

Constitution of the Funeral Celebrants Association Australia Inc.

PART 1 PRELIMINARY	2
1 Name of Association.....	2
2 Definitions.....	2
PART 2 MEMBERSHIP	2
3 Membership Qualifications.....	2
4 Procedure for Membership	2
5 Cessation of Membership	2
6 Membership Entitlements Not Transferable.....	3
7 Resignation of Membership	3
8 Register of Members	3
9 Register of Members of the Management Committee	3
10 Membership Fees	3
11 Members' Liabilities.....	3
12 Code of Practice	3
13 Professional Development Program.....	4
14 Disciplining of Members.....	4
15 Termination of Membership.....	4
16 Resolution of Internal Disputes.....	4
PART 3 MANAGEMENT OF THE ASSOCIATION	4
17 The Management Committee.....	4
18 Powers of the Management Committee	5
19 Voting at Committee Meetings	5
20 Election of Management Committee Members.....	5
21 Roles of Members of the Management Committee.....	6
22 Delegation by Committee to a Sub-Committee.....	7
PART 4 MEETINGS OF THE ASSOCIATION.....	7
23 Annual General Meetings	7
24 Special General Meetings.....	8
25 Notice and Voting for Annual General Meetings, Special General Meetings & Use of Technology	8
26 Quorums for Annual and Special General Meetings.....	8
27 Management Committee Meetings.....	8
28 Proxies	8
PART 5 MISCELLANEOUS	9
29 Insurance	9
30 Funds Source.....	9
31 Funds Management.....	9
32 Custody of Records.....	9
33 Inspection of Records.....	9
34 Non-Profit Clause	9
35 Dissolution Clause.....	9
36 Public Officer	10

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>Fair Trading</i>	<i>means the NSW Fair Trading</i>
<i>Special General Meeting</i>	<i>means a general meeting of members of the Association other than an Annual General Meeting</i>
<i>'The Act'</i>	<i>means the Associations Incorporation Act 2009</i>
<i>The 'Code'</i>	<i>means the Funeral Celebrants Association Australia's Code of Practice</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 Regulation</i>	<i>means the Associations Incorporation Regulation 2022</i>

PART 2 MEMBERSHIP

3. Membership Qualifications

Full Membership is open to Celebrants who accept and agree with the Association's Constitution, Purpose and Objectives, Code of Practice and the Professional Development Program. Full members have voting rights.

Associate Membership is open to individual Celebrants who have retired but have an interest in the Association, or Celebrants from overseas locations. Single-owner business people associated with the funeral industry such as florists, singers, may also be Associate Members. Associate Members do not have voting rights.

Corporate Membership is open to other businesses associated with the funeral industry. Corporate Members do not have voting rights

4. Procedure for Membership & Renewals

A person wishing to become a Member or Renewing Membership must:

- complete the Membership form and the Declaration accessible on the Association's website as approved by the Committee in accordance with FCAA Policies & Procedures.
- pay the required membership fee through the web site.

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

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

- (a) is not capable of being transferred or transmitted to another person, or business;
- (b) terminates on cessation of membership; and
- (c) corporate business members must nominate the name of the employee to whom the Association will send communications. If that person leaves that employment a new name must be nominated.

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 Association's Register of Members in an electronic form which may be converted to hard copy. The Register will specify 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 did not renew or resigned.
- (2) A copy of the Register of Members must be kept in New South Wales.
 - (i) at the Association's main premises; or
 - (ii) if the Association has no premises – at the Association's official address.
- (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.

9. Register of Members of the Management Committee

A register of the Management Committee showing the name, address, position held, date the membership of the Committee commenced and ceased will be updated as necessary and copy forwarded to the Public Officer.

10. Membership Fees

- (1) Annual membership fees are based on a calendar year and due and payable by 31 December each year.
- (2) The Committee will determine annual membership fees by 31 October each year. Such fees will be payable in accordance with the FCAA Membership Policy.
- (3) If not paid by 31 January of the following year, membership will cease and a new application for membership must be submitted in accordance with *Clause 4 - Procedure for Membership & Renewal*.

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 which may be reviewed by the Management Committee. Members will be advised electronically of any proposed changes for comment.

13. Professional Development Program

All Full Members of the Association are expected to participate in the Professional Development Program offered from time to time, either in person or by electronic means. The Program may be reviewed by the Management Committee and members will be advised electronically of any proposed changes for comment.

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, Purpose & Objectives, 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;
- (f) if the Committee recommends termination of membership, the procedures of Clause 15 Termination of Members, shall apply; and
- (g) the Committee may refuse to deal with a complaint unless such complaint relates to the FCAA provisions.

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

Unresolved disputes between Members (in their capacity as Members) of the Association, and/or disputes between Members and the Association, may be referred to the relevant State or Territory mediation authority.

PART 3 MANAGEMENT OF THE ASSOCIATION

17. The Management Committee

The Association will be managed by a volunteer Management Committee comprising a President, Vice President, Secretary, Treasurer and at least three Committee members.

The Executive will be the President, Vice President, Secretary and Treasurer elected at the AGM. Should the committee member numbers not be filled, members may be nominated during the year and accepted with voting rights until the following AGM.

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

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

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 prior advice and due cause,

they may have their position terminated from 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 and without perceived conflict of interest.

The Committee will ensure that the Constitution, Purpose and Objectives, Code of Practice, Policies & Procedures, the Professional Development Program and any other funding and/or agreements that the Association has agreed to, are met and upheld.

18. Powers of the Management Committee

Subject to the Act, the Regulation, this Constitution, the Purpose & Objectives and any resolution passed by the Association in General Meeting, the Committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all functions of the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Association; and
- (c) has power to perform all the acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the Association.

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, the Regulations, FCAA Constitution, Policies and Procedures.

Management 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 those with Full Membership and who are financial can be nominated for Committee positions.
- (b) All nominations with the approval of the nominated Member, must be received on the Nomination Form sent electronically to all Members; and such nominations must be received by the Secretary as per instructions on the nomination form.
- (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 by appropriate means.
- (f) No Member can hold two Executive positions concurrently but can act in a second role until the next AGM, however will only have one vote per motion.
- (g) Where two (2) or more nominations have been received for the same Executive position, a Member already elected to another Executive position will automatically have their nomination for the second position cancelled.
- (h) In the event of a tied vote a ballot will be held by appropriate means.
- (i) Where there are no nominations for a position, nominations will then be called from those present or the previous incumbent may be nominated for a further term.
- (j) If any Committee position is 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) A vacant Executive position may be held by another Committee Member until the following AGM, and will be ratified at the next Committee Meeting.

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 with the Secretary; 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, Purpose & Objectives, Code of Practice, and Policies & Procedures.
- (c) ensure with other Members of the Committee, that the Constitution, Purpose & Objectives, Code of Practice, and Policies & Procedures and any other funding and/or agreements that the Association has agreed to, are met and upheld;
- (d) act as the spokesperson for the Association or appoint an alternative Management Committee member to act as spokesperson; and
- (e) be a joint signatory with the Public Officer for legal matters

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.

Secretary

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

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 and held for at least 5 years.

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) assist with the management of the Association by helping with various tasks or portfolios such as (but not limited to) memberships, web updates, Facebook administration, and/or events;
- (c) act in accordance with and ensure the upholding of the Constitution and the Association's Purpose & Objectives, Code of Practice, and Policies & Procedures; and
- (d) assist other Committee Members as required.

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 Executive and other 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.
- (g) record the signatories to the Association's accounts;
- (h) reaffirm the name and address of the Public Officer noting that this is not an elected position.

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 financial members of the Association.

The Committee may convene a Special General Meeting of the Association, whenever appropriate to inform members of future strategies. Such meeting may also be called to enable Members to give the Committee advice and recommendations for the betterment of the Association.

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 with disclosure of their full name, email address and phone number;
- (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 fourteen (14) 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. Management Committee Meetings

The Management Committee will meet at least 4 times per year to discuss the business 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.

At least two, but no more than four Members of the Committee will be authorised by the Committee to be signatories to the Association's approved financial institution accounts. The nominated persons must be confirmed and recorded in the minutes.

Two of the signatories must be the Treasurer and another Executive Member.

All financial transactions must be approved by two authorised signatories, one being the Treasurer, or in their absence, another Executive Member.

32. Custody of Records

All records relating to the Association must be kept in accordance with the Constitution.

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

Winding up of the Association requires passing of special resolutions put to a Special General Meeting of financial members to approve cancellation of Association registration and the proposed distribution of assets as required by the Act.

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 which assist with similar aims and objectives for their funeral celebrant members as those of the Funeral Celebrants Association Australia Inc.

36. The Public Officer

A Public Officer will be appointed by the Committee when required for a period of two years and affirmed at the next Annual General Meeting.

The Public Officer may be a member of the Association **or** a person recommended from outside the Association, and must be at least 18 years of age and a resident of NSW.

The Public Officer, if a member of the Association, will not hold an Executive position, but can be a committee member of the Management Committee.

The Public Officer is the official point of contact for an incorporated association and one of the authorised signatories for legal purposes.

The Public Officer is not automatically a signatory to the Association's bank account(s).

A new Public Officer appointed must notify Fair Trading within 28 days of the new appointment on the approved Form A9.

The Public Officer will be affirmed at the Annual General Meetings of the Association.

The street or business address of the Public Officer will be the official address of the Association and must be where the Public Officer can generally be found. The address must be where documents can be received by post, but not a post office box.

The Public Officer will vacate the position at the expiry of two years, or if they

- die;
- resign in writing to the Committee;
- are removed on the recommendation of the Management Committee to a Special General Meeting;
- become bankrupt; or
- cease to be a resident of New South Wales.