



Adolescent and Family Counsellors Association NSW

# **Adolescent & Family Counsellors Association Inc.**

**Revised 2009**

ADOLESCENT AND FAMILY COUNSELLORS ASSOCIATION INC.

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This is the Annexure of 13 pages marked Rules referred to in the Application for  
Incorporation signed by me,

Print Name..... Signature.....

Position..... Date.....



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## **THE ADOLESCENT AND FAMILY COUNSELLORS ASSOCIATION INC. RULES**

### **1. NAME**

The name of the Association shall be:

The Adolescent and Family Counsellors Association Incorporated or AFCA.

### **2. OBJECTS**

The objects of the Association shall be:

- a) To promote the professional development of the members.
- b) To promote the development of high professional and ethical standards amongst members.
- c) To represent the interest of members generally and individually in their vocational and professional life when called upon by the members to do so.
- d) To obtain, store and disseminate any information or resources, whether written, audio-visual, electronic or other medium for the purpose of achieving the objects of the Association.
- e) To raise, obtain and receive funds or other aid for the purpose of achieving the objects of the Association.
- f) To enlist the aid of such persons or organisations as may be necessary to further the objections of the organisation.
- g) To hold all lands, moneys, securities and other property, real and personal, belonging to the Association.
- h) To invest any moneys of the Association and to hold such investments.
- i) To affiliate with such other bodies as have similar objects.
- j) To do all such lawful things as are incidental or conducive to the achievement of the foregoing objects or any of them.

The Rules of the Adolescent and Family Counsellors Association Inc. contained herein are in accordance with Section 11 and contain those matters specified in Schedule 1, of the Associations Incorporation Act 1984.

Signed.....

Print Name.....

Position Title.....

Date.....



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### **3. MEMBERSHIP**

a) Subject to these Rules the members of the Association shall be comprised of financial members of the Association immediately prior to incorporation together with such other persons who are eligible for membership and who apply and are admitted to membership under these rules.

b) All persons employed as Detached Family / Adolescent and Family Counsellors, whether funded by the Department of Community Services or other funding bodies, shall become eligible for full membership.

c) Persons employed by community based agencies and receiving funding from Government bodies, and who are working in a similar capacity to Detached Family Counsellors are eligible for membership.

d) Associate members shall be decided by the Management Committee and may include former members and people employed in similar job descriptions. Associate members will be invited to attend training and professional development sessions. Associate members do not have voting rights and their membership fees are to be determined by the Management Committee.

e) A person wishing to become a member must:

i) Apply in writing on a membership form approved by the Associations Committee of Management.

ii) Be accepted as a member by a majority vote of the A.F.C.A. Committee.

iii) An up to date CV to be supplied to the Membership Officer on joining AFCA and

upon acceptance, pay such membership fees as prescribed by the Committee of Management from time to time.

f) Members shall pay such fees as are determined by the Association at a General Meeting and shall fall due on the first day of each financial year of the Association.

g) The financial year of the Association shall run from 1st July to 30th June or such other period as is determined by a General Meeting.

h) As soon as practicable after the receipt of an application for membership it shall be considered by the A.F.C.A. Committee who shall determine the admission or rejection of the applicant. In the event of rejection of an application, the A.F.C.A. Committee shall not be required to furnish a reason for the rejection.

i) A register of members and associate members shall be kept showing each member's name, address and the date of commencement of membership. The date of cessation of membership will also be included in the register.



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j) A person shall cease to be a member of the Association if the member:

(i) Dies

(ii) Resigns from membership by notice in writing.

(iii) Is, three (3) months in arrears after notice of membership fees being due has been sent to the member.

(iv) Is expelled from membership in accordance with these rules.

### **4. MANAGEMENT**

a) The control, direction and management of the affairs of the Association shall be vested in the Committee of Management, which shall consist of five members.

b) Members of the Committee of Management shall be re-imbursed such reasonable out of pocket expenses as may be determined by the committee from time to time.

c) Members of the Management Committee shall be elected by the members at the Annual General Meeting.

### **5. OFFICE BEARERS**

a) **Executive Committee Duties (Revised 2009)**

**Chairperson - (Vice Chairperson) -**

- Chair executive meetings
- Present report at AGM
- Represent their region
- Facilitate communications and information flow between Regional & Executive
- Operate as signatory of Association Account

**Secretary -**

- Convene executive meeting by keeping all records of business of the Association
- Take and distribute minutes of executive and AGM meetings. These minutes will be available for inspection by any member in 21 days or less.
- Receive and respond to all incoming and outgoing correspondence
- Represent region
- Facilitate communication and information flow between regional members & executive
- Operate as signatory of Association account

**Treasurer-**

- Maintain appropriate financial records of Association



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- Report to AGM
- Organise audit every 12 months prior to AGM
- Lodge annual statement with the Department of Fair Trading
- Provide at all meetings a current balance of accounts and a list of all expenditure
- Represent Region
- Convene Regional Meetings
- Facilitate communication and information flow between regional members & executive
- Operate as signatory of Association Account

### **Membership Officer-**

- After Membership has been applied for and granted, the Membership Officer will send an acceptance letter noting the regional representative who will then be responsible for directing future questions and information
- Ensure membership updated on website
- Represent region
- Facilitate communication and information flow between regional members & the executive
- Operate as signatory of Association Account

b) In the event of a vacancy in the office of an office bearer, the Management Committee may appoint a member to the vacant position.

c) The Secretary shall keep records of the business of the Association including the Rules, minutes of all general and A.F.C.A. Committee Meetings and is responsible to the Dept of Fair Trading for the proper maintenance of the necessary functions of Incorporation. These include holding of the Dept of Fair Trading Certificate of Incorporation; ensuring that minutes of the AGM and Audited Financial Statements be sent to the Dept of Fair trading each year file of correspondence. These records shall be available for inspection by any member in twenty one days or less.

d) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association and shall keep the register of members. These records shall be available for inspection by any member at reasonable notice and shall be held in the custody of the Treasurer.

### **6. PROCEEDINGS OF THE COMMITTEE**

a) The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit, at least quarterly and at such other times it thinks fit, and adjourn and otherwise appoint meetings at its discretion. For the purpose of this rule Telephone and Video Conferences shall also constitute a meeting. Minutes will be kept on all occasions.

b) Questions arising at any meeting of the A.F.C.A. Committee shall be decided by a majority of votes of those present and voting on the question.



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- c) Each A.F.C.A. Committee Member including the Chairperson has one vote.
- d) The Chairperson shall have a casting vote in the case of a tied vote.
- e) Any member of the Committee of Management who has a direct or indirect pecuniary interest shall declare such interest to the committee as soon as they are aware of such interest.
- f) Reasonable notice of Association committee meetings shall be given to each member by such means as the committee may determine from time to time. Meeting date will be determined prior to the meeting.
- g) Notwithstanding a vacancy in the Management Committee, the committee may continue to act provided that the numbers constituting the committee do not fall below the requisite number of a quorum established by these rules.
- h) The Secretary shall on the request of any two members of the Management Committee summon a meeting of the Management Committee. The Secretary shall give seven (7) days clear notice of such meeting.
- i) All members of the Association shall be able to attend all meetings of the Management Committee and to speak, but not to vote at such meetings or to remain after they have addressed the meeting. The committee may invite non-members to attend.
- j) The annual statement from the Dept of Fair Trading needs two executive members to sign. These to be the Secretary and the Chairperson.

### **7. SUB-COMMITTEES**

- a) The Management Committee may establish sub-Committees and branches as they see fit for the better functioning of the Association. All such sub-Committees and Branches shall be subject to the direction of the Committee of Management.
- b) Any sub-Committee or Branch must include at least one (1) member of the Management Committee of the Association. The Chairperson of a sub-Committee shall report on the operations of the sub-Committee to the Management Committee meetings of the Association.
- c) Only members of the Association shall be entitled to attend meetings, sub-committees and Branches of the Association provided that the Committee of Management may by resolution invite non-members to attend any sub-committees for such purposes as will further the interests of the organisation .

### **8. VACATION OF OFFICE**

The office of a member of the A.F.C.A. Committee shall become vacant if the member:

- a) Dies;
- b) Resigns from office by notice in writing to the Association;



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- c) Is absent for more than six (6) months without leave of the Management Committee from meetings of the Management Committee held during that period;
- d) Ceases to be a member of the Association;
- e) Is removed from office by a resolution passed by a two-thirds (2/3) majority of members at a properly constituted General Meeting specially called for this purpose;

### **9. MEMBERS LIABILITY**

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

### **10. GENERAL MEETINGS**

- a) The Annual General Meeting of the Association shall be held each year within six (6) months from the end of the financial year of the Association.
- b) The Secretary shall call a Special General Meeting of the Association on receiving a directive from the Management Committee, or upon a written request from no less than ten members. The request must be signed by the members and must specify the business to be carried out at that meeting.
- c) Not less than twenty-one (21) clear days notice shall be given to the members of any Special General Meeting. The notice shall specify the place, date and hour of the Special General Meeting and nature of the business to be carried out at that meeting.
- d) Only such business as is specified in the written request for the meeting shall be transacted at the Special General Meeting. At such meetings the minutes of previous Special General Meetings will be submitted for adoption.
- e) Notice of any Annual, Regular or Special General Meeting shall be given by the Secretary to all members. Such notice shall specify the business to be transacted at the meeting. Notice of the meeting shall be given to members.
- f) In the case of the Annual General Meeting the following business shall be transacted :
  - i) Confirmation of the minutes of the last Annual General Meeting and any Special General Meeting held during the year;
  - ii) Receipt of the A.F.C.A. Committee's report upon the activities of the Association in the last financial year;
  - iii) Election of Office Bearers;
  - iv) Receipt and consideration of the annual statement which is required to be submitted to members by Section 26(6) of the Associations Incorporation Act 1984.





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### **11. QUORUM**

- a) At Branch Meetings, a quorum shall consist of three members (3) or twenty percent (20%) of members, whichever is greater.
- b) At General Meetings, a quorum shall consist of ten (10) members or twenty percent (20%) of members, whichever is greater.
- c) At meetings of the Management Committee, a quorum shall consist of three (3) members.
- d) Should, within half an hour (30 mins) of the time set down for a Branch, General or Management Committee meeting to commence, a quorum not be present, then the meeting shall be adjourned to the same time and place seven (7) days later or to a place and time within one (1) month of the date of such meeting the place and time of the adjourned meeting to be determined by those present. At such an adjourned meeting, a quorum shall consist of .....members.
- e) If at the adjourned meeting a quorum is not present within half an hour (30 mins) of the time appointed for the meeting, the meeting shall be dissolved.

### **12. PROCEEDINGS AT GENERAL MEETINGS**

- a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for more than thirty (30) days, notice shall be given of the adjourned meeting as in the case of the original meeting. In the case of any other adjournment, it shall not be necessary to give such notice.
- b) At any General Meeting a resolution put to the vote of a meeting shall be decided by a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chairperson or by at least three (3) members present.
- c) In the case of an equality of votes, whether on a show of hands or a poll, the Chairperson shall be entitled to a second (2<sup>nd</sup>) or casting vote.

### **13. FINANCES**

- a) The financial year of the Association shall run from 1<sup>st</sup> July to 30<sup>th</sup> June or such other period as is determined by a General Meeting.
- b) All moneys received by the Association shall be deposited at the earliest possible date to the credit of the Association's bank account. Receipts for money received shall be issued promptly.
- c) The funds of the Association shall be derived from the fees of members, donations, grants, fund raising and such other sources approved by the Association.





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- d) All accounts over fifty dollars (\$50) shall be paid by cheque and all cheques shall be signed by any two (2) of the Signatories who shall be appointed from time to time by the Committee of Management.
- e) The Treasurer shall present a financial report to every Management Committee Meeting.
- f) All accounts shall be presented to and passed for payment at a A.F.C.A. Committee meeting and details of all such approvals shall be entered in the minutes book.

### **14. MINUTES**

- (a) Minutes shall be kept of all meetings of the Association.
- (b) The minutes of the proceedings of all meetings shall be kept in a suitable book which shall be open for inspection by any member of the Association upon reasonable notice to the Secretary.
- (c) Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held, or of the next succeeding meeting.

### **15. RESOLUTION OF INTERNAL DISPUTES**

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

### **16. SUSPENSION/DISCIPLINING OF MEMBERS**

- a) Where the A.F.C.A. Committee is of the opinion that a member of the Association -
  - i) Has persistently refused or neglected to comply with these Rules and/or the policy and procedures of the Association or
  - ii) Has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Management Committee may, by resolution institute formal disciplinary procedures.
- b) Where the Management Committee institutes formal disciplinary procedures, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
  - i) Setting out the resolution of the Management Committee and the grounds on which it is based
  - ii) Stating that the member may address the Management Committee at a meeting to be held not earlier than twenty-one (21) days and not later than twenty-eight (28) days after the service of the notice; and
  - iii) Stating the date, place and time of the meeting; and



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iv) Informing the member that the member may do any or all of the following:

- a) Attend and speak at the meeting;
- b) Submit to the Management Committee, three (3) working days prior to the date of that meeting, written representations relating to the resolution;
- c) The member/s in question may attend the meeting in the company of one support person of their choice.

c) At a meeting of the Management Committee held as referred in clause iv) (b), the A.F.C.A. Committee shall -

- i) Give the member an opportunity to make oral representations,
- ii) Give due consideration to any representation submitted to the Management Committee by the member prior to the meeting, and;
- iii) At that meeting or within seven (7) days of the meeting confirm or revoke disciplinary action that may include any of the following at the discretion of the Management Committee;

- a) Censure Member;
- b) Suspend the member from membership for a specified period and/or;
- c) Expel the member from the Association.

d) Where the Management Committee makes a resolution under clause (c), the Secretary shall, within seven (7) days after the making of the resolution, by notice in writing, inform the member of the fact and of the member's right to appeal under Rule 16.

e) A resolution made by the Management Committee under clause (c) does not take effect

- i. Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within the set period as set forth in rule 16(a) or
- ii. Where the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with Rule 16(d).

(f) Upon conviction of any offence a person shall cease to be a member of the Association.

### **17. RIGHT OF APPEAL OF DISCIPLINED MEMBERS**

a) A member may appeal to the Association in a Special General Meeting against a resolution of the Management Committee which is made under Rule 15(c), within seven (7) days after notice of the resolution is served on the member by lodging a notice with the Secretary to that effect.

b) Upon receipt of a notice from a member under clause 16 (a), the Secretary will notify the Management Committee, which shall convene a Special General Meeting at the Association



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to be held within twenty-eight (28) days after the date on which the Secretary received the notice.

- i) In the notification of the Special General Meeting it will be made clear to all members of the Association that all relevant documentation from both the Management Committee and the appellant shall be available to the membership from seven (7) working days prior to the Special General Meeting.
  - ii) All members of the Association can apply to view the relevant documentation in the seven (7) days preceding the Special General Meeting.
- c) The Secretary, in discussion with the appellant, will then appoint, from the membership, an exofficio Chairperson, Secretary and Returning Officer for the Special General Meeting. If there is no agreement as to who shall fulfil these roles at the Special General Meeting then these will be elected at the meeting as the first business;
  - i) The exofficio Chairperson will be responsible for the running of the Special General Meeting.
  - ii) The exofficio Secretary will be responsible for taking minutes of the Special General Meeting. At the completion of the process minutes will be handed to the Secretary for storage in a special archive.
  - iii) It will be the responsibility of the exofficio Returning Officer to count the votes from the Special General Meeting and any proxy votes. Both the appellant member and the Management Committee may appoint scrutineers to this process if they so desire.
- d) At the Special General Meeting of the Association convened in accordance with clause 16(b) -
  - (i) No business other than the appeal shall be transacted;
  - (ii) The Management Committee and the appellant member shall be given the opportunity to state their cases orally and/or in writing;
  - (iii) Both parties to the appeal seven (7) working days prior to the Special General Meeting must receive all written submissions;
  - (iv) All written submissions shall be available to the membership from seven (7) days prior to the Special General Meeting.
- e) The members present shall vote by secret ballot on the question of whether the resolution of the Management Committee should be confirmed or revoked.
- f) Where the Management Committee resolve;
  - (1) Suspension of the member,



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or

(2) Expulsion of the member.

Then confirmation of this resolution requires a two-thirds (2/3) majority of members voting at a properly constituted Special General Meeting.

(g) The decision of the Special General Meeting confirming or revoking the resolution of the Management Committee will be final -

i) It will be the task of the exofficio Secretary to convey, in writing, the resolution of the membership at the Special General Meeting to both the appellant member and the Management Committee within seven (7) working days of the completion of the counting of votes.

ii) It will be the task of the Management Committee Secretary to inform the membership as to whether the resolution of the Management Committee was confirmed or rejected.

## **18. SPECIAL RESOLUTIONS**

a) A special resolution must be passed by a General Meeting of the Association to effect the following changes:

- i) A change of the Association's name;
- ii) A change of the Association's Rules;
- iii) A change of the Association's objects;
- iv) An amalgamation with another Incorporated Association;
- v) To voluntarily wind-up the Association and distribute its property;
- vi) To apply for registration as a Company.

b) A special resolution shall be passed in the following manner:

- i) A notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution.
- ii) The notice must give details of the proposed special resolution and give at least twenty-one (21) days notice of the General Meeting;
- iii) A quorum must be present at the General Meeting;
- iv) At least two thirds (2/3) of those present in person must vote in favour of the resolution; 13



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v) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Consumer Affairs for permission to pass the resolution in some other way.

### **20. DISSOLUTION**

The Association shall be dissolved in the event of the membership being less than ten (10), or upon the vote of a simple two-thirds (2/3) majority of members present at a Special General Meeting convened to consider such questions. In the event of dissolution, the surplus assets over liabilities will be handed over to such Associations as the Special General Meeting shall determine in accordance with section 53 of the Associations Incorporation Act 1984.

### **21. MISCELLANEOUS**

a) The Association shall effect and maintain insurance as required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.

b) The Common Seal of the Association shall be kept in the custody of the Public Officer and shall only be affixed to a document with the approval of the A.F.C.A. Committee, The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the A.F.C.A. Committee.

c) The treasurer will provide the registry with the financial statement which is presented at the AGM. This document will set out any resolutions made at the AGM about the statement of Summary of the Association affairs in an approved form.

I HEREBY CERTIFY the foregoing to be a true and correct copy of the Rules of the Association.

.....person authorised to apply for incorporation.

.....date

Adopted (with revisions) at AFCA AGM 27<sup>th</sup> August 2009