Form 204

Certificate of Registration of a Company

Corporations Law Sub-section 121(1)

This is to certify that

AUSTRALIAN GUIDANCE AND COUNSELLING ASSOCIATION LIMITED

Australian Company Number 053 392 340

is a registered company under Division 1 of Part 2.2 of the Corporations Law of New South Wales and because of its registration it is an incorporated company.

The company is limited by guarantee.

The company is a public company.

The day of commencement of registration is the twenty-third day of September 1991.

Given under the seal of the Australian Securities Commission on this twenty-third day of September, 1991.

A G Hartnell

Chairman

AUSTRALIAN SECURITIES COMMISSION
Memorandum

1. The name of the company is AUSTRALIAN GUIDANCE AND COUNSELLING ASSOCIATION LIMITED.

2. The objects of which the Company has been established are:

(a) To work for the professional development and welfare of members;
(b) To promote the guidance position as one of responsibility and significance in education.
(c) To work for the betterment of guidance and special education provisions.
(d) To promote an adequate level of professional training and supervision.
(e) To promote a forum for members to discuss matters of common concern and professional interest including:

(aa) Philosophies underlying education in general, with guidance, special education and support services in particular;
(bb) Current trends in education;
(cc) Provision for children with special needs;
(dd) Community involvement and the rights and responsibilities of parents;
(ee) Current and proposed policies of ministries and departments of education; and
(ff) Other matters of interest to members.
(f) To affiliate with national and international guidance and counselling organisations.
(g) To initiate discussions with senior officers of ministries or departments of education, those discussions to centre on matters of common interest to members.
(h) To comment publicly where appropriate on professional issues of relevance to our membership.
(i) To promote research in the area of guidance and counselling.
(j) To promote and publish such journals, monographs and other publications as the company shall from time to time decide.
(k) To co-operate with other professional, educational, welfare and community organisations.
(l) To subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the company, provided that the company shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the company under or by virtue of Clause 3 of this Memorandum.
(m) In furtherance of the objects of the company to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the company or persons frequenting the company's premises.
(n) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the company provided that in case the company shall take or hold any property which may be subject to any trusts the company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
(o) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the company's objects or any of them; and to obtain from any such government or
authority any rights, privileges and concessions which the company thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(p) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the company.

(q) To establish and support, or aid in the establishment and support of, associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

(r) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(s) To invest and deal with the money of the company not immediately required in such manner as may be permitted by law for the investment of trust funds.

(t) To borrow or raise or secure the payment of money in such manner as the company may think fit and to secure the same, or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the company's property (both present and future), and to purchase, redeem or pay off any such securities.

(u) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(v) In furtherance of the objects of the company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company.

(w) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the company's property of whatsoever kind sold by the company, or any money due to the company from purchasers and others.

(x) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the company but subject always to the proviso in paragraph (g) of this clause 2.

(y) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the company, in the shape of donations, annual subscriptions or otherwise.

(aa) In furtherance of the objects of the company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the company under or by virtue of clause 3 of this Memorandum.

(bb) In furtherance of the objects of the company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate.

(cc) In furtherance of the objects of the company to transfer all or any part of the property, assets, liabilities and engagements of the company to any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate.

(dd) To make donations for patriotic or charitable purposes.
(ee) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company.

Without limiting the generality of the foregoing the company has the powers set out in Section 161 of the Corporations Law.

3. The income and property of the company whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the company.

Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the company, or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the company but so that no member of the Committee of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the company to any member of the Committee except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Committee may be a member of and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

4. The liability of the members is limited.

5. Every member of the company undertakes to contribute to the property of the company in the event of the same being wound up while he is a member or within one (1) year after he ceases to be a member for payment of the debts and liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding ten dollars ($10.00).

6. If upon the winding up or dissolution of the company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 3 hereof such institution or institutions to be determined by members of the company at or before the time of the dissolution, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects.

7. True accounts shall be kept of the sums of money received and expended by the company and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Law.
8. The names and addresses and occupations of the subscribers are as follows:

Susanne PAMMENT
2 Malinya Road
Allambie 2100
Senior Education Officer

Helen KERR-ROUBICEK
97 Mansfield Street
Rozelle 2039
Curriculum Adviser

Christine JONES
11 Colgate Avenue
Balmain 2041
Regional Drug Education Consultant

Jennifer FIELDING
37 Boolarong Road
St Ives 2075
Specialist Counsellor

Judith HATSWELL
37 Oakes Road
West Pennant Hills 2120
District Guidance Officer
Articles of Association

Updated 21/9/1996

Form 205

Notification of a Resolution

Corporations Law Sub-section 171(2), 173(2), 265(1)

In accordance with the passage of the resolution at the Annual general Meeting of the Australian Guidance and Counselling Association Ltd on 21 September 1996, paragraph 32(g) has been inserted in the Articles of Association.

This amendment was lodged with the Australian Securities Commission as Annexure A on 23rd July 1997.

INTERPRETATION

1. In these regulations:

   Law means the Corporations Law including any amendment or re-enactment thereof for the time being in force;

   Affiliated Association means one which has its own constitution but is affiliated with the Company;

   Articles means these Articles of Association and all supplementary substituted or amending Articles for the time being in force;

   Committee or National Executive means the National Executive Committee formed pursuant to Article 32 hereof;

   Company means the company abovenamed;

   Seal means the Common Seal of the company;

   Secretary means any person appointed to perform the duties of a Secretary of the company and includes an Honorary Secretary;

   State Chapter or Chapter means a sub-committee formed pursuant to Article 42;

   Expressions referring to writing shall, unless the contrary intention appears, to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in the visible form;

   Words or expressions contained in these Articles shall be interpreted in accordance with Division 10 of Part 1.2 of
the Corporations Law which was in force at the date at which these Articles became binding on the Company.

2. The company is established for the purposes set out in the Memorandum of Association.

3. The company shall not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of Section 205 of the Law.

MEMBERSHIP

4. The number of members with which the Company proposes to be registered is 1,500 but the Committee may from time to time register an increase of numbers.

5. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these Regulations shall be ordinary members of the company.

MEMBERSHIP STATUS

6. **Ordinary Member** shall be:

(a) a person who has teacher training and who has a major study (or in Queensland an appropriate level of study) in psychology and who has successfully undertaken an accredited post-graduate training which is recognised by the national executive as suitable training for guidance and counselling activities (ie activities incorporating duties of a guidance officer Qld, Vic, Tas, NT, SA, WA; school counsellor ACT, NSW; school psychologist WA) and is providing, or has provided, supervised guidance services to school communities; or

(b) a person who has other training or practical experience which the National Executive recognises as suitable for membership of the Company.

7. **Associate Member** means a person who wishes to subscribe to the objects of the Company and to receive publications and participate in Company activities but who is ineligible for ordinary membership. Associate members have no voting rights.

8. **Life Member** shall mean a person conferred with life membership at an annual general meeting by resolution of the Committee which shall have considered nominations from ordinary members in recognition of exceptional service to the interests of the Company at the Executive Meeting prior to any such annual general meeting and shall be entitled to all rights of ordinary members but from the date of their election shall be exempt from the payment of all levies and subscriptions. The number of life memberships shall be limited to five in each state of the Commonwealth of Australia with a maximum of two to be conferred in any one year.

9. **Honorary Member** means a person who has conferred on him honorary membership at an annual general meeting by resolution of any National Executive which shall have considered nominations from ordinary or life members in recognition of interest in and support of the company or to guidance services generally and shall have no voting rights. The number of honorary members shall be limited to five in each state of the Commonwealth of Australia with a maximum of two in each state to be conferred in any one year.

10. **Emeritus Member** shall be a person who has retired from a guidance position but has been a financial ordinary member of the Company or the previous unincorporated association for a total of five years and shall have no voting rights and shall pay an annual membership fee equal to 50% of the current annual ordinary membership fee.

11. **Provisional Member** shall mean a person who is currently undertaking an accredited post-graduate course which incorporates appropriate guidance and counselling training which the National Executive recognises as suitable training for guidance and counselling practice and shall on the completion of the training course undertake such activities as are recognised by the National Executive as being normal guidance and counselling practice and shall upon advising the State or Territory Committee to that effect be credited with
ordinary membership status and shall until credited with ordinary membership status pay fees at associate membership rates and have no voting rights.

MEMBERSHIP FEES

12. The amount levied for annual membership fees for each class of membership shall be determined from time to time by a meeting of the National Executive. Included in such membership fees shall be the national membership fee and a State Chapter Contribution, the amount of which shall be determined for both Ordinary and Associate Members at any meeting of the National Executive.

13. Such membership fees shall be paid at the time and in the manner determined by the National Executive.

14. Where no State Chapter exists, members who have individually joined the Company shall pay only the annual national membership fee directly to the Company. The National Membership Secretary shall request such fees at the beginning of each calendar year.

ADMISSION AND REJECTION OF MEMBERS

15. Applications for all types of membership:

(a) shall be proposed and seconded by ordinary or life members of the Company and must be in writing and signed by the applicant, proposer and seconder and be in such form as the National Executive from time to time prescribes;

(b) shall be made initially to a State Chapter accompanied by the appropriate fee and shall be considered at the next State Chapter meeting held after its receipt. The Chapter shall determine the admission or rejection pursuant to its powers under Article 42 and shall advise the National Executive accordingly;

(c) shall, where no State Chapter exists, be made to the National Executive.

16. The application pursuant to Article 15(b) shall be determined by a simple majority.

17. Following the consideration of an application the applicant shall be given notice in writing of acceptance or rejection thereof and unsuccessful applicants’ fees shall be refunded.

CESSATION OF MEMBERSHIP

18. A person ceases to be a member if that person:

a) delivers to the Secretary his or her resignation in writing but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of this resignation and for all other moneys due by him or her to the Company and in addition for any sum not exceeding ten dollars ($10.00) for which he or she is liable as a member of the Company under Clause 5 of the Memorandum of Association of the company; or

if that person:

(b) is convicted of an indictable offence; or

(c) fails to comply with any of the provisions of these Articles; or

(d) has membership fees in arrears for a period of six months or more; or

(e) conducts himself in a manner considered by the Committee in its absolute discretion to be prejudicial to the character or interests of the Association.
19. The member concerned shall be given a full and fair opportunity to present his or her case in either or both oral and written form, and if the Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing within seven days of the resolution.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

20. (a) A person whose application for membership has been rejected or terminated may, within one month of receiving written notice, lodge with the Secretary written notice of intention to appeal against the decision of the Committee;

(b) Within three months of the receipt of any notice of intention to appeal, the Secretary shall convene a general meeting to consider the appeal. At any such meeting the applicant shall be given the opportunity to present a case for consideration of the appeal;

(c) The general meeting shall:

(i) transact no business other than the appeal; and
(ii) the members present shall vote by secret ballot on the question of whether the resolution should be revoked or confirmed.

REGISTER OF MEMBERS

21. Every person who at the time of incorporation of the Association was a member of the unincorporated association shall be admitted by the National Executive Committee to the same membership status as held previously.

22. (a) The Committee shall maintain a record, based on preferred mailing addresses of the national membership which shall be updated regularly on advice from each State Chapter;

(b) Each State Chapter shall keep a Membership Register which records the names and residential addresses of all persons admitted to membership of the Company, the dates of their admission and their membership numbers;

(c) Membership numbers shall be determined as follows:

Membership State/Year of Membership/Number - e.g. VIC/87/025;

(d) Particulars of deaths, resignations, terminations and reinstatements of membership and any other particulars as the National Executive may decide shall also be recorded;

(e) The Membership Register shall be available for inspection at any reasonable time by any member who applies to the State Chapter or the Secretary for such inspection.

ENTITLEMENTS AND MEMBERSHIP NOT TRANSFERABLE

23. (a) A right, privilege or obligation which a person has by reason of being a member of the Association:

(i) is not transferable to another person; and
(ii) terminates upon cessation of the person's membership.

(b) Members changing residence from one State to another shall elect either to retain membership through their original State, or apply for membership through the new State, keeping their original membership number with the new prefix added e.g. Q/87/037 --- WA/Q/87/037.
AFFILIATION

24. Any formalised professional body of persons which has, to the satisfaction of the National Executive, an interest
in guidance and counselling activities, and whose requirements for eligibility for membership reflect the purpose,
intent and membership of the Association, may be affiliated with the Company.

25. The National Executive shall determine the eligibility of any body seeking Affiliation and may approve the
application of those bodies whose members would be eligible in any category of Membership. Such Members
shall become Members of the Company in the appropriate category at the applicable membership rates.

GENERAL MEETINGS

26. The first General Meeting shall be held at such time, not being more than three (3) months after the incorporation
of the Company and at such place as the Committee may determine.

27. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law and
within three months of the end of its financial year. All meetings other than the Annual General Meetings, shall
be called General Meetings.

28. Any member of the Committee may whenever he thinks fit convene a General Meeting and General Meetings
shall be convened on such requisition or in default may be convened by such requisitionists as provided by
Law.

29. Subject to the provisions of the Law relating to special resolutions and agreement for shorter notice fourteen (14)
days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of
the day for which notice is given) specifying the place the day and the hour of meeting and in case of special
business the general nature of that business shall be given to such persons as are entitled to receive such
notices from the Company.

30. All business shall be special that is transacted at a General Meeting and also all that is transacted at an Annual
General Meeting, with the exception of the consideration of the accounts, balance sheets and report of the
Committee and Auditors, the election of officers and other members of the Committee in the place of those
retiring, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

Quorum at General Meetings

31. (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time
when the meeting proceeds to business. Save as herein otherwise provided, ten (10) members present
shall be a quorum. For the purpose of this Article Member includes a person attending as a proxy or as
representing a corporation which is a member.

(b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting,

(i) if convened upon the requisition of members, shall be dissolved; and
(ii) in any other case shall stand adjourned to the same day in the following week at the time and place specified by
the meeting; and

(iii) if at the adjourned meeting a quorum is not present within half an hour after the appointed time for
commencement of the meeting, the members present [(being not less than two (2)] shall be a quorum.

Presiding Member

(c) The President shall preside as Chairman at every General Meeting of the Company, or if there is no President, or
if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is
unwilling to act, the Treasurer shall be the Chairman or if the Treasurer is not present or is unwilling to act
then the members present shall elect one of their number to be Chairman of the meeting.

**Adjournment**

(d) The Chairman of 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 from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(e) Where a general meeting is adjourned for twenty-one (21) days or more, the Secretary shall give written notice of the adjourned meeting to each member of the Company stating the date, time and place of the meeting and the nature of the business to be transacted at the meeting.

(f) Notice of an adjournment of a general meeting or of the business to be transacted at an adjournment meeting is not required to be given.

**Making of Decisions/Voting**

(g) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(i) by the Chairman; or
(ii) by at least three (3) members present in person or by proxy.

(h) Unless a poll is so demanded a declaration by a Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

(i) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

(j) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

(k) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

(l) A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.

(m) No member shall be entitled to vote at any General Meeting if his annual subscription shall be more than one (1) month in arrears at the date of the meeting.

**Voting by Proxy**

(n) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointor or his attorney shall be witnessed by a person other than the proxy. A proxy shall be a member of the Company. The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct
his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

(o) The instrument appointing a proxy may be in the following form or in a common or usual form.

I,                                                , of                                               being a member of Australian Guidance and Counselling Association Limited hereby appoint,                             , of or failing him,                                , of                                               as my proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the Company to be held on the                       day of                         , 19    and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions:

Signed this                                      day of                                     , 19

NOTE: In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly, unless otherwise instructed, the proxy may vote as he thinks fit.

(p) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not more than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

(q) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

COMMITTEE AND OFFICERS

Management:

32.(a) The management of the Company shall be vested in the National Executive Committee, the office bearers of which shall rotate through the States on a bi-annual basis.

(b) Subscribers shall form the first National Executive Committee. Thereafter the Committee shall consist of the officers as elected in accordance with Article 32(c).

(c) The National Executive Committee shall after the First Annual General Meeting consist of a President, Immediate Past President, Secretary, Treasurer (who shall be the Public Officer of the Company), Membership Secretary, Journal Editor and Newsletter Editor and eight (8) State representatives one each (being a resident) of the Territories of the Australian Capital Territory and the Northern Territory, and the States of New South Wales, Queensland, South Australia, Tasmania, Victoria and Western Australia.

Membership of Executive Committee

(d) All members of the National Executive shall be financial Ordinary or Life Members of the Company.

(e) The majority of members of the Committee shall be field or school based guidance or counselling personnel or employed in related fields by other than Departments or Ministries of Education.

(f) The President of the Committee shall be elected for a minimum period of two years - the first as President and the second (if not re-elected for the second term) as Immediate Past President.
(g) At the AGM prior to the President's last term of office, a President Elect may be elected. Such election to be conducted as for other National Executive positions. The President Elect remains an ex-officio member of the National Executive until the following AGM when the President Elect assumes the role of President without further election to the office. The role of the President Elect is to become familiar with the operation of the company to ensure a smooth transition to presidency.

Election of Executive Committee Members

33.(a) All office-bearers and Ordinary Members of the Committee shall retire at each Annual General Meeting but shall all be eligible for re-election except that the persons holding positions on the National Executive (apart from State Representatives) and:

(i) shall not be eligible for more than two successive terms; but
(ii) in the case where, as a result of a decision of a General Meeting, the responsibility for the National Executive remains for a second two-year period in one State, such persons on the National Executive may be eligible for re-election.

(b) Nominations of candidates for election as office bearers of the Company:

(i) may be made in writing, signed by two members of the Company and the candidate, to the Secretary at a time determined by the Committee prior to the Annual General Meeting; or

(ii) if, at the commencement of the Annual General Meeting, there be an insufficient number of candidates nominated, a call for nominations shall occur which shall have the agreement of the candidate and be made by a nominating member and seconded by a further member.

(c) If insufficient nominations are received any vacant positions on the Committee shall be deemed to be casual vacancies.

(d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(f) The ballot for the election of office-bearers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such manner as the Committee may direct and may include the arrangement by the Secretary of a postal ballot.

(g) The nomination of a candidate for election under these rules is not valid if that candidate has been nominated for election to another office at the same election.

(h) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election.

Number of Committee Members

34.(a) The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of officers or other members of the Committee.

(b) The Committee shall have power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing officers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed in accordance with these regulations. Any officer or other member of the Committee so appointed shall hold office only until the next following Annual General Meeting.

Casual Vacancies on Executive Committee

35. The office of a member of the Committee shall become vacant if the member:
(a) ceases to be a member of the Committee by virtue of the Law;

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(c) becomes prohibited from being a Director of a Company by reason of any order made under the Law;

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(e) resigns his office by notice in writing to the Company;

(f) for more than six (6) months is absent without permission of the Committee from meetings of the Committee held during that period;

(g) holds any office of profit under the Company;

(h) ceases to be a member of the Company; or

(i) is directly or indirectly interested in any contract or proposed contract with the Company provided, however, that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the Company if such corporation society or association is among the class of companies, referred to in the proviso of Clause 3 of the Memorandum of Association of the Company and if he shall have declared that nature of his interest in the manner required by the Law.

Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Company.

Removal of Member from Office

36.(a) The Company in a general meeting may by resolution remove any member of the Committee from office before the expiration of the term of that member's office and may fill that office as a Casual Vacancy.

(b) Committee members to whom a proposed resolution [referred to in Article 36(a)] relates must be given twenty-one days notice in writing of such resolution.

(c) Where such a member of the Committee makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Company, a copy of the representations may be sent to each member of the Association or, if they are not sent, then the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Filling of Vacancies on the Committee

37.(a) In the event of not more than two members of the Committee having ceased to be members, the remaining Committee:

(i) may continue to act notwithstanding up to two casual vacancies; but

(ii) shall have power to appoint any member of the Association to fill a casual vacancy on the Executive Committee until the next Annual General Meeting.

(b) In the event of more than two Committee members ceasing to be members, the remaining Committee shall immediately arrange for a Special General Meeting to fill the vacancies by election. In the event of the entire Committee resigning, the outgoing Secretary shall arrange for such election.

Powers and Duties of the Committee
38.(a) The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by these regulations, required to be exercised by the Company in General Meeting, subject nevertheless to any of these regulations, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Committee may be disallowed by the Company in General Meeting and provided further that no resolution of, or regulation made by the Company in General Meeting, shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.

(b) The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.

(c) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) members of the Committee or in such other manner as the Committee from time to time determines.

(d) The Committee shall cause minutes to be made;

(i) of all appointments of officers and servants;
(ii) of names of members of the Committee present at all meetings of the Company and of the Committee; and
(iii) of all proceedings at all meetings of the Company and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

**Proceedings of the Committee**

39.(a) Ordinary Meetings of the National Executive shall be held at least once a month at such time and place as the Committee may decide;

(b) Where the nature of the business is deemed appropriate by the Committee, meetings may be held by telephone conference.

(c) Members of the Company may, with the Chairman's permission, attend Executive Meetings as observers.

(d) A Special Meeting of the National Executive Committee shall be convened by the Secretary on the written requisition of not less than one third of the Committee members which clearly states the reasons for convening the meeting and the proposed business to be transacted provided at least fourteen days notice of the Special Meeting, as well as the nature of the proposed business, shall be given to members of the Committee. No business other than that proposed in the requisition shall be transacted.

**Quorum for Executive Committees**

40.(a) For the purpose of an Executive Committee meeting, a Quorum shall be:

six members - either personally present, by teleconference, or other direct interactive electronic communication;

(b) The Committee may meet and regulate its proceedings as it sees fit.

(c) If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall:

(i) lapse, if it was a Special Meeting convened upon requisition;
(ii) stand adjourned, in any other case, to the same hour of the same day in the following week at a mutually convenient place determined by the Committee; or
(iii) be dissolved if at the adjourned meeting a quorum is not present within half an hour of the appointed time.
(d) At any Committee meeting:

(i) The President shall take the chair; or
(ii) If the President is absent or unwilling to act, then the committee members may choose one of their number to chair the meeting.

Voting and Decisions

41. (a) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of Committee or sub-committee members present at the meeting;

(b) Each member present at a Committee or sub-committee meeting (including the chairman) is entitled to one vote and, in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote;

(c) Subject to Article 37(a) a committee may notwithstanding any vacancy thereon;

(d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of such committees.

(e) A resolution in writing signed by all the members of the Committee or a sub-committee for the time being entitled to receive notice of a meeting of a committee, shall be as valid and effectual as if it had been passed at a meeting of that committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of a committee.

(f) A member of a committee shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

Delegation of Powers to a Sub-committee

42. (a) The National Executive may delegate any of its functions to one or more sub-committees (consisting of such members of the Company as the National Executive sees fit) which shall, in the exercise of the functions so delegated, conform to any regulations that may be imposed on it by the National Executive and shall act in accordance with Article 41.

(b) The sub-committee may exercise any of the functions delegated by the National Executive other than:

(i) this power of delegation; and
(ii) a function which is imposed on the National Executive by law.

(c) A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

(d) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.

(e) The National Executive may revoke wholly or in part any delegation under this rule.

Secretary

43. The Secretary shall in accordance with the law be appointed by the Committee for such term at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an officer of the Company and, if not already a member of the Committee, ex officio a member of the Committee and he shall be subject to the provisions of Clause 3 of
the Memorandum of Association.

**Duties of Secretary**

44.(a) The Secretary of the Company shall, as soon as possible after being appointed Secretary, lodge notice with the Company of his address;

(b) It is the duty of the Secretary to keep minutes of:

(i) all appointments of office-bearers and members of
(ii) the names of members of the Committee present at a Committee meeting or general meeting; and
(iii) all proceedings at Committee and general meetings.

**Duties of Treasurer**

45. The Treasurer of the Company shall ensure that:

(a) all money due to the Company is collected and received and that all payments authorised by the Company are made;

(b) correct books and accounts are kept showing the financial affairs of the Company including full details of all receipts and expenditure connected with the activities of the Company; and

(c) all such books and accounts are presented to the Auditor for the preparation of the Auditor's report to be presented to the Secretary prior to the holding of the next Annual General Meeting.

**Source of Funds**

46. The funds of the Company shall be derived from annual membership fees, donations, registration fees and other sources as the Committee determines and shall be subject to any resolution passed by the Company in General Meeting.

**Management of Funds**

47.(a) Subject to any resolution passed by the Company in general meeting, the funds of the Company shall be used in pursuance of the objects of the Company in such manner as the Committee determines.

(b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of a Committee or employees of the Company being members or employees authorised to do so by a Committee.

**Financial Year**

48. The financial year of the Company shall end on 30 June in each year.

**Common Seal**

49. The Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

**Service of Notices**

50.(a) A notice may be served by or on behalf of the Company upon any member either personally or by sending it by post to the member at the member's address shown in the register.
(b) Where a document is sent to a person by properly addressing, prepaying and posting a letter containing it, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Accounts

51. (a) The Committee shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided however, that the Committee shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting.

(b) The Committee shall from time to time determine in accordance with Clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by Clause 7 of the Memorandum of Association or authorised by the Committee or by the Company in General Meeting.

Audit

52. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed, and duties regulated in accordance with Division 3 of Part VI of the Law and Clause 7 of the Memorandum of Association.

Notice of General Meeting

53. (a) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

(i) Every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and

(ii) the Auditor or Auditors for the time being of the Company.

(b) No other person shall be entitled to receive notices of General Meetings.

Winding Up

54. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these regulations.

Indemnity

55. Every member of the Committee, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence, default or breach of trust.

NOTWITHSTANDING anything contained in these presents the Company may adopt any by-laws, standing orders or constitutional rules as may be passed from time to time at any General Meeting of the Company.
Regulations Governing

State Chapters, National Conference Committees and other committees pursuant to Article 42

State Chapters:

To further the objects of the Company at a state level, the National Executive may delegate functions to a sub-committee, pursuant to Article 42, which shall be known as a State Chapter and which shall act in accordance with Article 41. Accordingly the following regulations shall apply to such sub-committees:

1. At least 10 members within a state or territory wishing to establish a chapter shall apply to the Secretary of the Company to do so.

2. All State Chapters that were part of the association known as the Australian Guidance and Counselling Association shall become State Chapters of the Company in accordance with the Memorandum and Articles of Association and these Regulations Governing State Chapters.

3. State Chapters shall, at an annual state meeting nominate an executive committee which shall consist of Chairman, Secretary, Treasurer, Membership Secretary, and other ordinary committee members. Such nominations shall be forwarded to the Company for ratification at the next National Executive meeting.

4. Also included in the executive of the State Chapter shall be the State Representative who shall be nominated by the State Chapter or, by financial ordinary or life members of the Company where no State Chapter exists, and elected at the Annual General Meeting. The State Representative shall therefore hold executive positions on the committees of both the National Executive and the State Chapter.

5. It shall be the joint responsibility of the Company and the State Chapter to meet the costs of the State Representative to attend such National Executive meetings requiring their presence as determined by the President in consultation with the Committee. There shall be at least one such meeting per annum.

6. All members of the State Chapter shall be financial ordinary or life members of the Company.

7. State Chapters shall hold an Annual Meeting within two months of the end of the Company’s financial year (and prior to the Company’s AGM) to:

(a) Confirm the minutes of the preceding financial year
(b) Nominate persons to the National Executive to fill State Chapter committee positions
(c) Receive reports from State Chapter committee members on the activities of the previous financial year
(d) Receive the Auditor’s report
(e) Appoint an Auditor for the ensuing financial year
(f) Other business as specified in the Notice of Annual Meeting

8. Notice of the Annual Meeting of State Chapters shall be made to all Company members resident in that state at least 14 days prior to the meeting and shall specify place, date and time of meeting and the nature of the proposed business. No business shall be dealt with other than that which is proposed in the Notice.
9. A quorum at an Annual Meeting of a State Chapter shall be ten persons personally present.

10. A State Chapter committee shall be entitled to receive monies for the Company and shall manage the financial affairs of the State Chapter. It shall provide a copy of the State Chapter's Auditor's report to the Company (National Executive) as a matter of priority at the end of the financial year. The financial report for each chapter must be included in the Company's financial report for the AGM.

11. All monies accrued by State Chapters are held in trust for the Company, and should the State Chapter dissolve, such monies shall be transferred to the Company as the National Executive directs.

12. A quorum at a State Chapter Committee meeting shall be a simple majority of the number of committee members elected at the last Annual Meeting.

13. State Chapter Committees shall meet regularly and forward copies of minutes of meetings to the National Executive once they have been confirmed.

**Other Committees**

14. The National Executive may delegate powers pursuant to Article 42 to other short-term committees, e.g. National Conference Committee and regional committees within a state or territory, for the purpose of promoting the objects of the Company.

15. Such committees shall hold in trust for the Company and manage any funds allocated to or accrued by them. Such funds shall be properly accounted for and transferred (as directed by the National Executive) to the Company at the cessation of the committee's activities.