



**is a constituent Member Association of the Psychotherapy and Counselling
Federation of Australia Inc. (PACFA)**

Queensland Counsellors Association Incorporated

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CONSTITUTION

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CONTENTS

RULES	3
1. Interpretation	3
2. Name	3
3. Objects	3
4. Powers	3
5. Categories of Members	3
6. New membership	5
7. Membership fees	5
8. Admission and rejection of members	5
9. When membership ends	5
10. Appeal against rejection or termination of membership	6
11. Appeals process	6
12. Register of members	7
13. Prohibition on use of information on register of members	7
14. Appointment or election of Secretary	7
15. Removal of Secretary	7
16. Functions of Secretary	8
17. Membership of Management Committee	8
18. Electing the Management Committee	8
19. Resignation, removal or vacation of office of a Management Committee member	9
20. Vacancies on Management Committee	9
21. Functions of Management Committee	9
22. Meetings of Management Committee	10
23. Quorum for, and adjournment of, Management Committee meeting	10
24. Special meeting of Management Committee	11
25. Minutes of Management Committee meetings	11
26. Appointment of subcommittees	11
27. Acts not affected by defects or disqualifications	12
28. Resolutions of Management Committee without meeting	12
29. First Annual General Meeting	12
30. Annual General Meetings	12
31. Business to be conducted at annual general meeting of level 1 incorporated Associations and particular level 2 and 3 incorporated Associations	12
32. Business to be conducted at annual general meeting of other level 2 incorporated associations	12
33. Business to be conducted at annual general meeting of other level 3 incorporated Associations	13
34. Notice of general meeting	13
35. Quorum for, and adjournment of, general meeting	13
36. Procedure at general meeting	14
37. Voting at a general meeting	14
38. Special general meeting	15
39. Proxies	15
40. Minutes of general meetings	16
41. By-laws	17
42. Alteration of rules	17
43. Common seal	17
44. Funds and accounts	17
45. General financial matters	18
46. Documents	18
47. Financial year	18
48. Distribution of surplus assets to another entity	18

RULES

1. Interpretation

A word or expression that is not defined in these rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

2. Name

The name of the incorporated Association is:

Queensland Counsellors Association Incorporated

3. Objects

The objects of Queensland Counsellors Association Incorporated (the Association) are

- (1) To improve the quality of counselling and psychotherapy services for the community
- (2) To promote the professional status, identity and visibility of counselling and psychotherapy in the community and amongst other professionals
- (3) To enhance the growth, development and accountability of professional counselling and psychotherapy through ongoing education and supervision
- (4) To promote a pathway to the national registers of Psychotherapy and Counselling Federation of Australia (PACFA) and Australian Register of Counsellors and Psychotherapists (ARCAP).
- (5) To promote the accepted Codes of Ethics of the Association and PACFA
- (6) To provide members with information and educational resources
- (7) To provide opportunities to network with other counsellors and psychotherapists
- (8) To participate as a member association of PACFA

4. Powers

- (1) The Association has the powers of an individual.
- (2) The Association may
 - (a) make charges for services and facilities it supplies; and
 - (b) do other things that are necessary and convenient to be done in carrying out its affairs.

5. Categories of Members

The membership of the Association shall consist of the following categories:

1. Fellow Member

The Association may confer a Fellowship on a member who has been a Clinical member for at least 10 years and has rendered distinguished service to the profession of counselling and psychotherapy.

A Fellow may use the post nominal FQCA.

2. Clinical Member

A person may be admitted as a Clinical member who

- (a) fulfils the conditions of Provisional membership below and in addition has a further 750 hours of post qualification client contact and 75 hours of related supervision over a minimum of two years, and;
- (b) has a current contract with a clinical supervisor, and;
- (c) is covered by a current professional indemnity insurance policy; and
- (d) is currently practising as a counsellor or educator.

A Clinical member may use the post nominal MQCA (Clinical).

3. Provisional Member

A person may be admitted as a Provisional member who:

(a) Has education and training in counselling and psychotherapy undertaken in a qualification approved by the Tertiary Education Quality Standards Agency (TEQSA) or the Australian Skills Quality Authority (ASQA) at either the undergraduate or postgraduate levels (AQF level 7 to 9). The minimum volume of learning requirements listed below apply to any program, whether undergraduate or postgraduate.

400 hours of instruction (minimum) (applicable to AQF7-9). This may be made up of:

- i) 200 hours direct person-to-person instruction of which 60 hours may be synchronous online (e.g. interactive webinars).
 - This equates to 140 hours which must be solely taught face-to-face, plus 60 hours of synchronous training
 - The central focus of this person-to-person instruction is on interpersonal skills development
- ii) 200 hours of instruction may be conducted via online asynchronous training for theory-based studies.

In addition, a minimum of 40 hours of face-to-face counselling or psychotherapy practice (client contact) with 10 hours of supervision (related to client contact) must be completed within training and assessed as successful by the training provider. Successful completion of supervised practice is required to be evidenced by a log signed by the responsible supervisor(s), and;

(b) has a current contract with a clinical supervisor, and;

(c) is covered by a current professional indemnity insurance policy, and

(d) is currently practising as a counsellor or educator.

A Provisional member may use the post nominal MQCA (Provisional).

4. Associate Member

A person may be admitted as an Associate member who:

(a) has relevant training in counselling/psychotherapy to at least Diploma standard (or equivalent) and;

(b) has a current contract with a clinical supervisor; and

(c) is covered by a current professional indemnity insurance policy; and

(d) is currently practising as a counsellor.

An Associate member may use the post nominal MQCA (Assoc).

5. Affiliate member

A person may be admitted as an Affiliate member who

(a) has professional training and qualifications and is using counselling skills but does not otherwise meet the criteria for Associate membership; or

(b) has completed an approved training course in counselling or psychotherapy and is actively seeking employment as a counsellor or psychotherapist;

(c) is a Clinical, Provisional or Associate member who has retired from practice and wishes to continue to have an affiliation with QCA.

An Affiliate member is not recognised by the Association to practise as a counsellor or psychotherapist, does not have voting rights, and cannot be elected as an Office Bearer or a member of the Management Committee.

6. Student member

6.1 A person may be admitted as a student member if they are currently enrolled in a training course in counselling and/or psychotherapy.

6.2 Upon graduation student members may not be admitted to Provisional or Clinical levels of membership unless they have met the relevant PACFA training standards.

The number of members is unlimited.

6. New membership

- (1) An application for membership must be
 - (a) in writing; and
 - (b) signed by the applicant; and
 - (c) in the form decided by the Management Committee.

7. Membership fees

- (1) The membership fee for each category of membership
 - (a) is the amount decided by the members at a general meeting; or
 - (b) the amount varied by the elected Management Committee by either an increase no higher than the published CPI increase, or decreased to an amount which is financially sustainable; and
- (b) is payable annually by the 1st July.

8. Admission and rejection of members

- (1) The Management Committee must consider an application for membership at a meeting of the Committee held after it receives
 - (a) the completed application including required documentation; and
 - (b) the appropriate membership fee for the application.
- (2) The Management Committee must ensure that, at a time no later than when the Management Committee considers the person's application, the person is advised
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance – the amount of the insurance.
- (3) The Management Committee may decide at the meeting to accept or reject the application or request more information from the applicant.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the category of membership applied for.
- (5) The Secretary of the Association ensures the applicant is informed of its decision, in writing, as soon as practicable after the Management Committee meeting.

9. When membership ends

- (1) A member may resign from the Association by giving a written notice of resignation to the Secretary or person appointed by the Management Committee.
- (2) The resignation takes effect at
 - (a) the time the notice is received by the Secretary or person appointed by the Management Committee; or
 - (b) if a later time is stated in the notice - the later time.
- (3) The Management Committee may terminate membership if the member
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) engages in behaviours considered to be injurious or prejudicial to the character or interests of the Association.

(4) Before the Management Committee terminates membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by or on behalf of the member, the Management Committee decides to terminate the membership, the Secretary of the Association ensures the member is given a written notice of the decision.

10. Appeal against rejection or termination of membership

Applicants and members may appeal the following decisions of the management committee:

- (1) That the requirements for the applied membership level have not been met
- (2) That the applicant has been granted a lower level of membership than that for which they applied
- (3) That the member has not met membership renewal requirements
- (4) That membership has been suspended or terminated
- (5) That a member's application for accreditation as a supervisor has not been approved, or has been revoked

Appeals must clearly state the grounds for appeal in relation to the membership/supervisor requirements listed in the relevant documents on the QCA website.

11. Appeals process

(1) Initially the applicant is required to contact the QCA Registrar within four weeks of receiving the decision, in order to discuss an informal resolution of the dispute. If no resolution is achieved the applicant must submit a formal appeal to the Registrar within four weeks from the above discussion.

(2) The Registrar will request the President to convene an Appeal Committee consisting of two members of the Management Committee and one independent member who is, or has been, on the Management Committee of another PACFA Member Association. This meeting will be convened within four weeks of the appeal being lodged.

(3) At the meeting, the applicant must be given a full and fair opportunity to show why the appeal should be upheld. Similarly the Appeal Committee must be given a full and fair opportunity to show why the appeal should be rejected.

(4) An appeal must be decided by a majority vote of the members of the Appeal Committee and notification of the decision must be given to the President.

(5) The appellant will be notified of the Appeal Committee decision within eight weeks of the appeal being lodged.

(6) If a person whose application for membership or whose termination of membership has been rejected, or whose application for accreditation as a supervisor has been rejected or revoked, does not appeal against the decision within four weeks of receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practical, refund pro-rata membership fees paid by the person.

12. Register of members

- (1) The Secretary must keep a register of members of the Association.
- (2) The register of members must include the following particulars for each member-
 - (a) the full name of the member
 - (b) the postal and/or residential address of the member
 - (c) the date of admission as a member
 - (d) current membership category
 - (e) current details of PACFA and ARCAP registration
 - (f) the date of death or resignation of the member
 - (g) details about the termination or reinstatement of membership
 - (h) any other particulars the Association may decide
- (3) The register must be open for inspection by members of the Association at reasonable times.
- 4) A member must contact the Secretary to arrange an inspection of the register.
- (5) The Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection, if the Management Committee has reasonable grounds for believing that such disclosure of the information would put the member at risk of harm.

13. Prohibition on use of information on register of members

- (1) A member of the Association must not
 - (a) use information obtained from the register of members of the Association or the Association's website to contact or send material to, another member of the Association for the purpose of advertising for political, religious, charitable, or commercial interests; or
 - (b) disclose information obtained from the register or the Association's website to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial interests.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

14. Appointment or election of Secretary

- (1) The Secretary must be a resident of the State of Queensland, or of another State but not more than 65 km from the Queensland border, and must be –
 - (a) a Clinical or Provisional member of the Association elected by the Association as Secretary at a General Meeting; or
 - (b) any of the following persons appointed by the Management Committee as Secretary
 - (i) member of the Association's Management Committee
 - (ii) another Clinical or Provisional member of the Association
- (2) If a vacancy occurs in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected within one month after the vacancy occurs.
- (3) If the Management Committee appoints a person mentioned in Subrule (1)(b)(ii) as Secretary, the person becomes a member of the Management Committee.

15. Removal of Secretary

- (1) The Management Committee may at any time remove a person appointed by the committee as the Secretary.

(2) If the Management Committee removes a Secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Management Committee.

(3) If the Management Committee removes a Secretary who is a person mentioned in rule 15(1)(b)(ii) the person does not remain a member of the Management Committee.

16. Functions of Secretary

The Secretary's functions include, but are not limited to

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) keeping a register of members of the Association

17. Membership of Management Committee

(1) The Management Committee of the Association consists of the President, Vice-President, Treasurer, Secretary and 2 to 4 committee members elected at a general meeting.

(2) A member of the Management Committee must be a Clinical or Provisional member

(3) At the first Annual General Meeting held after the adoption of this Constitution,
(a) if the Management Committee consists of an even number of members, half of that number; or
(b) if the Management committee consists of an odd number of members, the integral number of members nearest to and exceeding half of that odd number, shall retire from office but shall be eligible for re-election to membership of the Management Committee

(4) At each successive Annual General Meeting after the meeting referred to in Subrule (3), those Management Committee members who have served longer than one term of office without having faced re-election shall retire from office but shall be eligible for re-election to membership of the Management Committee.

(5) A Clinical or Provisional member of the Association may be appointed to a casual vacancy on the Management Committee under rule 21.

18. Electing the Management Committee

(1) A member of the Management Committee can only be elected as follows-
(a) any two Fellows, or Clinical, Provisional or Associate members may nominate another member (the candidate) to serve as a member
(b) the nomination must be
(i) in writing; and
(ii) signed by the candidate and the members who nominated him or her; and
(iii) given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held
(c) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;
(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting

(2) A person may be a candidate only if the person is
(a) a Clinical or Provisional member

(b) not ineligible to be elected as a member under Section 61A of the Act.

(3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the QCA website at least 7 days immediately preceding the Annual General Meeting.

(4) If required by the Management Committee, ballot papers must be prepared containing the names of the candidates in alphabetical order.

19. Resignation, removal or vacation of office of a Management Committee member

(1) A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.

(2) The resignation takes effect at-

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice - the later time.

(3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against removal from office under this rule.

(6) A member must immediately vacate the office held in the circumstances mentioned in Section 64(2) of the Act.

20. Vacancies on Management Committee

(1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member who is eligible under Rule 19(2) to fill the vacancy until the next annual general meeting.

(2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

(3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Management Committee, the continuing members may act only to

- (a) increase the number of Management Committee members to the number required for a quorum; or
- (b) call a general meeting of the Association.

(4) In this rule – **casual vacancy**, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or ceases to hold office.

21. Functions of Management Committee

(1) Subject to these rules or a resolution of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.

(2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any

interpretation must have regard to the Act including any regulation made under the Act.

The Act prevails if the Association Rules are inconsistent with the Act – see Section 1B of the Act.

- (3) The Management Committee may exercise the powers of the Association
- (a) to raise or secure the payment of amounts in a way the Association members decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, charged upon the whole or part of the Association's assets, both present and future; and
 - (c) to invest in a way the members may from time to time decide.

22. Meetings of Management Committee

(1) Subject to these rules, the Management Committee may meet and conduct its proceedings as it considers appropriate.

(2) The Management Committee must meet at least once every 4 months to exercise its functions.

(3) The Management Committee must decide how a meeting is to be called.

(4) Notice of a meeting is to be given in the way decided by the Management Committee.

(5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(6) A committee member who participates in the meeting as mentioned in Subrule (5) is taken to be present at the meeting.

(7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal the question is decided in the negative.

(8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has a vested interest in the contract or proposed contract.

(9) The President is to preside at a Management Committee Meeting.

(10) If the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside at the meeting.

23. Quorum for, and adjournment of, Management Committee meeting

(1) At a Management Committee meeting, a quorum consists of half the number of members comprising the Management Committee at the last Annual General meeting. If the number of Management Committee members is an odd number, the quorum consists of the integral number of members nearest to and exceeding half of that odd number.

(2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a Management

Committee meeting called other than on the request of the members of the committee

- (a) the meeting is to be adjourned for at least 1 day; and
- (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in Subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24. Special meeting of Management Committee

(1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after receiving the request.

(2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

(3) A request for a special meeting must state

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

(5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

25. Minutes of Management Committee meetings

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are maintained in an appropriate and accessible format.

(2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

26. Appointment of subcommittees

(1) The Management Committee may appoint subcommittees consisting of members of the Association considered appropriate to help with the conduct of the Association's operations.

(2) A member of a subcommittee, who is not a member of the Management Committee but is invited to be present at a Management Committee meeting, is not entitled to vote at the meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present and, if the votes are equal, the question is decided in the negative.

27. Acts not affected by defects or disqualifications

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when
 - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

28. Resolutions of Management Committee without meeting

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in Subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

29. First Annual General Meeting

The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year.

30. Annual General Meetings

Annual General meetings must be held

- (a) at least once each year; and
- (b) within 6 months after the end date of the Association's reportable financial year.

31. Business to be conducted at annual general meeting of level 1 incorporated Associations and particular level 2 and 3 incorporated Associations

- (1) This rule applies only if the Association is
 - (a) a level 1 incorporated Association; or
 - (b) a level 2 incorporated Association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated Association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Association
 - (a) receiving the Association's financial statement and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the Management Committee;
 - (d) for a level 1 incorporated Association—appointing an auditor or an accountant for the present financial year;
 - (e) for a level 2 incorporated Association, or a level 3 incorporated Association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

32. Business to be conducted at annual general meeting of other level 2 incorporated associations

- (1) This rule applies only if the Association is a level 2 incorporated Association to which section 59A of the Act applies. *[Association level as at January 2011]*

(2) The following business must be conducted at each annual general meeting of the Association

- (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the Management Committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

33. Business to be conducted at annual general meeting of other level 3 incorporated Associations

(1) This rule applies only if the Association is a level 3 incorporated Association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Association

- (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the Management Committee.

34. Notice of general meeting

(1) The Secretary may call a general meeting of the Association.

(2) The Secretary must give at least 14 days notice of the meeting to each member of the Association.

(3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

(4) The Management Committee may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing

- (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate the person's membership of the Association.
- (b) a meeting called to hear and decide a proposed special resolution of the Association.

(6) A notice of a general meeting must state the date, time, place and business to be conducted at the meeting.

35. Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is at least double the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus one.

(2) However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 1.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the

meeting lapses.

(5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association

(a) the meeting is to be adjourned for at least 7 days; and

(b) the Management Committee is to decide the day, time and place of the adjourned meeting.

(6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under Subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way as for an original meeting.

36. Procedure at general meeting

(1) A member may take part in and vote at a general meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

(3) At each general meeting—

(a) the President is to preside as chairperson; and

(b) if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and

(c) the chairperson must conduct the meeting in a proper and orderly way.

37. Voting at a general meeting

(1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Clinical and Provisional members present.

(2) Each Clinical and Provisional member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

(3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

(4) The method of voting is to be decided by the Management Committee.

(5) However, if at least 20% of the members present request a secret ballot, voting must be by secret ballot.

(6) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.

(7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

38. Special general meeting

- (1) The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after
- (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by
 - (i) at least 33% of the number of members of the Management Committee; or
 - (ii) the number of members of the Association, equal to at least double the number of members on the Management Committee, plus one; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in Subrule (1)(b) must state
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the Secretary
- (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

39. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form

<p style="text-align: center;">Queensland Counsellors Association Inc Proxy Form 1</p> <p>I, _____, being a member of the Association, appoint _____</p> <p>as my proxy to vote on my behalf at the (annual) general meeting of the Association, to be held on the ____ day of _____ 20</p> <p>and at any adjournment of the meeting.</p> <p>Signed this ____ day of _____ 20 .</p> <p>Signature _____</p>

- (2) The instrument appointing a proxy must be signed by the appointer properly authorised in writing.
- (3) A proxy must be a Clinical or Provisional member of the Association.
- (4) The instrument appointing a proxy is taken to confer authority to request or join in

requesting a secret ballot.

(5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form

Queensland Counsellors Association Inc Proxy Form 2

I, _____, being a member of the
Association, appoint _____

as my proxy to vote on my behalf at the (annual) general meeting of the
Association, to be held on the ____ day of _____ 20
and at any adjournment of the meeting.

Signed this ____ day of _____ 20 .

Signature _____

This form is to be used *in favour of /*against [*strike out whichever is not wanted*]

the following resolutions -

[*List relevant resolutions*]

40. Minutes of general meetings

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are maintained in an appropriate and accessible format.

(2) To ensure the accuracy of the minutes

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy;

and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the Association, the Secretary must, within 28 days after the request is made

(a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member a copy of the minutes.

(4) The Association may require the member to pay the reasonable costs of providing a copy of the minutes.

41. By-laws

(1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

(2) A by-law may be set aside by a vote of members at a general meeting of the Association.

(3) The Management Committee will maintain a register of the by-laws of the Association that is available for inspection by members.

42. Alteration of rules

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal or addition is valid only if it is registered by the Secretary

43. Common seal

(1) The Management Committee must ensure the Association has a common seal.

(2) The common seal must be

(a) kept securely by the Management Committee; and

(b) used only under the authority of the Management Committee.

(3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by

(a) the Secretary; or

(b) another member of the Management Committee; or

(c) someone authorised by the Management Committee.

44. Funds and accounts

(1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;
- (d) any 1 of 3 other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association;
- (e) an administrative delegate authorised by the Management Committee.

(6) However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount to be kept in that account.

(9) All expenditure must be approved or ratified at a Management Committee meeting.

45. General financial matters

(1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

46. Documents

The Management Committee must ensure the safe custody of books, documents, records, instruments of title and securities of the Association.

47. Financial year

The end date of the Association's financial year is 30 June in each year.

48. Distribution of surplus assets to another entity

(1) This rule applies if the Association

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Association.

(3) The surplus assets must be given to another entity

- (a) having objects similar to the Association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule— **surplus assets** see section 92(3) of the Act.