

CORPORATIONS ACT 2001

CONSTITUTION

of

**AUSTRALIAN ASSOCIATION FOR COGNITIVE AND
BEHAVIOUR THERAPY LTD**

ACN #147 110 996

A Company LIMITED BY GUARANTEE

Version 5

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1 DEFINED MEANINGS

- 1.1 Words used in this Constitution and the rules of interpretation that apply are set out and explained in the Definitions and Interpretation clause at the back of this document.

2 NAME

- 2.1 The name of the Company is Australian Association for Cognitive and Behaviour Therapy Ltd (hereinafter called "the Company").

3 REGISTERED OFFICE

- 3.1 The registered office of the Company shall be situated at such place as the Board may from time to time determine.
- 3.2 The Company must display its name and the expression "Registered Office" at that place.

4 OBJECTS

- 4.1 The objects for which the Company is established are:
- 4.1.1 To undertake and promote research and education into cognitive and behaviour therapies;
 - 4.1.2 To publish and disseminate information about developments in cognitive and behaviour therapies within Australia and other countries;
 - 4.1.3 To provide education and training in the principles and practices of cognitive and behaviour therapies;
 - 4.1.4 To support evidence-based practice of cognitive and behaviour therapies within Australia; and
 - 4.1.5 To liaise and consult with other persons or organisations in the research, education and practice of cognitive and behaviour therapies.

5 POWERS

- 5.1 The Company has the legal capacity and powers of an individual as set out in Section 124(1) of the Act.

6 NOT A TRADE UNION

- 6.1 The Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which, if an object of the Company, would make it a trade union within the meaning of the relevant legislation.

7 USE OF THE INCOME AND PROPERTY OF THE COMPANY

- 7.1 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 Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Company.

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- 7.2 Nothing in clause 7.1 prevents the payment in good faith of reasonable and proper:
- 7.2.1 Remuneration to any officers or servants of the Company or to any Member of the Company in return for any services actually rendered by them to the Company;
 - 7.2.2 Payment for goods supplied to the Company by any Member in the ordinary and usual way of business;
 - 7.2.3 Interest on money borrowed from any Member for any purpose of the Company at a rate not exceeding the rate for the time being charged by the Commonwealth Bank for overdrafts under \$100,000; or
 - 7.2.4 Reasonable and proper rent for premises demised or let by any Member to the Company.
- 7.3 No Directors shall receive remuneration in respect of their ordinary duties as a Director of the Company.
- 7.4 If a Director is required to perform services for the Company which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, then the Company may pay the Director a fixed sum determined by the Directors in respect of those duties.
- 7.5 The Company may also pay the Directors' travelling and other expenses that they properly incur:
- 7.5.1 In attending Directors' meetings or any other meetings of committees of Directors; and
 - 7.5.2 In attending any general meetings of the Company; and
 - 7.5.3 In connection with the Company's business,
- provided that no payment shall be made to any Director unless authorised by the Directors.

8 LIMITED LIABILITY

- 8.1 The liability of Members is limited.

9 MEMBERS' CONTRIBUTIONS

- 9.1 Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up whilst they are a Member or within one year after they cease to be a Member for payment of the debts and liabilities of the Company (contracted before they ceased to be a Member) and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding ten dollars (\$10.00).

10 USE OF PROPERTY ON WINDING UP

- 10.1 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever (surplus), the surplus shall not be paid to or distributed amongst the Members of the Company.

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10.2 If the Company is endorsed by the Australian Taxation Office as a Tax Concession Charity, the surplus shall be given or transferred to some other institution or institutions approved by the Commissioner of Taxation as a Tax Concession Charity such institution:

10.2.1 Having objects similar to the objects of the Company; and

10.2.2 Whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income or property amongst its or their members to any extent at least as great as is imposed on the Company under this Constitution;

such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of the State.

11 AMALGAMATION

11.1 If the Company is endorsed by the Australian Taxation Office as a Tax Concession Charity, the Company must not amalgamate with any other body that does not have Tax Concession Charity status.

12 MEMBERSHIP

12.1 The subscribers and such persons as the Board admits to membership in accordance with this Constitution shall be Members of the Company.

12.2 There are three (3) classes of Members:

12.2.1 Full Members;

12.2.2 Distinguished Members; and

12.2.3 Associate Members.

12.3 A Full Member is a person who fulfils any of the following criteria:

12.3.1 Has recognised tertiary qualifications in the disciplines of psychology, medicine, education, social work, occupational therapy, physiotherapy, speech therapy, dentistry or nursing; or

12.3.2 Has tertiary qualifications in a discipline similar to that prescribed in clause 12.3.1 subject to approval by the Board; or

12.3.3 Has demonstrated experience in a discipline nominated in clause 12.3.1 subject to approval by the Board.

12.4 An Associate Member is any person admitted to membership who does not meet the criteria provided at clause 12.3. The admission of a person as Associate Member is at the discretion of the Board. An Associate Member shall not be entitled to vote without the prior written approval of the Board. Such written approval of the Board can be subject to conditions. An Associate Member shall not be eligible to stand for election as a Director.

12.5 An Associate Member may, upon meeting the criteria provided at clause 12.3, apply to become a Full Member.

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- 12.6 The Board may nominate a Full Member for designation as a Distinguished Member or Fellow, having regard to that person's contribution to the objects of the Company. Any such nomination must be endorsed by an Ordinary Resolution of the Members at a General Meeting. A Distinguished Member shall be granted full membership rights for life.
- 12.7 Every application to the Board for membership of the Company shall be in such form as prescribed by the Board.
- 12.8 The Board must keep a Register of Members. The Register must contain the name and address of each Member and the date on which the entry of the Member's name in the Register is made. Inclusion of a name in the Register shall be prima facie evidence of membership.
- 12.9 When an applicant has been accepted for membership the Secretary shall forthwith cause to be sent to the applicant written notice of their acceptance and enter the name and address of the Member in the Register.
- 12.10 An entrance fee and/or annual subscription is payable by Members in the amount determined by the Board.

13 CESSATION OF MEMBERSHIP

13.1 A person ceases to be a Member on:

13.1.1 Resignation; or

13.1.2 In the case of a natural person:

- a death;
- b becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- c becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- d the termination of the person's membership by the Directors or by the Company in General Meeting in accordance with this Constitution.

13.2 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than 3 months after the service of the notice. A Member remains liable after resignation for any Annual Subscription Fee due and unpaid at the date of the Member's resignation and for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under clause 9.1.

13.3 Censuring, suspension or expulsion of Member

If any Member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

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- 13.3.1 At least one week before the Directors' meeting at which the resolution is passed, the Member must be given notice of the meeting setting out:
- a what is alleged against the Member; and
 - b the intended resolution;
- 13.3.2 At the Directors' meeting, and before the passing of the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- 13.3.3 The Member may elect to have the question dealt with by the Company in General Meeting, by notice in writing lodged with the Secretary at least 24 hours before the time for holding of the Directors' meeting at which the resolution is to be considered by the Directors;
- 13.3.4 If the member gives a notice under clause 13.3.3:
- a no resolution of the Directors on that matter is effective;
 - b a General Meeting of the Company must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this clause; and
 - c if, at the General Meeting, a resolution is passed by a majority of at least two-thirds of those present and voting (the vote to be taken by ballot), the Member concerned must be dealt with in accordance with the resolution; and
- 13.3.5 in the case of a resolution passed by the Directors or in General Meeting for the Member's expulsion under this clause, the membership of the Member automatically terminates, in which case the Member ceases to be a Member.

14 GENERAL MEETINGS OF MEMBERS

- 14.1 An Annual General Meeting of the Company must be held in accordance with the provisions of the Act. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 14.2 All meetings of the Company shall be held in Australia.
- 14.3 Any Director may whenever they thinks fit convene an Extraordinary General Meeting. A Member or Members can only convene a meeting as allowed by the Act.
- 14.4 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, the period of notice with respect to General Meetings shall be twenty-one (21) days.
- 14.5 Notice of a General Meeting shall specify:
- 14.5.1 The place, the day, and the hour of meeting;
 - 14.5.2 In case of special business the general nature of that business;

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14.5.3 If a special resolution is to be proposed at the meeting – set out an intention to propose a special resolution and state the resolution; and

14.5.4 If a Member is entitled to appoint a proxy – a statement setting out information regarding the appointment of a proxy.

Notice must be given to such persons as are entitled to receive such notices from the Company. An accidental failure to give notice to a person, or the non receipt by that person of the notice, does not affect the validity of the proceedings at the meeting or any resolution passed at it.

14.6 All business transacted at an Extraordinary General Meeting is special, as is all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and auditors, the election of Directors, and the appointment of auditors, if necessary.

14.7 Where the Company has only one member it may pass a resolution by the member recording it and signing the record.

15 PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

15.1 No business can 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, at least 20 Full Members or 10% of the Members (whichever is the lesser), present in person or by proxy, is a quorum. For the purpose of this clause "Member" includes a person attending as proxy.

15.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, must be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board determines and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

15.3 The President must preside at every General Meeting of the Company, or if there is no President, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present must elect one of their number to be chairperson of the meeting.

15.4 The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.5 At any General Meeting a resolution put to the vote of the meeting must 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:

15.5.1 By the chairperson, or

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- 15.5.2 By a Member present in person or by proxy.
- 15.6 Unless a poll is so demanded, a declaration by the chairperson 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, is 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.
- 15.7 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson 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 chairperson or on a question of adjournment must be taken forthwith.
- 15.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson 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.
- 15.9 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.
- 15.10 The chairperson may invite any person who is not a Member to attend and address a General Meeting.
- 15.11 Circular resolutions:
- 15.11.1 If all the Members have signed a document containing a statement that they are in favour of a resolution of the Members in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a General Meeting of the Members held on the day on which the document was signed and at a time at which the document was last signed by a Member or, if the Member signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Member;
- 15.11.2 For the purposes of clause 15.11.1, two or more separate documents containing statements in identical terms each of which are signed by one or more Members shall together be deemed to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents;
- 15.11.3 A reference in clause 15.11.1 to all the Members does not include a reference to a Member who, at a meeting of Members, would not be entitled to vote on the resolution.
- 15.12 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 their committee or by their trustee or by such other person as properly has the management their estate, and any such committee, trustee or other person may vote by proxy or attorney.
- 15.13 The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing. The instrument appointing a proxy shall be

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deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.

- 15.14 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 Association for Cognitive and Behaviour Therapy Ltd hereby appoint of or failing them of as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) General Meeting of the Company, to be held on the day of 20... and at any adjournment thereof.

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

Signed this day of20....

(Note - in the event of the Member desiring to vote for or against any resolution they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.)

** Strike out whichever is not desired."*

- 15.15 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly certified copy of that power or authority shall be deposited in writing or electronically 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 less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in that instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the take of the poll and in default the instrument or proxy shall not be treated as valid.
- 15.16 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.

16 COMPOSITION OF THE BOARD

- 16.1 The business and affairs of the Company shall be managed by the Board of Directors consisting of not less than six (6) Directors.
- 16.2 The following named persons who have consented in writing shall constitute the first Board:

- ***Rebecca Anderson***
- ***Natasha Davis***
- ***Heather Green***

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- ***Leanne Hides***
- ***Ross Menzies***
- ***Alina Morawska***

At least half shall retire at the first Annual General Meeting. Those who remain in office must retire at the next Annual General Meeting but shall be eligible for re-election at that Annual General Meeting for a period of three (3) years.

- 16.3 Thereafter the Board shall consist of those Directors elected as herein provided.
- 16.4 At the first Annual General Meeting of the Company the Directors must be elected and shall hold office for a period of three (3) years, at the conclusion of which they must retire but they shall be eligible for re-election at the Annual General Meeting in that year.
- 16.5 All Directors, including Office Holders, shall serve for a period of three (3) years, except for the Director elected to the office of Editor, who shall serve for a period of five (5) years, when they must retire but they shall be eligible for re-election at the Annual General Meeting in that year.
- 16.6 The election of Directors and Office Holders shall take place in the following manner:
- 16.6.1 A Member of the Company shall be at liberty to nominate any other person to serve as a Director, including a Director holding the office of Editor or Office Holder. The candidate must be a Full Member of the Company;
- 16.6.2 The nomination, which shall be in writing and signed by the candidate and their proposer must be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place; and
- 16.6.3 Election of Office-Holders shall take place prior to the election of the remaining Directors; and
- 16.6.4 In case there shall not be a sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.
- 16.7 The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of Directors provided that the minimum number of Directors must not be less than six (6).
- 16.8 The Board has the power at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed, if any, in accordance with this Constitution. Any person appointed as a Director must provide the Company with a signed consent to act as a Director prior to their appointment as required by the Act. Any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting.
- 16.9 The office of a Director shall become vacant if the Director:
- 16.9.1 Becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 16.9.2 Becomes prohibited from being a Director of a Company by reason of any order made under the Act;

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- 16.9.3 Ceases to be a Director by operation of any provision of the Act;
- 16.9.4 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;
- 16.9.5 Resigns their office by notice in writing to the Company;
- 16.9.6 For more than three months is absent without permission of the Board from meetings of the Board held during that period
- 16.9.7 Has held office for nine (9) years or more as a Director, except for the Director holding the office of Editor, where the period of holding office is ten (10) years or more.
- 16.9.8 Where the office of a Director has become vacant under Clause 16.9.7, the same person may seek re-appointment for another term in the same role, provided that:
 - 16.9.8.1 The Board approves the re-nomination of this Director and,
 - 16.9.8.2 The Director's re-nomination for election is considered at the next Annual General Meeting.

17 POWERS AND DUTIES OF THE BOARD

- 17.1 The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in General Meeting. The Board may make regulations for the conduct of the activities of the Company, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of the Company made by the Board may be disallowed by the Company in General Meeting provided that no resolution by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed or made.
- 17.2 The Board 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 a security for any debt, liability or obligation of the Company.
- 17.3 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 Directors or in such other manner as the Board from time to time determines.
- 17.4 The Board shall cause minutes to be made:
 - 17.4.1 Of proceedings and resolutions of meetings of the Company; and
 - 17.4.2 Of proceedings and resolutions of meetings of the Board (including meetings of a committee of Directors); and
 - 17.4.3 Of resolutions passed by Members without a meeting; and
 - 17.4.4 Of resolutions passed by Directors without a meeting.

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

- 17.5 Subject to the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of their interest and must not be present at the meeting while the matter is being considered or vote on the matter. The notice required to be given to the other Directors must give details of the nature and extent of the material personal interest and the relation of the material personal interest to the affairs of the Company. Notice must be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter. Details must be recorded in the minutes of the Directors' meeting.
- 17.6 Subject to clause 17.5, a Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company by a Director nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Company for any profit realized by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.
- 17.7 A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

18 PROCEEDINGS OF THE BOARD

- 18.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the Secretary must on the requisition of a Director, summon a meeting of the Board.
- 18.2 Circular resolution:
- 18.2.1 If a majority of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document is signed and at the time at which the document was last signed by a Director or, if the Directors sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- 18.2.2 For the purposes of clause 18.2.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents;
- 18.2.3 A reference in clause 18.2.1 to a majority of the Directors does not include a reference to a Director who, at a Board meeting, would not be entitled to vote on the resolution.
- 18.2.4 A resolution of the Board passed in accordance with clause 18.2.1 must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.

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- 18.3 The quorum necessary for the transaction of the business of the Board shall be a majority of the total Board or such greater number as may be fixed by the Board.
- 18.4 A majority of Directors shall be deemed to hold or be present at a meeting of Directors when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the others of them. Such a meeting shall be deemed to be held at the place where the chairperson was present during the meeting. A resolution passed by the Board pursuant to this clause must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.
- 18.5 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present and a determination by a majority shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 18.6 The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Director or Directors act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.
- 18.7 The President shall preside at every meeting of the Board, but if there is no President, or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting, the Directors may choose one of their number to be chairperson of the meeting.
- 18.8 The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of the Company by the Act or the general law) to one or more sub-committees. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board and all members of such sub-committee shall have one vote on the sub-committee.
- 18.9 The Board may appoint one or more advisory boards consisting of such persons as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and all members of such advisory board shall have one vote on the advisory board.
- 18.10 A sub-committee or advisory board 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 chairperson of the sub-committee or advisory board shall have a second or casting vote.
- 18.11 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

19 ESTABLISHMENT OF REGIONAL BRANCHES

- 19.1 The Board may establish Regional Branches, and may promulgate regulations for the activities and management of such Regional Branches.

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- 19.2 A Regional Branch will be comprised of those Members who reside within the Region for that Regional Branch. The boundaries of the Region will be as determined by the Board.
- 19.3 At an annual meeting of the Members of a Regional Branch, the Members will elect a Committee to manage the activities of the Regional Branch. The Members of the Committee will be elected for a period of one (1) year, but are eligible for re-election.
- 19.4 The office of a Branch Chair or Committee Member shall become vacant if Branch Chair or Committee Member:
- 19.4.1 Becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 19.4.2 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;
 - 19.4.3 Resigns their office by notice in writing to the Committee;
 - 19.4.4 For more than three months is absent without permission of the Committee from meetings of the Committee held during that period
 - 19.4.5 Has held office for nine (9) years or more as a Branch Chair.
 - 19.4.6 Where the office of a Branch Chair has become vacant under Clause 19.4.5, the same person may seek re-appointment for another term in the same role, provided that:
 - 19.4.6.1 The Board approves the re-nomination of this Director and,
 - 19.4.6.2 The Director's re-nomination for election is considered at the next Annual General Meeting.
- 19.5 Without limitation to the Board's power to promulgate regulations pursuant to clause 19.1, the activities of the Committee of a Regional Branch may include:
- 19.5.1 Initiating, planning and coordinating events within the Region that accord with the Objects of the Company;
 - 19.5.1 Communicating with Members of the Region regarding the activities of the Company and the Regional Branch;
 - 19.5.2 Liaising with the Board, and any sub-committee or advisory board, regarding the activities of the Company and the Regional Branch; and
 - 19.5.3 Supporting the Objects and activities of the Company, both within the Regional Branch and throughout Australia.
- 19.6 Committee members must act in the best interests of the Company and avoid any conflict of interest between their own interests and the interests of the Company.
- 19.7 The Board may, at any time and without limitation to its powers under this Constitution:
- 19.7.1 Amalgamate Regional Branches;

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19.7.2 Vary its decision to establish a Regional Branch (including varying the boundaries for the Region);

19.7.3 Remove a Branch Chair or Committee member of a Regional Branch; or

19.7.4 Revoke its decision to establish a Regional Branch (in which case the Regional Branch will cease to exist).

20 APPOINTMENT OF SECRETARY

20.1 The Secretary shall in accordance with the Act be appointed by the Board for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

21 SEAL

21.1 The Board may provide for the Company to have a common seal which must only be used with the authority of the Board or of a sub-committee of Directors authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by a Director and shall be counter-signed by the Secretary or by a second Director or by some other person appointed by the Board for that purpose. The Board may resolve to execute documents under the hand of a Director or other nominated person without use of the common seal.

22 ACCOUNTS

22.1 True accounts shall be kept in accordance with the Act and any Charitable Fundraising Legislation (where applicable), of the sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place and of the proper credits and liabilities of the Company.

22.2 The Board shall from time to time determine at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of Members.

22.3 The Board shall cause to prepare such financial and other reports as are required by the Act and distribute such reports to Members in accordance with the Act.

23 AUDIT

23.1 A properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Act.

24 NOTICE

24.1 Any notice required by law or by or under this Constitution to be given to any Member shall be given:

24.1.1 Personally; or

24.1.2 By sending it by post to the address for the Member in the Register of members; or

24.1.3 By sending it to the fax number nominated by the Member; or

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- 24.1.4 By sending it by e-mail or like device to the e-mail address or other electronic address nominated by the Member.
- 24.2 Where a notice is given personally, service of the notice shall be deemed to occur on the day of receipt.
- 24.3 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected 3 days after it is posted.
- 24.4 Where a notice has been given by facsimile, e-mail or like device it shall be deemed to have been given on the same day as transmission.
- 24.5 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- 24.5.1 Every Member and Director; and
- 24.5.2 The Auditor or Auditors for the time being of the Company.
- 24.6 No other person shall be entitled to receive notices of General Meetings.

25 INDEMNITY

- 25.1 Subject to the Act and to the extent permitted by law, the Company must indemnify every person who is or has been a Director, the Secretary or an executive officer of the Company against a liability:
- 25.1.1 Incurred by any such person acting in that capacity to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;
- 25.1.2 For the costs and expenses incurred by any such person:
- 25.1.2.1 in defending proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted; or
- 25.1.2.2 in connection with an application, in relation to such proceedings, in which the court grants relief to them under the Act.
- 25.2 Every employee who is not a Director, the Secretary or an executive officer of the Company may be indemnified, unless prohibited by law, out of the property of the Company against a liability:
- 25.2.1 Incurred by the employee acting in that capacity;
- 25.2.2 For the costs and expenses incurred by them:
- 25.2.2.1 in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which they are acquitted; or
- 25.2.2.2 in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.

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26 INSURANCE

- 26.1 Subject to the Act, the Company may pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or executive officer acting in that capacity against:
- 26.1.1 Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - 26.1.2 A liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or a breach of the provisions of the Act dealing with improper use of inside information or position.
- 26.2 The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a Director, Secretary or executive officer concerned in the management of the Company.

27 ALTERATION OF THIS CONSTITUTION

- 27.1 A resolution altering or repealing any part of this Constitution must be passed by special resolution.
- 27.2 No amendment shall be made to clause 7 (Use of the Income and Property of the Company) or clause 10 (Use of Property on Winding Up) without prior notice having been given to the Australian Taxation Office.

28 DEFINITIONS AND INTERPRETATION

28.1 Definitions

In this Constitution unless there be something in the subject or context inconsistent therewith:

- 28.1.1 "**Annual General Meeting**" means the General Meeting held each year as required by the Act and this Constitution;
- 28.1.2 "**Associate Member**" means a Member as described in clause 12.4;
- 28.1.3 "**Board**" means the Board of Directors of the Company;
- 28.1.4 "**Company**" means Australian Association for Cognitive and Behaviour Therapy Ltd;
- 28.1.5 "**Corporation**" shall have the meaning attributed to it by Section 57A of the Act;
- 28.1.6 "**Director**" means a member of the Board;
- 28.1.7 "**Distinguished Member**" means a Member as described in clause 12.6;
- 28.1.8 "**Editor**" means the person elected to the office of Editor by the Company;
- 28.1.9 "**Full Member**" means a Member as described in clause 12.3;

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- 28.1.10 “**Member**” means a member of the Company, and includes a Full Member, an Associate Member and a Distinguished Member;
- 28.1.11 “**Office-Holder**” means a Director who is elected to the office of President or Treasurer;
- 28.1.12 “**Ordinary resolution**” means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person or by proxy at a General Meeting of the Company;
- 28.1.13 “**Person**” shall include natural persons and not corporations;
- 28.1.14 “**President**” means the person elected to the office of President;
- 28.1.15 “**Poll**” means a secret ballot;
- 28.1.16 “**Region**” means the relevant Region for a Regional Branch, with the boundaries of the Region being determined by the Board;
- 28.1.17 “**Regional Branch**” means a Regional Branch established by the Board pursuant to clause 19;
- 28.1.18 “**Register**” means the membership register of the Company;
- 28.1.19 “**Regulations**” means the regulations made by the Board pursuant to this Constitution;
- 28.1.20 “**Seal**” means the common seal of the Company;
- 28.1.21 “**Secretary**” means any person appointed to perform the duties of a Secretary of the Company and includes an honorary Secretary;
- 28.1.22 “**Special resolution**” means, subject to the Act, a resolution passed by a majority of not less than 75% of eligible voters, both in person or by proxy at a General Meeting of the Company of which not less than twenty-one (21) days notice has been given, such notice setting out the intention to propose the special resolution and stating the resolution;
- 28.1.23 “**The Act**” means the *Corporations Act 2001* as amended from time to time;
- 28.1.24 “**The State**” means the State of Queensland;
- 28.1.25 “**Treasurer**” means the person elected to the office of Treasurer.

28.2 Interpretation

In the construction of this Constitution:

- 28.2.1 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including electronic means;
- 28.2.2 A gender includes all genders;

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28.2.3 The singular includes the plural and vice versa;

28.2.4 Words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

28.3 Replaceable Rules

Except to the extent that is contained in any provision of this Constitution the replaceable rules referred to in the Act do not apply to this Company.

END