

A Company limited by guarantee incorporated under
the *Corporations Act 2001 (Cth)*

Constitution of EMDR Association of Australia Limited

ACN 151 692 429

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1 Preliminary

1.1 Exclusion of replaceable rules

- (a) The replaceable rules contained in the Act do not apply to EMDRAA.
- (b) A word or expression that is defined in the Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

1.2 Definitions and interpretation

In this Constitution:

- (a) **the Act** means the *Corporations Act 2001* for the time being in force.
- (b) **Board** means the board of Directors for the time being of EMDRAA.
- (c) **President** means the person appointed to the office of chairperson under clause 8.10(a).
- (d) **EMDRAA** means EMDR Association of Australia Limited ACN 151 692 429, a company limited by guarantee under the Act.
- (e) **Deductible Contribution** means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the Principal Purpose;
- (f) **Directors** means the directors for the time being of EMDRAA.
- (g) **EMDR** means the Eye Movement Desensitisation and Reprocessing Therapy method of psychotherapy.
- (h) **Gift** means a gift as described in item 1 of the table in section 30-15 of the ITAA 97 to EMDRAA;
- (i) **Guaranteed Amount** is \$20.00.
- (j) **Member** means a member whose name is entered in the Register and includes a "Full Member", an "Associate Member", "Independent Director" and such other class of Member with such rights as are set out at clause 3.3.
- (k) **Office bearers** means a Director appointed as an office bearer under clause 8.10.
- (l) **Principal Purpose** means the purpose set out in clause 2.
- (m) **Register** means the Register of Members under clause 3.6.
- (n) **Seal** means the EMDRAA common seal (if any).
- (o) **Secretary** means the secretary for the time being of EMDRAA and if there are joint secretaries, any one or more of such joint secretaries.

- (p) **special resolution** means a resolution:
 - (i) of which notice has been given under clause 7.6(a)(iv); and
 - (ii) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution,
- (q) Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (r) Words importing any one gender must be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.

2 Principal Purpose

2.1 The Principal Purpose

- (a) The Principal Purpose for which EMDRAA is established is maintain, support and promote EMDR practice, research and education.
- (b) Solely in furtherance of the Principal Purpose, the activities EMDRAA will undertake may include, but are not limited to:
 - (i) promote EMDR therapy as a treatment for various mental disorders;
 - (ii) raise the profile of EMDR therapy;
 - (iii) define the standards for EMDR therapy training programmes and approve those courses which meet the standards for membership;
 - (iv) support EMDRAA members in promoting EMDR therapy to the public;
 - (v) create opportunities for further education, professional development, and collegial engagement;
 - (vi) develop, foster and promote cutting-edge research for the best evidence-based practice of EMDR therapy; and
 - (vii) all other things incidental or conducive to furthering the Principal Purpose.
- (c) Subject to clause 2.3, and solely in furtherance of its Principal Purpose, EMDRAA may exercise the following powers:
 - (i) impose and collect membership fees and raise funds;
 - (ii) form regional groups, that may include members from countries other than Australia; and
 - (iii) all the powers of a company limited by guarantee under the Act.

2.2 The Principal Purpose is not for profit

The Principal Purpose is not for profit.

2.3 Application of assets for Principal Purpose

- (a) The income and property of EMDRAA must be applied solely towards the Principal Purpose.
- (b) No portion of the surplus, income or property of EMDRAA may be paid or transferred directly or indirectly to Members or Directors by way of dividend.

- (c) Payment may be made in good faith to any Member:
 - (i) in return for any services actually rendered to EMDRAA;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any Member at a rate not exceeding the rate for the time being fixed by the Board; and
 - (iv) of reasonable and proper rent for premises let by any Member.
- (d) Directors may each be paid a fee for serving as Directors (“Directors fees”) providing that the Directors fees are first approved by an ordinary resolution of members in general meeting.
- (e) In addition to any Director’s fees, payments may be made to Directors in the following circumstances:
 - (i) for the payment of out-of-pocket expenses incurred in carrying out the duties of a Director where the payments do not exceed an amount previously approved by the Board; or
 - (ii) for any service rendered to EMDRAA in a professional or technical capacity where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
 - (iii) as an EMDRAA employee where the terms of employment have been approved by a resolution of the Board.

2.4 Distribution of assets on winding up

- (a) Where on the winding up or dissolution of EMDRAA, there is a surplus of assets after satisfying all EMDRAA’s liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to Members; and
 - (ii) will be given or transferred to such other charitable institution or institutions in Australia to which tax deductible gifts may be made, which:
 - (A) has a similar purpose to the Principal Purpose; and
 - (B) prohibits the distribution of income, profit or assets to its Members.
- (b) The identity of the charitable institution or institutions must be decided by the Members by ordinary resolution on or before the time of such winding up or dissolution. If the Members fail to decide, the charitable institution shall be determined by application to the Supreme Court in the State of incorporation.

2.5 Distribution of assets on revocation of endorsement

- (a) Where the endorsement of EMDRAA as a deductible gift recipient is revoked by the Commissioner of Taxation, the following assets remaining after satisfying EMDRAA's liabilities and expenses must be transferred to such other charitable institution or institutions in Australia to which income tax deductible gifts may be made:
 - (i) Gifts of money or property for the Principal Purpose;
 - (ii) Deductible Contributions made to an eligible fundraising event for the Principal Purpose; and
 - (iii) Money received by EMDRAA as a consequence of those Gifts or Contributions.
- (b) The identity of the charitable institution or institutions will be decided by the Members by ordinary resolution as near as practicable following receipt of a notice of revocation from the Commissioner of Taxation. If the Members fail to decide, the charitable institution shall be determined by application to the Supreme Court in the State of incorporation.

3 Membership

3.1 Liability of Members

The liability of the Members is limited to the Guaranteed Amount.

3.2 Contribution of Members on winding up

Every Member undertakes to contribute to the assets of EMDRAA in the event of EMDRAA being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for:

- (a) the payment of the debts and liabilities of EMDRAA contracted whilst the Member or past Member as the case may be was a Member;
- (b) the costs charges and expenses of winding up; and
- (c) the adjustment of the rights of the contributors or Members amongst themselves.

3.3 Classes of Members

- (a) EMDRAA has the following classes of Member:
 - (i) Full Member;
 - (ii) Associate Member;
 - (iii) Independent Director; and
 - (iv) Any such additional class of Member as determined by the Board, providing that such a class does not have a right to vote in meetings of Members.

- (b) A Full Member is a person:
 - (i) who has such qualifications which are determined by the Board from time to time and are published on the EMDRAA website;
 - (ii) who has completed a Board approved program of basic training in EMDR; and
 - (iii) is of good fame and character.
- (c) A Full Member has all rights of membership including to the rights to vote.
- (d) An Associate Member is a person:
 - (i) who does not satisfy the criteria for Full Membership;
 - (ii) who would be eligible to be trained in EMDR, the criteria of which are determined from time to time by the Board and are published on the EMDRAA website; and
 - (iii) is of good fame and character, and who has an interest in EMDR.
- (e) An Associate Member has such rights as is determined by the Board but does not have the right to vote.
- (f) An Independent Director may be elected at a general meeting of members as described at clause 8.1, or may be appointed by way of a casual appointment as described at clause 8.2.
- (g) For the avoidance of doubt, an Independent Director:
 - (i) is entitled to vote at Director meetings; and
 - (ii) ceases to be a Member upon cessation of their term as a Director, or otherwise by operation of clause 3.8.

3.4 Membership eligibility and application

- (a) In this clause, "person" means an individual.
- (b) Any person committed to the Principal Purpose may apply to become a Member provided:
 - (i) Application for Membership is made on the prescribed Application Form in Appendix 1 and the determined fee has been paid;
 - (ii) The person agrees in writing to provide a guarantee of not less than the Guaranteed Amount to defray such liabilities and expenses of EMDRAA upon its winding up or dissolution; and
 - (iii) The person agrees to comply with EMDRAA's constitution and where ratified by the board, the Members Charter.
- (c) The rights of any Member are not transferable.

3.5 The Board decide on Membership

- (a) An Application for Membership must be determined by the Board
- (b) Subject to the membership class requirements at clause 3.3, the Board may assess a membership application by using any criteria as it alone determines.
- (c) The Board may decline any application for Membership and is not bound to give reasons why the application was not accepted.
- (d) The minimum number of Members is 1.

3.6 Register of Members

- (a) The Secretary must maintain the Register at EMDRAA's registered office.
- (b) When an applicant has been accepted for Membership the Secretary must cause the Member's name to be entered in the Register and must send to the Member written notice of the acceptance together with the date that their Membership commenced.
- (c) The Register of Members must record whether the Member is a Full Member or an Associate Member.
- (d) The address of a Member in the Register will be the address of the Member for the purpose of service of any notices to Members.

3.7 When an Applicant becomes a member

An applicant becomes a Member on the date that their name is entered on the Register.

3.8 Cessation of Membership

- (a) A Member ceases to be a Member if they:
 - (i) tender written notice of resignation to the Secretary;
 - (ii) have not responded within three months to two written requests from the secretary that they confirm in writing that they want to remain a member; or
 - (iii) are expelled or suspended in accordance with this constitution.
- (b) A Member whose Membership is terminated will be liable for all moneys due by that Member to EMDRAA in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under clause 3.1 of this constitution.
- (c) Except as a creditor, a Member whose Membership is terminated will not make any claim, monetary or otherwise, on EMDRAA, its funds or property.
- (d) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

4 Internal Disputes

4.1 Internal Dispute procedure

- (a) The dispute resolution procedure in this clause 4.1 applies to disputes between a Member or a Director and:
 - (i) one or more Members;
 - (ii) one or more Directors; or
 - (iii) EMDRAA.
- (b) A Member or Director must not start a dispute resolution procedure in relation to a matter which is the subject of a Member disciplinary procedure under clause 5 until that disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If those involved in the dispute do not resolve it under clause 4.1(c), they must within 10 days:
 - (i) notify the Board of the dispute;
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (i) be chosen by agreement of the parties involved in the dispute; or
 - (ii) where those involved in the dispute do not agree:
for disputes between Members, a person chosen by the Board; or if the dispute is between a Member and the Board or EMDRAA, a person chosen by the president of the law institute or society in the state or territory in which EMDRAA has its registered office.
- (f) A mediator chosen by the Board under clause 4.1(e)(ii):
 - (i) may be a Member or former member of EMDRAA;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (i) give each party every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that procedural fairness is accorded to the parties throughout the mediation process.
- (h) The mediator must not determine the dispute.

5 Member discipline

5.1 Board may take disciplinary action

- (a) The Board may take disciplinary action against a Member in accordance with clause 5 if it is determined that the Member:
 - (i) has failed to comply with this constitution;
 - (ii) refuses to support the purposes of EMDRAA; or
 - (iii) has engaged in conduct prejudicial to EMDRAA.

5.2 Disciplinary subcommittee

- (a) If the Board is satisfied that there is a reasonable basis to consider disciplinary action against a Member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The Members of the disciplinary subcommittee:
 - (i) may be Directors, Members, or anyone else;
 - (ii) must include one person who is not an EMDRAA member; and
 - (iii) must not be biased against, or in favour of, the Member concerned.

5.3 Notice to member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - (i) stating that EMDRAA proposes to consider taking disciplinary action against the Member;
 - (ii) stating the grounds for the proposed disciplinary action;
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
 - (iv) advising the member that he or she may do one or both of the following:
 - (A) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (B) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (v) setting out the Member's appeal rights under clause 5.5.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

5.4 Recommendation of subcommittee

- (a) At the disciplinary meeting, the disciplinary subcommittee must:
 - (i) give the Member a reasonable opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.
- (b) After complying with clause 5.4(a), the disciplinary subcommittee must recommend to the Board that EMDRAA:
 - (i) take no further action against the Member; or
 - (ii) subject to clause 5.4(c):
 - (A) reprimand the Member;
 - (B) require the Member to undertake a course in further professional development;
 - (C) suspend the Membership rights of the Member for a specified period; or
 - (D) expel the Member from EMDRAA.
- (c) The Board must determine whether EMDRAA should accept the disciplinary sub-committee's recommendation and the Board must notify the Member of its decision.
- (d) The suspension of Membership rights or expulsion of a Member from EMDRAA under this clause takes effect immediately after the Board's decision is passed.

5.5 Appeal rights

- (a) A person whose Membership rights have been suspended or who has been expelled from EMDRAA under clause 5.4 is:
 - (i) not entitled to appeal the decision to EMDRAA members in general meeting; and
 - (ii) may seek to appeal the decision in accordance with the Act or otherwise at law.

5.6 Expelled Member may reapply for Membership

- (a) Any Member expelled from EMDRAA may at any time apply to the Board to be readmitted as a Member.
- (b) A Member who has been expelled from EMDRAA or during their term of suspension as a Member, may not cast a vote at EMDRAA general meetings and may not serve as a Director.

6 Patron

- (a) EMDRAA may from time to time at any general meeting appoint a person, not necessarily a member, to be Patron of EMDRAA.
- (b) A Patron must not, as Patron, have any rights or obligations in relation to EMDRAA other than rights to receive notices of, and to attend general meetings of Members.
- (c) A Patron ceases office upon resignation or by resolution of Members in general meeting.

7 Members' meetings

7.1 Annual general meeting

- (a) An EMDRAA general meeting must be held at least once in every calendar year and within the period of five months after the end of the financial year at such time and place as may be determined by the Directors to be called the "Annual General Meeting";
- (b) EMDRAA general meetings other than the Annual General Meeting may be called "special general meetings".
- (c) The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
 - (i) a review of EMDRAA's activities;
 - (ii) a review of EMDRAA's finances;
 - (iii) the consideration of the Financial Statements, Directors' Declaration and Directors' Report, and Auditor's Report (if any);
 - (iv) the election of Directors;
 - (v) the appointment of the auditor; and
 - (vi) the fixing of the auditor's remuneration.
- (d) The chairperson of the Annual General Meeting must give Members a reasonable opportunity at the meeting to ask questions or make comments about EMDRAA management.

7.2 Participation in general meetings by non-members

- (a) For the purpose of securing wide participation in the activities of EMDRAA the Board may invite representatives of any association, organisation, institution, governmental department or quasi-governmental authority to attend any general meeting of the members with a right to participate in discussion and speak.
- (b) A person so invited to attend a general meeting has no right to vote.
- (c) A person so invited must absent themselves from the meeting prior to a resolution of EMDRAA being put to members and remain absent during discussion and vote on that resolution.

7.3 Convening general meetings

- (a) An EMDRAA general meeting may only be convened:
 - (i) by a Directors' resolution; or
 - (ii) in accord with a Members' requisition under clause 7.4; or
 - (iii) by Members in accord with clause 7.5.
- (b) The Directors must not change the venue for, postpone or cancel a general meeting convened under clause 7.3(a)(ii) and 7.3(a)(iii) without the prior written consent of the Members who respectively, requisitioned or called the meeting.

7.4 Members' may requisition general meeting

- (a) If Members with at least 10% of the votes that may be cast at a general meeting make a written request to EMDRAA for a general meeting to be held, the Directors must:
 - (i) within 21 days of the Members' request, give all Members notice of a general meeting; and
 - (ii) hold the general meeting within 2 months of the Members' request.
- (b) The percentage of votes that Members have in clause 7.4(a) is to be worked out as at midnight before the Members request the meeting.
- (c) The Members who make the request for a general meeting must:
 - (i) state in the request any resolution or special resolution to be proposed at the meeting;
 - (ii) sign the request; and
 - (iii) give the request to EMDRAA.
- (d) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

7.5 Members' may call general meeting

- (a) If the Directors do not call the meeting within 21 days of being requested under clause 7.4(a), 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under clause 7.5(a) the Members must:
 - (i) as far as possible, follow the procedures for general meetings set out in this constitution;
 - (ii) call the meeting using the list of Members on the Register, which the EMDRAA must provide to the Members making the request at no cost; and
 - (iii) hold the general meeting within three months after the request was given to EMDRAA.

- (c) EMDRAA must pay the Members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

7.6 Notice of general meetings

- (a) A notice of a general meeting must specify:
 - (i) the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of the business to be transacted at the meeting; and
 - (iii) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (A) the proxy does not need to be a member of EMDRAA;
 - (B) the proxy form must be delivered to EMDRAA at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (C) the proxy form must be delivered to EMDRAA at least 48 hours before the meeting.
 - (iv) if applicable, that a special resolution is to be proposed and the words of the proposed special resolution.
- (b) EMDRAA may hold a meeting of its Members at 2 or more venues using any meeting technology that enables Members to clearly and simultaneously communicate with each other.
- (c) Members who use the meeting technology are taken to be present in person at the meeting.
- (d) Subject to clause 7.6(e), Notice of a meeting may be provided less than 21 days before the meeting if:
 - (i) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - (ii) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (e) Notice of a meeting cannot be provided less than 21 days before the meeting if a special resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an Auditor.

- (f) Notice of every general meeting of Members must be given in the manner authorised by clause 9.8 to:
 - (i) every Member and to every Director;
 - (ii) a Patron appointed under clause 6 (if any); and
 - (iii) the Auditor for the time being of EMDRAA.
- (g) No other person is entitled to receive notices of meetings of Members.
- (h) If a general meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

7.7 Members' resolutions and statements

- (a) Members with at least 5% of the votes that may be cast on a resolution may give:
 - (i) written notice to EMDRAA of a resolution they propose to move at a general meeting (Members' resolution); and
 - (ii) a written request to EMDRAA that EMDRAA give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (Members' statement).
- (b) A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- (c) A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- (e) The percentage of votes that Members have as described in clause 7.7(a) is to be worked out as at midnight before the request or notice is given to EMDRAA.
- (f) If EMDRAA has been given notice of a Members' resolution under clause 7.7(a)(i), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- (g) This clause does not limit any other right that a Member has to propose a resolution at a general meeting.

7.8 Notice of proposed resolution or statement

- (a) If EMDRAA has been given a notice or request under clause 7.7(a):
 - (i) in time to send the proposed Members' resolution or Members' statement to Members with a notice of meeting, it must do so at EMDRAA's cost; or
 - (ii) too late to send the proposed Members' resolution or Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the statement must pay the expenses reasonably incurred by EMDRAA in giving Members notice of the proposed Members' resolution or Members' statement.
 - (iii) Members at a general meeting may pass a resolution that EMDRAA will pay or reimburse expenses incurred by Members under clause 7.8(a)(ii).
- (b) EMDRAA does not need to send the notice of proposed Members' resolution or Members' statement to Members if:
 - (i) it is more than 1,000 words long;
 - (ii) the Directors consider it may be defamatory;
 - (iii) clause 7.8(a)(ii) applies, and the Members who proposed the resolution or made the request have not paid EMDRAA enough money to cover the cost of sending the notice of the proposed Members' resolution or Members' statement to Members; or
 - (iv) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the Members.

7.9 Chair of general meetings

- (a) The President must preside as chairperson at every General Meeting.
- (b) If there is no President or the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the members will appoint a Director to chair the meeting.
- (c) If a Director is not present or is present but is unwilling to act for all or part of the meeting, the Members present may elect one of their number to chair the meeting (or part of it).
- (d) The chairperson is responsible for the conduct of the general meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the Auditor).
- (e) The chair does not have a casting vote.

7.10 Quorum for general meetings

- (a) No business may be transacted at any Members' meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) A quorum of Members for a meeting is:
 - (i) 20 Members.
- (c) For the purpose of determining whether a quorum is present, a person attending as a proxy is deemed to be a Member.

7.11 Adjournment of general meetings

- (a) If a quorum is not present within fifteen minutes from the time appointed for the meeting:
 - (i) where the meeting was convened upon the request of Members - the meeting must be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (B) if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, then the meeting may be dissolved.
- (b) The President must adjourn a Members' meeting from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the President to do so. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a Members' meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided by the preceding paragraph, it is not necessary to give notice of an adjournment.

7.12 Auditor's right to attend meetings

- (a) The Auditor is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (b) EMDRAA must give the Auditor any communications relating to the general meeting that a Member is entitled to receive.

7.13 Voting at general meetings

- (a) Each Member has one vote.
- (b) Subject to requirements for special resolutions, questions arising at any Members' meeting must be decided by simple majority of votes cast by Members present at the meeting.
- (c) A resolution put to the vote of the meeting may be decided on a show of hands unless a poll is demanded (before a vote is taken or immediately after declaration of the result of the show of hands) by:
 - (i) The chair of the meeting;
 - (ii) At least 20% Members present; or
 - (iii) A Member or Members present representing at least 5% of the Members entitled to vote on the resolution.
- (d) Unless a poll is so demanded, a declaration by the chair 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 EMDRAA proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (e) The demand for a poll may be withdrawn.
- (f) If a poll is duly demanded, it must be taken in such a manner as the chair directs and unless the meeting is adjourned, the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded on the election of the chair or on a question of adjournment must be taken immediately.
- (h) In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the Members' meeting at which the show of hands takes place or at which the poll is demanded will have a casting vote in addition to any vote the chair may have in the capacity as a Member.
- (i) Subject to any rights or restrictions for the time being attached to any Member:
 - (i) at Members' meetings each Member entitled to vote may vote in person or by proxy or attorney or representative; and
 - (ii) on a show of hands every person present who is a Member or a proxy or representative of a Member has one vote, and on a poll every person present in person or by proxy or attorney or representative has one vote.
- (j) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his or her committee or trustee or such other person as properly has the management of his or her estate may exercise any rights of the Member in relation to a Members' meeting as if the committee, trustee or other person were the Member.

- (k) A Member is not entitled to vote at a Members' meeting unless all sums presently payable by the Member in respect of EMDRAA have been paid.
- (l) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (m) Any such objection must be referred to the chair of the Members' meeting, whose decision is final.
- (n) A vote not disallowed pursuant to such an objection is valid for all purposes.

7.14 Proxies

- (a) A Member who is entitled to attend and cast a vote at a Members' meeting may appoint a person (whether or not a Member) as the Member's proxy to attend and vote for the Member at the meeting.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointor or, if the appointor is a body corporate, either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised.
- (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- (d) An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- (e) An instrument appointing a proxy must be in the form or in a form that is as similar to the form in Appendix 2, as the circumstances allow.
- (f) An instrument appointing a proxy must be deposited at the EMDRAA registered office:
 - (i) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll,
- (g) A vote given in accordance with the terms of an instrument of proxy is valid despite the death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed), providing no intimation in writing of the death, unsoundness of mind or revocation was made before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

8 Directors

8.1 Appointment and removal of Directors

- (a) The number of the Directors must be no more than 9 and not less than 5.
- (b) No more than 3 Directors may be Independent Directors.
- (c) The Members may by resolution passed at a general meeting:
 - (i) determine the method for electing a Director;
 - (ii) fix the number of Directors or increase or reduce the number of Directors (but so that the number is no more than 9 and no less than 5); and
 - (iii) determine in what rotation a Director is to go out of office.
- (d) Subject to clause 8.1(c)(i), Members may appoint a person to be a Director by resolution passed at a general meeting. The resolution may specify the period during which the Director is to hold office and if it does so specify the Director will cease to hold office at the expiration of that period but will be eligible for reappointment. If the Members' resolution does not specify the term of the Director's appointment, the Director must hold office in accordance with clause 8.4.
- (e) Other than a person holding a position of Independent Director, a Director must be a Full Member.
- (f) A Director must have suitable qualifications, skills and experience (as determined by the Board) to discharge the function of a Director.
- (g) A Director is entitled to receive notices of and attend, speak, and vote at meetings of Members.
- (h) No person (not being a retiring Director) is eligible for election to the office of Director unless:
 - (i) such person has, at least 28 days before the meeting, left at the registered office of EMDRAA a duly signed notice in writing giving such persons consent to their nomination; and
 - (ii) Notice of every candidate for the position of Director is served by the Board on Members at least 14 days before the meeting at which the election is to take place.
- (i) EMDRAA in general meeting may at any time by special resolution remove any appointed or elected Director before the expiration of that Director's period of office and, if so desired, elect another person in that Director's stead. The person so elected must hold office during such time only as the Director in whose place such person is elected would have held office if such Director had not been removed.

8.2 Vacancies

- (a) In the event of a vacancy in the office of a Director, and the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they must act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a meeting of Members for that purpose.
- (b) The Directors have power to:
 - (i) appoint a new Director to fill any casual vacancy; and
 - (ii) appoint additional Directors (but so that the number of Directors does not exceed 9).
- (c) Any Director so appointed may hold office only until the next following EMDRAA Annual General Meeting and may then be eligible for election but a term filling a casual vacancy or as a co-opted additional Director must not then be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- (d) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
 - (i) becomes of unsound mind;
 - (ii) resigns their office by notice in writing to EMDRAA;
 - (iii) is absent without the consent of Directors from 3 consecutive meetings of the Board;
 - (iv) is directly or indirectly interested in any contract or proposed contract with EMDRAA and fails to declare the nature of his or her interest as required by clause 8.15; or
 - (v) is expelled or suspended as a Member in accordance with clause 3.8.

8.3 Defects in appointment of directors

All acts done by a meeting of the Directors or by any person acting as a Director are valid, despite that it is afterwards discovered that there was a defect in the appointment of a person to be a Director, or to act as a Director, or that person so appointed was disqualified.

8.4 Rotation of directors

Subject to clause 8.1(c)(iii), the following provisions apply to all Directors:

- (a) At every Annual General Meeting those Directors who have been in office for 3 years or until the third Annual General Meeting following such Directors' appointment (whichever is the longer) must retire.
- (b) The Directors or Director to retire under clause 8.4(a) must be the Directors or Director longest in office since last being elected but as between Directors who were elected on the same day, the Director or Directors to retire must (in default of agreement between them) be determined by lot.

- (c) EMDRAA at any general meeting at which any Directors retire may fill up the vacated office by electing a like number of persons to be Directors and may fill up any other vacancies.
- (d) If, at any Annual General Meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors, or such of them as have not had their places filled up, may (if willing to act) be re-appointed and continue in office until the third Annual General Meeting following such Directors' re-appointment.
- (e) A Director or Directors reappointed under clause 8.4(d) must not continue in office beyond the third Annual General Meeting following such Directors' re-appointment unless such continuation is approved by a special resolution of Members.

8.5 Powers and duties of directors

- (a) Subject to the Act and to any other provision of this constitution, EMDRAA business must be managed by the Directors, who may pay all expenses incurred.
- (b) Solely in furtherance of the Principal Purpose, the Directors may exercise all the powers of EMDRAA to borrow money, to charge any property or business of EMDRAA or give any other security for a debt, liability or obligation of EMDRAA or of any other person.
- (c) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to EMDRAA, must be signed, drawn, accepted, endorsed, executed, as the case may be in such manner as the Directors determine.

8.6 Power to make by-laws

Subject to the Act and this constitution, the Board has power to make by-laws concerning:

- (a) Membership application and qualification for EMDRAA Membership;
- (b) delegation of powers to committees under clause 8.12; and
- (c) any other matter which the Board believes suitable for including in such by laws.

8.7 Meetings of directors

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

8.8 Convening meetings of directors

The Board may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors.

8.9 Quorum for directors' meetings

A quorum consists of:

- (a) If the Directors have fixed a number for the quorum greater than 3, that number of Directors present at the meeting; or
- (b) In any other case, 3 Directors present at the meeting.

8.10 President and office bearers

- (a) The Board will comprise the following:
 - (i) President;
 - (ii) Non-executive Directors;
 - (iii) Independent Directors (if any); and
 - (iv) Such office bearers as may be determined by the Board.
- (b) The Board must appoint a Secretary in accord with the Act.
- (c) The allocation of office bearer roles must occur at the first Directors' meeting following each Annual General Meeting providing that a subsequent Director's meeting may re-allocate roles where changed circumstances make it impractical to continue the current allocation.
- (d) Office bearer roles must be allocated by a simple majority for an annual term of office.
- (e) For the avoidance of doubt, an Independent Director may be allocated an office bearer role.
- (f) For the avoidance of doubt, a Director who has previously held the office of President is eligible for re-appointment to that office.
- (g) Where a meeting of the Directors is held and:
 - (i) a President has not been appointed as provided by the preceding two paragraphs; or
 - (ii) the person so elected is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,the Directors present must appoint one of their number to chair such meeting or part of it.
- (h) The duties of the office bearers must be determined by the Board.
- (i) An office bearer may be elected for more than one successive term.

8.11 Voting at directors' meetings

- (a) Subject to this constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision must for all purposes be deemed a decision of the Directors.
- (b) A Director may not appoint a proxy for the purpose of voting at Directors' meetings.

- (c) In a case of an equality of votes, the President of the meeting must have a casting vote in addition to any vote the President may have in the capacity as a Director.

8.12 Delegation of powers

- (a) Directors may delegate any of their powers to a committee or committees consisting of such of their number and such other qualified persons as they think fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised are deemed to have been exercised by the Directors.
- (c) The members of such a committee may elect 1 of their number as Chair of their meetings.
- (d) Where such a meeting is held and:
 - (i) a Chair has not been elected as provided by the preceding paragraph; or
 - (ii) the person so elected is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

members present may elect one of their number to be Chair of the meeting or part of it.
- (e) Subject to any by-laws, a committee may meet and adjourn as it thinks proper.
- (f) Questions arising at a meeting of a committee must be determined by a majority of votes of committee Members present and voting.
- (g) In the case of an equality of votes, the Chair must not have a casting vote in addition to any vote the Chair may have in their capacity as a committee member.

8.13 Electronic meetings of Directors

- (a) A meeting of Directors may be called or held using any technology consented to by all the Directors. Consent of a Director for the purposes of this clause may be a standing one. A Director may only withdraw their consent within a reasonable time before the meeting of Directors.
- (b) A minute of the proceedings at a meeting held using technology is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the President of the meeting.

8.14 Circulating resolutions

- (a) A resolution of Directors is deemed to have been passed at a meeting of the Directors at the time at which a document containing the resolution is last signed by a Director.

- (b) For the purposes of the preceding section, 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Directors must 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 document.
- (c) The text of the circular resolution must be entered into the minutes of next Director's meeting, together with the date the resolution was passed (if at all). For the avoidance of doubt, a motion put for circular resolution but that is not passed, need not be recorded in Directors' minutes.

8.15 Directors' conflicts of interest

- (a) Subject to the Act, no Director may be disqualified by their office or of the fiduciary relation thereby established, from contracting or entering into any arrangement with EMDRAA, nor may any such contract or arrangement entered into by or on behalf of EMDRAA in which any Director is in any way interested be avoided, nor may any Director so contracting or being so interested be liable to account to EMDRAA for any profit realised by any such contract or agreement.
- (b) Every Director must observe the provisions of section 191 of the Act relating to the disclosure of the interest of Directors which might create duties or interests in conflict with their duties or interests as Directors.
- (c) Subject to the Act, a Director must not as a Director be present at a meeting of Directors or vote in respect of any contract or arrangement in which such Director is interested in the manner described in the preceding clause being considered at that meeting.
- (d) A Director who is interested in any contract or arrangement may despite such interest attest the affixing of the EMDRAA Seal to any document evidencing or otherwise connected with such contract or arrangement.

9 Administration

9.1 Minutes

- (a) Directors must cause minutes of:
 - (i) all proceedings and resolutions of Members' meetings;
 - (ii) all proceedings and resolutions of Directors' meetings, including meetings of a committee of Directors;
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by Directors without a meeting,to be duly entered into the books kept for that purpose in accordance with the Act.

- (b) A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (c) Books containing the minutes of Members' meetings and resolutions passed by Members without a meeting will be open for inspection by a Member free of charge.

9.2 Financial year

- (a) The Financial Year will begin on the first day of January and ends on the thirty first day of December.

9.3 Accounts

- (a) Directors must keep true and complete books of accounts of the transactions of EMDRAA.
- (b) The accounts must be held at the registered office or any other place as Directors think fit.
- (c) The accounts must always be open to inspection by the Directors.
- (d) Directors must arrange for the financial report, the Directors' report and the Auditors or Reviewers' report (if required by the Act) to be made out and laid before the Annual General Meeting.
- (e) Directors must arrange for any information statement or financial statement as required by the Act to be made out.

9.4 Audit

- (a) A registered Company Auditor must be appointed.
- (b) The remuneration of the Auditor must be fixed and the auditor's duties regulated in accordance with the Act.

9.5 Inspection of records

- (a) Subject to the Act, the Directors must determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other EMDRAA documents or any of them will be open to the inspection of Members other than Directors.
- (b) A Member other than a Director does not have the right to inspect any document of EMDRAA except as provided by law or authorised by the Directors or by EMDRAA in a Members' meeting.

9.6 Execution of documents

- (a) EMDRAA may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.
- (b) If EMDRAA has a seal the Directors must provide for the safe custody of the Seal.

- (c) The Seal must be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.
- (d) EMDRAA may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
 - (i) two Directors; or
 - (ii) one Director and one Secretary; or
 - (iii) one Director and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.
- (e) EMDRAA may execute a document without using a seal if the document is signed by:
 - (i) two Directors; or
 - (ii) one Director and one Secretary; or
 - (iii) one Director and another person appointed by Directors for that purpose.
- (f) A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of EMDRAA have reported to the Board in writing that the document may be sealed in that manner.

9.7 Alteration of constitution

EMDRAA must only alter this constitution by special resolution passed at a general meeting of Members.

9.8 Notices

- (a) A notice must be given by EMDRAA to any Member either:
 - (i) by serving it on the Member;
 - (ii) by sending it by post to the Member at the Member's address, including any email address, as shown in the Register or the address supplied by the Member to EMDRAA for the giving of notices to that Member; or
 - (iii) by sending it by email to an email address supplied by the Member to EMDRAA for the giving of notices to the Member.
- (b) Where a notice is sent by post, service of the notice is deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice to a Member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by email, service of the notice is deemed to be effected 24 hours after the transmission of the email unless the person transmitting the email is notified at any time that the email was undelivered or undeliverable.

9.9 Officers: indemnities and insurance

- (a) To the extent permitted by the Act:
 - (i) EMDRAA indemnifies every person who is or has been an Officer against any liability for costs and expenses incurred by that person in defending any proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Act; and
 - (ii) EMDRAA indemnifies every person who is or has been an Officer against any liability incurred by that person, as an Officer to another person, unless the liability arises out of conduct involving a lack of good faith.
- (b) EMDRAA may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer against a liability:
 - (i) incurred by the person in his or her capacity as an Officer or in the course of acting in connection with the affairs of EMDRAA except where the liability arises out of conduct involving a wilful breach of duty in relation to EMDRAA; or
 - (ii) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.
- (c) In the two preceding sections:
 - (i) the term "proceedings" means any proceedings whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with EMDRAA affairs or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to EMDRAA).

9.10 Winding up

- (a) Subject to clause 2.4, EMDRAA must be dissolved by a special resolution of Members at a Members' meeting.

APPENDIX 1

Application for Membership of
EMDR Association of Australia Limited

I, of
(*name and occupation*) (address)

desire to become a Member of EMDR Association of Australia Limited (“EMDRAA”).

In the event of my admission as a Member:

1. I agree to be bound by the constitution of EMDRAA for the time being in force;
2. I agree to support the Principal Purpose of EMDRAA;
3. I agree to adhere to the Members Charter as ratified by the Board from time to time: and
4. I agree to pay the Guaranteed Amount should EMDRAA be wound up and unable to pay its debts.

Signature of Applicant

Date

APPENDIX 2

Proxy form

EMDR Association of Australia Limited

I..... being a Member hereby
appoint of
..... or, in his or her absence,
..... of
..... as my proxy to vote for me on my
behalf at the meeting of the Members to be held on the day of
....., 20.. and at any adjournment of that
meeting.

This form is to be used * in favour of / * against the resolution
.....

SIGNED this day of, 20..

* Strike out whichever is not desired

To be inserted if desired

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