



Index:

<u>Subject</u>	<u>Page No</u>
Name	1.
Definitions and Interpretations	1.
Objects and Powers	2.
Classes of membership	6.
Membership	6.
Membership Fees	6.
Admission and Rejection of Members	7.
Grievance/Dispute Procedures	8.
Termination of Membership	9.
Appeals	9.
Register of Members	10.
Membership of the Board	10.
Removal of Board Members	12.
Resignation from the Board	13.
Vacancies on Board	13.
Functions of the Board	13.
Meetings of the Board	13.
Formation of Committees	14.
Validity of Non-Board Actions	15.
Resolution of the Board	15.
Annual General Meeting	15.
General Meeting	15.
Quorum	16.
Conduct of General Meeting	17.
Proxies	18.
By-Laws	18.
Alteration of this Constitution	18.
Funds and Accounts	18.
Financial Year	19.
Indemnity	19.
Common Seal	20.
Documents	20.
Distribution of Surplus Assets	21.
By-Laws Specific	24.
Constitution of Federation of Psychotherapists and Counsellors of Queensland	September 2006
By-laws of Federation of Psychotherapists and Counsellors of Queensland as per Associations	
Incorporation Act	August 2009 1

Federation of Psychotherapists and Counsellors of Queensland Inc

1. **NAME**

The association is to be known as 'Federation of Psychotherapists and Counsellors of Queensland Inc'

2. **DEFINITIONS AND INTERPRETATIONS**

2.1 In this Constitution, unless the context otherwise indicates:-

2.1.1 'Act' means the Associations Incorporation Act;

2.1.2 'Annual General meeting' means the general meeting to be held each year as required by this Constitution.

2.1.3 'Board' means the Members of the Board for the time being constituted as the management committee as provided for in this Constitution.

2.1.4 'By-Laws' means By-Laws of the association for the time being in force.

4.1.2 'Association' means Federation of Psychotherapists and Counsellors of Queensland Inc

2.1.6 'Convening Costs' will, until otherwise resolved by a Special Resolution of the Voting Members, be calculated as 110% of (the current standard postal fee for a letter in an envelope measuring 110mmx220mm being posted in Lutwyche to an address in Australia x (the number of Voting Members recorded on the Register as at the date of the Association's receipt of the appeal or requisition).

2.1.7 Executive means the Chairman (President), Vice Chairman, Secretary and Treasurer

2.1.8 'Financial Member' means a Member who is not then indebted to the Association for any reason and financial has a corresponding meaning.

2.1.9 Judiciary Committee means the committee constituted as such as provided in this Constitution

2.1.10 'Member' means a person who has been accepted as such by the Board in accordance with this Constitution and whose membership has not been terminated.

2.1.11 'Notice Board' means the board or boards provided in the Association's Premises on which notices for the information of Members may be posted.

2.1.12 'Premises' means the Association's premises from time to time.

2.1.13 'Regulations' or Rules means any instruction not being a By-Law, issued by the Board as such under this Constitution or the By-Laws.

2.1.14 'ACA' means Australian Counselling Association Pty Ltd.

2.1.15 Secretary' means the person appointed by the Board to fulfill the duties and functions of the Secretary under this Constitution and includes the Manager

2.1.16 'Special Resolution' has the meaning set out in the Act.

2.1.17 'Voting Members' means full financial Members who have paid all current fees, subscriptions, charges and other amounts due to the Association.

2.2 In this Constitution, unless the context otherwise requires:-

2.2.1 Words importing the singular number include the plural number and vice versa.

2.2.2 Words importing a gender include the other genders.

2.2.3 'Person' includes a body corporate, firm or association.

3. OBJECTS & POWERS

3.1 The Objects of the association are to:-

3.1.1 Provide and maintain Premises and facilities for administration, members and clients.

3.1.2 To support the Australian Counselling Association to monitor, maintain, set and improve professional standards in counsellor education and practice.

3.1.3 To provide an industry based Association for persons engaged in clinical practice.

3.1.4 Provide a Counselling Service for members of the public.

3.1.5 To support the Australian Counselling Association to be a self-regulatory body to provide for registration of members and to provide a mechanism for dealing with complaints about members.

3.1.6 To liaise with Government for the benefit of members and the public.

3.1.7 To support the Australian Counselling Association in providing a single unified voice for the counselling industry.

3.1.8 To provide a consistent Code of Conduct and set of Practitioner Standards

- 3.1.9 To support the Australian Counselling Association to promote the professional development and growth of practicing counsellors.
- 3.1.10 To provide a Complaints Tribunal.
- 3.1.11 To assess, review and recognise counsellor education courses.
- 3.1.12 To maintain a register of ACA approved counsellors.
- 3.1.13 To identify to the public at large counsellors that meet nationally approved standards of practice.
- 3.1.14 To make the general public at large more aware of the counselling profession and the availability of reputable counsellors.
- 3.2 Without limiting its powers at law, the Powers of the Association are to (and the Association may) in furtherance of the Objects:-
- 4.1.2 Manage the funds and other assets and the liabilities of the Association.
- 4.1.3 Subscribe to, become a member of and co-operate with any other association or organisation, whose objects are altogether or in part similar to those of the Association provided that the Association will not subscribe to or support with its funds any association, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under this Constitution.
- 3.2.3 Buy or otherwise acquire, sell or otherwise dispose or deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members or persons lawfully using the Premises.
- 3.2.4 Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or other property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the Objects of the Association provided that the Association will only deal with any property which it acquires subject to a trust in the manner as is allowed by law having regard to the trust.
- 3.2.5 Enter into any arrangements with any person including any Government or Authority that are incidental or conducive to the attainment of the Objects and to obtain from a person any rights, privileges or concessions which the Association may think desirable to obtain and to carry out, exercise, utilise and comply with the arrangements, rights, privileges and concessions.
- 3.2.6 Appoint, employ, engage, remove, suspend or terminate employees, agents and other persons as may be necessary or convenient.

- 3.2.7 Remunerate any person for services rendered or to be rendered.
- 3.2.8 Whether by way of brokerage or otherwise, place or assist to place or guarantee the placing of any unsecured notes, debentures, or other securities of the Association.
- 3.2.9 Construct, improve, maintain, develop, work, manage, carry out, alter or control any property or improvements to property directly or indirectly to advance the Association interests, and contribute to, subsidise or otherwise assist and take part in any such activity.
- 3.2.10 Invest and deal with money of the Association not immediately required in the manner as may from time to time be thought fit subject where applicable to any legal requirement.
- 3.2.11 Lend and advance money or give credit to any person, guarantee or indemnify any person for the payment of money or the performance of contracts or obligations by any person, and otherwise to assist any person.
- 3.2.12 Borrow or raise money either alone or jointly with any person in the manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise, represent or secure any money and further advances borrowed or to be borrowed or to be borrowed alone or with any person by notes secured or unsecured, debentures or debenture stock perpetual or otherwise or by mortgage, charge, lien or other security upon the whole or any part of the Association's property and to purchase, redeem or pay off any such facilities or securities.
- 3.2.13 Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.2.14 Sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 3.2.15 Take or hold mortgages, charges, liens or other security to secure payment of any money due to the Association for any reason including the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property.
- 3.2.16 Accept any gift of property (including money) whether subject to any trust or not, for any of the Objects but subject always to the terms of the trust.
- 3.2.17 Take steps by appeals, public meetings or otherwise to procure contributions to the funds of the Association whether of donations, subscriptions or otherwise.
- 3.2.18 Print, publish and circulate any publication (including journals, periodicals, books or leaflets) that the Association may think desirable for the promotion of the Objects.
- 3.2.19 Where it furthers the objects of the organisation to amalgamate with any one or more other incorporated organisations having similar objects, the other organisation(s) must have

rules prohibiting the distribution of its (their) assets and income to members; and must be approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the Income Tax Assessment Act 1936.

3.2.20 Purchase or otherwise acquire and undertake all or any part of the assets or rights, liabilities or obligations of any person.

3.2.21 Make donations for patriotic, charitable or community purposes.

3.2.22 Transact any lawful business in aid of Australia in the prosecution of any war or peace keeping in which Australia is engaged.

3.2.23 Determine the hours during which the Premises will be open to Members and to close it on the days and for the times as may be necessary or desirable.

3.2.24 The assets and income of the incorporated organisation shall be applied solely in furtherance of its above mentioned objectives 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 organisation.

3.2.25 Do all things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.

4. CLASSES OF MEMBERSHIP

4.1 The membership of the Association will consist of the following class of Member:-

- (a) Full
- (b) Student
- (c) Associate

4.1.1 Full members are current full financial members of the ACA or eligible for full membership to ACA.

4.1.2 Student members are current full financial student members of the ACA. With the exception of the position of Treasurer who is not required to have counselling qualifications but must hold accounting qualifications.

4.1.3 Student members are current student financial members of the ACA. Students do not have voting rights.

4.1.4 Associate members are volunteers who are working on FPCQ projects but are not eligible for full or student membership. Associate members have no voting rights.

4.2 The criteria for the types of membership are as laid out by the board from time to time. Compatible with other Members and subscribe to the Objects and Ethics of the Association and the ACA.

4.3 Members
Meet the standards and criteria as laid down by the Association for Full, Student and Associate Membership.

4.4 The number of full and student members is unlimited.

5. MEMBERSHIP

5.1 An applicant for membership of the Association be proposed by one Voting Member and seconded by another Voting Member of the Membership Committee or an authorized person of ACA as nominated by the board.

5.2 The application for membership must be in writing, signed by the applicant, the proposer and seconder and in the form as the Board prescribes.

5.3 Each Member will receive a Membership Certificate, issued by the Secretary or their nominated representative and will be required to place Certificates in a place of easy viewing and access by the public/clients when practicing as a Counsellor with membership to the Association.

5.4 No Member will be entitled to any benefit or advantage from the Association, which is not shared equally by every Member of that class of membership.

6. MEMBERSHIP FEES

6.1 The membership fees will be determined by the Board and will be payable at the time and in the manner as the Board determines.

6.2 Unless the Board otherwise determines, Membership renewals fees will be payable annually by August 31 each year to cover the period July 1 to June 30 of the following year.

7. ADMISSION AND REJECTION OF MEMBERS

7.1 Proposals for membership of the Association will upon receipt by the Association, be entered, in the order of time in which the proposals are received by the Secretary or their nominated representative, in a Register ('Register') to be kept by the Secretary or their nominated representative. A proposal will, subject to Clause 7.2 be dealt with and determined in the order of priority in which it is so recorded.

7.2 The names and addresses of persons proposed as Members of the Association will be displayed on the Notice Board for at least a week before their election and an interval of not less than one week will elapse between the receipt of the proposal and election of the person to membership.

7.3 Where an application for membership of the Association is rejected, the applicant may appeal to the next Annual General Meeting for the purpose of reviewing the Board's decision provided that written notice of the applicant's appeal is received by the Secretary within 30 days of the notification to the applicant of the rejection decision accompanied by payment of the Convening Costs.

8. GRIEVANCE/DISPUTE PROCEDURES

8.1 If a Member or member of the public ('Complainant') wishes to complain about a Member ('Cited Member') the Complainant must lodge with the Secretary or their representative a Complaint Form in the form approved by the Board and pay any fees prescribed by the Board.

8.2 If a Member wishes to complain against an employee, the Member must lodge with a member of the Executive or the Secretary a written, signed and dated complaint.

8.3 The Cited Member will be notified by the Board and may be suspended from membership and therefore will not practice as a Member of the Association until the matter is finalised unless the Board otherwise approves and for the approved purposes only.

8.4 Any person infringing the Constitution or whose conduct is, in the opinion of the Chairman, Secretary or the Secretary's agent, not in the interests of the Members may be immediately removed from the Association's Premises.

8.5 The Board may suspend from membership the Member removed from the association's Premises pursuant to this clause and the Member will be deemed to be a Cited Member for the purposes of this clause.

8.6 Upon receipt of a Complaint Form or of notification of the Board's suspension decision, the Secretary will notify the Complainant and the Cited member of the time and place of a Judiciary Committee meeting and be issued with the Grievance Procedures Information Sheet.

8.7 The Complainant and Cited member will each be given the opportunity to be heard or present written documentary evidence to or before the judiciary committee.

8.8 The Judiciary committee will investigate all complaints in the manner laid down in the policy and procedures manual, Grievance and Dispute Procedures..

8.9 Decisions of the Judiciary committee are to be referred to the Board for ratification.

8.10 The Board may:-

8.10.1 Lift the suspension;

8.10.2 Renew the suspension of the member's membership for a period of time.

8.10.3 Terminate the member's membership;

8.10.4 Make any other order.

8.11 Cited members will be advised of the Board's decision in writing.

8.12 A member will not make any derogatory or insulting remark against the Association or any other Member or criticise or make an allegation of impropriety or misconduct to or against any employee without first advising his or her complaint or concern to the Secretary. The member making the complaint or expressing concern will, subject to this Constitution, abide by any direction given by the Secretary.

This clause does not apply to comments or actions, which do not concern the good conduct or reputation of the association; for example: between spouses in their private home or domestic situation.

8.13 A member making a remark, criticism or allegation who does not abide by a direction of the Secretary or the Board or otherwise does not comply with this clause will be acting in breach of this constitution.

9 TERMINATION OF MEMBERSHIP

9.1 A member may resign from membership of the Association at any time by giving written notice to the secretary, effective when the notice is received by the Secretary unless a later date is specified in the notice when it will take effect on that later date:

9.2 If a Member:-

9.2.1 is convicted of an indictable offence; or

9.2.2 owes money to the association for a period of 2 months or more:
the Board may terminate his or her membership

9.3 If a Member:-

9.3.1 conducts him or herself in a manner considered to be injurious or prejudicial to the character or interest of the association; or

9.3.2 otherwise fails to comply with any provision of this Constitution;

The Board may terminate his or her membership in accordance with this Constitution.

9.4 The Board may determine that a person is not to be readmitted to membership for a period of time specified in the Board's decision.

9.5 Any person on ceasing to be a Member will have no rights whatsoever to claim upon the Association or its property or funds or any of the Boards members.

10 APPEALS

10.1 A member whose membership is suspended or terminated may give written notice to the Secretary given under this clause appeal to the Appeals Board for the purpose of determining that appeal if the appeal is lodged within 30 days of the date shown on the suspension/termination notification from the Association.

10.2 The Secretary will notify the Appeals Board within one month of the date of the receipt by the Secretary of notice of the appeal.

10.3 Any person who wishes to appeal to a general meeting for any reason must pay the Association in cleared funds all costs associated with the appeal including the Convening Costs before the meeting is convened. If the appellant is successful, the money paid by the appellant will be refunded.

11. REGISTER OF MEMBERS

The Board will cause a Register to be kept which will record the names and residential address of each person admitted to membership of the Association and their dates of admission.

12. MEMBERSHIP OF THE BOARD

12.1 The Board will consist of:-

12.1.1 The Chairman, Vice Chairman and the Treasurer;

12.1.2 The secretary or if no person is employed as the Secretary, an Honorary Secretary appointed by the Executive.

12.1.3 There will be one student representative only nominated by the students on the management committee and they will have one vote in relation to students' issues.

- 12.1.4 Four other Members, not less than half of who will be Voting Members.
- 12.2 The immediate past Chairman if not still a Board Member will automatically be an ex-officio member of the Board for a period of 12 months after assuming that position but will have no voting rights on the Board.
- 12.3 A member must be a voting member and have service in a continuous capacity on the Board for one term (from one Annual General Meeting to the next Annual General Meeting) before being eligible to be elected by the Members to an Executive position.
- 12.4 A Board Member who is absent from 3 consecutive Board meetings without apology to the Secretary will be deemed to have rendered them self-labile to be disqualified from the Board and may be removed from the Board by a majority decision of the other Board members.
- 12.5 At each Annual General Meeting, all board members will retire from office, but will be eligible upon nomination for re-election.
- 12.6 The election of Board members will take place in the following manner:-
- 12.6.1 Any 2 voting members (a proposer and a seconder) may nominate a member to service on the Board.
- 12.6.2 A nomination must be in writing and signed by the member and the proposer and seconder and lodged with the secretary at least 21 days before the General meeting at which the election is to take place.
- 12.6.4 A list of the candidates' names in alphabetical order and the office for which each is nominated together with the names of the members nominating the candidates will be posted on the Notice Board for at least 7 days immediately preceding the date set for the holding of the General Meeting.
- 12.6.5 Should, at the commencement of the General Meeting, there be an insufficient number of candidates nominated, nominations will be taken from the floor of the meeting.
- 12.6.6 The order of listing candidates for a position will be determined by a drawing of lots.
- 12.6.7 A candidate for a position on the Board must be present at the general meeting when the election upon his/her nomination is conducted, unless the general meeting otherwise approves.
- 12.6.8 Should all positions on the Board not be filled at the general meeting, any vacancies may be considered as casual and filled by appointment by the board members.
- 12.7 An employee, other than the secretary/manager, must not be a Board Member.

12.8 A board member must not either:

- (a) directly; or
- (b) indirectly,

be involved with (such as by being a director of, shareholder in a company or an employee or agent of or consultant to a company or a partner in, employee or agent of or consultant to a firm or a beneficiary of a trust or whose spouse or child holds any such position or owns any such interest - in this Constitution referred to simply as 'being involved with') any person who:

- (c) supplies goods or services to the Association; and
- (c) otherwise has a business arrangement or relationship with the association.

12.9 A member who, if they were a Board Member, would contravene Clause 12.8 is not eligible for election (or re-election) to the Board.

12.10 A board member who contravenes clause 12.8 must immediately resign from the board, and if not, without limiting clause 13.17, may be removed as a member of the Board by the other Board Members.

12.11 A board member who contravenes clauses 12.8 & 12.9 or 12.10 will indemnify the association against any loss, cost or expense incurred by the association in relation to the contravention.

12.12 A Board member must not use his or her position as a member of the board for personal or business gain or benefit (including publicity).

12.13 At least three quarters of the Board members may resolve to waive the applicability of Clause 12.8, 12.9, 12.10, 12.11 or 12.12 where they consider to do so would be in the best interests of the Association. Any such waiver:

- (a) will be limited to the terms of the resolution of the board members; and
- (b) will be disclosed to the Members at each Annual General Meeting held during the currency of the waiver; and
- (a) may be overruled by the Members in general meeting with effect as and from the date of the resolution of the Members.

12.14 Clause 12.8 does not apply to Directors or employees of the Australian Counselling Association Pty Ltd.

13. REMOVAL OF BOARD MEMBERS

13.1 The office of a board member becomes vacant if the Board Member;-

- 13.1.1 Makes any arrangement or composition with his/her creditors generally;
 - 13.1.2 Becomes of unsound mind, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 13.1.3 Is not a Financial Member;
 - 13.1.4 Becomes an employee of the Association except as Secretary;
 - 13.1.5 Is directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Association and fails to declare the nature of his/her interest in the manner required by the Act;
 - 13.1.6 Becomes prohibited from being a Board Member by reason of any order made under the Act;
 - 13.1.7 Otherwise ceases to be a Board member or to be eligible to be a Board Member by virtue of the Act or this Constitution.
- 13.2 The board may by resolution remove any Board Member before the expiration of their period of office. The Board Member who has been removed may appeal to a general Meeting and the provisions of clause 10 apply as if the Board Member had been suspended as a member.
- 13.3 A board member may be removed from office or from the Board at a general Meeting of the association where that Member will be given the opportunity to fully present their case. The question of removal will be determined by a vote of the Voting Members present at the general meeting.
- 13.4 If a Board Member is suspended from membership of the Association, he/she will also be suspended from membership of the Board.

14. RESIGNATION FROM THE BOARD

A board member may resign from the Board by giving written notice to the Secretary, the notice will be effective from the date of receipt by the Secretary unless a later date is specified in the notice when it will take effect on that later date.

15. VACANCIES ON BOARD

- 15.1 The Board may by resolution appoint a Member to fill a vacancy on the Board until the next General Meeting at which an election is held.
- 15.2 The Board Members may act notwithstanding any casual vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this

Constitution as the quorum for a meeting of the Board, the continuing Member or Members may act for the purpose of increasing the number of Board Members to that number and of summoning a General Meeting of the Association but for no other purpose.

16. FUNCTIONS OF THE BOARD

Except as otherwise provided by this Constitution and subject to resolutions of the Voting Members, the Board has:-

- 16.1 The general control and management of the administration of the affairs, property and funds of the Association;
- 16.2 The authority to interpret the meaning or application of any part of this Constitution (including any matter relating to the Association) on which this Constitution is silent or ambiguous.

17. MEETINGS OF THE BOARD

- 17.1 The Board will meet at least once every two calendar months to exercise its functions.
- 17.2 Other meetings of the Board will be convened by the Secretary:-
 - 17.2.1 On the requisition in writing signed by not less than one-third of the board members, which requisition will clearly state the reasons for the meeting being convened and the nature of the business to be transacted thereat;
 - 17.2.2 On the direction of the Executive.
- 17.3 At every meeting of the Board a simple majority of a number equal to the number of Board Members as at the close of the last General Meeting will constitute a quorum.
- 17.4 Subject to this Constitution, the Board may meet together and regulate its proceedings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes and, in the case of equality of votes, the Chairman has a casting vote.
- 17.5 A Board Member will not vote in respect of any contract or arrangement with the Association in which
 - 17.5.1 The member, or
 - 17.5.2 Any member of his/her immediate family ('relative') or any entity in which the Member or his/her relative has an interest, is interested, or any matter arising there from, and if the Member does so vote, the vote will not be counted.

17.6 The Chairman will preside at every Board meeting, or if there is no Chairman, or if at a meeting, the Chairman is not present within ten minutes after the time appointed for the meeting, the Vice Chairman will act as Chairman in the Chairman's absence, or if the Vice Chairman is not present at the meeting, then the board members may choose one of their number to chair the meeting.

17.7 If within half an hour from the time appointed for the commencement of a board meeting a quorum is not present, the meeting, if convened upon the requisition of board members, will lapse. In any other case, it will stand adjourned to the same day in the next week at the same time and place, or to another day and/or time and/or place as a majority of the Board Members may determine. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

17.8 The minutes of every Board Meeting will be signed, to verify their meaning, by the chairperson of that meeting or the chairperson of the next board meeting.

18 FORMATION OF COMMITTEES

18.1 The Board may delegate any of its powers to a Committee (sub-Committee) of Members consisting of at least one Board Member.

18.2 A committee will in the exercise of the powers so delegated conform to the formal objectives that will be given to it by the Board.

18.3 A Committee will report regularly on its activities and make recommendations to the Board.

18.4 A Committee may elect a chairperson for its meetings. If no chairperson is elected, or if at a meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the Members present may choose one of their fellow members to be chairperson for the meeting.

18.5 The Executive and the Judiciary Committee are each Committees of the Board.

18.6 The Judiciary Committee will be the Chairman (or his/her nominee) and 2 or more other Members (other than the Secretary or any other employee) appointed by the Board.

19 VALIDITY OF NON-BOARD ACTIONS

All acts done by a meeting of the Board or of a Committee or by any person acting as a Board Member will, notwithstanding that it is afterwards discovered that there was a defect in the appointment of a Board Member or person acting or that a Board Member was disqualified, be

as valid as if every person had been duly appointed and was qualified to be a Board Member or a member of the Committee.

20. RESOLUTION OF THE BOARD

A resolution in writing signed by a majority of the board members will be as valid and effectual as if it had been passed at a meeting of the board duly convened and held provided that each of the Board members is notified of the proposed resolution. Any such resolution may consist of several documents in like form, each signed by one or more board members.

21. ANNUAL GENERAL MEETING

21.1 The annual general meeting will be held within 3 months of the close of the financial year.

21.2 The business to be transacted at an Annual General Meeting includes: -

21.2.1 Receiving of the board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

21.2.2 Receiving the auditor's report upon the books and accounts and board's report for the preceding financial year;

21.2.3 Election of Board Members.

22 GENERAL MEETING

22.1 The Secretary will convene a general meeting by giving not less than 14 days notice of the meeting to the Voting members: -

22.1.1 As required by this Constitution;

22.1.2 When directed to do so by the Board;

22.1.3 On the requisition in writing signed by not less than the number of Voting members as would be required in attendance at a general meeting, to constitute a quorum. The requisition must: -

- (a) Disclose the nature of the business to be transacted and the clause in this constitution to which the business relates and which the meeting should consider in particular;

- (a) Be accompanied by payment or an undertaking to pay within 7 days of the date of the requisition (in cleared funds) the Convening costs.

22.2 The secretary need not prepare or issue any notices of meeting under clause 22.1.3 until receipt of payment of the convening costs.

22.3 The manner in which a notice is given will be determined by the Board.

22.4 Notice of a general meeting will clearly state the nature of the business to be discussed at the proposed meeting.

23. QUORUM

23.1 At a general meeting, the number of voting members required to constitute a quorum will be not less than double the number of positions on the Board plus one.

23.2 No business will be transacted at a general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.

23.3 If within half an hour from the time appointed for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of the board, will lapse. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to another day and/or time and/or place as a majority of the Board Members may determine, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the voting members present will be a quorum.

23.4 The chairperson of a meeting may, with the consent of the meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting will be given as in the case of the original meeting. Otherwise it will not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. CONDUCT OF GENERAL MEETING

24.1 The following clauses apply at every general meeting except as otherwise provided in this constitution.

24.2 The chairman or his/her nominee will preside at the meeting, or if there is no chairperson, or if the chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice chairman or his/her nominee will be

the chairperson, or, if the Vice chairman is not present or is unwilling to act, then the voting members present will elect one of their number to chair the meeting.

24.3 The chairperson will maintain order and conduct the meeting in a proper and orderly manner.

24.4 Before the meeting, the Board will appoint a person to act as the returning officer for the meeting. The returning officer will verify to the chairperson the number of valid proxies received by the Association for the purposes of the meeting.

24.5 Every question, matter or resolution will be decided by a majority (or the required majority if a resolution other than an ordinary resolution) of votes of the voting member present

24.6 Every voting member present will be entitled to one vote. To clarify, a voting member must be present at the meeting when the vote is taken to exercise his/her right to vote, unless the Member's proxy present at the meeting is to exercise the right.

24.7 In the case of an equality of votes, the chairperson of the meeting will have a second or casting vote.

24.8 Voting will be by show of hands or a division of voting members, unless:

24.9 The chairperson will appoint two persons to conduct the secret ballot in the manner as the chairperson determines.

24.10 The result of the ballot as declared by the chairperson will be the resolution of the meeting at which the ballot was demanded.

24.12 The Secretary will cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board Meeting and General meeting to be entered in a book to be open for inspection at all reasonable times by any Financial member who applies to the Secretary for that inspection.

24.13 The minutes of every general meeting will be signed, to verify their meaning by the chairperson of that meeting or the chairperson of the next general meeting.

24.14 The minutes of any annual general meeting will be signed, to verify their meaning, by the chairperson of that meeting or the chairperson of the next Annual general meeting.

24.15 For the purposes of clauses 24.5 and 24.6 'present' means in person or by proxy.

25 PROXIES

25.1 Subject to this Constitution, a voting member may appoint another member to be his/her proxy for the purposes of attending, speaking at and voting for that voting member at a general meeting.

25.2 A proxy will be valid if:-

25.2.1 The member completes and lodges a proxy in the form approved by the board with the secretary not later than 24 hours before the time for the holding of the general meeting;

25.2.2 The member is a voting member and financial on the date of the notice of the general meeting;

25.2.3 The member is not present or otherwise represented at the general meeting.

25.3 Any issue of validity of a proxy will be determined by the chairperson of the meeting acting on the advice of the Returning Officer.

26 **BY-LAWS**

The board may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Association. Any by-law may be set aside by the voting members in general meeting.

27 **ALTERATION OF THIS CONSTITUTION**

27.1 Subject to the Act, this constitution may be amended, rescinded or added to by a Special Resolution at a General Meeting.

27.2 No amendment, rescission or addition to this Constitution will be valid unless the same is approved as required by law.

28 **FUNDS AND ACCOUNTS**

28.1 The funds of the Association will be banked in the name of the Association in an account with a bank or other financial institution as the Board may direct.

28.2 Proper books and accounts will be kept and maintained either in written or printed form in the English language or in a computerised or electronic medium showing the financial affairs of the Association and the particulars usually shown in books of a like nature.

28.3 Money will be banked as soon as practicable after receipt

28.4 Cheques will be signed by any two of the Chairman, Secretary, Treasurer, Association Accountant, or other member authorised from time to time by the Board.

28.5 Cheques will be crossed 'not negotiable'.

28.6 Expenditure will be approved or ratified at a Board meeting.

28.7 As soon as practicable after the end of each financial year, the treasurer will cause to be prepared financial statements containing particulars of:

28.7.1 The income and expenditure for the financial year just ended; and

28.7.2 The assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the end of that year.

28.8 The financial statements will be examined by the auditor who will present a report upon the audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which the audit was made.

28.9 The income and property of the Association will be used and applied solely in promotion of its Objects and in the exercise of its Powers. No portion of it will be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members.

28.10 Nothing contained in this clause 28 will be construed so as to prevent:

28.10.1 The payment in good faith of interest to a Member in respect of money advanced by the member to the association or otherwise owing by the Association to the member or of remuneration to an officer or employee of the association or to a member of the association or other person in return for any services actually rendered to the association.

28.10.2 The payment or repayment to a member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association,

29 **FINANCIAL YEAR**

The financial year for the association ends on 30 Jun in each year.

30 **INDEMNITY**

- 30.1 All board members and trustees holding property for the association will be indemnified out of the property and funds of the association against all losses and expenses incurred in the discharge of their duties except any due to their own willful act or default.
- 30.2 Each Board Member or trustee will be responsible only for so much money or property as he or she actually received for, or in discharge of the business of the association, and each one will be answerable only for their own acts, neglects or defaults and not for those of any other person, on for insufficiency of any security for money invested or of title to any estate or property acquired, or for any loss or damage which may happen in the discharge of their duties unless due to their own willful neglect or default.
- 30.3 An employee may be indemnified out of the property of the Association against any liability:-
- 30.3.1 Incurred by the employee acting in that capacity,
- 30.3.2 For the costs and expenses incurred by the employee
- (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the employee is acquitted; or
 - (b) In connection with an application in relation to such proceedings, in which the court grants relief to the employee.
- 30.4 Subject to the law, the association may pay insurance premiums in respect of insurance for the benefit of the Board Members and the Association's employees when acting in their respective capacities against:-
- 30.4.1 Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome, or
- 30.4.2 A liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a willful breach of duty in relation to the Association or a breach of the law or of this Constitution dealing with improper use of confidential information or position.
- 30.5 The association may pay insurance premiums in respect of insurance for the benefit of the auditor.

31 COMMON SEAL

- 31.1 The board will provide for the adoption, use and safe custody of a common seal

- 31.2 The common seal will only be used with the authority of the Board. Every instrument to which the seal is affixed will be signed by a member of the Executive and countersigned by the Secretary or by another member of the Executive or by a person appointed by the Executive for that purpose.

32. DOCUMENTS

32. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

33 DISTRIBUTION OF SURPLUS ASSETS

In the event of the organisation being dissolved the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any incorporated organisation which has similar objects and which is approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the Income Tax Assessment Act 1936.

BY-LAWS UNDER THE ASSOCIATIONS INCORPORATION ACT

BY-LAW 001

By- Law to Interpret Clause 12.3

Membership of the Board

FPCQ members wishing to serve in an FPCQ Executive position must have served one whole term on the Management Committee immediately prior to the Annual General Meeting.

BY-LAW 002

2. Administrative Protocol for calling a Special General Meeting (SGM).

Any financial full member of FPCQ has the right to call a SGM as per the FPCQ Constitution. To ensure all members are made aware of the reason why the SGM is being called and the FPCQ secretariat is given reasonable time to administer a SGM the following procedures have been adopted.

- 2.1 Member must prepare and submit the call for a SGM as per the constitution and supply the Secretary with the documents and monies calling for signatures to support the call.
- 2.2 The Secretary will contact all members with the information supplied by the member within 7 working days of being given the documentation by the member.
- 2.3 The Secretary will advise the member who wishes to call a SGM within 7 working days from sending the call for signatures as to whether the required number of supporting signatures have been received or not to go ahead with the SGM.
- 2.4 Should the required number of signatures supporting the call not be received within 7 working days of the call being sent to members the call for the SGM will be considered to have not been supported by the members and not go ahead.
- 2.5 Should the required number of signatures be forth coming within 7 days of the call being sent out the member calling for the SGM will be informed.
- 2.6 The member calling for the SGM will within 2 working days then supply the Secretary with the motion/s that are to be put forward to the members for the SGM.
- 2.7 The Secretary will forward the motion which may or may not include an argument for and/or against the motion to all full member of FPCQ within 5 working days of receiving the motion from the members.
- 2.8 Should the motion be passed by a minimum of at least 75% of voting members (as per the Associations Incorporation ACT (Qld)) the motion will be implemented immediately.