the executive committee

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 COUNCIL MEETINGS

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

27.2 Decisions are made by a majority of Council members present and voting. Council 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 Council 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 Council may act notwithstanding any vacancy on the Council.

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 Council meeting, Executive Committee meeting and General Meeting together with a record of the names of persons present at each Council and Executive Committee Meeting;
- (b) keep in their custody or under their control all books, documents and securities of the Association;
- (c) circulate to Council members and Executive Committee members a copy of the Minutes of all their respective meetings;
- (d) conduct the correspondence of the Association subject to any direction of the President or the Council and shall keep a record of all such correspondence.

## 28.2 Duties of the 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 Council or the Executive Committee as the case may be;
- (f) reimburse members in accordance with Clause 36;
- (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 5 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 28.2.1(g) above shall be available for inspection by any member.

## 29. BY-LAWS

29.1 If considered expedient for the administration of the Association or to advance the Objects, the Council 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.

29.2 All By-Laws are binding upon the members.

29.3 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.

## 30. THE EXECUTIVE COMMITTEE

30.1 The purpose of the Executive Committee is to manage the affairs of the Association between meetings of Council and to have delegated it to from time to time such duties and/or powers of the Council as the Council shall determine.

30.2 The Executive Committee shall be comprised of:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;

(collectively referred to as the "Officers" of the Association).

30.3 The President of the Committee shall be the 'chairperson'.

30.4 The Executive Committee shall at all times be responsible to and subject to the control and direction of the Council.

30.5 The Executive Committee shall meet at such intervals as it may determine or as the Council may direct.

30.6 At any Executive Committee meeting the quorum shall be three members of the Executive Committee.

30.7 Each Executive Committee member shall have one vote. Resolutions shall be passed when a majority of those Executive Committee members present and voting vote in favour. In the event of an equality of votes the chairperson shall have a casting vote in addition to her/his deliberate vote.

30.8 At the first meeting of the Executive Committee in each financial year the Treasurer shall table the Statement of Accounts.

30.9 For the purposes of this Clause 30, the simultaneous linking together of at least 3

Executive Committee members by telephone or other means of communication by which all persons participating in the Executive Committee meeting can hear and be heard by all other participants, shall satisfy the quorum requirement and shall constitute an Executive Committee meeting and all the provisions in the constitution applicable to meetings of the Executive Committee shall apply to such Executive Committee meetings by telephone or by other means of communication.

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

## 31. COMMITTEES

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

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

31.3 The Council shall appoint to each Committee a convenor who shall act as Chairperson of that Committee.

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

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

31.6 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.

## 32. PATRON

The President shall invite such person or persons as recommended by Council 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 Members 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 members.

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

#### 34. FUNDS, ACCOUNTS AND INVESTMENTS

34.1 The Funds of the Association shall be derived from member contributions, annual subscriptions, levies, donations and such other sources as the Council 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:

- (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.

34.5 The Council 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.

34.6 The auditor of the Statement of Accounts (the "Auditor must be a person who qualifies under Section 74 of the Act and he or she 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. COUNCIL MEMBERS' EXPENSES

Subject to Council approval, members of the Council 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 Council and/or Executive Committee.

There shall be no reimbursement to Council members for attendance at any General Meeting or Biennial Conference.

### 36. ASSOCIATION ASSETS

36.1 The Council 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.

36.2 The Council 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

### 37. PUBLIC OFFICER

37.1 The Council shall appoint a person to be a Public Officer of the Association. 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 members 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 President.

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

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

#### 39. INDEMNITY

Each and every:

- (a) Member of the Council, Executive Committee, a committee established under Clause 31;
- (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 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 association incorporated pursuant to the Associations Incorporation Act 1981 (Vic).

#### 41. NOTICE

1.1 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 her/his 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 - MEMBER CODE OF CONDUCT

As a member of the association I agree:

- (a) Not to provide false information to the association.
- (b) To maintain ongoing professional accreditation with an appropriate accreditation authority if you elect to be included on the associations publically searchable Therapist Register.
- (c) To behave respectfully at all times to other members of GANZ in the online forums.
- (d) Not to use any information obtained from the GANZ website for promotional purposes without the express written permission of GANZ.
- (e) To comply with the constitution of the association.

APPENDIX 2 –Form of appointment of proxy

I, .....  
(full name)  
of .....  
(address)  
a member of .....  
(name of incorporated association)  
appoint  
.....  
(full name of proxy)  
of .....  
(address)  
a member of that incorporated association, as my proxy to vote for me on my  
behalf at the general meeting of the association (annual general meeting or  
other general meeting, as the case may be) to be held on  
..... and  
at any adjournment of that meeting.  
\*My proxy is authorised to vote in favour of/against (delete as appropriate)  
the resolution (insert details).  
.....  
(Signature of member  
appointing proxy)  
(\*To be inserted if desired.)