



COUNSELLING ASSOCIATION OF SOUTH AUSTRALIA INC

**CONSTITUTION**



# CONSTITUTION

## CONTENTS

<b>NAME</b> .....	3
Name .....	3
<b>INTERPRETATION</b> .....	3
Meanings .....	3
Other words and expressions .....	3
<b>OBJECTS</b> .....	4
Objects .....	4
<b>POWERS</b> .....	4
Powers .....	4
<b>BY-LAWS</b> .....	4
Power to make.....	4
No by-law may be inconsistent .....	4
Disallowance .....	4
<b>MEMBERSHIP</b> .....	4
Categories .....	4
Voting rights.....	5
Application for membership .....	5
Commencement of membership.....	5
Appeal .....	5
Membership for financial year .....	5
Resignation.....	5
Register of Members .....	5
<b>SUBSCRIPTIONS</b> .....	5
Subscription fees .....	5
When due and payable.....	5
Subscription fees for new members.....	6
Unpaid subscriptions .....	6
<b>DISCIPLINE</b> .....	6
Disciplinary powers .....	6
Penalties.....	6
Appeal .....	6
<b>MANAGEMENT</b> .....	6
<b>Executive Committee</b>	
Executive Committee .....	6
Composition.....	6
Appointment to positions .....	6
Limitation on holding office .....	7
Casual vacancy .....	7
Re-election .....	7
Vacancy.....	7
<b>Proceedings of the Executive Committee</b>	
Meetings .....	7
Quorum.....	7
Chairing meetings.....	7
Majority voting .....	7
<b>APPEALS PANEL</b> .....	7
Appointment .....	7
Process.....	7
Decisions .....	7
<b>SUB-COMMITTEES</b> .....	7
Appointment of sub-committees .....	7
By laws for sub-committees .....	8
Convenor .....	8
Sub-committees which may be appointed .....	8



<b>GENERAL MEETINGS</b> .....	8
<b>Annual General Meeting</b>	
When held .....	8
Notice .....	8
Order of business .....	8
<b>Special General Meeting</b>	
Special General Meeting may be called.....	9
Requisition.....	9
Convening .....	9
Notice of the Special General Meeting.....	9
<b>Proceedings at General Meetings</b>	
Quorum.....	9
Quorum not present.....	9
Chairing meetings.....	9
Adjournment .....	9
Notice of the adjourned meeting .....	10
Show of hands.....	10
Poll .....	10
<b>Voting Rights</b>	
One vote .....	10
Proxies .....	10
<b>NOTICES</b> .....	10
Notice by Association to member .....	10
Notice by member to Association .....	10
When service effected .....	11
<b>ACCOUNTS</b> .....	11
Books, accounts and accounting records .....	11
Money received .....	11
Cash receipts.....	11
Signatories.....	11
Auditor .....	11
<b>EMPLOYEES</b> .....	11
Executive Committee may employ.....	11
Member of Association may be an employee .....	11
Employee who is a member of the Executive Committee .....	11
<b>PROPERTY</b> .....	11
Application .....	11
<b>AMENDMENT OF THE CONSTITUTION AND OTHER DOCUMENTS</b> .....	12
Amendment .....	12
To bind Association and every member .....	12
<b>WINDING UP</b> .....	12
Association may be wound up .....	12
Surplus assets .....	12
<b>APPENDICES</b> .....	13
Appendix A .....	13



## NAME

1. The name of the Association is the "Counselling Association of South Australia Incorporated".

## INTERPRETATION

2. In this Constitution, unless the contrary intention appears -
  - "**Accounting records**" has the same meaning as in the Act;
  - "**Accounts**" has the same meaning as in the Act;
  - "**Act**" means the *Associations Incorporation Act 1985* as amended, and includes any Act of the Parliament of South Australia replacing it;
  - "**ADI account**" is an authorised deposit-taking institution within the meaning of the *Banking Act (Commonwealth)*;
  - "**Association**" means the Counselling Association of South Australia Incorporated;
  - "**Books**" has the same meaning as in the Act;
  - "**By-laws**" means by-laws made by the Association pursuant to this Constitution;
  - "**Code of Ethics**" means the Code of Ethics adopted by the Association as revised from time to time;
  - "**Counselling**" means the process of counselling described in the Definition of Counselling and the Counselling Profession;
  - "**Counselling Profession**" means the profession described in the Definition of Counselling and the Counselling Profession;
  - "**Definition of Counselling and the Counselling Profession**" means the document so-called adopted by the Association as revised from time to time;
  - "**Executive Committee**" means the Committee established pursuant to this Constitution with the power to administer the general affairs of the Association;
  - "**Financial year**" means a period of 12 months ending on 30 June;
  - "**General Meeting**" means an Annual General Meeting or Special General Meeting of members;
  - "**Member**" has the same meaning as in the Act;
  - "**The Philosophy**" means the document so-called adopted by the Association as revised from time to time;
  - "**Special resolution**" has the same meaning as in the Act;<sup>1</sup>
  - "**Surplus assets**" has the same meaning as in the Act;
  - "**Voting member**" means a member of the Association who is an Honorary member or a Registered member or a Professional member or an Affiliate member.

Other words or expressions contained in this Constitution must be interpreted in accordance with the *Acts Interpretation Act 1915*.

---

<sup>1</sup> a resolution passed at a duly convened meeting of the members of the association if –

- (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.



### OBJECTS

3. The objects of the Association are:
  - a. to promote understanding and awareness of counselling in South Australia;
  - b. to define, maintain and expand standards of practice, training and supervision;
  - c. to foster an association which includes the wide range of counselling theories and therapeutic approaches and practice;
  - d. to provide a supportive network for organisations, counsellors and other people using counselling skills;
  - e. to encourage the personal growth and professional development of counsellors and those people using counselling skills;
  - f. to represent counselling and counsellors at community, state, national and international levels;
  - g. to contribute to the counselling profession by supporting research and education;
  - h. to further the interests of counselling, clients and the community through pro-active sociopolitical activities.

### POWERS

4. The Association has all the powers conferred by the Act.

### BY-LAWS

5. The Executive Committee may make amend or revoke by-laws for the management of the Association or for the exercise of any of the powers or the attainment of any of the objects of the Association.
6. No by-law may be inconsistent with this Constitution.
7. Any by-law may be disallowed by a special resolution of a general meeting and a by-law so disallowed will immediately become void and of no effect. Any action taken pursuant to such by-law prior to its disallowance will remain valid.

### MEMBERSHIP

8. There are five categories of membership:
  - a. **Honorary** - open only to a person whom the Association by special resolution has resolved to invite by reason of -
    - i. distinction attained by the person in the field of counselling; or
    - ii. the person's outstanding service to the Association.
  - b. **Registered** - open to any person -
    - i. who satisfies national requirements for registration as may be adopted by the Association.



- c. **Professional** - open to any person -
    - i. who has completed a minimum of 200 hours of integrated training by an appropriate provider leading to an appropriate level of skill in relevant competencies, and
    - ii. who has completed 50 hours of appropriate contracted supervision.
  - d. **Affiliate** - open to any person -
    - i. who having been a Registered or Professional member is no longer practicing as a counsellor due to retirement, sabbatical leave, full time study, or for an extended period of time for any other reason.
  - e. **Associate** - open to any person –
    - i. who is a student enrolled in such academic or vocational course as the Executive Committee considers appropriate; or
    - ii. who does not hold qualifications in counselling but who uses counselling skills; or
    - iii. who supports the objects of the Association.
9. All members accepted into the Honorary, Registered, Professional and Affiliate categories are full members of the Association and may vote at general meetings and serve on any committee or sub-committee of the Association.
10. An applicant for membership must make application in writing in the form prescribed from time to time by the Executive Committee. The application must contain all particulars required by the application form and must be signed by the applicant.
11. A new member's membership of the Association commences upon the acceptance by the Executive Committee of the application.
12. An applicant for membership may appeal against a decision of the Executive Committee to refuse the application. The appeal must be lodged and processed in accordance with the Appeal By-laws of the Association.
13. Membership (except honorary membership) is for a financial year.
14. A member may resign from membership of the Association by giving written notice of resignation to the secretary of the Association. The member will forfeit the unexpired portion of any subscription paid in advance and will be liable for any unpaid subscription which may be recovered as a debt due to the Association.
15. The secretary of the Association must keep a current Register of Members of the Association. The Register of Members must record the current membership status and current financial status of each member and such other information as the Executive Committee may require from time to time.

### SUBSCRIPTIONS

16. Subscription fees for each category of membership (except honorary membership) are such sums as may be determined from time to time by the Executive Committee.
17. Subscription fees for each category of membership (except honorary membership) are due and payable in advance on 1 July of each financial year.



18. A subscription fee payable by a new member is due and payable immediately upon the acceptance by the Executive Committee of the membership application and may, in the discretion of the Executive Committee, be reduced for the financial year in which that member's application for membership is accepted.
19. Any member whose subscription remains unpaid three months after the due date for payment will automatically cease to be a member of the Association, provided that the Executive Committee may reinstate the member on such terms as it considers fit.

### **DISCIPLINE**

20. The members of the Association are subject to the disciplinary powers of the Executive Committee.
21. The Executive Committee may discipline a member who has been found guilty of misconduct detrimental to the interests of the Association or to the interests of the counselling profession. The penalties which may be imposed are any of -
  - a. reprimand;
  - b. order that the member attend further training to be specified;
  - c. order that the member practise under appropriate supervision for a period to be specified;
  - d. suspension of membership for a period not to exceed three months;
  - e. expulsion from the Association.
22. A member may appeal against any disciplinary decision of the Executive Committee. The appeal must be lodged and processed in accordance with the Appeal By-Laws of the Association.

### **MANAGEMENT**

#### **Executive Committee**

23. The affairs of the Association are managed and controlled exclusively by the Executive Committee which must be elected at each annual general meeting.
24. The Executive Committee comprises -
  - a. a President;
  - b. a Secretary;
  - c. a Treasurer;
  - d. not less than three nor more than seven other members of the Association.
25. The Executive Committee is to appoint one of its members to each of the following positions:
  - a. Convenor of any sub-committee
  - b. Public Officer pursuant to the Act;



26. No person holding the office of President, Secretary or Treasurer may remain in that office for more than five consecutive years.
27. The Executive Committee may appoint a member of the Association to fill a casual vacancy and the member so appointed will hold office until the next annual general meeting.
28. Subject to this Constitution any member of the Executive Committee may stand for re-election.
29. The office of a member of the Executive Committee will become vacant if the member -
  - a. is disqualified by the Act;
  - b. has resigned in writing;
  - c. is expelled or suspended pursuant to this Constitution;
  - d. is dead or permanently incapacitated by ill health;
  - e. is absent without apology from more than three consecutive meetings of the Committee or more than three meetings of the Committee in a financial year

#### **Proceedings of the Executive Committee**

30. Meetings for the dispatch of business must occur at least quarterly.
31. A quorum is one half plus one of the members of the Executive Committee in office at the time of the meeting.
32. Meetings are to be chaired by the President. If the President is absent from any meeting, then the Committee must elect a person to chair that meeting.
33. Questions arising at a meeting are to be decided by a majority of votes of those present but the person chairing the meeting is to have only a casting vote (if necessary) and not a deliberative vote.

#### **APPEALS PANEL**

34. There will be an Appeals Panel of three persons appointed by the Executive Committee and consisting of one former office bearer of the Association and two persons, independent of the Association but knowledgeable in related fields, and committed to the Association's ethical principles and their application
35. The Appeals Panel shall process appeals lodged with the President of the Executive Committee. Appeals must be processed in accordance with the Appeal By-laws of the Association.
36. Decisions of the Appeals Panel are final.

#### **SUB-COMMITTEES**

37. A sub-committee of the Association may only be established by the Executive Committee.
38. A sub-committee is to have no executive power to manage or control the affairs of the Association.





39. The Executive Committee may establish such sub-committees as it considers necessary to facilitate the objects of the Association. The Executive Committee may delegate to any sub-committee such functions as it considers appropriate and may revoke any such delegation.
40. The Executive Committee must establish by-laws for the operation of each sub-committee.
41. A convener of a sub-committee must be a member of the Executive Committee.
42. Sub-committees which may be appointed by the Executive Committee include -
  - a. The Complaints Committee;
  - b. The Editorial Committee;
  - c. The Ethics Committee;
  - d. The Membership Committee;
  - e. The Professional Development Committee.

## **GENERAL MEETINGS**

### **Annual General Meeting**

43. Each Annual General Meeting must be held no later than three months after the end of the financial year.
44. Notice of the Annual General Meeting must be given to the members of the Association at least 28 days prior to the meeting. Notice must -
  - a. be in writing;
  - b. be served on the members in accordance with this Constitution;
  - c. state where the meeting is to be held;
  - d. state when the meeting is to be held;
  - e. state the nature and order of business to be transacted at the meeting.
45. The order of business at the Annual General Meeting is to be:
  - a. confirmation of the minutes of the previous Annual General Meeting and any special general meeting held since the previous Annual General Meeting;
  - b. receipt and consideration of reports of the Executive Committee and sub-committees;
  - c. receipt and consideration of the accounts of the Association and the auditor's report;
  - d. election of the Executive Committee;
  - e. appointment of the auditor;
  - f. any other business requiring consideration by the Association in general meeting.



### **Special General Meeting**

46. A Special General Meeting may be called -
  - a. by the Executive Committee at any time; or
  - b. by requisition of not less than three members of the Executive Committee; or
  - c. by requisition of not less than six voting members of the Association.
47. A requisition for a Special General Meeting must -
  - a. be in writing;
  - b. be signed by all requisitioners;
  - c. state the purpose of the meeting;
  - d. be served on the Association in accordance with this Constitution.
48. The Executive Committee must convene a Special General Meeting within six weeks of service of a requisition on the Association.
49. Notice of the Special General Meeting must be given to the members of the Association at least 28 days prior to the meeting. Notice must -
  - a. be in writing;
  - b. be served on the members in accordance with this Constitution;
  - c. state where the meeting is to be held;
  - d. state when the meeting is to be held;
  - e. state the nature and order of business to be transacted at the meeting.

### **Proceedings at General Meetings**

50. A quorum is fifteen voting members of the Association present personally or by proxy or two-thirds of the voting membership of the Association, whichever is less.
51. If within 30 minutes after the time appointed for the meeting a quorum is not present, a meeting convened upon a requisition will lapse. In any other case the meeting is adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the voting members present personally or by proxy will be deemed a quorum.
52. The meeting is to be chaired by the President. If the President is absent, or declines to take the chair, or vacates the chair, then the meeting must elect a member of the Executive Committee to chair the meeting. If no member of the Executive Committee is present and willing and able to chair the meeting, then the voting members present personally or by proxy may elect one of their number to chair the meeting.
53. The President may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.



54. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as if that meeting were an original meeting.
55. A resolution put to a vote is to be decided on a simple majority on a show of hands unless a poll is demanded.
56. A declaration by the President that a resolution put to a vote has been carried or lost will be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.
57. A poll may be demanded by the President or by three or more voting members present personally or by proxy and may be conducted in such manner as the President directs.

### **Voting Rights**

58. Voting members present in person or by proxy are each entitled to one vote, save that the President or other person chairing the meeting is entitled only to a casting vote (if necessary) and not a deliberative vote.
59. A voting member is entitled to appoint in writing another voting member of the Association to act as proxy and to attend and vote at any general meeting.
  - a. The President may be appointed a proxy.
  - b. The proxy instrument (refer Appendix A) may give instructions as to how a vote is to be cast.
  - c. Proxy instruments must be lodged with the secretary prior to 5.00pm on the evening before the meeting and must be filed with the minutes of the meeting.
  - d. A voting member may act as proxy for no more than two other voting members.

### **NOTICES**

60. A notice may be given by the Association to any member by -
  - a. serving the member with the notice personally; or
  - b. sending it by prepaid post to the address of the member recorded in the Register of Members; or
  - c. sending it by facsimile transmission to any facsimile number of the member recorded in the Register of Members;
  - d. sending it by electronic mail to any electronic mail address of the member recorded in the Register of Members.
61. A notice may be given by a member to the Association by -
  - a. serving the President or the Secretary with the notice personally; or
  - b. sending it by prepaid post to the address of the Association; or
  - c. sending it by facsimile transmission to the facsimile number of the Association;
  - d. sending it by electronic mail to the electronic mail address of the Association.



62. In all cases other than personal service, service of a notice will be deemed to have been effected at the time of posting or transmission, as the case may be.

#### **ACCOUNTS**

63. The Association must keep such books, accounts and accounting records as are required to be kept by the Act.
64. All money received by or on behalf of the Association must be paid into an ADI account in the name of the Association and conducted with the authority of the Executive Committee.
65. All cash receipts must be recorded by way of official receipt on behalf of the Association.
66. The Executive Committee must appoint three signatories (one of whom must be the Treasurer) for the accounts of the Association. Cheques drawn on the account of the Association must be signed by the Treasurer and one other signatory.
67. The Association must appoint an auditor at each Annual General Meeting.

#### **EMPLOYEES**

68. The Executive Committee may employ such persons as it considers necessary in the interests of the Association.
69. A member of the Association may be an employee of the Association and may, subject to this Constitution, be a member of any committee or sub-committee.
70. An employee who is a member of the Executive Committee must -
- a. not vote on any question before the Executive Committee relating to his or her own employment;
  - b. absent himself or herself from proceedings of the Executive Committee relating to any employee if so required by the Executive Committee.

#### **PROPERTY**

71. The income, property and funds of the Association must be used solely for the promotion of the objects of the Association and must not be paid or transferred to any member or any relative of any member provided that nothing in this clause prevents any payment in good faith
- a. to any person in consideration of services rendered on a commercial basis; or
  - b. to any person in furtherance of the objects of the Association.



### **AMENDMENT OF THE CONSTITUTION AND OTHER DOCUMENTS**

72. Subject to approval by special resolution -
- a. this Constitution (including the name of the Association), and
  - b. the Definition of Counselling and the Counselling Profession, and
  - c. the Philosophy, and
  - d. the Code of Ethics
- may be amended or rescinded and replaced.
73. Any such amended or substituted document will bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all their provisions.

### **WINDING UP**

74. The Association may be wound up in the manner provided for by the Act.
75. If after winding up of the Association there remains surplus assets, such surplus assets shall be distributed to any organisation which has similar objects, and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a special resolution of members in general meeting.



**COUNSELLING ASSOCIATION OF SOUTH AUSTRALIA INC**

PROXY AUTHORISATION PROFORMA

The Secretary  
Counselling Association of South Australia Inc  
PO Box 30  
KENT TOWN SA 5071

I .....  
(Full Name – Block Letters)

of .....  
(Address)

being a member of the Counselling Association of South Australia Inc with voting rights, hereby appoint

.....  
(Full Name – Block Letters)

as my proxy, to vote for me and on my behalf at the (Special) General Meeting of the Association to be held on XXXXXXXXXX, and at any adjournment thereof.

Dated this ..... day of ..... 20 .....

Signature .....

In respect of the items contained in the Notice of Meeting,

- I have instructed my proxy how to vote, or
- I have instructed my proxy to vote as they think fit, or to abstain from voting.

*Please Note:*

1. *The Constitution specifies that only Honorary members, Registered members, Professional members and Affiliate members have voting rights at general meetings of the Association.*
2. *Members acting in the capacity of proxy must also have voting membership rights.*
3. *It is the responsibility of members to ensure that their proxy is aware of and accepts the authorisation.*
4. *Voting members may act as proxy for two other members only.*
5. *A proxy authorisation must be lodged with the Secretary prior to 5.00pm on the evening before the scheduled meeting.*

Counselling Association of South Australia Inc : PO Box 30 Kent Town SA 5071