



# **CONSTITUTION**

## **DANCE MOVEMENT THERAPY ASSOCIATION OF AUSTRALASIA INCORPORATED**

**Originally Accepted October 2018:  
Revised October 2024**

Dance Movement Therapy Association of Australasia Incorporated

ARBN: 679 434 649

Tel: 0419 531 218

Email: [admin@dtaa.org.au](mailto:admin@dtaa.org.au)

Web: [www.dtaa.org.au](http://www.dtaa.org.au)

## **Background and Purpose**

This document represents the structure of governance for the Dance Movement Therapy Association of Australasia Incorporated (DTAA). 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 to create a governance structure in order for DTAA to become a Registrable Body. Registration as well as other activities, such as application for NDIS recognition, are highly dependent on the ability to demonstrate good governance.

This updated document is now offered for reading and discussion, and consideration by all DTAA members. Development of bylaws outlining processes and procedures is in progress and will require ongoing review. The development of bylaws requires collaboration between the Governance Committee, the DTAA Board and other relevant committees.

Respectfully submitted,

Sandra Kay Lauffenburger, Convener, Constitution Committee

E. Connor Kelly, member, Constitution Committee

Robyn Price, member, Constitution Committee

Mioi Forster-Nakayama, member, Constitution Committee

# Contents

<b>1. NAME</b>	<b>5</b>
<b>2. DEFINITIONS AND INTERPRETATION</b>	<b>5</b>
<b>3. OBJECTIVES</b>	<b>8</b>
<b>4. POWERS OF THE ASSOCIATION</b>	<b>9</b>
<b>5. MEMBERSHIP</b>	<b>9</b>
<b>6. MEMBERSHIP DATABASE AND REGISTER</b>	<b>10</b>
<b>7. MEMBERSHIP FEES AND LEVIES</b>	<b>10</b>
<b>8. CESSATION AND RE-ACTIVATION OF MEMBERSHIP</b>	<b>10</b>
<b>9. SUSPENSION, EXPULSION, AND REINSTATEMENT OF MEMBERS</b>	<b>11</b>
<b>10. ANNUAL GENERAL MEETING</b>	<b>11</b>
<b>11. SPECIAL GENERAL MEETINGS</b>	<b>12</b>
<b>12. NOTICE OF MEETING</b>	<b>13</b>
<b>13. CHAIRPERSON</b>	<b>13</b>
<b>14. POWERS OF THE BOARD</b>	<b>13</b>
<b>15. ASSOCIATE STRUCTURE</b>	<b>13</b>
<b>16. NOMINATIONS FOR EXECUTIVE ELECTIONS</b>	<b>15</b>
<b>17. APPOINTMENT TO THE BOARD</b>	<b>15</b>
<b>18. EXECUTIVE MANAGEMENT OF COMMITTEES, SUBCOMMITTEES, TASK FORCES, AND CONTRACTORS</b>	<b>16</b>
<b>19. EXECUTIVE ELECTIONS</b>	<b>16</b>
<b>20. CASUAL VACANCY</b>	<b>16</b>
<b>21. MEETINGS OF THE BOARD</b>	<b>17</b>
<b>22. QUORUM OF THE BOARD</b>	<b>18</b>
<b>23. VOTING AT BOARD MEETINGS</b>	<b>18</b>
<b>24. DUTIES OF THE SECRETARY</b>	<b>18</b>
<b>25. DUTIES OF THE TREASURER</b>	<b>19</b>
<b>26. BY-LAWS</b>	<b>19</b>
<b>27. SUB-COMMITTEES AND TASK FORCES</b>	<b>20</b>
<b>28. AMENDMENT TO THE CONSTITUTION</b>	<b>20</b>
<b>29. FUNDS, ACCOUNTS AND INVESTMENTS</b>	<b>20</b>
<b>30. EXPENSES OF MEMBERS OF THE BOARD</b>	<b>21</b>
<b>31. ASSOCIATION ASSETS</b>	<b>21</b>
<b>32. PUBLIC OFFICER</b>	<b>22</b>
<b>33. INDEMNITY</b>	<b>22</b>
<b>34. NOTICE</b>	<b>22</b>
<b>35. INCONSISTENCY</b>	<b>22</b>

**36. CONFLICT OF INTEREST** .....22  
**37. DISSOLUTION OF THE ASSOCIATION** .....23

## **1. NAME**

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

“Administrator” means the person employed under contract to provide administrative support to the Association.

“Appoint” means to assign or invite, usually from a position of authority, a person for some duty, job, or office.

“ARBN” – Australian Registered Body Number as per the Registrable Australian Body Corporations Act 2001 Subsection 601CU(1).

“Australasia” is defined as Australia, New Zealand, Indonesia, Papua New Guinea, Pacific Islands, and some countries in Southeast Asia.

“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 15 and appointed in the manner approved by this Constitution and the current bylaw relevant to Board membership.

“Board Member” means a member of the Board who also holds voting rights on the Board.

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

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

“Clinical Supervisor” refers to a practitioner who meets Professional membership criteria and has additional experience and training relevant to their Supervisor status and has met DTAA criteria for the Clinical Supervision Register.

“Code of Ethics” means the DTAA’s Code of Ethics and Rules of Professional Conduct currently in force, as amended from time to time.

“Committee” means a group of people who meet regularly to develop policies or plans around a specific area of interest which can be implemented once approved by the Board.

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

“Co-opt” means appoint to membership of a Committee or other body by invitation of the existing Committee or Board members or divert for use in a role different from the usual or original one.

“CPD” means continuing professional development for the profession of dance movement therapy.

“Grievance Committee” means a specially appointed committee to handle formally submitted complaints, grievances and appeals.

“DMT” means the profession of Dance Movement Therapy.

“DTAA” means Dance Movement Therapy Association of Australasia Incorporated.

“Eligible Member” means a person currently practicing Dance Movement Therapy and thus eligible to one vote by virtue of being:

- (a) a Professional Member of DTAA who has met the DTAA membership criteria for this level; or
- (b) a Provisional Professional Member who has met the DTAA membership criteria for this level;
- (c) an Associate Member who has met the DTAA membership criteria for this level;
- or
- (d) a Clinical Supervisor Member of DTAA who has met the DTAA membership criteria for this level

“Executive” is the group of elected Board members which include the President, Vice President, Secretary, Treasurer, and President-elect.

“Expert Member” means a person appointed to the DTAA Board or a DTAA Committee to contribute specialist expertise.

“Financial Year” means the year beginning on July 1<sup>st</sup> and ending on June 30<sup>th</sup>.

“General Meeting” means an Annual General Meeting or Special General Meeting of DTAA members where any items requiring a vote can be voted upon by Eligible members

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

“Membership Fee” means the annual membership fee payable by each person joining the Association

“Not for Profit” (NFP) means a group organized for purposes other than generating profit and in which no part of the organization's income is distributed to its members, directors, or officers

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

“Oversight” of a system or process is the responsibility for making sure that it works efficiently and correctly. It means management, superintendence, supervision, watchful care.

“Practitioner” means a person holding recognised credentials in dance movement therapy who currently has applied for and meets the DTAA membership criteria for Associate, Provisional Professional or Professional membership levels and is currently practising in the field.

“Profession” means the profession of dance movement therapy.

“Public Officer” means the person who has responsibility for the organisation’s record keeping, submission of financial reports, tax filings if relevant, and ensuring the organisation is compliant with the Australian Tax Office. They are the person who the Australian Tax Office (ATO) deal with in relation to any tax affairs.

“Register” means the Register of Professional dance movement therapists or Register of Clinical Supervisors and pertains to Professional members and Clinical Supervisors respectively.

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

“Resolution” means a formal document that solidifies in writing important decisions that are made. This formal document serves as evidence of the actions and matters taken by the Board Members of the association in the meeting duly held.

“Scope of Practice” means the Scope of Practice document for DTAA which profiles contemporary Australasian dance movement therapy and the practitioners who work within this therapeutic discipline, and comprises an introduction to, and overview of, DTAA as the peak body governing the therapeutic art form in Australia, New Zealand, and the Asia Pacific region. Its purpose is to provide a clear understanding of the governance, responsibilities, and accountabilities upheld by DTAA.

“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 28.2.

“Sub Committee” means a non-permanent committee of members established for specific purposes by the Board pursuant to a specific task.

“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.

“Task Force” means a group of Eligible members appointed by the President for a temporary time period and focussed on a specific task.

## **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 the Sydney/Melbourne/Canberra time zone;
- (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 do not affect its interpretation.

### 3. OBJECTIVES

3.1 The aim of DTAA is to promote the growth, development, and recognition of dance movement therapy in Australasia.

3.1.1 DTAA achieves this through the ongoing provision of information, support, resources, and services to its members and to the wider community. This includes setting the standards for training, professional practice, and supervision for its members; providing a means of communication, education, and networking between dance movement therapists, other health professionals, employers, and clients; liaising with relevant peak and professional bodies; and advocating for and lobbying to relevant Government bodies on behalf of the Association and its members.

3.1.2 DTAA acknowledges and supports the diversity of people, cultures, and approaches to DMT within our membership.

3.2 The Association provides a united professional identity for the profession of DMT in Australasia, while remaining a NFP organisation.

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 support for increased skills development, theory, and knowledge 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.

3.4.5 the formulation and ongoing review of a scope of practice

3.4.6 provision of Continuing Professional Development opportunities for members and the wider community through activities such as conferences, workshops, publications, electronic communications, etc;

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

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

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

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



## **4. POWERS OF THE ASSOCIATION**

4.1 Subject to the Act, the Association has the legal capacity and all powers of an incorporated NFP 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 As a NFP organisation, 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 and in the current By-laws pertaining to membership.

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

5.3.2 All Associate, Provisional Professional and Professional Members are bound by the DTAA's Code of Ethics and Professional Conduct and Registration 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;

5.5 Only Professional Members will be entitled to:

- 5.5.1 nominate for any office on the Board of the Association subject to clause 16.
- 5.5.2 nominate for convenership of a committee, sub-committee, or task force

5.6 Members other than Eligible Members will

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

## **6. MEMBERSHIP DATABASE AND REGISTER**

6.1 The Administrator 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 DTAA's Administrator and supported by the Convener of the Professional Membership Committee.

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 website.

6.4 The Register of Clinical Supervisors, a subset of the Register of Professional Members database, is available for inspection by Members and the public on the DTAA website.

6.4.1 A Clinical Supervisor must first attain Professional membership

6.4.2 The Clinical Supervisor level of membership is subject to the same rules and conditions as a Professional member.

## **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 An Associate, 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 (found on the DTAA website) to the Administrator 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.

8.1.5 An Associate or Provisional Professional member who chooses to cease their membership must undergo a full application process in order to return to any Eligible status.

8.1.6 Any change in Professional Membership status applies to a member's Clinical Supervisor status.

## **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 or the Code of Ethics and Professional Conduct;
- 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 An Associate, Provisional Professional or Professional Member may be suspended or expelled if the Board has reasonable grounds to believe that the Associate, 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 an Associate, Provisional Professional or Professional Member's membership is terminated in accordance with clauses 9.1 or 9.2, the Associate, 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 Grievances Committee as per the Complaints, Grievances and Appeals Procedures By-laws, using the required application form and by paying the applicable Membership Fee and reinstatement fee.

## **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.

10.2.1 The Annual General Meeting can be held in an in-person or online format or both.

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

10.3.1 Non-members may be invited for a specific reason, e.g. to present or receive an award, or to speak to the members as a Specialist advisor.

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

10.5 The agenda of the Annual General Meeting will be specified 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 President 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 requested 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 (d) 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 or more of the persons making the requisition.

11.4 If the Board does not cause a Special General Meeting to be held within two months 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 General Meeting requires the Eligible Members to exercise in a General Meeting;

14.2.6 to appoint committees, sub-committees or Task Forces to advise the Board

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's 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. ASSOCIATE STRUCTURE**

15.1 The Executive of the Board will consist of the following Professional members and will be elected by a vote of Eligible members at the AGM:

15.1.1 the President of the Association;

15.1.2 the President-Elect of the Association

15.1.3 the Vice-President of the Association;

15.1.4 the Secretary of the Association;

15.1.5 the Treasurer of the Association;

15.1.6 the Immediate Past President can become a member of the Executive at the invitation of the President

15.2 For each election cycle, the Executive may choose to add the position of President-elect to the Executive or they may not.

15.3 Each member of the Executive, except the President, will hold a Convenership for the committees named below:

15.3.1 Vice President is Convener of the Ethics Committee.

15.3.2 Secretary is Convener of the Governance Committee.

15.3.3 Treasurer is Convener of the Finance Committee.

15.4 The Executive of the Board will meet regularly at the request of the President.

15.5 The Board will permanently consist of the Executive and the committees set out in the By-law on the Structure of the DTAA Board.

15.5.1 Active Committees will be confirmed at the first General Meeting after the AGM each year.

15.6 At a minimum, the following committees must be active

15.6.1 the Professional Membership Committee;

15.6.2 the Professional Development Committee;

15.6.3 the Finance Committee.

15.7 Non-Executive Board positions will be filled by invitation from the Executive or self-nomination with approval by the Executive. Eligibility for Board appointment is detailed in the By-laws.

15.8 It is recommended that Committee Conveners hold their position for no more than four election cycles or ten years of continuous service.

15.9 After 12 months' absence from a Committee Convenership, the member is eligible to once again take up the Committee Convenership position.

15.10 All Conveners of active committees are required to sit on the Board with minimum attendance at seventy percent of Board meetings.

15.11 The Executive and all Committee Conveners attending a Board meeting will be eligible to vote at that Board meeting.

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

15.12.1 give written notice of resignation;

15.12.2 die;

15.12.3 are removed from that role by a resolution of the members;

15.12.4 stop being a member of the DMT profession;

15.12.5 are absent for [3] consecutive Board meetings;

15.12.6 are in breach of item 15.10; or

15.12.7 are no longer an Eligible member.

15.13 DTAA Branches and Interest Groups

15.13.1 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 Associate, Provisional Professional, or Professional Members of DTAA reside.

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

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

## **16. NOMINATIONS FOR EXECUTIVE ELECTIONS**

16.1 The following Executive positions 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 ten 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 Executive and 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 via an online proforma.

16.5 Nominations must be seconded by an Eligible member and in writing via an online proforma.

16.6 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 online 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 will make an appointment on or before its first meeting.

## **17. APPOINTMENT TO THE BOARD**

17.1 Clause 17 applies to the Committee Convenership positions which hold eligibility to sit and vote on the Board:

- 17.1.1 The list and number of active Committees can be found in the Structure of the DTAA By-Law
- 17.1.2 The list and number of active Committees can change as needed based on the goals and objects set by the Executive and Board.

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

17.3 All Committee and Sub-Committee Conveners will be of Professional membership standing in the DTAA.

## **18. EXECUTIVE MANAGEMENT OF COMMITTEES, SUBCOMMITTEES, TASK FORCES, AND CONTRACTORS**

18.1 The President will be the contact person for the management of the Committee groups named in the By-Law on the Structure of the DTAA Board.

18.2 The President will be the contact person for the management of the temporarily appointed Task Forces.

18.3 The President and Treasurer are jointly responsible for management of the Administrator and the Bookkeeper whose appointments and job descriptions are 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 as a Committee Convener 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 hold currency in all their professional obligations to the DTAA.

19.1.3 Maximum terms for existing Executive members are outlined in the By-laws.

19.2 Once nominations are finalised, the Chairperson will ask the Administrator, 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 using an online process to distribute the ballot to all Eligible Members;

19.2.3 asking each Eligible Member to privately enact the online voting process and return the ballot by email by a specified date;

19.2.4 count all votes received by the 7<sup>th</sup> 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**

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



20.1.1 resigns their office with one month's notice in writing given to the President and the Administrator;

20.1.2 is removed from office 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 Executive or 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 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.

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

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

20.6.2 conduct an election as per clauses 16 and 19.

20.7 All such vacancies are to be filled at the discretion of the Board as soon as practical.

## **21. MEETINGS OF THE BOARD**

21.1 The Board will meet:

21.1.1 a minimum of five times and possibly more often in each Financial Year at such times as the President may determine;

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

21.1.2 for meetings in addition to the scheduled Board meetings, 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 their 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 two weeks 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 can be included provided that:

21.5.1 the President or Chairperson gives their 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 General Meeting called in accordance with clause 11.1, 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 Fifty per cent of Executive and 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 Administrator 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, held in the DTAA on-line filing system,, 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) prepare for the President a draft copy of the Minutes of a Board meeting within seven days of that meeting having taken place; and

24.1.1(d) prepare for the President a draft copy of the Minutes of the AGM or SGM within one month of that meeting having taken place.

24.1.1(e) ensure a record of all incoming and outgoing correspondence directed to the DTAA is maintained in the DTAA on-line filing system.

## **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 Bookkeeper (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 their office, the Treasurer will deliver to the incoming Treasurer:

25.2.1 all funds, papers, documents and other such items belonging to the Association;

25.2.2 access to any online documents files or records; and

25.2.3 transfer access to all online applications used to manage the financial affairs of 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

26.3 Any amendment to the By-law should be communicated to the Members within one month of the amendment being made.

## **27. SUB-COMMITTEES AND TASK FORCES**

27.1 The Board may from time to time establish Sub-Committees or Task Forces as it may deem expedient or necessary to advance the Association's objectives within a short, specified period of time.

27.2 All Sub-Committees and Task Forces 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.

27.3 Membership of a Sub-Committee or Task Force is available to any Member of the Association.

27.4 The President will invite a Professional member to lead each Sub-Committee or Task Force.

27.5 The President and Task Force or Sub-Committee Convener will work together to identify appropriate members for the Task Force or Sub-Committee.

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

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

27.6 If at any meeting of a Sub-Committee or Task Force, 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.

27.8 For Sub-Committee or Task Force to become a Committee with its own objectives and goals, the Board will vote at the Board meeting following receipt of a proposal.

## **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 Treasurer 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.

28.5 It is recommended that the Constitution be reviewed regularly, and at an interval of no more than five years. An updated Constitution may or may not be required as a result of that review process.

## **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 approved for payment by a member of the  
Executive;  
the Administrator; and/or  
any person(s) unanimously approved by the Board.

29.5 All payments are made via the bank account and require two (2) signatures.

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 Treasurer will be the Public Officer of the Association.

32.2 If the office of the Public Officer becomes vacant, i.e. the Treasurer cannot perform the duties of Public Officer, the Board must, within fourteen (14) days of such vacancy, appoint a person from the Executive or Finance Committee 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:

Executive Member;

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

Public Officer;

person employed or whose services are contracted by the Association; and

salaried staff member of the Association;

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

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

33.1.2 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. NOTICE**

34.1 A notice may be served by or on behalf of the Association upon any Member by sending it by online means per the email 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.

## **35. INCONSISTENCY**

35.1 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.

35.2 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.

## **36. CONFLICT OF INTEREST**

36.1 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.

36.2 A Board member who occupies a position or owns property or business which may lead to a conflict with duties or interests as a Board member, must declare the fact and the nature of the conflict annually, no later than the first General Meeting following the AGM.

36.3 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.

36.4 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.

36.5 A member of a Committee, Sub-Committee or Task Force can only be remunerated for supply of services in line with the DTAA Remuneration Policy (see Bylaws) and with prior approval from the Board.

## **37. DISSOLUTION OF THE ASSOCIATION**

37.1 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.

37.2 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:

- 37.2.1 gifts of money or property for the principal purpose of the Association;
- 37.2.2 contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- 37.2.3 money received by the Association because of such gifts and contributions.

37.3 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.

37.4 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.

