
Australian Association of Family Therapy Inc.

Rules of Association 2019

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1. Name

- 1.1 The name of the incorporated association is the AUSTRALIAN ASSOCIATION OF FAMILY THERAPY INCORPORATED. (in these Rules called the "Association").

2. Statement of Purposes

- 2.1 The purposes of the Association are:
- (a) to promote and encourage the advancement of the theory and practice of family therapy;
 - (b) to promote and encourage the development of training programs in family therapy;
 - (c) to promote and encourage research in family therapy; and
 - (d) to maintain and increase membership of the Association in furtherance of the above purposes.

3. Financial Year

- 3.1 The financial year of the Association is each period of 12 months ending on 30th June.

4. Definitions

- 4.1 In these Rules, unless the contrary intention appears:
- (a) **“Act”** means the *Associations Incorporation Reform Act 2012* and including any regulations made under that Act;
 - (b) **“Executive”** means the executive management of the Association;
 - (c) **“Chairperson”** of a general, committee or Executive Meeting, means the person who chairs the meeting as required under rule 41.2(c);
 - (d) **“Committee of Management”** means the committee having management of the business of the Association;
 - (e) **“Committee of Management meeting”** means a meeting of the Committee of Management held in accordance with these Rules;
 - (f) **“Committee of Management member”** means a member of the Committee of Management elected or appointed under Rule 41.2(b);

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- (g) “**Executive**” means a meeting of Executive committee held in accordance with these Rules;
- (h) “**Executive Committee member**” means a member of the Executive committee elected or appointed under Rule 41.2(b);
- (i) “**disciplinary appeal meeting**” means a meeting of the members of the Association convened under Rule 22(3);
- (j) “**disciplinary meeting**” means a meeting of the Committee of Management convened for the purposes of Rule 22.
- (k) “**disciplinary sub-committee**” means the sub-committee appointed under Rule 19.
- (l) “**financial year**” means the 12 month period specified in Rule 3.1;
- (m) “**general meeting**” means a general meeting of members of the Association convened in accordance with Rule 29; and includes an annual general meeting , a special general meeting and a disciplinary appeal meeting;
- (n) “**member**” means member of the Association;
- (o) “**Clinical Family Therapist Member**” has the meaning given to it in Rule 8.4;
- (p) “**Professional Member**” has the meaning given to it in Rule 8.6
- (q) “**General Member**” has the meaning given to it in Rule 8.6;
- (r) “**Life member**” has the meaning given to it in Rule 8.7;
- (s) “**Subscriber**” means an individual, institution or organisation subscribing to the publications of the Association pursuant to Rule 8.9;
- (t) “**Regulations**” means regulations under the Act;
- (u) “**relevant documents**” has the same meaning as in the Act;

4.2 In these Rules, a reference to the Secretary is a reference:

- (a) to a person who holds office under these Rules as Secretary of the Association; and
- (b) in any other case, to the public officer of the Association.

5. Alteration to the Rules

- 5.1 These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.
- 5.2 Recommended alterations, additions and amendments to the constitution and statement of purposes may be made providing that;
- (a) passed by Executive committee and minuted;
 - (b) and that at least 21 days notice has been given of the proposed addition, alteration or amendment to be presented as a special resolution at special general meeting;
 - (c) that it is passed by special resolution of not less than three-fourths of the total members present.

6. Powers of the Association

- 6.1 The Association has the power to:
- (a) arrange meetings, conferences, seminar, workshops, symposia and such other forums designed to advance the standards of practice of family therapy;
 - (b) establish and maintain suitable standards for family therapists;
 - (c) provide consultative services in matters relating to the family and family relationships;
 - (d) establish communication between the Association and similar bodies interstate and internationally;
 - (e) promote public awareness of matters pertaining to family therapy;
 - (f) out of the funds of the Association, pay or provide for the costs, charges and expenses of all activities relevant to pursuing the Association's aims and objectives;
 - (g) accept and use gifts of money or other property made for any one or more of the purposes of the Association;
 - (h) invest and deal with any moneys of the Association not immediately required for its purposes as it sees fit;
 - (i) undertake such other activities to achieve and to promote the objects of the Association; and all other powers as set out in the Act and Regulations.

7. Code of Ethics

- 7.1 In the event of any inconsistency between these Rules and the Association's Code of Ethics (as amended from time to time), the Rules shall prevail.
- 7.2 For the avoidance of doubt, the Association's Code of Ethics may be amended by the Committee from time to time, although the Committee must ensure an up to date copy of the Code of Ethics is made available to Members on request.

8. Membership and Subscription

8.1 Application for membership

- (a) A person or institution who is nominated and approved for membership as provided in these Rules is eligible to be a Member on payment of the entrance fee and annual subscription payable in accordance with Rule 11.

8.2 To apply to become a member of the Association, a person must submit a written application stating that the person-

- (a) Wishes to become a member of the Association; and
 - (i) Supports the purposes of the Association; and
 - (ii) Agrees to comply with these Rules.
- (b) The application
 - (i) must be signed by the applicant; and
 - (ii) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under Rule 11.

8.3 Membership shall be of three classes:

- (a) Clinical Family Therapist Member,
- (b) Professional Member,
- (c) General Member,
- (d) Life Member.

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- 8.4 Clinical Family Therapist Membership shall be open to any applicant who is a practising family therapist, who has demonstrated competence in the practice of family therapy, and has satisfied the committee of their qualifications for membership in accordance with the criteria for Clinical Family Therapist Membership determined by the committee of Management. The practice of a Clinical Family Therapist Member must accord with the AAFT Code of Ethics. Only a Clinical Family Therapist Member can identify themselves as a “Clinical Family Therapist (AAFT)”.
- 8.5 Professional Membership is open to any applicant who is a practising therapist or counsellor and who possess a degree in Health Science, Social Science, Education or equivalent. They must be eligible for Registration with AHPRA or PACFA or have membership of a Professional association (e.g. APS, AASW, OTAus, PACFA college). The applicant will satisfy the committee that they meet the criteria for Professional Membership determined by the Committee of Management. A Professional Member is encouraged to align their practice with the AAFT Code of Ethics, however their practice is ultimately bound and adjudged by their own professional Code of Ethics. Professional Membership does **not** entitle a member to identify themselves as an “AAFT Family Therapist” or “Clinical Family Therapist (AAFT)”.
- 8.6 General membership is open to any applicant who does not meet the requirements for Clinical Family Therapist or Professional Membership, but has some relevant training in the practice of family focused work. Applicants must satisfy the committee that they meet the criteria to be a Member as determined by the committee of Management. This Membership category is open to students, or those who have an interest and/or training in the practice of family focused work. A General Member is encouraged to align their practice with the AAFT Code of Ethics, however their practice is ultimately bound and adjudged by their own professional Code of Ethics or Employer. A General Member is **not** entitled to identify themselves an “AAFT Family Therapist” or “Clinical Family Therapist (AAFT)”.
- 8.7 Life membership may be granted to a Clinical Family Therapist Member who has given outstanding service to the Australian Association of Family Therapy for an extended period of time. The appointment of a Life Member shall be by resolution at a General Meeting of Members on the recommendation of the Committee of Management. All fees otherwise payable by a Member pursuant to Rule 8, shall be waived in the case of a Life Member.
- 8.8 Individuals, institutions and organisations, will not be considered a member but may subscribe to the Association to receive publications of the Association. The fee payable to be a subscriber to the Association shall be the fee determined from time to time by the Committee.
- 8.9 Members must acknowledge their membership of the Association in accordance with the Association's Code of Ethics as amended from time to time.

9. Consideration of Application

- 9.1 As soon as practicable after an application for membership received, the Committee must decide by resolution whether to accept or reject the application.
- 9.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 9.3 If the Committee rejects the application, it must return any money accompanying the application to applicant.
- 9.4 No reason need be given for the rejection of an application.

10. New Membership

- 10.1 If an application for membership is approved by the Committee-
 - (a) The resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - (b) The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 10.2 A person becomes a member of the Association and, subject to Rule 12.2 is entitled to exercise his or her rights of membership from the date, whichever is the later on which:
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

11. Annual Subscription and fee on joining

- 11.1 At each annual general meeting, the Association must determine:
 - (a) The amount of the annual subscription (if any) for the following financial year; and
 - (b) The date for payment of the annual subscription.
- 11.2 The Association will determine the annual subscription payable for each level of membership.
- 11.3 The Association may determine that any new members who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (a) The full annual subscription; or

- (b) A pro rata annual subscription based on the remaining part of the financial year; or
- (c) A fixed amount determined from time to time by the Association.

11.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

12. General rights of members

12.1 All classes of Members of the Association are entitled to vote and have the right:

- (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) To submit items of business for consideration at a general meeting; and
- (c) To attend and be heard at general meetings; and
- (d) To vote at a general meeting; and
- (e) To have access to and copy the minutes of general meetings and other documents of the Association as provided under Rule 43.4; and
- (f) To inspect the register of members.

12.2 A member is entitled to vote if:

- (a) the member is a current financial member; and
- (b) more than 28 business days have passed since they became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

13. Subscribers

13.1 Subscribers to the Association to receive publications of the Association have no voting rights, but may have other rights as determined by the Committee or by resolution at a general meeting.

14. Rights not transferable

14.1 The rights of a member are not transferable and end when membership ceases.

15. Ceasing membership

15.1 The membership of a person ceases on resignation, expulsion or death.

15.2 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16. Resigning as a member

16.1 A member may resign by notice in writing given to the Association.

Note

Rule 42.3(3) sets out how notice may be given to the association it includes by post only handing the notice to a member of the committee.

16.2 A member is taken to have resigned if;

- (a) The member's annual subscription is more than 12 months in arrears; or
- (b) Where no annual subscription is payable;
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request confirmed in writing that he or she wishes to remain a member.

17. Register of members

17.1 The Secretary shall keep and maintain a register of Members that includes:

- (a) For each current member:
 - (i) the members name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;

(iv) the members level of membership is noted.

(v) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

17.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

18. Grounds for taking disciplinary action

18.1 the Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

(a) has failed to comply with these Rules; or

(b) refuses to support the purposes of the Association; or.

(c) Has engaged in conduct prejudicial to the Association.

19. Disciplinary subcommittee

19.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

19.2 The members of the disciplinary subcommittee:

(a) may be committee members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

20. Notice to member

- 20.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
- (a) Stating that the Association proposes to take disciplinary action against the member;
and
 - (b) Stating the grounds for the proposed disciplinary action; and
 - (c) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
and
 - (d) Advising the member that he or she may do one or both of the following:
 - (i) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) Setting out the members appeal rights under Rule 22.
- 20.2 The notice must be given not earlier than 28 days, and not later than 14 days, before the disciplinary meeting is held.

21. Decision of subcommittee

- 21.1 At the disciplinary meeting, the disciplinary subcommittee must:
- (a) Give the member an opportunity to be heard; and
 - (b) Consider any written statement submitted by the member.
- 21.2 After compiling with subrule (1), the disciplinary subcommittee may:
- (a) Take no further action against the member; or
 - (b) Subject to subrule (3):
 - (i) Reprimand the member; or
 - (ii) Suspend the membership rights of the member for a specified period; or
 - (iii) Expel the member from the Association.

21.3 The disciplinary subcommittee may not fine the member.

21.4 the suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

22. Appeal rights

22.1 A person whose membership rights have been suspended or who has been expelled from the Association under Rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

22.2 The notice must be in writing and given:

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

22.3 If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.

22.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:

(a) Specify the date, time and place of the meeting; and

(b) State-

(i) The name of the person against whom the disciplinary action has been taken; and

(ii) The grounds for taking that action; and

(iii) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23. Conduct of Disciplinary appeal meeting

23.1 At the disciplinary appeal meeting;

(a) No business other than the question of the appeal may be conducted; and

- (b) The committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

23.2 After complying with subrule(1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

23.3 A member may not vote by proxy at the meeting.

23.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

24. Grievance procedures

24.1 Application

- (a) The grievance procedure set out in this Division applies to disputes under these Rules.
 - (i) A member and another member;
 - (ii) A member and the Committee;
 - (iii) A member and the Association.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25. Parties must attempt to resolve the dispute

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

26. Appointment of mediator

26.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 25 the parties must within 10 days:

- (a) Notify the Committee of the dispute; and

- (b) Agree to or request appointment of a mediator; and
- (c) Attempt in good faith to settle the dispute by mediation.

26.2 the mediator must be:

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

26.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:

- (a) Has a personal interest in the dispute; or
- (b) Is biased in favour of or against any party.

27. Mediation process

27.1 The mediator to the dispute, in conducting the mediation, must:

- (a) Give each party every opportunity to be heard; and
- (b) Allow due consideration by all parties of and written statement submitted by any party; and
- (c) Ensure the natural justice is accorded to the parties throughout the mediation process.

27.2 The mediator must not determine the dispute.

28. Failure to resolve dispute by mediation

28.1 If the mediation process does not resolved the dispute, the parties may seek to resolve the dispute in accordance with the Action or otherwise at law.

29. General Meetings of the Association

29.1 Annual General Meetings

- (a) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (b) Despite subrule (1), the Association may hold its first annual general meeting at any time in writing 18 months after its incorporation.
- (c) The Committee may determine the date, time and place of the annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
 - (i) To confirm the minutes for the previous annual general meeting and of any special general meeting held since then;
 - (ii) To receive and consider:
 - A. The annual report of the Committee on the activities of the Association during the preceding financial year; and
 - B. The financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.
 - (iii) To elect the members of the Committee;
 - (iv) To confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30. Special general meetings.

- 30.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 30.2 The committee may convene a special general meeting whenever it thinks fit.
- 30.3 No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note

General business may be considered a the meeting if it is included as an item for consideration in the notice under Rule 32 and the majority of members at the meeting agree.

31. Special general meeting held at request of members.

- 31.1 The committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- 31.2 A request for special general meeting must:
- (a) Be in writing; and
 - (b) State the business to be considered a the meeting and any resolutions to be proposed; and
 - (c) Include the names and signatures of the members requesting the meeting; and
 - (d) Be given to the Secretary.
- 31.3 If the committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 31.4 A special general meeting convened by members under subrule (3).
- (a) Must be held within 3 months after the date on which the original request was made; and
 - (b) May only consider the business stated in that request.
- 31.5 the Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

32. Notice of general meetings

- 32.1 The secretary (or, in the case of a special general meeting convened under Rule 31(3), the members convening the meeting) must give to each member of the Association:
- (a) At least 21 days notice of a general meeting if a special resolution is to be proposed a the meeting; or
 - (b) At least 14 days notice of a general meeting in any other case.

32.2 the notice must:

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to proposed the resolution as a special resolution; and
- (d) comply with Rule 33(5).

32.3 This rule does not apply to a disciplinary appeal meeting.

Note

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

33. Proxies

33.1 A Members may appoint another Member as her or his proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

33.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

33.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

33.4 If the committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has signed by the member.

33.5 Notice of a general meeting given to a member under Rule 32 must;

- (i) State that the member may appoint another member as a proxy for the meeting; and
- (ii) Include a copy of any form that the Committee has approved for the appointment of a proxy.

- 33.6 A form appointing a proxy must be provided to the Chairperson of the meeting one week before the meeting.
- 33.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than one week before the commencement of the meeting.

34. Use of Technology

- 34.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting clearly and simultaneously communicate with each other.
- 34.2 For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35. Quorum at general meetings

- 35.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 35.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 34 of 10% of the members entitled to vote.
- 35.3 if a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- (a) in the case of a meeting convened by, or at the request of, members under rule 32: the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 31.

- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

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

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

36. Adjournment of meetings

33.1. The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

33.2. Without limiting subrule (1), a meeting may be adjourned:

- (a) If there is insufficient time to deal with the business at hand; or
- (b) To give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

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

33.4. Notice of adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule (32).

37. Voting at General Meeting

37.1 On any question arising at a general meeting.

- (a) subject to subrule (3), each member who is entitled to vote has once vote; and
- (b) members may vote personally or by proxy; and
- (c) except in the case of a special resolution, the question must be decided on a majority of votes.

- 37.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 37.3 If the questions is whether or not to confirm the minutes of a previous meeting, only members who were present a that meeting may vote.
- 37.4 This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 23.

38. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required:

- (a) To remove a committee member from office;
- (b) To alter these Rules, including changing the name or any of the purposes of the Association.

39. Manner of determining whether resolution carried

- 39.1 Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost:

And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 39.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question:
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.

- 39.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 39.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40. Minutes of general meeting

- 40.1 The Committee must ensure that minutes are taken and kept of each general meeting.
- 40.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 40.3 In addition, the minutes of each annual general meeting must include:
- (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 33(6); and
 - (c) the financial statement submitted to the members in accordance with rule 29.1(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

41. Committee

41.1 Powers of Committee

- (a) **Role and powers**
- (i) The business of the Association must be managed by or under the direction of an Executive Committee and COM;
 - (ii) The Committees may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

- (iii) The Executive Committee may:
 - A. appoint and remove staff;
 - B. establish subcommittees consisting of members with terms of reference it considers appropriate.

(b) Delegation

- (i) The committee may delegate to a member of the Committee, a subcommittee or staff any of its powers and functions other than:
 - A. This power of delegation; or
 - B. A duty imposed on the Committee by the Act or any other law.
- (ii) The delegation must be in writing and may be subject to the conditions and limitations that Committee considers appropriate.
- (iii) The Committee may, in writing, revoke a delegation wholly or in part.

41.2 Composition of Committee and duties of its members

(a) Composition of the Executive Committee

The Executive Committee consists of:

- (i) a President; and
- (ii) a Vice-President; and
- (iii) a Secretary; and
- (iv) a Treasurer; and
- (v) ordinary members (if any) elected under Rule 41.3(e)
- (vi) at least 60% of the Executive Committee must be Clinical Family Therapist Members

(b) General duties

- (i) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these rules and the Act.
- (ii) the committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

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- (iii) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (iv) Committee members must exercise their powers and discharge their duties:
 - A. In good faith in the best interests of the Association; and
 - B. For a proper purpose.
- (v) Committee members and former committee members must not make improper use of:
 - A. Their position; or
 - B. Information acquired by virtue of holding their position – so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association

- (vi) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

(c) President and Vice-President

- (i) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (ii) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - A. In the case of a general meeting – a member elected by the other members present; or
 - B. In the case of a committee meeting – a committee member elected by the other committee members present.

(d) Secretary

- (i) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (ii) The Secretary must:
 - A. Maintain the register of members in accordance with Rule 18; and
 - B. Keep custody of the common seal if any of the Association and, except for the financial records referred to in Rule 42.3(3) all books, documents and securities of the Association in accordance with Rules 43.1 and 43.4 and
 - C. Subject to the Act and these Rules provide members with access to the register of members, the minutes of general and committee meetings and other books and documents; and
 - D. Perform any other duty or function imposed on the Secretary by these Rules.
- (iii) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment

(e) **The Treasurer**

The Treasurer must:

- (i) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (ii) Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (iii) Make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (iv) Ensure cheques are signed by at least 2 committee members
- (v) The Treasurer must ensure that the financial records of the Association are kept in accordance with the Act; and
- (vi) Coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to annual general meeting of the Association.
- (vii) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

41.3 Election of Committee members and tenure of office

(a) Who is eligible to be a Committee member:

A member is eligible to be elected or appointment as a committee member if the member:

- (i) Is 18 years or over; and
- (ii) Is entitled to vote at a general meeting.

(b) Positions to be declared vacant

(i) This rule applies to:

- A. The first annual general meeting of the Association after its incorporation; or
- B. Any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(ii) the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 41.3(c) to 41.3(f).

(c) Nominations

(i) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

(ii) An eligible member of the Association may:

- A. Nominate himself or herself; or
- B. With the members consent, be nominated by another member.

(iii) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

(d) Election of President etc.

- (i) At the annual general meeting, separate elections must be held for each of the following positions:
 - A. President;
 - B. Vice-President;
 - C. Secretary;
 - D. Treasurer.
- (ii) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (iii) If more than one member is nominated, a ballot must be held in accordance with Rule 41.3(f).
- (iv) On his or her election, the new President may take over as Chairperson of the meeting.

(e) Election of ordinary members

- (i) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (ii) A single election may be held to fill all those positions.
- (iii) If the number of members nominated for the position or ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (iv)** IF the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 41.3(f).

(f) Ballot

- (i) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (ii) The returning officer must not be a member nominated for the position.
- (iii) Before the ballot is taken each candidate may make a short speech in support of his or her election.
- (iv) The election must be by secret ballot.

- (v) The returning officer must give a blank piece of paper to:
 - A. Each member present in person; and
 - B. Each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers- one for the member and one each for the other members.

- (vi) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (vii) If the ballot is for more than one position:
 - A. The voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - B. The voter must not write the names of more candidates than the number to be elected.
- (viii) Ballot papers that do not comply with subrule(7)(b) are not to be counted.
- (ix) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (x) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (xi) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must;
 - A. Conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - B. With agreement of those candidates, decide by lot which of them is to be elected.

Example

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

(g) Term of office

- (i) Subject to subrule (3) and Rule 41.3(h) a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (ii) A committee member may be re-elected.
- (iii) A general meeting of the Association may:
 - A. By special resolution remove a committee member from office; and
 - B. Elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (iv) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (v) The Secretary or the President may give copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

(h) Vacation of office

- (i) A Committee member may resign from the Committee by written notice addressed to the Committee.
- (ii) A person ceases to be a committee member if he or she:
 - A. Ceases to be a member of the Association or
 - B. Fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 41.4(j).
 - C. Otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

(i) Filling casual vacancies

- (i) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:

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- A. Has become vacant under Rule 41.3(h); or
 - B. Was not filled by election at the last annual general meeting.
- (ii) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
 - (iii) Rule 41.3(g) applies to any committee member appointed by the committee under subrule (1) or (2).
 - (iv) The Committee may continue to act despite any vacancy in its membership.

41.4 Meetings of Committee

(a) Meetings of Committee

- (i) The Executive must meet at least 9 times in each year at the dates times and places determined by the Executive committee.
- (ii) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (iii) the date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (iv) Special committee meetings may be convened by the President or by any 4 members of the Committee.

(b) Notice of meetings

- (i) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (ii) Notice may be given of more than one committee meeting at the same time.
- (iii) The notice must state the date, time and place of the meeting.
- (iv) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (v) The only business that may be conducted at the meeting is the business for which the meeting is convened.

(c) Urgent meetings

- (i) In cases of urgency, a meeting can be held without notice being given in accordance with rule 41.4(b) provided that as much notice as practicable is given to each committee member by the quickest means practicable.

- (ii) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
 - (iii) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- (d) **Procedure and order of business**
- (i) The procedure to be followed at the meeting of a Committee must be determined from time to time by the committee
 - (ii) (The order of business may be determined by the members present at the meeting.
- (e) **Use of technology**
- (i) A committee member who is not physically present at a committee meeting may participate in the meeting by use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
 - (ii) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (f) **Quorum**
- (i) No business may be conducted at a Committee meeting unless a quorum is present.
 - (ii) The quorum for a committee meeting is the presence (in person or as allowed under rule 41.4(e) of a majority of the committee members holding office.
 - (iii) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - A. in case of a special meeting – the meeting lapses;
 - B. in any other case – the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 41.4(b)

(g) **Voting**

- (i) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (ii) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion
- (iii) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (iv) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (v) Voting by proxy is not permitted

(h) **Conflict of interest**

- (i) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (ii) The member
 - A. must not be present while the matter is being considered at the meeting; and
 - B. must not vote on the matter

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (iii) This rule does not apply to a material personal interest:
 - A. that exists only because the member belongs to a class of persons for whose benefit the Associate is established for; or
 - B. that the member has in common with all, or a substantial proportion of, the members of the Association.

(i) **Minutes of meeting**

- (i) The Committee must ensure that minutes are taken and kept of each Executive, committee and general meetings.
- (ii) The minutes must record the following:
 - A. the names of the members in attendance at the meetings;
 - B. the business considered at the meetings;
 - C. any resolution on which a vote is taken and the result of the vote;
 - D. any material personal interest disclosed under rule 41.4 (h)

(j) **Leave of absence**

- (i) The Committee may grant a committee member leave of absence from the committee meetings for a period not exceeding 3 months
- (ii) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave advance.

(k) **Removal of a committee member**

- (i) (i) The Association in general meeting may, by resolution, remove any member of the committees before the expiration of the member's term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned member.
- (ii) (ii) A member who is subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of Association.
- (iii) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

42. Financial Matters

42.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the

42.2 Management of funds

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited
- (b) Subject to any restrictions imposed by a general meeting of Association, the Committee may approve expenditure on behalf of the Association.
- (c) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least one Executive committee member.
- (e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (f) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money be paid into the float is accurately recorded at the time of the transaction.

42.3 Financial records

- (a) the Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) the Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control:
 - (i) the financial records for the current financial year; and

- (ii) any other financial records as authorised by the committee.

42.4 Financial Statements

- (a) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) without limiting subrule (1), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the committee
 - (iv) the submission of the financial statements to the annual general meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

43. General Matters

43.1 Common Seal

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal;
 - (ii) a document may only be sealed with the common seal by authority of the committee and the sealing must be witnessed by the signatures of two committee members;
 - (iii) the common seal must be kept in the custody of the Secretary.

43.2 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

43.3 Notice requirements

- (a) Any notice required to be given to a member or a committee member under these rules may be given:
 - (i) by handing the notice to the member personally; or
 - (ii) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (iii) by email or facsimile transmission.
- (b) Subrule (1) does not apply to notice given under rule 41.4(c)
- (c) Any notice required to be given to the Association or the Committee may be given:
 - (i) by handing the notice to a member of the Committee; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) if the committee determines that it is appropriate in the circumstances
 - A. by email to the email address of the Association or the secretary; or
 - B. by facsimile transmission to the facsimile number of the Association.

43.4 Custody and inspection of books and records

- (a) Members may on request inspect free of charge:
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii)** subject to subrule (2), the financial records, books, securities, and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 17 for details of access to the register of members.

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

- (c) The committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may
- (e) charge a reasonable fee for provision of a copy of such a record.
- (f) For the purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (i) its membership records;
- (ii) its financial statements;
- (iii) its financial records;
- (iv) records and documents relating to transactions, dealings, business or property of the Association.

43.5 **Winding up and cancellation**

- (a) The Association may be wound up voluntarily by special resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association
- (c) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (d) The body to which the surplus assets are to be given must be decided by special resolution.

APPENDIX 1

ASSOCIATIONS INCORPORATION ACT 1981

AUSTRALIAN ASSOCIATION OF FAMILY THERAPY INC.

FORM OF APPOINTMENT OF PROXY

I, *[insert name]*
of *[insert address]*
an Association Member of **AUSTRALIAN ASSOCIATION OF FAMILY THERAPY INC** hereby
appoint *[insert name]*
of *[insert address]*
as my proxy to vote for me on my behalf at the general meeting of the Association
(annual general meeting or special general meeting, as the case may be) to be held on
..... and at any adjournment of that meeting.

My proxy is authorized to vote in favour of/against the resolution.

Date:

.....
Signed