



**ACT Careers Association Inc.**

# **Constitution**





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## Part 1 Preliminary

### 1. Name

1. The name of the incorporated Association is Australian Capital Territory Careers Association (ACTCA). In the constitution it is referred to as the Association.

### 2. Definitions

1. In these rules:

- **financial year** of the Association is each period of 12 months ending on 31st December
- **member** means a member, however described, of the Association.
- **executive committee member** means an Association office bearer of president, vice president, treasurer and secretary
- **ordinary committee member** means a member of the committee who is not an office-bearer of the Association
- **office bearer** means the person holding office under these rules of the Association.
- **public officer** acts as the contact between the Association and the ACT government (Access Canberra).
- **the Act** means the Associations Incorporation Act 1991.
- **the regulation** means the Associations Incorporation Regulation 1991.
- **chairperson** of a general meeting or committee meeting, means the person chairing the meeting
- **committee** means the committee having management of the business of the Association
- **committee meeting** means a meeting of the committee held in accordance with these rules
- **committee member** means a member of the committee elected or appointed
- **general meeting** means a general meeting of the members of the Association convened in accordance with Part 1.4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting
- **conflict of interest** a situation in which the concerns or aims of two different parties or roles are incompatible
- **young person** means a person who is 12 years old or older, but not yet an adult
- **child** means a person who is under 12 years old
- **CICA** is the Career Industry Council of Australia, the national peak body for the career industry in Australia.

### **3. Application of Legislation Act 2001**

1. The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the [Act](#).

### **4. Objects of the Association**

1. The ACT Careers Association's vision is that all children and young people in the ACT community have access to career development services and/or programs.
2. The ACT Careers Association purpose is to support its members to build specialist skills and knowledge to prepare, promote and provide evidence-based career development services and/or programs to all children and young people in the ACT community by:
  - providing continuing professional development (CPD) opportunities aligned to the CICA Professional Standards for Australian Career Development Practitioners (CICA 2019)
  - building collaborative partnerships with local industry, relevant stakeholders and other career associations
  - sharing evidence-based careers practice
  - facilitating member networking
  - advocating for the delivery of career education as a teaching area requiring expertise, and career counselling as a specialist field of guidance in ACT schools.

## **Part 1.2 Membership**

### **5. Membership**

1. The Association must have at least five members.
2. A person is eligible to be a member if they -
  - a) subscribe to the objects of the Association
  - b) comply with the Association rules, CICA's Code of Ethics and Code of Conduct
  - c) nominate for membership in accordance with section 7.1.
  - d) are approved for membership of the Association by the committee of the Association
  - e) have not ceased to be a member of the Association

### **6. Rights of members**

1. A member of the Association who is entitled to vote has the right to –
  - a) receive notice of general meetings in the manner and time described by these rules; and
  - b) submit agenda items for consideration at a general meeting; and
  - c) attend and be heard at general meetings; and
  - d) vote at general meetings; and
  - e) have access to the minutes of general meetings and other documents specified in these rules; and
  - f) inspect the register of members;

2. A member of the Association is entitled to vote if –
  - a) they have been an approved member for more than 7 days
  - b) the member’s membership rights are not suspended

## **7. Nomination for membership**

1. A nomination of a person for membership of the Association -
  - a) must be made to the Association in writing
  - b) must be signed (handwritten or electronic signature) by the applicant
  - c) must be lodged with the secretary of the Association
  - d) may be accompanied by a joining fee. The joining fee is the fee (if any) determined by the Association.
  - e) the secretary must refer the nomination to the committee as soon as practicable after receiving the nomination, which must decide whether to approve or reject the nomination
  - f) individuals nominating for membership are required to indicate their preferred membership category from four options based on their career qualification level, Professional or Associate, or if unqualified, Collegial or Industry
2. On approval of the nomination by the committee the secretary must -
  - a) notify the nominee of that approval and request an unfinancial nominee pay the membership fee within 2 calendar months.
  - b) On payment by the nominee of the joining fee, enter the nominee’s name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

## **8. Categories of membership**

1. Categories of members of the Association are -
  - a) Professional member  
ACTCA professional membership is available to career development practitioners who have gained a CICA endorsed Graduate Certificate or higher. Professional Career Development Practitioner status may also be gained through ACTCA’s Alternative Pathways (Appendix 1). Professional Career Development Practitioners work in a range of settings, coordinate teams including Associate Career Development Practitioners, and in supervisory roles.
  - b) Associate member  
ACTCA associate membership is available to career development practitioners who have gained a CICA endorsed Certificate IV in Career Development. Associate Career Development Practitioner status may also be gained through ACTCA’s Alternative Pathways (Appendix 2). Associate Career Development Practitioners work in support roles.
  - c) Collegial member  
ACTCA collegial membership is available for individuals with no career qualifications but would like to support the ACTCA and stay informed about the



career industry. Collegial members agree to abide by the ACTCA rules and the Code of Conduct. CICA's professional standard requirements are not applicable to this membership category.

d) Industry member

ACTCA industry membership is available for education institutions, businesses, organisations and other industry stakeholders that support the vision, purpose and goals of the ACTCA. Industry members agree to abide by the Association rules and ACTCA Code of Conduct. CICA's professional standard requirements are not applicable to this membership category.

e) Life member

Life membership is granted by the Association as acknowledgement and recognition of the outstanding and distinctive service of an ACTCA member to the ACTCA, the ACT careers community and the field of careers. ACTCA members are encouraged to nominate potential Life Members to the ACTCA committee addressing the publicised criteria. Life members hold Professional or Associate membership and are financial members of the ACTCA at the time of the nomination.

2. The Professional and Associate categories of membership of the Association are defined by the qualification level of Professional and Associate Career Development Practitioners as set out in CICA's *Professional Standards for Australian Career Development Practitioners* (2019).
3. Association's alternative pathways to Professional or Associate Career Development Practitioner status is defined by the ACTCA's Alternative Pathways framework (Appendix 1 and 2) and regulated by the Association's committee.
4. The committee may remove or establish additional categories of members and prescribe the qualifications, rights, privileges and obligations of members of those categories.

## 9. Membership entitlements not transferable

1. A right, privilege or obligation that a person has because of being a member of the Association -
  - a) cannot be transferred or transmitted to another person
  - b) terminates on cessation of the person's membership

## 10. Cessation of membership

1. A person ceases to be a member of the Association if -
  - a) the person dies; or
  - b) the Association is wound up; or
  - c) the person resigns from membership of the Association; or
  - d) the person is expelled from the Association; or
  - e) the person fails to renew membership with the Association



## **11. Resignation of membership**

1. A member is not entitled to resign from membership of the Association except in accordance with this section.
  - a) A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice of not less than 1 month or, if the committee has determined a shorter period, that shorter period in writing to the secretary of the member's intention to resign. At the end of the period of notice, the member ceases to be a member.
  - b) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

## **12. Register of members**

1. The secretary must keep and maintain a register of members that includes for each current member:
  - a) the member's name
  - b) the email address for notice
  - c) the date of becoming a member
  - d) any notes that denote special member status
  - e) membership category
  - f) date of ceasing to be a member
2. The register of members shall be open for inspection, free of charge by any member of the Association, subject to the Federal Privacy Act 1988 and Association privacy level as indicated on each membership application form.

## **13. Membership fee, subscriptions etc**

1. The entrance fee to the Association in its inaugural year (2020) is \$0.
2. Annual membership renewal fee of the Association is determined by their approved membership category or, if any other amount has been determined by resolution of the committee, that other amount.
3. The annual renewal membership fee is payable, except as provided by section 13.5 before 31<sup>st</sup> March of each year. A person who fails to renew membership with the Association by this date ceases to be a member of the Association.
4. At the annual general meeting, the Association will determine the amount of the annual subscription (if any) for the following financial year and the date for payment of the annual subscription
5. The Committee may determine that any new member who joins after the start of the financial year must, for that financial year pay a fee equal to:
  - a) the full annual subscription
  - b) a pro rata annual subscription based on the remaining part of the financial year
  - c) a fixed annual subscription based on the remaining part of the financial year

6. The rights of a member (including the right to vote) who has not paid the annual membership renewal subscription by the due date are suspended until the subscription is paid.

#### **14. Members' liabilities**

1. The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by section 13.

#### **15. Disciplining of members**

1. If the committee is of the opinion that a member has persistently refused, breached or neglected to comply with a provision of the Association rules, CICA's Professional Standards for Australian Career Development Practitioners, CICA's Code of Ethics or the Association's Code of Conduct; refuses to support the objects of the Association or has persistently and wilfully acted in a manner prejudicial to the interests of the Association; the committee may, by resolution:
  - a) expel the member from the Association; or
  - b) suspend the member from the rights and privileges of membership of the Association that the committee may decide for a specified period.
2. A resolution of the committee under section 15.1 is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under section 15.3 confirms the resolution in accordance with this section.
3. If the committee passes a resolution under section 15.1, the secretary must, as soon as practicable, serve a written notice on the member -
  - a) setting out the resolution of the committee and the grounds on which it is based; and
  - b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - c) stating the date, place and time of that meeting; and
  - d) informing the member that the member may do either or both of the following. That is to attend and speak at that meeting and/or submit to the committee at or before the date of that meeting written representations relating to the resolution.
4. Subject to the [Act](#), at a meeting of the committee mentioned in section 15.3, the committee must:
  - a) give to the member mentioned in section 15.1 an opportunity to make oral representations; and
  - b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
  - c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection 15.1.

5. If the committee confirms a resolution under section 15.4, the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 16.
6. A resolution confirmed by the committee under section 15.4 does not take effect -
  - a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - b) if within that period the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with section 15.

## 16. Right of appeal of disciplined member

1. A member may appeal to the Association in general meeting against a resolution of the committee that is confirmed under section 15.3, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
2. On receipt of a notice under section 16.1, the secretary must notify the committee and call a general meeting of the Association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
3. Subject to the [Act](#), section 50, at a general meeting of the Association called under section 16.2 -
  - a) no business other than the question of the appeal may be conducted; and
  - b) the committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
4. After complying with the section 16.3 above, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
5. A member may not vote by proxy at the meeting. The decision is upheld if not less than three quarters (75%) of the members voting at the meeting vote in favour of the decision.

## Part 1.3 Committee

### 17. Powers of committee

1. The committee, subject to the [Act](#), the regulation, these rules, and to any resolution passed by the Association in a general meeting -
  - a) controls and manages the affairs of the Association; and
  - b) may exercise all the powers of the Association except those powers that are required to be exercised by general meetings of the members; and
  - c) may appoint and remove staff; and
  - d) establish subcommittees consisting of Association members with terms of reference it considers appropriate; and

- e) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

## **18. Constitution and membership**

1. The committee consists of -
  - a) the office-bearers of the Association; and
  - b) ordinary committee members; each of whom must be elected under section 19.
2. The office-bearers of the Association are –
  - a) the president; and
  - b) the vice-president; and
  - c) the treasurer; and
  - d) the secretary
3. Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
4. Each member of the committee must declare any conflicts of interest.
5. If there is a vacancy in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

## **19. Election of committee members**

1. Nominations of candidates for election as office-bearers of the Association or as ordinary committee members -
  - a) must ensure nominee are over the age of 18
  - b) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - c) must be given to the secretary of the Association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
2. Only Professional, Associate and Life members are eligible to be nominated to be an office-bearer on the committee.
3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations of vacant positions may be received at the annual general meeting.
4. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
5. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

7. The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
8. A person is not eligible to simultaneously hold more than 1 position on the committee.

## **20. Election of ordinary committee members**

1. The Association will have four ordinary members of the committee.
2. Any Association member is eligible to be nominated to be an ordinary committee member.
3. The annual general meeting must by resolution decide the number of ordinary members of the committee (if any) it wishes to hold office for the next year.
4. A single election may be held to fill all positions.
5. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
6. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with section 22.
7. An Industry member's nominated delegate is eligible to be elected as an ordinary committee member.
8. Only one Industry member from the Association's membership is permitted to be on the committee.

## **21. Term of Office.**

1. Positions of the committee are vacant or declared vacant at the annual general meeting.
2. An executive committee member may be re-elected consecutive years.
3. An ordinary committee member may be re-elected consecutive years.
4. A committee member may not serve their full term of office subject to section 10.
5. A committee member may resign from the Committee by written notice (section 11) addressed to the committee.
6. The committee may, by special resolution remove a committee member from office.
7. The committee may elect an eligible member of the Association to fill a vacant committee position.

## **22. Ballot**

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the elected position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must give a blank piece of paper to –
  - a) each person present, in person; and
  - b) each proxy appointed by a member. For example, if a member has been appointed the proxy of 2 other members, the member must be given 3 ballot papers.
6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

7. If the ballot is for more than one position, the vote must write on the ballot paper the name of each candidate for whom they wish to vote. If ballot papers do not comply, they are not counted.
8. The returning officer must declare elected the candidate/s who receives the most votes.
9. If 2 or more candidates receive the same number of votes, the returning officer must conduct a further election for the position to decide the elected candidate, or with agreement of those candidates, decide by lot (e.g., toss a coin) which of them is to be elected.
10. Subject to there being vacancies in relevant positions, votes will be conducted, counted and determined in the following order –
  - a) votes for election of the President
  - b) votes for election of the Vice President
  - c) votes for election of the Secretary
  - d) votes for election of the Treasurer
  - e) votes for election of the ordinary committee members
11. A member who has been elected to a position on the committee is ineligible to be elected, appointed or hold any other position on the committee. Any votes cast for a member who is ineligible, shall be disregarded for the purpose of that resolution.

## 23. Duties of office bearers

1. All office bearers –
  - a) as soon as practicable after being elected or appointed to the committee, must become familiar with the Association rules, CICA's Code of Ethics, the Association's Code of Conduct and the [Act](#).
  - b) collectively ensure that the Association complies with the [Act](#) and that all members of the committee comply with these rules.
  - c) must exercise their powers and discharge their duties with due care and diligence.
  - d) must declare all conflicts of interest.
2. The President shall –
  - a) act as principal advocate and representative for the Association
  - b) represent the Association during their term of office at the local, national and international level; and
  - c) preside over general meetings, committee meetings of the Association and at public meetings; and
  - d) be in charge of the business of the Association, and other officers of the Association; and
  - e) authorise agenda items for general and committee meetings; and
  - f) initiate and develop professional development opportunities for members to support the implementation and maintenance of the Professional Standards for Australian Career Development Practitioners, including CICA's Code of Ethics.
  - g) liaise with Association corporate members and establish strategic working partnerships with key local organisations and industry

- h) actively promote the importance of career development in schools
  - i) prepare the Association's Annual Report.
3. The Vice President shall –
- a) assist in the duties described in section 23.2 whenever required
  - b) assist other committee members in their duties as required
  - c) build communication and networks within the Association, with particular emphasis on supporting new members.
  - d) actively promote the importance of career development in schools
  - e) assist in the development of professional development opportunities for members to support the implementation and maintenance of the Professional Standards for Australian Career Development Practitioners, including CICA's Code of Ethics.
4. The Secretary shall
- a) record, save and distribute the minutes of all elections and appointments of office-bearers and ordinary committee members; and
  - b) record, save and distribute the minutes of all Association meetings; and
  - c) receive, file and present all Association correspondence; and
  - d) collate and distribute agenda items for general and committee meetings as authorised by the President; and
  - e) acknowledge and answer all correspondence as required by the committee; and
  - f) gather and prepare materials for reports, including the committee member's report of activities of the Association; and
  - g) oversee the management of the Association's website and social media accounts; and
  - h) compile the Association's member newsletter; and
  - i) compile the Association's membership register to be shared with the Treasurer; and
  - j) assist with liaison with Association corporate members; and
  - k) share the Association's contact details with relevant stakeholders
  - l) assist in the development of professional development opportunities for members to support the implementation and maintenance of the Professional Standards for Australian Career Development Practitioners, including CICA's Code of Ethics.
  - m) maintain membership database.
  - n) liaise with executive team regarding the Association's financial responsibilities.
  - o) actively promote the importance of career development in schools
5. The Treasurer shall –
- a) provide an annual budget and regular accurate financial records of membership and transactions for the Association
  - b) maintaining the financial records of the Association, including the receipt and expenditure of all monies for the Association



- c) maintaining a list of financial members
- d) collect and receive all amounts owing to the Association and make all payments authorised by the Association;
- e) ensure all financial records are prepared in accordance with the [Act](#) and associated ACT regulators
- f) arrange for an annual audit of the Association's accounts to be undertaken and the reports of that audit to be reported to the committee at the annual general meeting.
- g) assist in the development of professional development opportunities for members to support the implementation and maintenance of the Professional Standards for Australian Career Development Practitioners, including CICA's Code of Ethics.
- h) actively promote the importance of career development in schools

## 24. Appointment of a Public Officer

1. The Association must appoint a member of the Association who is over 18 years of age and a resident of the ACT to –
  - a) provide the Office of Regulatory Services with an annual financial statement, within one month of the annual general meeting
  - b) inform the Office (on a prescribed form with the prescribed fee) if –
    - i. there is a change of Public Officer or a change in registered address
    - ii. there is a change in the Association name
    - iii. the Association becomes a trustee
    - iv. the Association is winding up

## 25. Vacancies

1. A vacancy in the office of a member of the Association committee happens if the member –
  - a) dies; or
  - b) ceases to be a member of the Association; or
  - c) resigns the office; or
  - d) is removed from office under section 26 (Removal of committee members); or
  - e) suffers from mental or physical incapacity which prevents their performance of Association duties; or
  - f) is disqualified from office under the [Act](#), or
  - g) is subject to a disqualification order under the [Act](#), or
  - h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## 26. Removal of committee members

1. The Association in a general meeting may by resolution, subject to the [Act](#), remove any member of the committee from the office of member of the committee before the end of the member's term of office.

## 27. Committee meetings and quorum

1. The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
2. The place of committee meetings may include a physical meeting room (PMR) and/or virtual meeting room (VMR).
3. Additional meetings of the committee may be called by any member of the committee.
4. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 72 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
5. Notice of a meeting given under section 35 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
6. A quorum for the transaction of the business of a meeting of the committee consists of at least half of the total of all committee member positions.
7. No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the place and time of day in the following week, agreed to by the members of the committee.
8. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
9. At meetings of the committee –
  - a) the president or, in the absence of the president, the vice-president presides; or
  - b) if the president and the vice-president are absent—1 of the remaining members of the committee may be chosen by the members present to preside.

## 28. Use of technology

1. A committee member who is not physically present at a committee meeting, may use technology (VMR) that allows committee members at the meeting to clearly and in real time communicate with each other.
2. A committee member participating in a meeting as per section 25.1 is recorded as present and if the member votes at the meeting, is taken to have voted.

## 29. Delegation by committee to subcommittee

1. The committee may, in writing, delegate to one or more subcommittees (consisting of the member, or members of the Association that the committee considers appropriate) the functions of the committee that are specified in the instrument, other than –
  - a) this power of delegation; and
  - b) a function that is a function imposed on the committee by the [Act](#), by any other Territory law, or by resolution of the Association in general meeting.
2. A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

3. A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
4. Despite any delegation under this section, the committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
6. The committee may, in writing, revoke wholly or in part any delegation under this section.
7. A subcommittee may meet and adjourn as it considers appropriate.
8. A subcommittee must report back to the committee.

### **30. Voting and decisions**

1. Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
2. Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

### **31. Special Resolution**

1. A special resolution of the members of the Association requires at least 75% of the votes cast by members in favour of it in order to pass. Where no special resolution is required, an ordinary resolution may be passed by members with a simple majority – more than 50% – of the votes cast.
2. In addition to certain matters specified in the [Act](#), a special resolution is required to:
  - a) remove a committee member from office
  - b) to change any of these rules, including the name of the Association or any of the purposes of the Association

## **Part 1.4 General Meetings**

### **32. Annual general meetings – holding of**

1. With the exception of the first annual general meeting of Association, the Association must, at least once in each calendar year and within 5 months after the end of each financial year of the Association, call an annual general meeting of its members.
2. The Association must hold its first annual general meeting –
  - a) within 18 months after its incorporation under the [Act](#); and
  - b) within 5 months after the end of the first financial year of the Association.
3. Subsections (1) and (2) have effect subject to the powers of the registrar-general under the [Act](#) (section 120) in relation to extensions of time.

### **33. Annual general meetings—calling of and business at**

1. The annual general meeting of the Association must, subject to the [Act](#), be called on the date, place and time that the committee considers appropriate.
2. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to –
  - a) confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - b) receive and consider from the committee reports on Association activities during the last financial year; and
  - c) elect members of the committee, including office-bearers; and
  - d) receive and consider the statement of accounts and financial reports that are required to be submitted to members under the [Act](#), section 73 (1), and
  - e) confirm or vary the Association annual subscription.

### **34. General Meetings – calling of**

1. The committee may, whenever it considers appropriate, call a general meeting of the Association.
2. The committee must, on the requisition in writing of not less than 10% of the total number of members, call a general meeting of the Association.
3. A requisition of members for a general meeting –
  - a) must state the purpose or purposes of the meeting; and
  - b) must be signed by the members making the requisition; and
  - c) must be lodged with the secretary; and
  - d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
4. If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
5. A general meeting called by a member or members mentioned in section 34.4 must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **35. Notice**

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 7 days before the date fixed for the holding of the general meeting, send electronic mail, (using delivery receipt email function) to each registered member notice specifying the place, date, and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. Notice of Association meetings are posted on the Association’s electronic media, including if available the Association’s website, social media platforms and electronic newsletters.

3. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send email notice to each member in the way provided in section 35.1 specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
4. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 33.2.
5. A member desiring to bring any business before a general meeting may give written notice of that business to the secretary, who must include that business in the next notice calling a general meeting.

### **36. General meetings—procedure and quorum**

1. No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
2. 20% of members must be present in person (PMR) or present in the virtual meeting room (VMR), who are entitled under these rules to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.
3. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written email notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.
5. A member who is not physically present at a general meeting, may use technology that allows members at the meeting to clearly and simultaneously (in real time) communicate with each other.
6. A member participating in a meeting as per section 36.5 is recorded as present and if the member votes at the meeting, is taken to have voted.

### **37. Presiding member**

1. The president, or in the absence of the president, the vice-president, presides at each general meeting of the Association.
2. If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

### **38. Adjournment**

1. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned

meeting other than the business left unfinished at the meeting at which the adjournment took place.

2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in sections 38.1 and 38.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **39. Making of decisions**

1. A question arising at a general meeting of the Association is to be decided on a show of hands (literally or electronically) and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Association minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
2. At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
3. If the poll is demanded at a general meeting, the poll must be taken-
  - a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **40. Voting**

1. Subject to section 40.3, on any question arising at a general meeting of the Association a member has 1 vote only.
2. All votes must be given personally or by proxy but no member may hold more than 5 proxies.
3. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
4. A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

### **41. Appointment of proxies**

1. Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

2. The notice appointing the proxy must be in the form set out in the ACTCA Proxy Form and sent electronically to the member.



## Part 2      Miscellaneous

### 42.    Funds—source

1. The funds of the Association are derived from annual subscriptions of members, donations, grants and, subject to any resolution passed by the Association in a general meeting and subject to the [Act](#), any other sources the committee decides.
2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association’s bank account.
3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 43.    Funds—management

1. Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the committee decides.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Association, being members of the committee or employees authorised to do so by the committee.

### 44.    Alteration of objects and rules

1. Neither the objects of the Association mentioned in the [Act](#), nor these rules may be altered except in accordance with the [Act](#) and a special resolution.

### 45.    Custody of records

1. Subject to the [Act](#), the regulation and these rules, the secretary must keep custody or under control all records, and other documents relating to the Association.

### 46.    Inspection of books

1. The records and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.

### 47.    Association registered address

1. The registered address of the Association is –
  - a) The address determined by the committee
  - b) If the committee has not determined an address to be the registered address, the address will be that of the Secretary.

### 48.    Service of notice

1. For these rules, the Association may serve a notice on a member by sending it electronically to the member at the member’s email address shown in the register of members.

*Note* For how documents may be served, see the [Legislation Act](#), part 19.5.

#### **49. Winding up and cancellation**

1. The Association may be wound up by voluntarily by special resolution.
2. In the event of winding up or cancellation of the incorporation of the association, surplus assets of the association must not be distributed to any members, or former members of the association.
3. Subject to the [Act](#) or any court order under the [Act](#) surplus assets must be given to a body that has similar purposes to the Association and which is not transferred for the profit or gain of its members.
4. The body to which the surplus assets are given is decided by special resolution.

#### **50. Surplus property**

1. At the first general meeting of the Association, the Association must pass a special resolution nominating –
  - a) another Association for the [Act](#), section 92 (1) (a); or
  - b) a fund, authority or institution for the [Act](#), section 92 (1) (b);in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
2. An Association nominated under subsection (1) (a) must fulfil the requirements specified in the [Act](#), section 92 (2).

#### **51. Alteration of the rules**

1. These rules may only be altered by special resolution of a general meeting of the Association.



## Appendix 2. ACTCA Alternative Pathway to Associate Career Development Practitioner Status



