

# *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>	any individual who practices as a funeral celebrant or who aspires to do so.
<i>'The Act'</i>	means the Associations Incorporation Act 2009 as amended and its regulations, the Associations Incorporation Regulation 2010 as amended.
<i>'The Association'</i>	refers to Funeral Celebrants Association Australia Incorporated.
<i>The 'Committee'</i>	means the Management Committee of the Association.
<i>The 'Executive'</i>	means the President, Vice President, Secretary and Treasurer.
<i>'Special General Meeting'</i>	means a general meeting other than the Annual General Meeting.
<i>The 'Purpose &amp; Objectives'</i>	means the Purpose & Objectives of the Association.
<i>The 'Code'</i>	refers to the Funeral Celebrants Association Australia's Code of Practice.

## **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 a single-entity business 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) apply in writing on the Membership Form approved by the Committee and
- b) pay the membership fee as 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.

### **7 Resignation of membership**

A member may resign from the Association by giving two week's written notice to a member of the Executive Committee and/or via email to [funeralcelebrants@gmail.com](mailto:funeralcelebrants@gmail.com). The Public Officer must notate the date on which the membership ceased in the Register of Members.

### **8 Register of Members**

The Public Officer must keep and maintain a Register of Members showing the name, address, date membership commenced and date membership expired. The Public Officer shall delete from the Register of Members the name of any person who ceases to be a member.

### **9. Register of Members of the Management Committee**

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

### **10. Membership Fees**

The Committee shall determine the amount of the annual membership fee. Annual membership fees are payable on 1<sup>st</sup> January each year. Memberships not renewed by 31 March each year will cease and members will have to re-apply for membership as specified in *Clause 4 - Procedure for Membership*.

New members may apply for proportional membership based on quarterly dates:

Join Apr 1-Jun 30 – 75% of annual fee

Join 1 Jul – Sept 30 – 50% of annual fee with option to pay 150% for up to 18 months membership

Join Oct 1 – Dec 31 – 125% of annual fee for up to 15 months membership.

## **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 will be 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. Proxies are allowed.

## **13. Professional Development Program**

All Full Members of the Association are required to meet or exceed the annual Professional Development Program. The program will be 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. Proxies are allowed.

## **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) must take into account 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 to members of 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 members**

A member may have his or her membership terminated if the Committee considers that the member's conduct is detrimental to the Association and/or contrary to the Association's Purpose and Objectives or its Constitution or its Code of Practice.

Such action may be initiated following a notice in writing by the Committee, for such member to show cause, within 21 days, why his/her name should not be excluded from membership.

## **16. Resolution of internal disputes**

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

## **PART 3                   MANAGEMENT OF THE ASSOCIATION**

### **17.     The Management Committee**

The Association shall be managed by a Management Committee comprising of 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.

### **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 such functions as may be exercised by the Association, other than those functions that are required by the Constitution to be exercised by a General Meeting of members of the Association,
- c) perform all such acts and do all such things as appear necessary to the Committee or desirable to properly manage of the affairs of the Association and
- d) To appoint sub-committees as required (note Clause 22).

### **19.     Voting at Committee Meetings**

- a) Each Committee member in attendance, including the President, has one vote.
- b) The Committee shall accept a committee member's attendance by telephone or video/internet linkup if facilities are readily available
- c) Voting shall be by attendance or by proxy and all decisions shall be passed by majority vote.
- d) The President or person presiding shall have a second casting vote in the case of a tied vote.
- e) Any member who has a direct or pecuniary interest in any matter to be considered by the Committee shall, disclose it as soon as possible to the Committee and cease to be involved in the decision.
- 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 shall not have a 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 from the room for that part of the meeting that may be highly sensitive and confidential in nature.

### **20.     Election of Management Committee Members**

Committee members shall be elected at the Annual General Meeting (AGM) for the term expiring at the next AGM of the Association.

All candidates nominated for Committee positions must be financial members.

Retiring Committee members may be nominated for re-election.

- a) Nominations shall be received verbally and/or in writing at the AGM
- b) If committee positions are not filled at the AGM, the Committee shall work to fill the positions as soon as possible from the membership of the Association.
- c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- e) The ballot is to be conducted in by a show of hands. 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.
- f) Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.

## **21. Role 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:

- (a) to 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. Minutes of Meetings must be filed electronically and managed appropriately as a permanent record and ensure that meetings are run in accordance with the Constitution.
- (b) Ensure with other members of the Committee, that the Constitution and any other funding and/or agreements that the Association has entered into, are met.
- (c) Be a member of sub-committees as required
- (d) Act as the spokesperson for the Association or appoint an approved nominee to act as spokesman
- (e) Perform other duties as stated in the Constitution
- (f) Ensure that the Constitution, Purpose and Objectives and procedures of the Association are upheld.

### **Secretary**

The Secretary shall ensure that all records of the business of the Association including the Constitution, correspondence and the minutes of all Management Committee meetings, AGMs and special general meetings are accurately recorded, filed and properly actioned.

### **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 Treasurer shall ensure that:

- a) all monies received are promptly paid into an account in the Association's name
- 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 books and accounts are kept and updated.

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

### **Duties of Committee members**

All Committee members, including the Executive, are required 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 at least 18 years of age and is a resident of NSW. The Public Officer is not required to be a member of the Association.

The duties of the Public Officer are:

- a) to notify NSW Fair Trading and any other government instrumentality as required, of his/her name and address and any subsequent change of address within the legally required period
- b) to lodge any alterations to the Constitution of Association with NSW Fair Trading within the legally required period
- c) to 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) to keep the Register of Members.

### **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 the 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 report on their activities at each meeting of the Committee and
- c) not incur debt or make contracts without the prior approval of the Committee.

## **PART 4                    GENERAL MEETINGS**

### **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:

- Confirm the minutes of the last AGM and any recent special general meeting
- Receive the President's Report, Treasurer's Report and reports of any sub-committees and/or projects during the last financial year
- Elect the Committee members
- Appoint an auditor if required
- Any other business of an annual nature placed on the agenda prior to the meeting.
- To receive & consider any statement that must be submitted to members under Section 26(6) of the Act.

### **24.    Special resolutions and Special general meetings**

The Purpose and Objectives and the Constitution may be altered, rescinded or added to only by a special resolution passed by a 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 state the purpose or purposes of the meeting, and
- must be signed by the members making the request, and
- must be lodged with the secretary, and
- may consist of several documents in a similar form, each signed by one or more of the members making the request.

A special resolution shall be passed in the following manner:

- a notice giving details of the proposed special resolution must be given to all members advising that a general meeting is to be held to consider a special resolution
- a quorum must be present at the meeting, and
- where it is not possible or practicable for a resolution to be passed as described above, a request, may be made to NSW Fair Trading for permission to pass the resolution some other way.

### **25.    Notice & voting for annual general and special general meetings**

Not less than 21 days written notice shall be given of an annual general or special general meeting. The notice must specify the place, date, time and the nature of the business proposed for the meeting.

For the purpose of this Constitution, a notice may be served on or given to a person either personally, by letterbox drop, by sending it by post to the member's address shown in the Register of Members, by facsimile or other form of electronic transmission to an address specified by the person for giving or serving the notice.

Unless the contrary is proved, for the purpose of the Constitution, a notice is taken to have been given or served, on the date on which it is served or delivered personally, on the date it would have been delivered by ordinary mail and in the case of electronic transmission, the date shown on a transmission report.

Voting shall be by show of hands, by teleconference or other live streaming, or by proxy that details how the member wishes to vote on a motion/s or by proxy given to another member in accordance with Clause 28. Postal ballot is not allowed in the Constitution.

A secret ballot shall be held if a request is made by at least 5 members present. The President shall determine the manner in which a secret ballot will be conducted and the result declared by the President shall be deemed to be a resolution of the meeting. The President shall have a second, or casting vote, in the event of a tie.

A resolution is passed by a majority of members being 51% of the valid vote for annual general meetings or 75% of the valid vote for resolutions of special general meetings. A member is not entitled to vote at any general, special general or annual general meeting of the association unless all money due and payable by the member to the association has been made.



## **26. Quorum for Annual and Special General Meetings**

The quorum for an AGM or Special General Meeting is 10 members or 10% of members, whichever is the greater. If there is no quorum within fifteen (15) minutes of the scheduled meeting start time, than a majority of members present shall decide to adjourn the meeting for a period of not more than 14 days. If at the adjourned meeting a quorum is not present within 15 minutes of the scheduled meeting start time, the members present (being at least five) 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**

A member has one only vote on any question arising at an AGM or special general meeting or general meeting of the Association.

Each member is entitled to appoint another member as proxy by notice given to the secretary and/or the association via its email [funeralcelebrants@gmail.com](mailto:funeralcelebrants@gmail.com); no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. No member may hold more than 5 proxies.

The notice appointing the proxy is to be on the Proxy Form approved by the Management Committee.

## **PART 5 MISCELLANEOUS**

### **29. Insurance**

The Association may effect and maintain insurance.

### **30. Funds – source**

Association funds shall to be derived from annual subscriptions of members, donations and, subject to any resolution passed by a Committee meeting, such other sources as the Committee determines.

All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account/s.

The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **31. Funds – management**

The Association's financial and membership year shall run from 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.

Three members of the Executive shall be authorised by the Committee to be signatories to the Association's bank accounts, with at least two (2) people to sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.

### **32. Custody of books**

Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **33. Inspection of books**

Upon reasonable notice, any financial member may inspect the records, books and other documents of the Association, free of charge, excluding any matter of a confidential or personal nature.

### **34. Non-profit clause**

The assets and income of the Association shall be applied solely in furtherance of its Purpose and Objectives and no portion shall be distributed directly or indirectly to members of the Association except as bona fide compensation for services rendered or 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.