



ARBN: 633105736

Constitution

Dance Movement Therapy

Association of Australasia

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Revised and Accepted October 2018

Background and Purpose

This document represents the structure of governance for the Dance Movement Therapy Association of Australasia. Governance, as represented by a constitution and its associated bylaws, is a basic organizational benchmark for any professional body. A constitution is the basic law upon which all operations of the association are based. It conveys the level of stability, manner of conduct, and degree of professionalism of the organization to other professional bodies, government organizations, workplaces and institutions.

The constitution provides the structural component of governance, just as the associated bylaws set forth the procedural requirements for effective organization performance as well the rights and obligations of Professional Membership of DTAA. Together, the constitution and bylaws provide a platform for clear, effective, legal, and fair governance of the Association.

The impetus for this document was the realization that a governance structure is needed in order for DTAA to become a Registerable Body. Registration as well as other activities, such as application for NDIS, are highly dependent on the ability to demonstrate good governance. Thus development of a constitution was initiated.

This document is now offered for reading and discussion, and consideration by the members at the AGM. Bylaws outlining processes and procedures will be developed once this structure is in place. A draft list of needed bylaws has been prepared by the Constitution Committee and will require that this Committee work in collaboration with the appropriate DTAA Committees or Sub-Committees

Respectfully submitted,

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Constitution of the Dance Movement Therapy Association of Australasia November 2018

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1. NAME

The name of the Association is “Dance Movement Therapy Association of Australasia” (DTAA).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless a contrary intention appears:

“Act” means the Associations Incorporation Reform Act 2012 (VIC) as amended from time to time.

“Association” means DTAA, originally incorporated as an association in Victoria under the Act on 21 February 1995, association number AO030913V

“Board” means the Board of the Association structured in accordance with clause 17 and appointed in the manner approved by this Constitution. Previously the governing body of the DTAA was called the ‘General Committee’.

“Board Member” means a member of the Board.

“Branch” means a branch of DTAA Members which may be established to connect Members in a particular geographic area.

“By-law” means a by-law of the Association made or amended by the Board

“Chairperson” refers to the person leading the Annual General Meeting or a Special General Meeting. This person is usually the President of the Association, but may not be.

“Code of Ethics” means the DTAA Code of Ethics currently in force, as amended from time to time.

“Committee” means a permanent group of people who meet to make decisions or plans around a specific area of interest for a larger group or organization that they represent

“Constitution” means this constitution of the Association as amended from time to time.

“DMT” means the profession of Dance Movement Therapy

“DTAA” means Dance Movement Therapy Association of Australasia

“Eligible Member” means a natural person eligible to one vote by virtue of being:

- (a) a Provisional Professional Member who has met the DTAA membership criteria, or
- (b) a Professional Member of DTAA who has met the DTAA membership criteria;

‘Executive’ is the group of elected Board members which include the President, Vice President, Secretary, Treasurer, Past President and President-elect.

“Executive Officer” means the persona employed under contract to provide administrative support to the Association, as specified in the by-laws.

“Expert Member” means an expert member of the DTAA Board or a DTAA Committee who is appointed to that position to contribute specialist expertise.

“Financial Year” means the year ending on 30 June.

“General Meeting” means an Annual General Meeting or Special General Meeting of Eligible, Associate, and General Members.

“Membership Database” means the list containing the particulars of anyone joining the Association, inclusive of all levels of membership.

“Membership Fee” means the annual membership fee payable by each Member.

“Objectives” means the organisation’s objectives set out in clause 3 and varied from time to time in accordance with clause 28.

“Professional Conduct Panel” means the persons appointed by the Board to review professional conduct complaints and develop appropriate remediation processes.

“Public Officer” means the person who has responsibility as official public contact for the Association.

“Register” means the Register of Professional dance movement therapists and pertains only to Professional Members.

“Registrant” means a dance movement therapist who is listed on the DTAA Register of Dance Movement Therapists.

“Secretary” means the person holding office under this constitution as the Secretary of the Association.

“Special Resolution” means a resolution passed in accordance with clause 28.1.

“Sub Committee” means a temporary committee established for specific purposes by the Board pursuant to the By-laws.

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

- (a) the income and expenditure of the Association during the most recently ended Financial Year;
- (b) the assets and liabilities of the Association at the end of that Financial Year;
- (c) any mortgages, charges or other securities of any description affecting any property of the Association at the end of that Financial Year;
- (d) in respect of each trust of which the Association was the trustee during a period in that Financial Year, accounts in relation to those matters in (a) to (c) (inclusive) on respect of each trust.

2.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) words importing the singular include the plural and vice versa;
- (b) a reference to any party or other person includes that person's successors and permitted assigns;
- (c) a reference to a statute, ordinance or other legislation includes any amendment, replacement or re-enactment for the time being in force and includes all regulations, by-laws and statutory instruments made thereunder;
- (d) a reference to this or any other document includes a reference to that document as amended, supplemented, novated or replaced from time to time;
- (e) a reference to a clause is a reference to a clause of this Constitution;

- (f) a reference to writing includes all means of reproducing words in a tangible and permanently visible form;
- (g) a reference to time is a reference to AEST time;
- (h) where a party comprises two or more persons any agreement or obligation to be performed or observed by that party binds those persons jointly and each of them severally, and a reference to that party is deemed to include a reference to any one or more of those persons;
- (i) the headings in this Constitution does not affect its interpretation.

3. OBJECTIVES

3.1 The primary Objectives of the DTAA are the ongoing development and promotion of the art, science and practice of dance movement therapy in order to promote better health, well-being, and creativity for people throughout Australasia; and the improved quality and reach of dance movement therapy for a broad range of populations.

3.2 The Association provides a united professional identity for the profession of DMT, while

3.2.1 Respecting the diversity of approaches within the field. Its activities include support to the profession, and public accountability and representation of the profession to the wider community.

3.3 Without limiting the generality of the above, we identify two major objectives: the improved quality of DMT work, and the expanded reach of DMT services across Australasia.

3.4 Activities to achieve these will include:

3.4.1 skills development, theory and knowledge building in dance movement therapists,

3.4.2 the formulation, monitoring, and review of standards of ethical behaviour in the practice of dance movement therapy, including requirements for CPD and supervision and auditing of same

3.4.3 the formulation, monitoring, and review of standards of training and education in dance movement therapy;

3.4.4. the formulation, monitoring, and review of competency standards.

3.4.4 provision of Continuing Professional Development opportunities for members through activities such as conferences, workshops, publications, electronic communications, etc;

3.4.5 provision of relevant information on qualified registered practitioners to the community and to government agencies through a national register of dance movement therapists;

3.4.6 representation of the views of Members on standards and practice issues to the community and to government agencies;

3.4.7 communication with other relevant national and international organisations to present and represent the profession of dance movement therapy

3.4.8 promotion of the development of research into the efficacy of dance movement therapy and its use to inform practice as well as appropriate agencies, institutions, and clients.

3.5 The assets and income of the Association will be applied solely in furtherance of its Objectives and no portion will be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4. POWERS OF THE ASSOCIATION

4.1 Subject to the Act, the Association has the legal capacity and all powers of an incorporated association under the Act, including to:

- 4.1.1 carry out the Objectives;
- 4.1.2 give effect to this Constitution; and
- 4.1.3 act as a trustee of any trust.

4.2 The Association may hire such salaried staff and contractors as are necessary to fulfil and carry out the Objectives of the Association.

4.3 The assets and income of the Association may only be applied to further the Objectives and no portion thereof will be distributed directly or indirectly to any person except as:

- 4.3.1 bona fide compensation for services rendered to or expenses incurred on behalf of the Association;
- 4.3.2 a salaried or contracted member of staff appointed by the Board; and
- 4.3.3 reasonable and proper rent for premises leased to the Association.

5. MEMBERSHIP

5.1 Membership categories will be set as per the By-laws pertaining to Membership categories and criteria.

5.2 All Members are bound by this Constitution, the resolutions and the By-laws made thereunder and by all proper directions of the Board.

5.3 Applicants for membership must meet the relevant eligibility and application requirements specified or referred to in the Association's standards for membership.

5.3.1 All Provisional Professional or Professional Members on the Board of the Association must be and continue to be of good repute and professional standing.

5.3.2 All Provisional Professional Members and Professional Members are bound by the DTAA's Code of Ethics and Professional Conduct and Register requirements;

5.4 Eligible Members will be entitled to:

- 5.4.1 attend or otherwise participate in General Meetings of the Association;
- 5.4.2 vote upon all matters brought before General Meetings; and
- 5.4.3 nominate for any office on the Board of the Association subject to clause 16.
- 5.4.4 nominate for convenership of a committee or sub-committee

5.5 Members other than Eligible Members will

- 5.5.1 be entitled to attend or otherwise participate in General Meetings of the Association, without voting rights
- 5.5.2 be entitled to participate on but not lead a committee or subcommittee
- 5.5.3 not be entitled to hold an Executive or Board office

5.6 Liability of Members

5.6.1 In the event of a winding up of the Association, the liability of each Member to contribute towards payment of the debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to all outstanding subscription moneys and Membership Fees and Levies (as applicable) owed by that Member.

5.6.2 The rights and privileges of each Member are personal to each Member and are not transferable by the Member's own act or by operation of law, and if applicable, are subject to any restriction or additional rights or privileges applicable to the Category, Division or Sub-Division of Membership.

6. MEMBERSHIP DATABASE AND REGISTER

6.1 The Executive Officer will oversee the maintenance of a database of members. Subject to the Act, this database will contain particulars of the name, email address and date of joining the Association, and such other particulars in respect of each Member as the Board will from time to time determine.

6.2 Unless otherwise provided in this Constitution, this database will be kept in DTAA's cloud-based files, overseen by the Professional Membership Committee Convener and supported by the DTAA's Executive Officer (EO).

6.3 The Register of Professional Members, a subset of the Membership database is available for inspection by Members and the public on the DTAA's website.

7. MEMBERSHIP FEES AND LEVIES

7.1 Annual Membership Fees and Levies will be payable to the Association on the 1 July in each year. Such Membership Fees may vary based on the category of membership.

7.2 Membership Fees and Levies may be varied from time to time, as agreed by the Board and advised to members with three months' notice of any change.

7.3 All Members must pay the annual Membership Fees as required by the by-laws to maintain currency.

8. CESSATION AND RE-ACTIVATION OF MEMBERSHIP

8.1 A Provisional or Professional Member will cease to be a member if:

8.1.1 they fail to renew their membership and pay the required Membership Fee in accordance with clause 7; or

8.1.2 by giving written notice by submitting the Change in Membership Status form (Appendix A) to the Executive Officer and Convener of the Professional Membership Committee, that they resign or suspend their membership, or retire from practice;

8.1.3 they cease to meet the membership requirements as specified in clause 5;

8.1.4 A Professional Member may apply to the Association to reactivate their membership within five years of the membership ceasing, by first contacting the Convener of the Professional Membership Committee and then proceeding according to the procedures outlined in the bylaws

9. SUSPENSION, EXPULSION, AND REINSTATEMENT OF MEMBERS

9.1 A Member in any membership category may be suspended or expelled if the Board has reasonable grounds to believe that the Member has:

- 9.1.1 persistently and wilfully acted in conduct prejudicial to the interests and/or Objectives of the Association;
- 9.1.2 persistently refused or neglected to comply with the provisions of this Constitution;
- 9.1.3 persistently acted in such a manner as to make their suspension or expulsion desirable in the interests of the Association.

9.2 A Provisional or Professional Member may be suspended or expelled if the Board has reasonable grounds to believe that the Provisional or Professional Member has breached the Association's Code of Ethics and Professional Conduct and Register requirements or engaged in sufficiently serious unethical conduct as defined in the By-Laws.

9.3 Where it has been determined that a Member will be suspended or expelled pursuant to clauses 9.1 or 9.2, within 7 days of such determination the Board will serve on the Member a written notice in writing setting out:

- 9.3.1 the decision of the Board; and
- 9.3.2 the appeal rights (if any) of the Member.

9.4 in the event that a Provisional or Professional Member's membership is ceased in accordance with clauses 9.1 or 9.2, the Provisional or Professional Member may apply to the Association to reactivate their membership no sooner than twelve months from the cessation of membership, or as otherwise advised by the Professional Conduct Panel, using the required application form and by paying the applicable Membership Fee and re-instatement fee.

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10. ANNUAL GENERAL MEETING

10.1 The Association will, at least once in each calendar year and within five (5) months of the most recently ended Association's Financial Year, convene an **Annual General Meeting of the Members**.

10.2 Subject to clause 10.1, the Annual General Meeting will be held on the date and at the place and time that the Board determines.

10.3 All levels of Members will be eligible to attend and contribute to an Annual General Meeting.

10.4 Only Provisional and Professional Members will be eligible to vote at the Annual General Meeting.

10.5 The Annual General Meeting will be specified as such in the notice convening it.

10.6 The ordinary business of the Annual General Meeting will be:

- 10.6.1 to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since that meeting;
- 10.6.2 to receive a report from the Chairperson detailing the affairs of the Association since the previous Annual General Meeting;
- 10.6.3 to consider any resolution of which at least *twenty one* days written notice has been given by a Committee, Sub-Committee or member to the Secretary;
- 10.6.4 to receive and consider the Board presentation of:
 - 10.6.4(a) the Statement of the Accounts in respect of the most recently ended Financial Year of the Association;
 - 10.6.4(b) a report signed by two members of the Board stating:

- (i) the name of each member of the Board during the most recently ended Financial Year of the Association and, if different, at the date of the report;
- (ii) the principal activities of the Association during the most recently ended Financial Year and significant change in the nature of those activities that occurred during that Financial Year; and
- (iii) the net profit or loss of the Association for the most recent Financial Year;

10.6.4(c) any business that has been brought forward;

10.6.4(d) any motion raised without prior notice to the Secretary. If, in the opinion of the Chairperson, time will not permit a motion raised without notice to be adequately discussed it may be put to the meeting that such motion be deferred to the next General Meeting or to a Special General Meeting (section 11) and the meeting will vote thereon.

10.7 At an Annual General Meeting, a vote may be demanded by the Chairperson or by not less than 20 percent of Eligible Members present and entitled to vote, on any motion which is brought before the meeting as per 10.6 above.

11. SPECIAL GENERAL MEETINGS

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

11.2 The Board will convene a Special General Meeting on the requisition in writing of:

11.2.1 not less than one-third of Board members; or

11.2.2 the President by authority of a resolution passed in the Annual General Meeting;

11.3 The requisition for a Special General Meeting will state the objectives of the meeting and must be signed by the persons making the requisition. The requisition must be sent to the President and may consist of several documents in a similar form, each signed by one of more of the persons making the requisition.

11.4 If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the President, the eligible persons making the requisition or any of them may convene a Special General Meeting to be held not later than three months after that date.

12. NOTICE OF MEETING

The President of the Association must, at least twenty-one (21) days before the date fixed for holding a Special General Meeting or Annual General Meeting of the Association, arrange for an email notice to be sent to each member who is eligible to attend and vote at the meeting. The notice will be sent to the email address appearing in the Register and/or Database of Members and will state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

13. CHAIRPERSON

The President, or in the President's absence, the Vice-President, or President-Elect will preside as Chairperson at all General Meetings, but if neither is present, the Board must choose a Board member to preside as Chairperson of the Meeting.

14. POWERS OF THE BOARD

14.1 The affairs of the Association will be managed by a Board.

- 14.2 Subject to the Constitution and the Act, the Board will have the following powers:
- 14.2.1 to control and manage the business and affairs of the Association;
 - 14.2.2 to authorise the Treasurer to distribute assets or income of the Association to such persons or bodies in accordance with the Objects of the Association;
 - 14.2.3 to perform all such acts and things, including the determination of policies and procedures, as appear to the Board to be necessary for the proper management of the Association;
 - 14.2.4 make, repeal and amend any By-laws governing the Association;
 - 14.2.5 exercise all such powers and functions of the Association other than those powers that:
 - 14.2.5(a) an Act of Parliament;
 - 14.2.5(b) a clause of this Constitution; or
 - 14.2.5(c) a resolution of the Eligible Members present and entitled to vote at a General Meeting requires the Eligible Members to exercise in a General Meeting;
 - 14.2.6 to appoint committees to advise the Board or standing and ad-hoc committees;
 - 14.2.7 to delegate power as the Board thinks appropriate, necessary and/or expedient;
 - 14.2.8 to appoint custodians or nominees to hold the Association trusts;
 - 14.2.9 to execute a deed(s) purporting to appoint the Association trustee of a trust; and
 - 14.2.10 to employ or contract for the services of a person(s) to assist with the management of the Association and such other functions as determined from time to time by the Board.

15. ASSOCIATION STRUCTURE

15.1 DTAA Branches and Interest Groups

15.1.1 DTAA Branches are geographic divisions of DTAA that may be established in any State and Territory of Australia, or regions of Australasia (such as New Zealand, Hong Kong, Philippines, etc) where Provisional or Professional Members of DTAA reside.

15.1.2 DTAA Interest Groups may be established to provide an informal forum for Provisional or Professional Members, General and Associate Members, and other practitioners or persons with an interest in the work of the Interest Group to collaborate.

15.1.3 DTAA Branches and Interest Groups can only be established in accordance with the procedures set out in the relevant By-laws.

15.2 The Board will consist of the following Eligible members:

- 15.2.1 the President of the Association;
- 15.2.2 the Vice-President of the Association;
- 15.2.3 the Secretary of the Association;
- 15.2.4 the Treasurer of the Association;
- 15.2.5 the President-Elect of the Association;
- 15.2.6 the immediate Past President of the Association (ex-officio);

and the Convener of each active Committee:

- 15.2.7 the Convener of the Professional Membership Committee;
- 15.2.8 the Convener of the Research Committee;
- 15.2.9 the Convener of the Professional Development Committee;
- 15.2.10 the Convener of the Hanny Exiner Memorial Foundation (HEMF);
- 15.2.11 the Convener of the Publications Committee;
- 15.2.12 the Convener of Training and Education Standards Committee;
- 15.2.13 the Convener of the Industrial Relations and Employment Committee;
- 15.2.15 the Convener of Promotions and Marketing Committee;
- 15.2.16 the Convener of Branches and Regional Representative;

- 15.2.17 the Liaison to PACFA;
- 15.2.18 the Convener of the Finance Committee, which shall be the Treasurer; and
- 15.2.19 the Convener of other Sub-Committees as may be established for special initiatives for specific periods of time.

15.3 All Board members and Committee Conveners will be voting members at Board meetings.

15.4 The positions of President, Vice-President, President-Elect, Secretary, and Treasurer will be elected by the Eligible Members and will form the Executive of the Board.

15.4.1 the Executive of the Board will meet from time to time at the request of the President, ordinarily with a minimum of three days' notice.

15.5 Other Board positions will be filled by invitation from the Executive or self-nomination with approval by the Executive.

15.6 All Board members will hold office for a term of two years until the conclusion of the next but one AGM.

15.6.1 no member of the Executive will be eligible for election to any specific office for more than two successive terms.

15.6.2 should they wish to nominate for a second term in a specific office, members of the Executive will confirm their nomination ahead of the Board elections, taking into account their eligibility (see 15.6.1).

15.6.3 It is recommended that non-elected Board members serve for no more than two consecutive terms in a specific office.

15.7 The maximum continuous term of service on the Board is eight years. After 12 months' absence from the Board, a past Board member is eligible to rejoin the Board.

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15.8 An Executive or Board member ceases to be a Board member when they:

- 15.8.1 give written notice of resignation
- 15.8.2 die
- 15.8.3 are removed from that role by a resolution of the members
- 15.8.4 stop being a member of the DMT profession
- 15.8.5 are absent for [3] consecutive Board meetings without notice to and approval from the Board
- 15.8.6 Are no longer an Eligible member

16. NOMINATIONS FOR EXECUTIVE ELECTIONS

16.1 Clause 16 applies to the following Executive positions that are elected from members of the Register of Professional Members and by Eligible Members:

- 16.1.1 President;
- 16.1.2 President Elect;
- 16.1.3 Vice-President;
- 16.1.4 Secretary;
- 16.1.5 Treasurer.

16.2 At least eight weeks before the date of the AGM in the election year, the President will arrange for email notification to invite nominations for Executive positions named in 16.1 from Eligible Members entitled to vote for Board elections.

16.3 Eligible Members, including current Board Members eligible for re-election, are eligible for nomination to the Executive positions referred to in clause 16.1.

16.4 Nominations must be received from the nominee and in writing (email).

16.5 Nominations will close on the date 30 days before the AGM. This date will be stated in the notification sent to the Eligible Members.

16.7 If, after the close of nominations:

16.7.1 only one nominee is nominated for any office then the Chairperson at the AGM will declare that nominee to be elected to that office;

16.7.2 the number of nominees for any office is more than one, then an email ballot in relation to these offices will be conducted prior to the AGM;

16.7.3 no Eligible Member has been nominated, then the Chairperson will call for late nominations from amongst those Eligible Members present at the AGM. If no such nominations are made and accepted by the nominees, then the Board may make an appointment at a later date.

17. APPOINTMENT TO THE BOARD

17.1 Clause 17 applies to the following Board positions which are appointed Board positions:

17.1.1 Convener of the Professional Membership Committee;

17.1.2 Convener of the Research Committee;

17.1.3 Convener of the Professional Development Committee;

17.1.4 Convener of the Hanny Exiner Memorial Foundation (HEMF) Committee;

17.1.5 Convener of Publications Committee;

17.1.6 Convener of Training and Education Standards Committee;

17.1.7 Convener of Industrial Relations Committee

17.1.8 Convener of Marketing and Promotions Committee

17.1.9 Convener of Branches and Regional Representatives;

17.1.10 Convener of other Sub-Committees;

17.1.11 Liaison to PACFA.

17.2 A member of the Executive may also hold one or more of the Convenerships.

17.3 All Committee and Sub-Committee Conveners as well as Liaisons will be of Professional or Provisional Membership standing in the DTAA.

18. BOARD OVERSIGHT OF COMMITTEES AND SUBCOMMITTEES

18.1 The President, President-Elect, and Vice President will be the contact persons for and have individual oversight of the Committees named in 17.1, as well as Sub-Committees created from time to time.

18.2 The distribution of the oversight of each Committee and Sub-Committee will occur as per discussion between President, President-Elect and Vice-President.

18.3 The Board will have oversight of the Executive Officer and the Financial Officer whose appointment and job description is as outlined in the by-laws.

19. EXECUTIVE ELECTIONS

19.1 The following eligibility requirements will apply for nominations for Executive positions:

19.1.1 Nominees for the role of President must be on the Register of Professional Members and have served on the Board for a period of at least one (1) year immediately prior to nominating and/or have been elected as President-Elect.

19.1.2 Nominees for the roles of President, Vice-President, President-Elect, Secretary, and Treasurer must be on the Register of Professional Members and holding currency in all their professional obligations to the DTAA.

19.2 Once nominations are finalised, the Chairperson will ask the Executive Officer, who must not be a nominee for the election, to conduct the ballot by:

19.2.1 preparing a list of the Eligible Members entitled to vote;

19.2.2 emailing each Eligible Member a ballot paper prepared in such manner as may be expedient;

19.2.3 asking each Eligible Member to privately mark the electronic ballot and return the ballot by email by a specified date;

19.2.4 count all votes received by the 7th day prior to the AGM; and

19.2.5 announce the results of the Executive elections during the AGM.

19.3 In voting for all positions, Eligible Members participating in the election process are to consider:

19.3.1 the capacity of the nominee for the Office;

19.3.2 geographic representation;

19.3.3 representation of the diversity of the dance movement therapy profession.

19.4 In any case in which an equal number of votes is cast for two or more nominees, the President (or in her/his absence, the Vice President) will have a casting vote.

20. CASUAL VACANCY

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20.1 The office of an Executive Member becomes vacant if the Executive Member:

20.1.1 resigns her/his office by one months' notice in writing given to the Executive Officer or to the Chairperson;

20.1.2 is removed by a resolution passed by Eligible Members present and entitled to vote at a General Meeting; or

20.1.3 becomes disqualified from office pursuant to section 78 of the Act.

20.2 If an Executive or Board Member resigns or withdraws from the Executive or Board, that person no longer has voting rights on the Board.

20.3 In the event of the office of President becoming vacant, the President-Elect or Vice-President will assume the office of President until the next Annual General Meeting.

20.4 Subject to 23.5, in the event of a vacancy in the office of Vice-President, the Board may appoint an Eligible Member (whether already a Board member or not) to the vacant office. The person so appointed may continue in office until the next Annual General Meeting. If an existing Board member is appointed to the vacant office, then the subsequent vacancy will be filled in accordance with Clause 20.4.

20.5 Subject to clauses 20.2 and 20.3, if a vacancy occurs in the office of an Executive Member, the Board may:

20.5.1 appoint an Eligible Member who would have been eligible for election; or

20.5.2 conduct an election as per clauses 16 and 19.

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

21. MEETINGS OF THE BOARD

21.1 The Board will meet:

21.1.1 at least five times and possibly more often in each Financial Year at such times as the Board may determine;

21.1.2 on-line via electronic means at the appointed time and date; and

21.1.2 within a minimum of two weeks and a maximum of six weeks of the receipt of a written request signed by no less than four Board Members.

21.2 At meetings of the Board:

21.2.1 the President, or in her/his absence, the Vice-President, will preside; or

21.2.1 if the President and the Vice-President are absent, the President-Elect or another Executive Member may be chosen by the other Board Members present to preside.

21.3 For the purpose of this clause 21, the simultaneous linking together of a number of Board Members, being not less than a quorum, by telephone or electronic service by which all persons participating in the meeting are able to hear and be heard by all other participants, will constitute a meeting of the Board Members. All the provisions in this Constitution applicable to meetings of the Board will apply to such meetings.

21.4 Written notice of each Board meeting will be given to each Board Member at least five business days before the meeting at their usual email address.

21.5 Requests for matters to be presented at Board meetings will ordinarily be made in writing to the President at least one week prior to the meeting when the agenda and Board papers are being prepared. Urgent or out of time matters not appearing in the agenda of the meeting provided that:

21.5.1 the President or Chairperson gives his or her consent; or

21.5.2 the remaining Board Members present give their approval by passing a resolution by a simple majority.

21.6 Notice should be given to members of the Board of any Special Meeting called in accordance with clause 21.1.2, specifying the general nature of the business to be transacted and that no other business will be transacted at such a meeting.

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

22. QUORUM OF THE BOARD

22.1 Thirty five per cent of Board Members will constitute a quorum for the transaction of the business of a meeting of the Board.

22.2 No business will be transacted unless a quorum is present, physically or linked electronically, and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned.

23. VOTING AT BOARD MEETINGS

23.1 Decisions are made by a majority of Board members present and voting. Board Members will be deemed "present" if the meeting is conducted in accordance with Clause 22.2.

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

23.3 Subject to clause 20, the Board may act notwithstanding any vacancy on the Board.

24. DUTIES OF THE SECRETARY

24.1 Duties of the Secretary:

24.1.1 The Secretary will work with the Executive Officer and the President, except as otherwise provided in this Constitution, to:

24.1.1(a) keep written Minutes of the resolutions and proceedings of each Board meeting, in DTAA on-line files together with a record of the names of persons present at each Board meeting;

24.1.1(b) subject to the Act, keep in cloud-based files all records, books, documents and securities relating to the Association;

24.1.1(c) circulate to Board members a copy of the Minutes of meetings within seven days of the meeting;

24.1.1(d) circulate Board papers for upcoming meeting a minimum of seven days prior to the meeting;

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

24.1.1(f) support the Executive Officer from time to time with administrative tasks.

25. DUTIES OF THE TREASURER

25.1 The Treasurer will be custodian of the funds of the Association; convene the Finance Committee, and oversee the Financial Administrator's (salaried or contracted position) responsibilities to:

25.1.1(a) receive all moneys paid to the Association;

25.1.1(b) collect all moneys which are due and payable to the Association;

25.1.1(c) pay all moneys owing by the Association;

25.1.1(d) make all payments authorised by the Board;

25.1.1(e) reimburse Board Members in accordance with Clause 30;

25.1.1(f) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association;

25.1.1(g) keep accounting records in such a way that true and fair accounts of the Association can be prepared quarterly;

25.1.1(h) cause the accounting records of the Association to be retained for at least seven (7) years after the transactions to which they relate were completed;

25.1.1(i) prepare the Statement of Accounts in accordance with Part V of the Act;

25.1.1(j) do all such other things as are necessary to ensure that all forms and notifications required to be lodged with the Registrar of Registrable Australian Bodies in relation to the financial affairs of the Association are lodged within the time permitted under the Act.

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

25.3 The accounting records referred to in Clause 25.1.1(f) above will be available for inspection by any Eligible Member with two weeks' written (electronic) notice.

26. BY-LAWS

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

26.2 All By-laws are binding upon the Members.

27. COMMITTEES

27.1 The Board may from time to time establish Sub-Committees or other ad-hoc committees as it may deem expedient or necessary to advance the Association's objectives.

27.2 The Executive will appoint the Convener of each Committee, Sub-Committee and Liaison to PACFA.

27.3 A Board Member will be a member of and responsible for the general supervision of each Sub-Committee established under clause 17.1. All Sub-Committees must act in accordance with Board directions and must minute their meetings and report their proceedings to the Board at such intervals as the Board may direct.

27.4 Membership of a Committee or Sub-Committee is available to any Member of the Association.

27.5 The Board or Committee Convener (as applicable) may appoint other members of each Committee or Sub-Committee.

27.6 Each Committee or Sub-Committee can also co-opt members with the approval of the Board.

27.7 Committees or Sub Committees should consist of no fewer than two members, including the Convener.

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

27.7 Each Committee and Sub-Committee will meet at the request of its Convener and adjourn as the Committee or Sub-Committee deems proper.

27.8 Questions arising at any meeting of a Committee or Sub-Committee will be determined by a resolution passed by a majority of votes of the persons present and entitled to vote. In the case of an equal number of votes, the Convener will have a second or casting vote.

28. AMENDMENT TO THE CONSTITUTION

28.1 Subject to the Act, the Constitution will only be amended by a Special Resolution.

28.2 A resolution of the Association is a Special Resolution if it is passed by a majority of at least three-fourths of those Eligible Members present in person or by proxy or by electronic means and entitled to vote at the General Meeting. At least twenty-one (21) days written notice of the General Meeting and the intention to propose the resolution as a Special Resolution must be given to Eligible Members.

28.3 The Public Officer must lodge a copy of the Special Resolution with the Consumer Affairs (VIC) within one month of the resolution being passed. The resolution will be effective upon such lodgement.

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

29. FUNDS, ACCOUNTS AND INVESTMENTS

29.1 The funds of the Association will be derived from membership fees, professional development events, publication sales and any other annual subscriptions, levies, grants, donations and such other sources as the Board determines.

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

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

29.4 Payment for budgeted Expenditures that come within 25% of the expected cost and are no more than \$500 can be paid for with one signature of a member of the

29.4.1 Executive; and/or

29.4.2 any person(s) unanimously approved by the Board.

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29.5 The Financial Year of the Association will be 1 July to 30 June.

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

30. EXPENSES OF MEMBERS OF THE BOARD

30.1 Subject to Board approval, Members of the Board will be entitled to prompt reimbursement from the Association for such reasonable expenses properly incurred in performing their duties as a Board Member.

30.2 Reimbursement will occur in accordance with the approval guidelines of the Board, and upon written submission of appropriate receipts and details for reimbursement (e.g. bank details).

31. ASSOCIATION ASSETS

31.1 The Board may only, with the approval of no less than two thirds of a quorum of Eligible Members present and entitled to vote at a General Meeting:

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

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

31.2 The Board may only pledge the credit of those Members of the Association who have previously agreed in writing that their credit may be so pledged and then only to the amount specified by such Members in their written agreement.

32. PUBLIC OFFICER

32.1 The Board will appoint a person to be a Public Officer of the Association.

32.2 If the office of the Public Officer becomes vacant, the Board must, within fourteen (14) days of such vacancy, appoint a person to fill the vacancy.

32.3 The Association may, by a resolution passed by the Board, remove the Public Officer.

33. INDEMNITY

33.1 Each and every:

33.1.1 Executive Member;

33.1.2 member of a Committee or Sub-Committee established under clause 27;

33.1.3 Public officer;

33.1.4 person employed or whose services are contracted by the Association

33.1.5 salaried staff member of the Association;

is indemnified and will be kept indemnified by the Association against:

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

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

34. DISSOLUTION OF THE ASSOCIATION

34.1 Subject to the Act, the Association may be dissolved if a Special Resolution to voluntarily wind up the Association has been passed at a General Meeting.

34.2 If the Association is wound up, the following assets remaining after the payment of the Association's liabilities will be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

34.2.1 gifts of money or property for the principal purpose of the Association;

34.2.2 contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and

34.2.3 money received by the Association because of such gifts and contributions.

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

35. NOTICE

35.1 A notice may be served by or on behalf of the Association upon any Member by sending it by email as per the address shown in the Membership Database. It is assumed that members are actively using email. It is the responsibility of the member to keep the DTAA updated of any change in personal particulars.

36. INCONSISTENCY

36.1 In the event of any inconsistency between any clause in this Constitution and the Act, the Act will prevail at all times to the extent of that inconsistency.

36.2 In the event of an inconsistency between this Constitution and any By-law or regulation made in accordance with clause 30, this Constitution will prevail at all times to the extent of that inconsistency.

37. CONFLICT OF INTEREST

37.1 A Board member who is directly or indirectly interested in a contract or proposed contract with the Association must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the Board.

37.2 A Board member who occupies a position or owns property which may lead to a conflict with duties or interests as a Board member, must declare the fact and the nature of the conflict.

37.3 A Board member must leave a meeting of the Board and take no part in the decision making when the meeting is considering:

- i) the appointment, conditions of service, or remuneration of a person who belongs to the Board member's immediate family
- ii) any proposal for the supply of goods or services by the Board member; or
- iii) any proposal for the supply of goods or services by a person who belongs to the Board member's immediate family.

37.4 The Secretary must record every declaration made in accordance with rule 23 in the minutes of the meeting at which it was made and in a register of pecuniary interests.