

Rules

Christian Counsellors
Association of Australia
Inc

MOORES

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1. PRELIMINARY

1.1 Name

The name of the incorporated association is "Christian Counsellors Association of Australia Incorporated".

1.2 Purposes and organisational principles

- (a) The principal purposes for which the Association is established are:
- (i) to provide a professional association for Christians who are involved in providing mental health, relationship and other counselling services;
 - (ii) to promote the integration of psychological theory and clinical interventions and Christian theology and spirituality as they practically apply to the practice of counselling;
 - (iii) to promote Christian approaches to the provision of mental health services that reflect Christian values and are informed by a Christian world view;
 - (iv) to provide peer support for Christians involved in providing mental health services;
 - (v) to provide professional support, supervision and continuous professional development for Members of the Association;
 - (vi) to develop and maintain appropriate standards of professional practice and accreditation.
- (b) The Association must operate according to the following organisational principles:
- (i) Centralised support – administrative, marketing and other supporting functions will be provided by a national office; and
 - (ii) Decentralised power – the Association will remain State based, ensuring that core functions such as management, member contact and professional development and carried out by and through Branch Committees.

1.3 Financial year

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

1.4 Definitions

In these Rules:

“Annual general meeting” means an annual general meeting of the Association referred to in rule 4.1;

“Associate” means a non-voting member referred to in rule 3.1(a)(ii);

“Association” means the association named in rule 1.1.

“Branch” means a geographically based division of the Association presided over by a Committee referred to in rule 6.1.

“Branch Committee” means the Branch Committee having management of the business of the Branch of the Association referred to in rule 6.1;

“Branch Committee Member” means a Branch Committee Member elected or appointed under in rule 6.9.

“Chairperson” of a general meeting, Branch Committee meeting or National Council meeting, means the person chairing the meeting as required under rule 5.6 or 6.6.

“financial year” means the 12 month period specified in rule 1.3.

“general meeting” means a meeting of the members of the Association or of a Branch convened in accordance with Part 4 and includes an annual general meeting, and a special general meeting

“member” means a member of the Association and includes an Associate and a Registered Member.

“member entitled to vote” means an individual who is and has been a Registered Member for at least ten business days and whose membership rights have not been suspended for any reason.

“National Council” means the National Council having management of the business of the Association.

“National Council meeting” means a meeting of the National Council held in accordance with these Rules.

“National Council member” means a member of the National Council elected or appointed under Division 3 of Part 5.

“National Ethics Chair” means a member of the National Council elected or appointed under Division 3 of Part 5.

“office bearer” shall mean the President, Vice President, Secretary or Treasurer elected in accordance with Part 5 of these Rules.

“**person**” includes an individual and an organisation (whether incorporated or unincorporated), as context requires.

“**President**” means the person appointed to that office bearer position under rule 5.5(a).

“**Professional Conduct Procedure**” means the Professional Conduct Procedure policy of the Association as amended by the National Council from time to time.

“**principal purpose**” means the purpose set out in rule 1.2.

“**Registered Member**” means a member of the Association who is authorized to engage in professional practices as a counsellor because he or she has satisfied the practical and training standards of CCAA, and who is answerable to the CCAA Code of Ethics.

“**Secretary**” shall mean the person elected to the position of Secretary in accordance with Part 5 of these Rules.

“**special resolution**” means a resolution that requires not less than threequarters of the members entitled to vote voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution in accordance with rule 4.9.

“**the Act**” means the *Associations Incorporation Reform Act 2012* (Vic).

“**the Registrar**” means the Registrar of Incorporated Associations.

“**the Register**” means the Register of Members.

“**Vice President**” means the person appointed to that office bearer position under rule 5.5(a).

1.5 Interpretation

(a) In these Rules, unless expressly provided otherwise, reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments passed under it.

(a) Footnotes do not form part of these Rules.

2. POWERS OF ASSOCIATION

2.1 Powers of Association

Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its principal purpose.

2.2 Not-for-profit organisation

- (a) The income and property of the Association must be applied solely towards the principal purpose.
- (b) No portion of the income or assets of the Association may be paid or transferred directly or indirectly to individual members by way of profit in their capacity as members.
- (c) This rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any National Council member to the extent permitted by law and these rules.
- (d) Despite sub-rule 2.2(b) payment may be made in good faith to any member of the Association:
 - (i) in return for any services actually rendered to the Association;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any member of the Association at a rate not exceeding the rate for the time being fixed by the National Council; and
 - (iv) of reasonable and proper rent for premises demised or let by any member of the Association.

3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

3.1 Who is eligible to be a member

- (a) The Membership Categories and eligibility criteria are as follows:
 - (i) Registered Member – an individual over the age of 18 years who supports the principal purpose of the Association has completed an appropriate qualification (as determined by the National Council from time to time);
 - (ii) Associates – an individual over the age of 18 years who supports the principal purpose of the Association but does not meet the requirements for a Registered Member.
- (b) The Association must have at least 50 Registered Members.
- (c) There is no minimum number of Associates.
- (d) The National Council may vary the eligibility criteria for existing Membership Categories or create new Membership Categories

3.2 Application for membership

- (a) To apply to become a member of the Association, a person must submit a written or electronic application to the Secretary:
 - (i) stating that the person:
 - (A) wishes to become a member of the Association;
 - (B) supports the principal purpose of the Association; and
 - (C) agrees to comply with these Rules; and
 - (ii) specifying the Membership Category and Branch to which the person wishes to be admitted.
- (b) The application:
 - (i) must be signed by the applicant (unless it is submitted online); and
 - (ii) may be accompanied by the joining fee (if any).

3.3 Consideration of application

- (a) As soon as practicable after an application for membership is received, the National Council must decide by resolution whether to accept or reject the application.
- (b) The Secretary must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (c) If the National Council rejects the application, it must return any money accompanying the application to the applicant.
- (d) No reason need be given for the rejection of an application. No appeal shall be available to the rejected applicant.
- (e) The Branch Committees may exercise the powers of the National Council pursuant to this rule 3.3 in respect of a prospective member practising within their Branch jurisdiction, subject to any membership guidelines established by the National Council.

3.4 New membership

- (a) If an application for membership is approved by the National Council:
 - (i) the resolution to accept the membership must be recorded in the minutes of the National Council meeting; and
 - (ii) the Secretary must, as soon as practicable:
 - (A) enter the name and address of the new member, the date of becoming a member and the individual's Membership Category and Branch in the Register; and

- (B) if the new member is a Registered Member, forward a certificate of membership.
- (b) A person becomes a member of the Association and, subject to rule 3.5(d), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - (i) the National Council approves the person's membership; or
 - (ii) the person pays the joining fee.

3.5 Annual Subscription Fee and Joining Fee

- (a) The National Council may determine that amount of the Joining Fee and Annual Subscription Fee from time to time (if any).

The National Council may determine that a lower Joining Fee and Annual Subscription Fee applies to Associates.

- (c) The National Council may determine that any new member who joins after the start of a financial year must, for that financial year, pay a Joining Fee equal to:
 - (i) the full Annual Subscription Fee; or
 - (ii) a pro rata Annual Subscription Fee based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the National Council.
- (d) The Association will provide members with an invoice for payment of Annual Subscription Fee in or around June of each year. Payment is due within 90 days of the invoice date.
- (e) If a member does not pay their Annual Subscription Fee within 90 days of the invoice date, the National Council may issue a notice of payment requiring the member to pay the Annual Subscription Fee. If the member does not pay the Annual Subscription Fee within 14 days of receiving the notice of payment, the National Council may (in its sole discretion) resolve to:
 - (i) suspend the member's voting rights; and/or
 - (ii) expel the member.
- (f) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by sub-rules 3.5(a) and 3.5(b).

3.6 General rights of members

- (a) A member entitled to vote has the right:

- (i) to vote;
 - (ii) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (iii) to submit items of business for consideration at a general meeting; and
 - (iv) to attend and be heard at general meetings; and
 - (v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 8.4(a); and
 - (vi) to inspect the Register as provided in rule 7.4.
- (b) Subject to rule 3.6(c), an Associate does not have any of the rights of members entitled to vote.
- (c) The Committee in its sole discretion and the members by special resolution may confer such other rights on the Associates as they deem fit.

3.7 Rights not transferable

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

3.8 Ceasing membership

- (a) The membership of a person ceases on resignation, expulsion or death.
- (b) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register.

3.9 Resigning as a member

- (a) A member may resign by notice in writing given to the Association.
- (b) A member is taken to have resigned if:
 - (i) the member's Annual Subscription Fee is more than 12 months in arrears; or
 - (ii) where no Annual Subscription Fee is payable:
 - (A) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
 - (B) the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

3.10 Register

The Secretary must keep and maintain a Register that includes:

- (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the Membership Category and Branch to which the person belongs;
 - (v) any other information determined by the National Council; and

for each former member, the member's name and the date of ceasing to be a member only.

Division 2 – Disciplinary Action

3.11 General

- (a) The National Council may take disciplinary action against any member pursuant to rule 3.12 if a member:
 - (i) has failed to comply with the Rules; or
 - (ii) is vexatious, vindictive or has engaged in conduct prejudicial to the Association.
- (b) The relevant Branch Committee and/or the National Council may take disciplinary action against a Registered Member pursuant to rules 3.13 to 3.14 if it is determined that the Registered Member has breached the Code of Ethics of the Association (**an Ethics Complaint**).
- (c) Disciplinary action under this Division includes, but is not limited to, suspension of any or all membership rights, or expulsion.

3.12 Disciplinary matters other than Ethics Complaints

In respect of disciplinary matters other than Ethics Complaints, the National Council has discretion to determine the procedure to be adopted to determine whether there are sufficient grounds for taking disciplinary action, subject to the following:

- (a) The member who is the subject of the disciplinary procedure:
 - (i) must be informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and
 - (ii) be given an opportunity to be heard in relation to the matter – either by appearing in person and/or by providing a written statement according to the member's preference; and
- (b) the outcome of the disciplinary procedure must be determined by an unbiased decision-maker; and

- (c) to the extent that doing so is compatible with paragraphs 3.12(a)-(B), the disciplinary procedure must be completed as soon as is reasonably practicable.

3.13 Ethics Complaints

- (a) The National Council and the relevant Branch Committee must handle all Ethics Complaints in accordance with the Professional Conduct Procedure.
- (b) On receipt of a formal report from a duly constituted Professional Conduct Panel, the relevant Branch Committee must determine by majority vote what disciplinary action is appropriate, including:
 - (i) taking no further action against the member; or
 - (ii) dismissing the Ethics Complaint and exonerating the member;
 - (iii) counselling the member and/or requiring the member to participate in any relevant program or activity;
 - (iv) censuring the member;
 - (v) suspending the member;
 - (vi) expelling the member; and
 - (vii) referring the complaint to an appropriate authority.
- (c) The Branch Committee may not fine the member.
- (d) The suspension of membership rights or the expulsion of a member by the Branch Committee under this rule takes effect immediately after the vote is passed.

3.14 Appealing a Branch Committee decision

- (a) A member that is the subject of a Branch Committee disciplinary decision under rule 3.13(b) may appeal the decision in accordance with the process set out in the Professional Conduct Procedure.
- (b) On receipt of an appeal notice under the Professional Conduct Procedure, the National Ethics Chair must appoint an independent appeal assessor to determine whether there is sufficient evidence to satisfy the grounds of the appeal (according to the principles set out in the Professional Conduct Procedure).
- (c) If the independent appeal assessor considers that there is sufficient evidence to satisfy the grounds of the appeal, the National Ethics Chair may:
 - (i) ask the Branch Committee to review its decision; or
 - (ii) refer the matter to an Appeals Committee.

- (d) A member may be required to pay some or all of the costs of the Appeals Committee as a condition of the appeal being heard.
- (e) An Appeals Committee that is constituted and has conducted a hearing in accordance with the requirements of the Professional Conduct Procedure may do one or more of the following:
 - (i) confirm the Branch Committee decision;
 - (ii) revoke the Branch Committee decision;
 - (iii) refer the decision to the relevant Branch Committee for further consideration (upon such terms and conditions as the Appeals Committee may determine);
 - (iv) replace the Branch Committee decision with such other decision as it sees fit; or
 - (v) recommend to the National Council whether part or all of the costs associated with the Appeals Committee should be waived.
- (f) The following decisions are final and may not be appealed:
 - (i) the determination of an independent assessor under rule 3.14(b);
 - (ii) the decision of the National Ethics Chair under rule 3.14(c);
 - (iii) the decision of the Appeals Committee under rule 3.14(e).

Division 3 – Grievance Procedure

3.15 Member Grievances

- (a) The National Council shall determine the process to be followed to determine any dispute arising between:
 - (i) a member and another member;
 - (ii) a member and the Branch Committee;
 - (iii) a member and the National Council;
 - (iv) a member and the Association.
- (b) The National Council must ensure that the process is subject to the following:
 - (i) A member may appoint any person to act on behalf of the member in the grievance procedure;
 - (ii) Each party to the dispute must be given an opportunity to be heard on the matter which is the subject of the dispute; and

- (iii) The outcome of the dispute must not be determined by a biased decision-maker.
- (c) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

3.16 Branch Committee and National Council Grievances

- (a) In the event of a grievance between a Branch Committee and the National Council, either party may, by unanimous resolution, request that the dispute resolution process under this rule 3.16 be instituted.
- (b) The parties must attempt to resolve the dispute between themselves within 14 days of a request to institute the dispute resolution process.
- (c) If the parties are unable to resolve the dispute between themselves within 14 days, the parties must within a further 10 days:
 - (i) agree to or request the appointment of a mediator; and
 - (ii) attempt in good faith to settle the dispute by mediation. (d)

The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (e) A mediator may be a member or former member of the Association, but in any case must not be a person who:
 - (i) has a personal interest in the dispute; or (ii) is biased in favour of or against any party.
- (f) The mediator, in conducting the mediation, must:
 - (i) give each party an opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (g) The mediator must not determine the dispute.
- (h) If the mediation process does not resolve the dispute, the parties may:
 - (i) agree to appoint an independent arbitrator, whose determination will be binding on the parties; or

- (ii) seek to resolve the dispute in accordance with the Act or otherwise at law.

4. GENERAL MEETINGS

4.1 Annual general meetings

- (a) The National Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (b) The National Council may determine the date, time and place of the annual general meeting.
- (c) The annual general meeting may be held simultaneously through the use of technology in more than one location.
- (d) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (e) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to receive and consider:
 - (A) the annual report of each Branch Committee;
 - (B) the annual report of the National Council on the activities of the Association during the preceding financial year; and
 - (C) the financial statements of the Association for the preceding financial year submitted by the National Council in accordance with Part 7 of the Act;
 - (iii) to elect the members of the National Council in accordance with Part 5 of these Rules.
- (f) The annual general meeting:
 - (i) may conduct any other business that is in accordance with these Rules;
 - (ii) must conduct other business that is in accordance with these Rules and of which notice has been given in writing to the Secretary:
 - (A) signed by at least two Members no later than one month prior to the meeting; or
 - (B) by a Branch Committee no later than one week prior to the meeting.

4.2 Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting is a special general meeting.
- (b) The National Council may convene a special general meeting whenever it thinks fit.

4.3 Special general meeting held at request of members

- (a) The National Council must convene a special general meeting if a request to do so is made in accordance with sub-rule 4.3(b) by at least ten per cent of the members entitled to vote.
- (b) A request for a special general meeting must:
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the members entitled to vote requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the National Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by members entitled to vote under sub-rule 4.3(c):
 - (i) must be held within two months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 4.3(c).

4.4 Notice of general meetings

- (a) The Secretary (or, in the case of a special general meeting convened under rule 4.3(c), the members convening the meeting) must give to each registered member of the Association:
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.

- (b) The notice must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a special resolution;
 - (iv) comply with rule 5.9 (declaration of vacancies); and
 - (v) comply with rule 4.5(e) (proxy form).

4.5 Proxies

- (a) A member entitled to vote may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (d) If the National Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) Notice of a general meeting given to a member under rule 4.4 must:
 - (i) state that the member may appoint another member as a proxy for the meeting; and
 - (ii) include a copy of the proxy form in Schedule 1.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- (h) The National Council may permit members entitled to vote to assign their proxy vote to the Secretary through a form on the Association website. The form:
 - (i) does not need to be signed by the member; and

- (ii) must be completed at least 24 hours before the commencement of the meeting.

4.6 Use of technology

- (a) A member entitled to vote who is not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule 4.6(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

4.7 Quorum at general meetings

- (a) No business may be conducted at a Branch general meeting or Association general meeting unless a quorum is present.
- (b) The quorum for a Branch general meeting is the presence (in person, or by proxy) of ten per cent of Branch members entitled to vote.
- (c) The quorum for an Association general meeting is the presence (in person or by proxy) of ten per cent of members entitled to vote.
- (d) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (i) in the case of a meeting convened by, or at the request of, members under rule 4.3 - the meeting must be dissolved;
 - (ii) in any other case:
 - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (e) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 4.7(d)(ii), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

4.8 Adjournment of general meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting,

adjourn the meeting to another time at the same place or at another place.

- (b) Without limiting sub-rule 4.8(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 4.4.

4.9 Voting at general meeting

- (a) On any question arising at a general meeting:
 - (i) subject to sub-rule 4.9(c), each member who is entitled to vote has one vote; and
 - (ii) members may vote personally or by proxy; and
 - (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

4.10 Determining whether resolution carried

- (a) Subject to sub-rule 4.10(b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; andan entry to that effect in the minutes of the meeting is proof of that fact.
- (b) If a poll (where votes are cast in writing) is demanded by one or more members on any question:
 - (i) the poll must be taken at the meeting in the manner

determined by the Chairperson of the meeting; and

- (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

4.11 Minutes of general meeting

- (a) The National Council must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the financial statements submitted to the members in accordance with rule 4.1(e)(ii)(C); and
 - (ii) the certificate signed by two National Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

5. NATIONAL COUNCIL

Division 1 - Powers of National Council

5.1 Role and mandate

- (a) The business of the Association must be managed by or under the direction of a National Council.
- (b) The mandate of the National Council is to develop and maintain a policy framework for the Association and to provide administrative organizational support to the activities of the Branches. The National Council must support the unity of the Association as a whole alongside supporting the diversity of the Branches. The National Council shall support empower and foster the creativity, innovation and local enthusiasm of Branch Committees in their service of Association members in Branches.

5.2 Powers

- (a) The National Council may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by Branch Committees or general meetings of the members of the Association.
- (b) The Council may make by-laws consistent with these rules for the better management of the affairs of the Association, including but not limited to:
 - (i) eligibility requirements for membership of the Association;
 - (ii) the establishment and administration of a Code of Ethics for Registered Members;
 - (iii) procedures for the hearing of Ethics Complaints against Registered Members; and
 - (iv) guidelines and standards of supervision for Christian counselling; and
 - (v) Joining Fees, Annual Subscription Fees and fees and charges for other activities and services provided by the Association.
- (c) The National Council shall determine the process by which the Branch Committees are appointed.
- (d) Subject to Rule 6, the National Council will determine guidelines for the conduct of Branch business and its Committees'

Note: Any by-laws shall be documented in the Policy Handbook of the National Council of the Association.

5.3 Delegation

- (a) The National Council may delegate any of its powers and functions.
- (b) The National Council may revoke a delegation wholly or in part.
- (c) The National Council may establish subcommittees consisting of such persons with such terms of reference it considers appropriate.

Division 2 - Composition of National Council and Duties of Council Members

5.4 Number and Composition of National Council

- (a) The National Council must comprise at least seven and up to eleven National Council members elected pursuant to rule 5.10.
- (b) At all times the National Council members must include individuals from at least four different Branches.

5.5 Office bearers

- (a) The National Council must elect the following office bearers annually from among the members of the National Council:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Secretary; and
 - (iv) a Treasurer.
- (b) Office bearers may serve for more than one term.

5.6 Chairperson

- (a) Subject to sub-rule 5.6(b), the President or, in the President's absence, the Vice-President is the Chairperson for any Association general meetings and for any National Council meetings.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (i) in the case of a general meeting - a National Council member elected by the other members present; or
 - (ii) in the case of a National Council meeting - a National Council member elected by the other National Council members present.

5.7 Secretary and Treasurer

- (a) The position of Secretary must not remain vacant for any period exceeding 14 days.
- (b) A person may not be elected to the position of Secretary unless the person:
 - (i) consents to being appointed as Secretary; and
 - (ii) is resident in Australia.
- (c) The Secretary must:
 - (i) maintain the Register; and
 - (ii) make appropriate arrangements for the custody of the common seal (if any) of the Association and all other books, documents and securities of the Association; and
 - (iii) perform any other duty or function imposed on the Secretary by these Rules.

- (d) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (e) The Treasurer must:
 - (i) arrange for the collection and receipt of all moneys due to the Association and arrange for all payments authorised by the Association to be made; and
 - (ii) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (iii) coordinate the preparation of the financial statements of the Association and their certification by the National Council prior to their submission to the annual general meeting of the Association.
- (f) The Treasurer should ensure that at least one other National Council member has access to the accounts and financial records of the Association.

Division 3 - Election of National Council Members and Tenure of Office

5.8 Who is eligible to be a National Council member

- (a) A person is eligible to be elected as a National Council member if the person supports the principal purpose and:
 - (i) is a Registered member; and
 - (ii) is not disqualified from managing a corporation by the *Corporations Act 2001* (Cth).
- (b) The Secretary is responsible for identifying whether a person is disqualified under this Rule, to the extent applicable. The Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, elected as a National Council member; and
 - (ii) must obtain a declaration from each National Council member to the effect that he or she is not disqualified under this rule, and that he or she will notify the Secretary as soon as possible in the event that he or she becomes disqualified.

5.9 Declaration of vacancies and nominations

- (a) A notice of annual general meeting must:
 - (i) state how many National Council positions will become vacant at the annual general meeting; and

- (ii) invite Branch Committees to submit nominations for those positions at least 14 days prior to the annual general meeting.
- (b) Each Branch Committee may nominate up to four eligible persons for election to the National Council.

5.10 Election of National Council members

- (a) At the annual general meeting an election must be held to fill any vacant positions on the National Council.
- (b) If the number of individuals nominated for the position of National Council member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (c) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 5.11.

5.11 Ballot

- (a) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a person to act as returning officer to conduct the ballot.
- (b) If a meeting is conducted in more than one location simultaneously pursuant to rule 4.1(c), the Chairperson may appoint a returning officer in respect of each location.
- (c) The returning officer must not be a person nominated for the position.
- (d) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (e) The election must be by secret ballot.
- (f) The returning officer must give a blank piece of paper to: (i) each member entitled to vote present in person; and
(ii) each proxy appointed by a member.
- (g) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (h) If the ballot is for more than one position:
 - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (ii) the voter must not write the names of more candidates than the number to be elected.

- (i) Ballot papers that do not comply with sub-rule 5.11(h)(ii) are not to be counted.
- (j) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (k) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (l) If the returning officer is unable to declare the result of an election under sub-rule 5.11(k) because two or more candidates received the same number of votes, the returning officer must:
 - (i) conduct a further election for the position in accordance with sub-rules 5.11(e) to 5.11(k) to decide which of those candidates is to be elected; or
 - (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

5.12 Term of office

- (a) Subject to sub-rule 5.12(c) and rule 5.13, a National Council member holds office for a period of two years.
- (b) A National Council member may be re-elected. A National Council member may not be elected for more than four terms consecutively.
- (c) A general meeting of the Association may:
 - (i) by special resolution remove a National Council member from office; and
 - (ii) elect a person to fill the vacant position in accordance with this Division.
- (d) A member who is the subject of a proposed special resolution under sub-rule 5.12(c)(i) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (e) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the National Council member may require that they be read out at the meeting at which the special resolution is to be proposed.

5.13 Vacation of office

- (a) A National Council member may resign from the National Council by written notice addressed to the National Council.

- (b) A person ceases to be a National Council member if he or she:
 - (i) resigns by written notice to the Secretary;
 - (ii) is removed from office by special resolution;
 - (iii) is deregistered as a counsellor by another professional association or the Australian Health Practitioners Regulation Agency;
 - (iv) ceases to meet the eligibility requirements in sub-rule 5.8;
 - (v) fails to attend three consecutive National Council meetings (other than urgent National Council meetings) without leave of absence under rule 5.21;
 - (vi) is convicted of an indictable offence; or
 - (vii) otherwise ceases to be a National Council member by operation of section 78 of the Act.

5.14 Filling casual vacancies

- (a) The National Council may appoint an eligible member of the Association to fill a position on the National Council that:
 - (i) has become vacant under rule 5.13; or
 - (ii) was not filled by election at the last annual general meeting.
- (b) A person appointed by the National Council under this rule shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment.
- (c) A National Council member appointed under the previous paragraph shall not be taken into account in determining the number of National Council members who are to retire at the annual general meeting.
- (d) The National Council may continue to act despite any vacancy in its membership.

Division 4 - Meetings of National Council

5.15 Meetings of National Council

- (a) The National Council must meet at least twice each year at the dates, times and places determined by the National Council.
- (b) Notice of each National Council meeting must be given to each National Council member, in such manner as the National Council considers appropriate.
- (c) The National Council may regulate its meetings as it sees fit.

5.16 Use of technology

- (a) A National Council member who is not physically present at a National Council meeting may participate in the meeting by the use of technology that allows that National Council member and the National Council members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a National Council member participating in a National Council meeting as permitted under sub-rule 5.16(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

5.17 Quorum

- (a) No business may be conducted at a National Council meeting unless a quorum is present.
- (b) The quorum for a National Council meeting is the presence (in person or as allowed under rule 5.16) of a majority of the National Council members holding office, drawn from at least half of the Branches.

5.18 Voting

- (a) On any question arising at a National Council meeting, each National Council member present at the meeting has one vote.
- (b) A Councillor may appoint a proxy to attend and vote on his or her behalf at a National Council meeting.
- (c) A motion is carried if a majority of National Council members present at the meeting vote in favour of the motion.
- (d) If votes are divided equally on a question, the Chairperson of the meeting does not have a second or casting vote.

5.19 Minutes of meeting

- (a) The National Council must ensure that minutes are taken and kept of each National Council meeting.
- (b) The minutes must record the following:
 - (i) the names of the members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any material personal interests disclosed in accordance with the Act.

5.20 Validity

Any act or thing done or suffered, or purporting to have been done or suffered, by the National Council or by a sub-National Council appointed by the National Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the National Council or sub-National Council.

5.21 Leave of absence

The National Council may grant a National Council member leave of absence from National Council meetings for a period not exceeding three months.

5.22 Passing resolutions without meetings

- (a) The National Council may pass a resolution without a meeting if a special majority (75%) of National Council members consent to the resolution in writing. Such a resolution is valid and effectual as if it had been passed at a National Council meeting that was properly convened and held.
- (b) For the purpose of this rule, approval in writing may be transmitted by post, email, facsimile or any other means of electronic transmission.

5.23 Conflict of interest

- (a) A National Council member who has a material personal interest in a matter being considered at a National Council meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:
 - (i) to the National Council - as soon as the National Council member becomes aware of the interest; and (ii) to the Members - at the next general meeting.
- (b) The National Council member:
 - (i) must not be present while the matter is being considered at the National Council meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the National Council member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the National Council member has in common with all, or a substantial proportion of, the Members.

6. BRANCH COMMITTEE

Division 1 - Powers of Branch Committee

6.1 Role and mandate

- (a) The business of each Branch of the Association must be managed by or under the direction of a Branch Committee, subject to the Rules, by-laws, regulations and guidelines established by the National Council.
- (b) The mandate of the Branch Committee is to build relationships between members and the Association through providing member care, professional development opportunities, ethical accountability, and promotional activities within their local communities.

6.2 Powers

- (a) The Branch Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by Branch Committees or general meetings of the members of the Association.
- (b) The Branch Committee may:
 - (i) consider applications for membership pursuant to rule 3.3;
 - (ii) nominate up to four nominees for election to the National Council pursuant to rule 5.9(b);
 - (iii) submit motions to the National Council for consideration pursuant to rule 4.1(f)(ii)(B);
 - (iv) consider Ethics Complaints in accordance with rules 3.13 to 3.14 and the Professional Conduct Procedure;
 - (v) provide and administer continuous professional development activities for Branch members;
 - (vi) provide other services to Branch members as determined by the Branch Committee or the National Council;
 - (vii) establish sub-committees consisting of members with terms of reference it considers appropriate.

6.3 Delegation

- (a) The Branch Committee may delegate any of its powers and functions.
- (b) The Branch Committee may revoke a delegation wholly or in part.
- (c) The Branch Committee may establish subcommittees consisting of such persons with such terms of reference it considers appropriate.

Division 2 - Composition of Branch Committee and Duties of Members

6.4 Number of Branch Committee members

Each Branch Committee must comprise at least four and up to seven members elected by the Registered Members of the Branch.

6.5 Who is eligible to be a Branch Committee member

A person is eligible to be elected as a Branch Committee member if the person supports the principal purpose of the Association and is a Registered Member.

6.6 Office bearers

- (a) The Branch Committee must elect a Convenor and a Deputy Convenor annually from among the members of the Branch Committee.
- (b) Office bearers may serve for more than one term.

6.7 Chairperson

- (a) Subject to sub-rule 6.6(b), the Convenor or, in the Convenor's absence, the Deputy Convenor is the Chairperson for any Branch general meetings and for any Branch Committee meetings.
- (b) If the Convenor and the Deputy Convenor are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (i) in the case of a Branch general meeting - a Branch Committee member elected by the other members present; or
 - (ii) in the case of a Branch Committee meeting - a Branch Committee member elected by the other Branch Committee members present.

6.8 Term of office

- (a) Subject to sub-rule 5.12(c) and rule 5.13, a Branch Committee member holds office for a period of two years.
- (b) A Branch Committee member may be re-elected. A Branch Committee member may not be elected for more than four terms consecutively.

6.9 Vacation of office

- (a) A Branch Committee member may resign from the Branch Committee by written notice addressed to the Branch Committee.
- (b) A person ceases to be a Branch Committee member if he or she:
 - (i) resigns by written notice to the Branch Committee;

- (ii) is removed from office by special resolution of the Branch members;
- (iii) is deregistered as a counsellor by another professional association or the Australian Health Practitioners Regulation Agency;
- (iv) ceases to meet the eligibility requirements in sub-rule 5.8;
- (v) fails to attend three consecutive Branch Committee meetings (other than urgent Branch Committee meetings) without leave of absence under rule 5.21; or
- (vi) is convicted of an indictable offence.

6.10 Filling casual vacancies

- (a) The Branch Committee may appoint an eligible Branch member to fill a position on the Branch Committee that:
 - (i) has become vacant under rule 5.13; or
 - (ii) was not filled by election at the last annual general meeting.
- (b) A person appointed by the Branch Committee under this rule shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment.
- (c) A Branch Committee member appointed under the previous paragraph shall not be taken into account in determining the number of Branch Committee members who are to retire at the annual general meeting.
- (d) The Branch Committee may continue to act despite any vacancy in its membership.

Division 3 - Meetings of Branch Committee

6.11 Meetings of Branch Committee

- (a) Subject to rule 6.14(b), the provisions of Division 4 of Part 5 apply to meetings of Branch Committees as if:
 - (i) the National Committee is the Branch Committee;
 - (ii) the National Committee members are the Branch Committee members;
 - (iii) the members are the Branch members;
 - (iv) the President is the Convenor; and
 - (v) (v) the Vice President is the Deputy Convenor.
- (b) Notwithstanding rule 6.14(a):

- (i) the Branch Committee must meet at least four times each year at the dates, times and places determined by the Branch Committee.
- (ii) urgent Branch Committee meetings may be held without notice, provided that:
 - (A) as much notice as practicable is given to Branch Committee members;
 - (B) any resolution is passed by an absolute majority of the Branch Committee;
 - (C) the only business that may be conducted is that for which the meeting is convened.
- (iii) the quorum for a Branch Committee meeting is a majority of Branch Committee members.

7. FINANCIAL MATTERS

7.1 Source of funds

The funds of the Association may be derived from Joining Fees, Annual Subscription Fees, donations, fundraising activities, grants, interest and any other sources approved by the National Council.

7.2 Management of funds

- (a) The National Council and Branch Committees may approve expenditure on behalf of the Association.
- (b) The National Council may authorise the expenditure of funds on behalf of the Association without requiring approval from the National Council for each item on which the funds are expended.
- (c) All cheques must be signed by two National Council members or otherwise authorised in accordance with any means determined by the National Council.

7.3 Financial records

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

7.4 Financial statements

- (a) For each financial year, the National Council must ensure that the requirements under the Act relating to the financial statements of the Association are met; and
- (b) Without limiting sub-rule 7.4(a), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the National Council;
 - (iv) the submission of the financial statements to the annual general meeting of the Association;
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

8. GENERAL MATTERS

8.1 Strategic Alliances, Mergers and Acquisitions

- (a) The National Council may negotiate and recommend that the Association enter into strategic alliances, mergers or amalgamations with other bodies and associations.
- (b) Entry into or withdrawal from any strategic alliances, amalgamations or mergers must be approved by:
 - (i) a special majority (75%) of the National Council; and
 - (ii) special resolution of the members.

8.2 Common seal

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

8.3 Registered address

The registered address of the Association may be determined from time to time by resolution of the National Council.

8.4 Notice requirements

- (a) Any notice required to be given to a member, National Council member or Branch Committee member under these Rules may be given in person, by post or any electronic means to an address recorded in the register, or by any other means consented to by the member or National Council member as the case may be.
- (b) Any notice required to be given to the Association may be given:
 - (i) by handing the notice to a member of the National Council; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) by email to the email address of the Association or the Secretary.

8.5 Custody and inspection of books and records

- (a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of National Council meetings, unless otherwise permitted by these Rules, law, or the National Council.
- (b) Members may on request inspect:
 - (i) the Register;
 - (ii) the minutes of general meetings; and
 - (iii) these Rules;subject to sub-rules 8.5(c), 8.5(d), and 8.5(e).
- (c) The Secretary may refuse to allow a member to inspect the Register if permitted by the Act.
- (d) Members must not:
 - (i) use information obtained about another person from the Register to contact or send materials to the other person; or
 - (ii) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the other person; unlessthe purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.
- (e) If the Association provides access to these Rules on the Association's website, the National Council shall be deemed to have allowed a member to inspect and copy these Rules, unless the member informs

the Association that he or she is unable to access the Rules on the website.

- (f) A member must be given a copy of these Rules and minutes of general meetings within one month of the Association receiving a request by the member and the member paying any fee prescribed by the National Council.

8.6 Winding up and cancellation

- (a) The Association may be wound up in accordance with the Act.
- (b) If the association has Deductible Gift Recipient status
- (c) Where on the winding up or cancellation of the incorporation of the Association, there is a surplus of assets after satisfying all the Associations liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to the members;
 - (ii) will be given or transferred to such other fund, authority, institution or company which; and
 - (A) has similar objects to those of the Association as described in these Rules; and
 - (B) prohibits the distribution of profit or gain to its individual members in their capacity as members and
 - (C) is charitable at law.
- (d) The body to which the surplus assets are to be given must be decided by special resolution. If the members fail to decide, the fund, authority, institution or company shall be determined by application to the Supreme Court in Victoria.

8.7 Alteration of Rules

These Rules must not be altered except in accordance with the Act.

SCHEDULE 1

Votes may be given personally or by proxy and every proxy shall be appointed in writing under the hand of the appointor in the form or to the effect following:

Christian Counsellors Association of Australia Inc:

I of..... [Insert address] a Member of Christian Counsellors Association of Australia Inc, hereby appoint to vote on all matters on my behalf at the:

Annual General Meeting of Christian Counsellors Association of Australia Inc to be held on theday of.....20..... and at any adjournment.

OR

The Special General Meeting of Christian Counsellors Association of Australia Inc to be held on theday of.....20..... and at any adjournment.

Optional: This form is to be used as follows for the resolutions listed below:

in favour of / against	detail of proposed resolution

Dated this day of20

Witness..... (Signature)

Appointor..... (Signature)