



Constitution of Funeral Celebrants Association Australia Inc

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PART 1 PRELIMINARY

1. Name

The name of the incorporated Association is Funeral Celebrants Association Australia Incorporated.

2. Definitions

The following definitions apply:

<i>A 'Celebrant'</i>	<i>any individual who practises as a funeral celebrant or who aspires to do so</i>
<i>Email</i>	<i>means the Association's official email address</i>
<i>FCAA &/or Association</i>	<i>means Funeral Celebrants Association Australia Incorporated</i>
<i>In Attendance</i>	<i>means in person or by use of technology</i>
<i>NSW Fair Trading</i>	<i>means the NSW Fair Trading as amended</i>
<i>'The Act'</i>	<i>means the Associations Incorporation Act 2009 as amended and its regulations, the Associations Incorporation Regulation 2016 as amended</i>
<i>The 'Committee'</i>	<i>means the Management Committee of the Association</i>
<i>The 'Executive'</i>	<i>means the President, Vice President, Secretary and Treasurer</i>
<i>The 'Purpose and Objectives'</i>	<i>means the Purpose and Objectives of the Association (these are referred to generically as the 'Objects' by NSW Fair Trading</i>
<i>The 'Code'</i>	<i>means the Funeral Celebrants Association Australia's Code of Practice</i>

PART 2 MEMBERSHIP

3. Membership Qualifications

Full Membership is open to any Celebrant who accepts and agrees with the Constitution, Purpose and Objectives and the Professional Development Program of the Association and has satisfied the procedure for membership specified below.

Associate Membership is open to individuals, or single-entity businesses associated with the funeral industry including funeral directors but excluding Funeral Celebrants. Associate Members do not have voting rights.

Corporate Membership is open to businesses associated with the funeral industry including funeral directors that operate at 2 or more addresses. Corporate Members do not have voting rights.

4. Procedure for Membership

A person wishing to become a Member must:

- (a) complete the Membership Form and its Declaration as approved by the Committee; and
- (b) pay the membership fee set by the Committee.

5. Cessation of Membership

Membership shall cease upon resignation, death, failure to pay outstanding membership fees, or by termination by the Committee as outlined in Clause 15.

6. Membership Entitlements Not Transferable

Membership and its benefits cannot be transferred to another person. Membership terminates on cessation of the person's Membership.

If the membership relates to a Corporate Member, such Member will assign the name of an individual or position title to whom the Association will send communications. If the assigned person leaves the Corporate Member's employment, the Corporate Member retains the membership and assigns a new person for communications.

7. Resignation of Membership

A Member may resign from the Association by giving written notice to the Secretary. The date received will be the date of resignation for the purpose of the Register of Members.

8. Register of Members

- (1) The Secretary must establish and maintain the Register of Members of the Association (whether in written or electronic form) specifying the full name, postal/residential address, phone number and email address of each Member of the Association together with the date that the person became a Member and resigned.
- (2) A copy of the Register of Members must be kept in New South Wales with the Public Officer.
- (3) The Register of Members must be open for inspection free of charge, to any financial Member of the Association at any reasonable hour.
- (4) A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If the Register of Members is kept in electronic form:
 - (a) it must be convertible into hard copy; and
 - (b) the requirements in sub clauses (3) and (4) apply.

9. Register of Members of the Management Committee

The Public Officer shall keep and maintain a Register of the Management Committee showing the name, address, position held, date the membership of the Committee commenced and ceased.

10. Membership Fees

Annual membership fees are payable by 1st January each year. Memberships not renewed by 31 January each year will cease and Members must re-apply for membership as specified in *Clause 4 - Procedure for Membership*.

The Committee shall determine annual membership fees each October which will be payable in accordance with the FCAA Membership Policy.

11. Members' Liability

The liability (if any) of a Member of the Association 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 of unpaid membership fees.

12. Code of Practice

All Members must abide by the Association's Code of Practice. The Code is reviewed by the Management Committee. Any proposed changes will be circulated to Members for comment for at least 14 days before being put to a General Meeting. Changes will be approved by a majority vote of Members (50+%) who attend the General Meeting of the Association.

13. Professional Development Program

All Full Members of the Association are required to meet or exceed the annual Professional Development Program. The program is reviewed by the Management Committee. Any proposed changes will be circulated to Members for at least 14 days for comment before being put to a General Meeting. Changes will be approved by a majority vote of Members (50+%) who attend the General Meeting of the Association.

14. Disciplining of Members

A complaint may be made to the Committee by any person, that a Member of the Association has persistently refused or neglected to comply with a provision or provisions of the Constitution or has acted in a manner prejudicial to the Association's interests.

On receiving a complaint, the Committee must:

- (a) advise the Member of the complaint in writing;
- (b) give the Member 14 days from the time the notice was served, to respond or make written submissions to the Committee about the complaint;
- (c) consider any written submission made by the Member in connection with the complaint, when making its decision on any disciplinary action;
- (d) restrict that portion of the meeting where a complaint is discussed by the Committee only;
- (e) advise the Member in writing of its decision and reasons for it, within 7 days of the Committee meeting; and
- (f) if the Committee recommends termination of membership, the procedures of Clause 15 Termination of Members, shall apply.

15. Termination of Membership

Members may have their membership terminated if the Committee considers that a Member's conduct is detrimental to the Association and/or contrary to the Association's Constitution or its Purpose and Objectives or Code of Practice.

Such action may be initiated following a notice in writing by the Committee, for such Member to show cause, within 14 days, why their name should not be excluded from membership.

16. Resolution of Internal Disputes

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

PART 3 MANAGEMENT OF THE ASSOCIATION

17. The Management Committee

The Association shall be managed by a Management Committee comprising a President, Vice President, Secretary, Treasurer and at least three (3) other Members.

The Executive shall be the President, Vice President, Secretary and Treasurer.

The Committee shall meet at least four (4) times each year or more often if required.

The quorum for a Committee meeting shall be four (4), two of whom must be Members of the Executive.

A Member cannot hold two Executive positions concurrently unless one of the positions is not filled at the AGM or becomes vacant. A vacant Executive position must be filled as soon as possible and may only be held in an acting capacity for a maximum of six (6) months.

If a Committee Member is absent for an extended period (up to 4 months), then another Committee Member can act in their capacity but is only entitled to one vote per motion.

If a Committee Member fails to attend 3 consecutive meetings without due cause, they may have their position terminated from the Committee.

A casual vacancy occurring on the Committee during a year may be filled by a financial Celebrant Member appointed by the Committee.

It is the duty of all Committee Members to carry out their functions for the benefit of the Association with due care and diligence.

The Committee will ensure that the Constitution, Purpose and Objectives, policies and procedures and any other funding and/or agreements that the Association has agreed to, are met and upheld.

18. Powers of the Management Committee

The powers of the Committee are to:

- (a) control and manage the affairs of the Association;
- (b) exercise all functions of the Association, other than those required by the Constitution for Annual General, Special General and General Meetings;
- (c) perform all such acts and do all such things as appear necessary to the Committee or desirable to properly manage the affairs of the Association; and
- (d) to appoint sub-committees as required (note Clause 22).

19. Voting at Committee Meetings

- (a) A Committee Member is deemed to be in attendance, in accordance with the definitions.
- (b) Each Committee Member in attendance, including the President, has one vote.
- (c) Voting shall be by attendance and all decisions shall be passed by majority vote.
- (d) In the case of a tied vote the President or Committee Member presiding shall have a second casting vote.
- (e) Any Member who has a potential, direct or pecuniary interest in any matter to be considered by the Committee shall disclose it as soon as possible and cease to be involved in the discussion and voting.
- (f) The Committee may invite any person to address the Committee, but that person has no right to vote unless they are a Member of the Management Committee.
- (g) Members of sub-committees may be required to attend a Committee meeting but only Committee Members may vote.
- (h) The Committee may, by majority vote, require that only Association Members be present for all or part of a Committee meeting.
- (i) The Committee may, by majority vote, request that Association Members and any other party be excluded for that part of the meeting that may be highly sensitive and confidential in nature.

20. Election of Management Committee Members

A Returning Officer will be appointed by the Committee to receive all nominations and conduct elections in accordance with the Act, FCAA Constitution, policies and procedures.

Committee Members shall be elected at the Annual General Meeting (AGM) for the term expiring at the next AGM of the Association. Nominations for all positions will be called for in advance for inclusion in the Notice of Meeting. The election process will be as follows.

- (a) Only financial Celebrant Members can be nominated for Committee positions.
- (b) All nominations with the approval of the nominated Member, must be received on the Nomination Form sent to all Members; and such nominations must be received by the Secretary at the official email address at least 28 days before the AGM.
- (c) Executive Committee Members may be renominated for election to the same position for a maximum of three (3) consecutive years.

- (d) If the number of nominations received is equal to, or fewer than, the number of vacancies to be filled, the Members nominated will be duly elected at the AGM.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.
- (f) No Member can hold two Executive positions concurrently but can act in a second role for a maximum of six months, but will only have one vote per motion.
- (g) Where two (2) or more nominations have been received for the same position, a Member already elected to another position must withdraw their nomination for the second position.
- (h) The ballot is to be conducted by a show of hands and/or electronically. In the event of a tied vote the names of nominees shall be placed in a hat and the successful candidate will be the first name drawn from the hat.
- (i) Where there are no nominations for a position, nominations will then be called from those present and the previous incumbent may be nominated for a further term.
- (j) If Executive positions are not filled at the AGM, the Committee will work to fill the vacant positions as soon as possible from the membership of the Association.
- (k) Any vacant Executive position may be held by another Committee Member in an acting capacity for a maximum of six months and with one vote per motion.

21. Roles of Members of the Management Committee

Unless otherwise determined by the Committee, the duties of the Committee Members are as follows:

President

The role of the President is to:

- (a) manage and chair Association meetings, prioritise agenda items; set time limits and lead the meeting through the agenda; note any motions and amendments (with the Secretary); and put these to vote as required;
- (b) ensure that meetings are run in accordance with the Constitution;
- (c) ensure with other Members of the Committee, that the Constitution, Purpose and Objectives, policies and procedures and any other funding and/or agreements that the Association has agreed to, are met and upheld;
- (d) be a Member of sub-committees as required; and
- (e) act as the spokesperson for the Association or appoint an approved nominee to act as spokesperson.

Secretary

The role of the Secretary or nominated delegate is to ensure that all records of Association business including the Constitution, correspondence, agendas and the minutes of all Management Committee meetings, AGMs, Special, General Meetings and events are accurately recorded, properly actioned, filed electronically and managed as a permanent record.

Vice-President

The role of the Vice-President is to assist the President and other Committee Members as required. The Vice-President is to preside as chairperson at each Committee meeting in the absence of the President.

Treasurer

The role of the Treasurer is to ensure that:

- (a) all monies received are promptly paid into an account in the Association's name and appropriate receipts issued;
- (b) all payments are made via any legal means available and authorised by two signatories who have been approved by the Committee and endorsed on records of the Association's financial institution/s;
- (c) that any major or unusual expenditure shall be authorised in advance by the Committee; and
- (d) ensure that correct records and accounts are kept and updated.

In the absence of the Treasurer from a Committee meeting, the Chairperson may present the financial reports as provided by the Treasurer, but the report may not be accepted by the Committee if clarification by the Treasurer is needed.

Duties of Committee Members

The role of all Committee Members, including the Executive, is to:

- (a) attend meetings and provide advance notice for non-attendance where possible;
- (b) be a Member of a sub-committee or other task group as required;
- (c) act in accordance with and ensure the upholding of the Constitution and the Association's purpose and objectives; and
- (d) assist other Committee Members in their duties as required;

The Public Officer

The Public Officer must be a Member of the Association, be at least 18 years of age and a resident of NSW.

The duties of the Public Officer are to:

- (a) notify NSW Fair Trading and any other government instrumentality as required, of their name and address and any subsequent change of address within the legally required period;
- (b) lodge any alterations to the Constitution of Association with NSW Fair Trading within the legally required period;
- (c) lodge any other documents, statements and reports legally required by NSW Fair Trading and any other government instrumentality within the legally required period; and
- (d) keep a copy of the Register of Members and Register of Members of the Management Committee.

22. Delegation by the Committee to a sub-committee

The Committee may form sub-committees of interested Members to deal with special needs as and when they arise. The Committee must provide each sub-committee with a clear statement of the sub-committee's functions and limits of its powers. The Committee may, at any time, dissolve a sub-committee.

All sub-committees must:

- (a) include at least one Member of the Committee;
- (b) be responsible and accountable to the Committee and shall submit a report on their activities for meetings of the Committee; and
- (c) not incur debt nor make contracts without the prior approval of the Committee.

PART 4 MEETINGS OF THE ASSOCIATION

23. Annual General Meetings

The Annual General Meeting (AGM) must be held within six months of the end of the Association's financial year, on a day determined by the Committee.

The business of the AGM shall be to:

- (a) confirm the minutes of the last AGM and any recent Special General Meeting;
- (b) receive reports from the President, Secretary and Treasurer, and reports of any sub-committees and/or projects, events or other reports as deemed necessary from the past financial year;
- (c) elect the Committee Members;
- (d) appoint an auditor if required;
- (e) attend to any other business of an annual nature placed on the agenda prior to the meeting; and
- (f) to receive and consider any report(s) required under the Act.

24. Special General Meetings

The Purpose and Objectives and the Constitution may be altered, rescinded or added to only by resolution(s) passed at a Special General Meeting of the Association.

The Committee may convene a Special General Meeting of the Association, whenever it sees fit.

If the Committee receives a written request for a Special General Meeting, signed by at least 5% of Members, then the Committee must convene the meeting within three months. Any such written request must:

- (a) state the purpose or purposes of the meeting;
- (b) be signed by the Members making the request;
- (c) be lodged with the Secretary; and
- (d) include documents in a similar form, each signed by one or more of the Members making the request.

25. Notice and Voting for Annual General and Special General Meetings and Use of Technology

- (1) Not less than 21 days written Notice must be given of an Annual General or Special General Meeting. The notice must specify the place, date, time, how Members can attend and the nature of the business proposed for the meeting.
- (2) For the purpose of this Constitution, a Notice may be served on a Member by electronic means to their email address in the Register of Members.
- (3) A Notice is taken to have been served on the date on which it was sent electronically.
- (4) Voting shall be by show of hands and/or use of technology that details how the Member wishes to vote on a motion.
- (5) An Annual General or Special General Meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate.
- (6) A Member of the Association who participates in an Annual General or Special General Meeting using that technology is taken as being in attendance and may vote at the meeting.
- (7) A resolution is passed by a required quorum.
- (8) Only financial Celebrant Members are entitled to vote at any meeting of the Association.

26. Quorums for Annual and Special General Meetings

The quorum for an Annual General or Special General Meeting is ten (10) Members. If there is no quorum after 30 minutes of the scheduled meeting start time, then a majority of Members present, being at least five (5), will constitute a quorum.

27. General Meetings

General Meetings may be arranged from time to time to discuss and vote on proposed changes to the Code of Practice and/or Professional Development Program, and/or to enable Members to give the Committee advice and recommendations for the betterment of the Association.

28. Proxies

Proxy votes not permitted. Proxy voting must not be undertaken at or in respect of a meeting listed in Part 4 of the Constitution.

PART 5 MISCELLANEOUS

29. Insurance

The Association must maintain public liability insurance and other insurances as required.

30. Funds Source

Association funds shall to be derived from annual subscriptions of Members, donations, investment income, and other sources as the Committee determines.

All money received by the Association must be deposited as soon as possible and without deduction to the Association's account(s) in an approved financial institution and receipts issued as appropriate.

31. Funds Management

The Association's financial and membership year is January 1 to December 31.

Subject to any resolution passed by the Committee, the Association's funds are to be used in pursuance of the Association's Purpose and Objectives in such manner as the Committee determines.

Four Members of the Committee (of which two must be Executive Members) shall be authorised by the Committee to be signatories to the Association's approved financial institution accounts.

At least two people (one being an Executive Member) must authorise all financial transactions by any legal means.

32. Custody of Records

Except as otherwise provided by this Constitution, the Public Officer must keep in their custody and control all records relating to the Association.

33. Inspection of Records

Upon reasonable notice, any financial Member may inspect the records of the Association, free of charge, excluding any matter of a confidential or personal nature.

34. Non-Profit Clause

Subject to the Act, the Association must apply its funds and assets solely in pursuance of the Purpose and Objectives of the Association and must not conduct its affairs to provide a pecuniary gain for any of its Members, except as compensation for approved expenses incurred on behalf of the Association.

35. Dissolution Clause

In the event of the Association being wound up, any assets remaining after the payment of the Association's liabilities shall be transferred to not-for-profit celebrant organisation/s with similar aims and objectives to those of the Funeral Celebrants Association Australia. Winding up of the Association requires passing of special resolutions that approve cancellation of Association registration and the proposed distribution of assets as required by the Act.