The Constitution of the Australian Society of Hypnosis Limited

(ACN 008 576 672)

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Branch means that entity established according to Clause 13(5) herein.

Directors – means Office Bearers

Executive Committee means collectively the Office Bearers

Honorary Secretary means:

(a) the person holding office under this constitution as secretary of the Society, or

(b) if no such person holds that office - the public officer of the Society.

Office Bearers means the Office Bearers for the time being of the Society and as set out in Clause 14(3) being the President, President-Elect, Immediate Past-President, the Honorary Secretary and the Treasurer.

Official means any paid employee of the Society.

Ordinary Federal Council Member means a member of the Federal Council who is not an Office Bearer of the Society.

Special General Meeting means a general meeting of the Society other than an Annual General Meeting.

The ***Act*** means Companies Act (1981).

The **Society** means the Australian Society of Hypnosis Limited

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(4) The Society shall not be carried on for the purpose of profit or gain to its individual members and is prohibited from making any distributions whether in money, property or otherwise to its members or to relatives of members.

Part 2 - Membership

2. Membership generally

(1) A person is eligible to be a member of the Society if:

(a) the person is a natural person, and

(b) the person has applied and been approved for membership of the Society in accordance with clause 3.

(2) A person is not eligible for membership of the Society if they have been:

a) adjudicated bankrupt;

b) convicted of a felony or any other criminal offences;

c) becomes of unsound mind: or

d) deregistered from their health profession by AHPRA.

unless the Federal Council specifically considers the membership and decides by resolution otherwise.

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(3) (a) The Society shall consist of the following, all of which are classified as 'members' of the Society:

i. Life Fellows

ii. Honorary Members

iii. Fellows

iv. Full Members

v. Associate Members with this member to be defined as one that is enrolled in the Society's training course and has paid the appropriate fee

vi. Corresponding Members

vii. Student (undergraduate) Members with this member to be defined as an individual undertaking as a minimum requirement the third year in an undergraduate course in a profession to which membership is applicable

viii. Such other grades of members as may be determined from time to time by the Society in general meeting.

And are as defined in the By-Laws or herein.

(b) All members of the Society as outlined in 4(a) shall be recorded and kept current in the Register of Members as required by the Act.

(4) Other persons may be admitted from time to time to the Society as prescribed by the By-Laws but they will not be members of the Society.

(5) The qualification mode of election rights, privileges and obligations (excluding liability to expulsion) of members shall as provided in theses Articles be prescribed by the By-Laws from time to time. The By-Laws shall also provide the terms and conditions upon which other persons may be admitted to the Society.

(6) All members shall abide and conform to the '**Code of Professional Conduct'** of the Society which shall be established by the Federal Council with a By-Law and shall be amended from time to time as the Federal Council may deem necessary.

(7) Membership of this Society is open, but not limited, to the following health care professionals:

Counsellors
Chiropractors
Dentists
Dental Therapists
Dental Hygienists
Medical Practitioners
Midwives
Nurses
Occupational Therapists
Optometrists
Osteopaths
Physiotherapists
Podiatrists
Psychologists
Social Workers
Speech Pathologists

Provided always they have a relevant degree from a Higher Education Provider recognised by the Australian Government and who are registered with AHPRA or for the professional groups of Counsellors, Speech Pathologists and Social Workers for whom special provisions shall apply in accordance with the relevant By-Laws.

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(8) In accordance with Clause 2.6 and the relevant By-law, the Federal Council has the power to determine additional professionals eligible for membership of the Society as well as the terms and conditions upon which this membership shall be granted.

3. Application for membership

(1) An application for membership shall be in accordance with clause 2.(3) of the By-Laws of the Society.

(2) Once the nominee has satisfied the requirements set out in the By-Laws for membership, the Honorary Secretary must enter or cause to be entered the nominee's name in the Register of Members of the Society.

4. Cessation of membership

A person ceases to be a member of the Society if the person:

(a) dies, or

(b) resigns membership,

(c) is expelled from the Society,

(d) fails to pay the annual membership fee under clause 8 (2) within six (6) months after the fee is due,

(e) is adjudicated bankrupt,

(f) is convicted of a felony or any other serious offence;

(g) is of unsound mind; or,

(h) is deregistered from their health profession by AHPRA

5. Membership entitlements not transferable

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

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

6. Resignation of membership

(1) A member of the Society may resign from membership of the Society by first giving to the Honorary Secretary written notice of at least one month (or such other period as the Federal Council may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Honorary Secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

7. Register of Members

(1) The public officer of the Society must establish and maintain a Register of Members of the Society specifying the name and postal or residential address of each person who is a member of the Society together with the date on which the person became a member.

(2) The Register of Members must be kept in New South Wales:

(a) at the office of the Society, or

(b) if the Society has no office, at the Society's official address.

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(3) The Register of Members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.

(4) A member of the Society may obtain a copy of any part of the Register of Members on payment of a fee of not more than $1 for each page copied.

(5) If a member requests that any information contained on the Register of Members about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the Register of Members to contact or send material to the person, other than for:

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or

(b) any other purpose necessary to comply with a requirement of the Act.

(7) Members must ensure the information contained in the Register is current and it is the responsibility of the Member to keep the Society informed of any change in any such information. The Society is not responsible for any subsequent action or inaction as a result of the Member not maintaining the accuracy of their Register information.

8. Fees and subscriptions

(1) A member of the Society in accordance with the By-Laws must, on admission to membership, pay to the Society a fee determined from time-to-time by the Federal Council.

(2) In addition to any amount payable by the member under subclause (1), a member of the Society must pay to the Society an annual membership fee as determined by the Federal Council:

(a) except as provided by paragraph (b), before 1 July in each calendar year, or

(b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year

and is due on or before the first day of the financial year of the Society.

(3) Any member whose subscription remains unpaid for six (6) months following the notice to the member of these fees being due and following subsequent consultation with the relevant State Branch shall be removed from the membership of the Society by a resolution of the Federal Council and their name removed from the Register of Members.

(4) once un-financial and their name is subsequently removed from the Register of Members pursuant to subclause (3) above, a member who continues to participate in Society activities and upon reapplying for membership of the Society must first pay the subscription / fees owing for the period in which they continued to participate in the Society's activities before they are entered in the Register of Members.

9. Members' liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 8.

10. Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a community justice centre for mediation under the

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Community Justice Centres Act 1983.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members

(1) A complaint may be made to the Federal Council by any person that a member of the Society:

(a) has refused or neglected to comply with a provision or provisions of this constitution,

(b) has wilfully acted in a manner prejudicial to the interests of the Society, or,

(c) has wilfully acted in breach of the By-Laws of the Society or is in contravention of the Code of Professional Conduct promulgated by the Society.

(2) The Federal Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Federal Council decides to deal with the complaint, the Federal Council:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Federal Council in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The Federal Council may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the Federal Council resolves to expel or suspend a member, the Honorary Secretary must, within 7 days after the Federal Council's decision, cause written notice to be given to the member: of the resolution decided; of the reasons given by the Federal Council for having taken that action; requesting the member to resign their membership of the Society; and, of the member's right of appeal under clause 12.

(6) The expulsion or suspension does not take effect:

(a) if the member resigns from the Society within or until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within the period in (a) above the member does not resign and exercises the right of appeal, unless and until the Society confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

(1) A member may appeal to the Society in general meeting against a resolution of the Federal Council under clause 11, within TWENTY ONE (21) days after notice of the resolution is served on the member, by lodging with the Honorary Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

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(3) On receipt of a notice from a member under subclause (1), the Honorary Secretary must notify the Federal Council which is to convene a general meeting of the Society to be held within 28 days after the date on which the Honorary Secretary received the notice.

(4) At a general meeting of the Society convened under subclause (3):

(a) no business other than the resolution of the appeal is to be transacted, and

(b) the Federal Council and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the resolution of whether the resolution should be confirmed or revoked. For clarity, only those present in person or by proxy at the meeting can vote in the secret ballot.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Society.

Part 3 - The Federal Council

13. Powers of the Federal Council

(1) Subject to the Act and this constitution and to any resolution passed by the Society in general meeting, the Federal Council:

(a) is to control and manage the affairs of the Society, and

(b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and

(c) has power to perform all such acts and do all such things as appear to the Federal Council to be necessary or desirable for the proper management of the affairs of the Society including the borrowing of money, mortgaging property / assets and the issuing of securities as it deems necessary, and

(d) appoint, remove and suspend Officials and additional personnel to perform functions and duties the Federal Council may from time to time determine.

(2) The Federal Council shall provide their services without remuneration subject to the re-imbursement of legitimate, approved out-of-pocket expenses.

(3) The Executive Committee shall attend to the affairs of the Society between meetings of the Federal Council and shall exercise such powers as are delegated to it by the Federal Council and these delegated powers shall continue until revoked by the Federal Council.

(4) The By-Laws may provide for the establishment and conduct of branches where the Federal Council may grant permission to each State or Territory for the formation of a "Branch" upon the written application of five members resident in each State or Territory provided at all times:

(a) The function of the Branch is to further the objects of the Society;

(b) Any rules and regulations of a Branch shall not be inconsistent with this Constitution;

(c) To organise, manage and administer the finances of the Branch; and,

(d) ensure that it cooperates and is consistent with Clause 3(f)(iv) of the Memorandum of Association.

14. Composition and membership of Federal Council

(1) The '**Federal Council'** of the Society is to consist of:

(a) the Office Bearers of the Society,

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(b) the ex-officio members appointed pursuant to clause 21 (10) herein,

(c) ONE (1) representative elected by each Branch of the Society, and

(d) any office bearers of ISH resident in Australia (if any) together with the Australian representative/s on the ISH Board of Representatives, as ex officio members without voting rights.

(2) In accordance with 14.1 the number of members at a Federal Council meeting is limited to fourteen (14) with the members from clause 1(b) and (d) to be those initially restricted if the number exceeds the limit.

(3) The '**Office Bearers'** of the Society are Full members, Fellows or Life Fellows of the Society elected to the following positions:

(a) the President,

(b) the President-Elect,

(c) the Treasurer,

(d) the Honorary Secretary,

(e) the Immediate Past President

who together constitute the '**Directors'** and '**Executive Committee'** of the Society.

(4) Each elected member of the Federal Council is, subject to this constitution, to hold office until the conclusion of the alternate Annual General Meeting following the date of the member's election, but is eligible for re-election. For clarity, subject to Clause 18 herein, each Office Bearer is elected to a Term of office for two (2) years.

(6) No Official of the Society is to be a member of the Federal Council.

15. Election of Office Bearers

(1) Following the notice by the Federal Council sent to all its members not less than NINETY (90) days before the next Annual General Meeting indicating the Office Bearers positions that are to become vacant at the next Annual General Meeting, the nominations of Full Members, Fellows or Life Fellows as candidates for election as Office Bearers of the Society:

(a) must be made in writing, signed by TWO (2) of any Life Fellow, Fellow or Full Member of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the Honorary Secretary of the Society at least SIXTY (60) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies in the Office Bearers on the Federal Council to be elected, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

(3) If insufficient further nominations are received, any vacant positions remaining in the Office Bearers on the Federal Council are taken to be casual vacancies.

(4) If the number of nominations received to be elected is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received to be elected exceeds the number of vacancies to be filled, a ballot is to be held for all Office Bearers except the President and the Immediate Past President provided that at each alternate Annual General Meeting:

(i) the President shall retire as such but shall assume the office of Immediate Past President until the second next Annual General Meeting,

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(ii) the President-Elect shall assume the office of the President for the ensuing period until the second next Annual General Meeting,

(iii) the Honorary Secretary and the Treasurer shall retire from office but shall be eligible for re-election to any office.

(6) The ballot for the election of Office Bearers of the Federal Council is to be conducted prior to and confirmed at the Annual General Meeting in such proper manner as the Federal Council may direct and this direction and manner must include the provisions for:

(i) (a) each member to receive the relevant ballot paper/s containing the nominated members for the positions with such ballot paper/s to be mailed to all eligible members at least TWENTY-ONE (21) days prior to the date of the next Annual General Meeting,

(b) the order of names on the ballot paper for each contested position shall be randomised by any proper, acceptable method.

(ii) clear instructions on how, where and the closing time to vote,

(iii) the safe, secret and independent custody of the ballots with the counting of all votes cast in the presence of the Scrutineers by an independent person determined by the Federal Council and the subsequent secure and secret provision to the Chairperson of the Annual General Meeting for their declaration of the result of the ballot/s at that meeting,

(iv) the appropriate nomination by each candidate of a Scrutineer and their appointment by the Chairperson with the Federal Council able to also nominate an additional two or more Scrutineers to oversee the counting of the votes.

(v) if more than two candidates contest any office the ballot shall be determined by the greater number of preferential votes cast for the candidates.

(vi) in the case of an equality of votes cast for candidates for an Office Bearer the Chairperson shall then at the General meeting call for another ballot of those present to determine the position after which if still equal the Chairperson my exercise a casting vote in addition to their deliberative vote.

(vii) if no nomination is received for any position or a member is nominated for more than one position the Chairperson may make such nominations from members willing and eligible to act as may be necessary to ensure that all positions on the Federal Council shall be filled.

(7) A person nominated as a candidate for election as an Office Bearer or as an ordinary Federal Council member of the Society must be a Full Member, Fellow or Life Fellow of the Society.

(8) A member may occupy more than one Office Bearer position with the exception of the President also occupying the role of Honorary Secretary or Treasurer.

(9) All Office Bearers shall continue in office until immediately after the declaration of the ballot.

16. Honorary Secretary

(1) The Honorary Secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of their address and contact details.

(2) It is the duty of the Honorary Secretary on behalf of the Federal Council to keep minutes of:

(a) all appointments of Office Bearers and members of the Federal Council, and

(b) the names of members of the Federal Council present at a Federal Council meeting or a general meeting, and

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(c) all proceedings at Federal Council meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

(4) The Federal Council may appoint and subsequently remove a secretary or additional assistants to the Honorary Secretary for such term, remuneration and conditions it deems necessary for the performance of the required and necessary functions of the Honorary Secretary.

17. Treasurer

It is the duty of the Treasurer of the Society on behalf of the Federal Council to ensure:

(a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and

(b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

18. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the Federal Council, the Federal Council may appoint a member of the Society to fill the vacancy of an Office Bearer or an ex-officio member (as appointed in accordance with Clause 21(10) herein) with the relevant Branch to provide another nominee if such a vacancy on the Federal Council is for their representation and the member so appointed is to hold office, subject to this constitution, until the conclusion of the next Annual General Meeting following the date of the appointment.

(2) A casual vacancy in the office of a member of the Federal Council occurs if the member:

(a) dies, or

(b) ceases to be a member of the Society, or

(c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

(d) resigns office by notice in writing given to the Honorary Secretary, or

(e) is removed from office under clause 19, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the Federal Council from 3 consecutive meetings of the Federal Council, or

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

(3) Should the office of the President become vacant for any reason before the Annual General Meeting in any year the Immediate Past President or failing them the President-Elect or failing them a person appointed by the Federal Council from amongst its number shall act as President until the next Annual General Meeting.

(4) If the office of President-Elect or Immediate Past President should become vacant for any reason before the next Annual General Meeting it shall remain vacant until the next Annual General Meeting.

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19. Removal of Office Bearers in the Federal Council

(1) The Society in general meeting may by resolution remove any Office Bearer of the Federal Council from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If an Office Bearer of the Federal Council to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Honorary Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Honorary Secretary or the President may send a copy of the representations to each member of the Society or, if the representations are sent or not so sent, the member is entitled to personally address or require that the representations be read out at the meeting at which the resolution is considered.

20. Federal Council meetings and quorum

(1) The Federal Council must meet at least 3 times in each period of 12 months at such place and time as the Federal Council may determine with members of the Federal Council able to be present in person or via any medium of telecommunications determined valid by the Federal Council.

(2) Additional meetings of the Federal Council may be convened by the President or any three members of the Federal Council acting together by giving at least SEVEN (7) days notice to all members of the Federal Council.

(3) Written notice (either in hard or electronic medium copy) of a meeting of the Federal Council must be given by the Honorary Secretary to each member of the Federal Council at least SEVEN (7) days (or such other period as may be unanimously agreed on by the members of the Federal Council) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Federal Council members present at the meeting unanimously agree to treat as urgent business.

(5) Any THREE (3) members of the Federal Council constitute a quorum for the transaction of the business of a meeting of the Federal Council and where the number of Office Bearers at the meeting shall be reduced to below three (3) they may act for the purpose of filling vacancies or convening a general meeting but for no other purpose.

(6) No business is to be transacted by the Federal Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the Federal Council:

(a) the President or, in the President's absence, the President-Elect or Immediate Past President is to preside, or

(b) if the President, President-Elect or Immediate Past President are absent or unwilling to act, such one of the remaining members of the Federal Council as may be chosen by the members present at the meeting is to preside.

(9) Any member of the Federal Council who has an interest in any contract or commercial arrangement with the Society must:

(i) disclose their interest at the first meeting of the Federal Council's consideration of such a potential undertaking or as soon as possible to the

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Federal Council members prior to or after the occurrence of such an interest is recognised, and

(ii) not vote as a member of the Federal Council on any decision by the Federal Council on any such contract or commercial arrangement.

(10) Each member in attendance (either in person or via other electronic medium) at a Federal Council meeting shall have one (1) vote.

21. Delegation by Federal Council

A. Sub-committee

(1) The Federal Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Federal Council thinks fit) the exercise of such of the functions of the Federal Council as are specified in the instrument, other than:

(a) this power of delegation,

(b) a function which is a duty imposed on the Federal Council by the Act or by any other law, and,

(c) the ability to expend funds or incur a financial liability, both of which can be done by the Federal Council only.

(2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the Federal Council may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Federal Council.

(6) The Federal Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

(8) The Federal Council shall, when establishing the sub-committee define and determine the area, basis of operation and responsibilities of the sub-committee including:

(i) the necessary quorum;

(ii) the powers and voting rights of the members of the sub-committee; and,

(iii) the required reporting obligations of the sub-committee.

(9) The Federal Council shall establish as a minimum the following sub-committees:

(i) *Publications Committee* whose Chairperson shall be appointed by the Federal Council and will be the Editor of the Society's journal / publications; and,

(ii) *Board of Education* whose Chairperson shall be appointed by the Federal Council).

(10) For the sub-committees established in (9) above and any other sub-committee established by the Federal Council, the Chairperson of those sub-committees shall be an ex-officio member of the Federal Council of the Society.

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B. President and Directors

(1) Subject always to the Federal Council being the functional management authority of the Society, if necessary due to special circumstances, a delegation is given to the President and Directors to make a decision, such delegation must be done in consultation with a quorum, a majority of members of the Federal Council and whereby:

(a) such decisions are in accord with and designed to further advance the stated goals and objects of the Society or a project of the Society approved by the Federal Council;

(b) precise phone record (date) &/or email confirmation for the decision is maintained in the interim; and,

(c) the decision is to be ratified and minuted by the Federal Council at the next, subsequent meeting.

(2) Authority for discretionary spending of Society funds less than or equal to Five hundred dollars ($500.00) is delegated to the President for any particular matter concerning the Society and the relevant spending is in accordance with the identified goals and objects of the Society or a project of the Society that has been approved by Federal Council with such expenses to be invoiced, receipted and such documentation to be subsequently provided to the Federal Council for reconciliation.

22. Voting and decisions

(1) Resolutions arising at a meeting of the Federal Council or of any sub-committee appointed by the Federal Council are to be determined by a majority of the votes of members of the Federal Council or sub-committee present (either in person or via electronic medium) at the meeting.

(2) Each member present (either in person or via electronic medium) at a meeting of the Federal Council or of any sub-committee appointed by the Federal Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any resolution, the person presiding may exercise a second or casting vote.

(3) Subject to clause 20 (5), the Federal Council may act despite any vacancy on the Federal Council.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Federal Council or by a sub-committee appointed by the Federal Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Federal Council or sub-committee.

Part 4 - General meetings

23. Annual General Meetings - holding of

(1) The Society must hold its first Annual General Meeting within 18 months after its registration under the Act.

(2) The Society must hold its Annual General Meetings:

(a) within 6 months after the close of the Society's financial year, or

(b) within such later time as may be allowed by the Act.

24. Annual General Meetings - calling of and business at

(1) The Annual General Meeting of the Society is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Federal Council thinks fit.

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(2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

(a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,

(b) to receive from the Federal Council reports on the activities of the Society during the last preceding financial year,

(c) to declare the result of the election ballot for the Office Bearers of the Federal Council of the Society,

(d) to receive and consider any financial statement or report including an Auditor's report required to be submitted to members under the Act.

(3) An Annual General Meeting must be specified as such in the notice convening it.

(4) Any business to be transacted at the Annual General Meeting of the Society other than that prescribed in (2) above shall be deemed to be special and dealt with by special resolution of the Society.

25. Special General Meetings - calling of

(1) The Federal Council may, whenever it thinks fit, convene a Special General Meeting of the Society.

(2) The Federal Council must, on the requisition in writing of at least TEN (10) members of the total number of members, convene a Special General Meeting of the Society.

(3) A requisition of members for a Special General Meeting:

(a) must state the purpose or purposes of the meeting, and

(b) must be signed by the members making the requisition, and

(c) must be lodged with the Honorary Secretary, and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Federal Council fails to convene a Special General Meeting to be held within FORTY-TWO (42) days after that date on which a requisition of members for the meeting is lodged with the Honorary Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

(5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Federal Council.

(6) All business transacted at a Special General Meeting is deemed to be special and dealt with by special resolution of the Society.

(7) All reasonable expenses incurred in convening a Special General Meeting shall be refunded by the Society to the persons incurring them.

26. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Honorary Secretary must, at least TWENTY-ONE (21) days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Honorary Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under

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subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 24 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Honorary Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

(5) The omission unless wilfully made to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of the meeting.

27. Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present in person during the time the meeting is considering that item.

(2) FIFTEEN (15) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

(5) The use of communication technology is allowed so that the meeting may held at more than one venue so as to give the members as a whole a greater opportunity to participate in the general meeting.

28. Presiding member

(1) The President or, in the President's absence, the President-Elect, is to preside as Chairperson at each general meeting of the Society.

(2) If the President and the President-Elect are absent or unwilling to act, then within FIFTEEN (15) minutes after the appointed time of the meeting the Office Bearers present shall elect one of their number to be the Chairperson or failing them the members present must elect one of their number to preside as Chairperson at the meeting.

29. Adjournment

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for THIRTY (30) days or more, the Honorary Secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

(1) A resolution arising at a general meeting of the Society is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the Chairperson or if THREE (3) or more members present at the meeting decide that the resolution should be determined by a written ballot—a written ballot.

(2) If the resolution is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) If the resolution to be determined by a written ballot is either on the election of the Chairperson or adjournment it is to be undertaken forthwith, otherwise the ballot and any other business (to that of the poll) of the meeting is to be conducted in accordance with the directions of the Chairperson.

31. Special resolutions

A special resolution may only be passed by the Society in accordance with section 39 of the Act.

32. Voting

(1) On any resolution arising at a general meeting of the Society a member has one vote only.

(2) In the case of an equality of votes on a resolution at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

(3) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.

(4) A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.

33. Proxy votes

(1) A member entitled to vote in a general meeting and who will be unable to attend a general meeting may appoint another member to vote as a proxy at the meeting.

(2) A proxy must be appointed in writing, signed by the member entitled to vote appointing the proxy, and detail if the proxy is specific in its vote or at the discretion of the appointed proxy holder.

(3) The signed proxy document must be disclosed and / or delivered to the Honorary Secretary, returning officer and / or Chairperson prior to the commencement of the general meeting within the time-frame notified and as determined by the Federal Council.

(4) A proxy vote can only be cast in a written ballot.

34. Postal ballots

(1) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal ballot is to be conducted in accordance with the Act and under similar terms, conditions and requirements as established in 15 (6) for the election of Office Bearers.

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Part 5 - Miscellaneous

35. Insurance and Indemnity

(1) The Society may effect and maintain insurance as deemed necessary and appropriate by the Federal Council.

(2) The Society shall indemnify out of the assets of the Society or as otherwise deemed appropriate by the Federal Council every Office Bearer, Official, agent, secretary and other officer against any liability incurred by them by virtue of their position within or service to the Society in defending or being acquitted of or being granted relief in any proceedings in respect of any negligence, default, breach of duty or trust.

36. Funds - source

(1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Federal Council determines.

(2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.

(3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds - management

(1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the Federal Council determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Federal Council or employees of the Society, being members or employees authorised to do so by the Federal Council.

38. Change of name, objects and constitution

An application to the relevant government body for registration of a change in the Society's name, objects or constitution in accordance with the Act is to be made by the public officer, the Honorary Secretary or a nominated Federal Council member provided that at all times it is a result of a special resolution passed by the members in general meeting.

39. Custody of books etc

Except as otherwise provided by this constitution, the public officer must ensure that they keep in safe custody or under safe control all records, books and other documents relating to the Society at the Society's office.

40. Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:

(a) records, books and other financial documents of the Society,

(b) this constitution,

(c) minutes of all Federal Council meetings and general meetings of the Society

provided that adequate and fair notice of the inspection is received by the Federal Council

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(2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than $1 for each page copied.

41. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

The financial year of the Society is:

(a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and

(b) each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

43. By-Laws

(1) The Society in general meeting shall from time to time by resolution establish, amend or abolish By-Laws consistent with the Articles for the correct and prudent operations, management and promotion of the Society with the By-Laws to be recorded and maintained appropriately.

(2) By-Laws to be established by the Society are to include, as a minimum, the following areas:

(i) Code of Professional Conduct;

(ii) The establishment, obligations, conduct and financial autonomy of Branches for each State or Territory;

(iii) The rights and obligations of members and other persons admitted or of any class of members or other persons not defined by the Articles; and,

(iv) Fees and Subscriptions.

(3) The current By-Laws established and to continue to be in force are found in the additional document (*"By-Laws of the Australian Society of Hypnosis").*

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44. Affiliations

Subject to clause 3 of the Memorandum of Association of the Society the Society may become a member of, subscribe to or affiliate with any other organisation provided that at all times the affiliated bodies shall have similar qualifications for membership as the Society, and shall be and remain separate bodies acting independently of each other and in accordance to its own regulations, rules and actions which shall be under each of the relevant bodies' specific control at all times.

45. Winding Up of the Society

If upon winding up or dissolution of the Society there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall:

(i) not be paid to or distributed among the members of the Society; and,

(ii) be given or transferred to some other institution or institutions having objects similar to the Society and which has a similar restriction on the distribution of its funds / assets, or

(iii) be given to a charitable object which shall further the purposes of dentistry, medicine and/or psychology.

46. Memorandum of Association / Standing Orders

1) The Memorandum of Association previously documented upon the establishment of the Society (and attached to this Constitution) is to be considered as part of this Constitution and outlines in detail the objects, powers and responsibilities envisaged and encompassed by the Society.

2) The Standing Orders previously documented upon the establishment of the Society (and attached to this Constitution) is to be considered as part of this Constitution and outlines procedures for the professional operation of meetings and debate within the Society. The Constitution and / or By Laws shall take precedent where any inconsistencies between them and the Standing Orders may arise.

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Appendix 1 Application for Membership Form of Society

AUSTRALIAN SOCIETY OF HYPNOSIS LIMITED (ABN 41 008 576 672)

APPLICATION FOR MEMBERSHIP FORM

Membership of this Society is open to the following health care professionals who have a relevant degree from a Higher Education Provider recognised by the Australian Government and who are registered with AHPRA as well as three other professional groups, namely Counsellors, Speech Pathologists and Social Workers for whom the special provisions below apply:

Counsellors
Chiropractors
Dental Hygienists
Dental Therapists
Dentists
Medical Practitioners
Midwives
Nurses
Occupational Therapists
Optometrists
Osteopaths
Physiotherapists
Podiatrists
Psychologists
Social Workers
Speech Pathologists

Counsellors must be current financial members of the Australian Register of Counsellors and Psychotherapists, Social Workers must be current financial members of Australian Association of Social Workers and Speech Pathologists must be members of Speech Pathology of Australia.

Thus the above professionals can apply for Associate Member status of the Society and become eligible for Full Membership of the Society upon satisfactory completion of approved training and/or the assessment process conducted by the Society.

Please complete all details in this form. It should then be signed and given to the Secretary of your State Branch (see addresses on last page) AND in the case of Counsellors, Speech Pathologists and Social Workers, together with documentation of current membership of your professional body. Registered health practitioners will have their status confirmed by checking with the AHPRA website.

Membership fees are:

$99.00 incl gst **for the half year period January to June in one calendar year**

$198.00 incl gst **for the financial year July to June as financial year**

Payment can be by cheque or money order forwarded with the mailed application or by direct deposit details for which are set out on page 5.

The State Secretary will arrange for endorsement of the application & then forward it to the Federal Secretariat in Sydney, from which you can request a receipt in this instance.

Membership renewals are thereafter sent to members by the Federal office, usually in late

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May / early June for the new financial year.

TITLE (please circle) Professor Dr Mr Mrs Ms Miss

DATE OF APPLICATION: .....

SURNAME.....

GIVEN NAMES.....

POSTAL ADDRESS for receipt of mail from the Society

.....

SUBURB .....**POSTCODE** .....

EMAIL (to receive electronic messages from the Society and to access the Members' Section on the website - www.hypnosisaustralia.org.au)

.....

PLEASE REMEMBER TO NOTIFY THE FEDERAL SECRETARIAT OF ANY CHANGES TO YOUR POSTAL OR EMAIL ADDRESSES.

Please email such changes to s47F - personal or mail to **PO BOX 3009 WILLOUGHBY NORTH NSW 2068**. All your personal information will be retained by the federal secretariat : it will be made available to your state branch; postal address to the AEC for conducting the election of ASH LTD office bearers but NOT to any other individual, branch or party. Under corporate law, however, an individual can request a register of members which includes names and postal addresses.

BUSINESS ADDRESS .....

.....

SUBURB.....**POSTCODE** .....

TELEPHONE Business.....

Mobile .....

PROFESSION (please circle)

Counselling	**Occupational Therapy**
Chiropractic	**Optometry**
Dental Hygiene	**Osteopathy**
Dental Therapy	**Physiotherapy**
Dentistry	**Podiatry**
Medicine	**Psychology**
Midwifery	**Social Work**
Nursing	**Speech Pathology**

OTHER.....

SPECIALITY .....

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TRAINING
(Please provide degrees granted, university, and date of conferral with most recent first. Your CV can be attached to give this information) Copies of transcripts are not required.

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REGISTERED HEALTH PRACTITIONERS

DETAILS OF INITIAL PROFESSIONAL REGISTRATION

DATE .....**STATE** .....

AUSTRALIAN NATIONAL HEALTH REGISTRATION NUMBER

.....

OR

DETAILS OF PROFESSIONAL MEMBERSHIP - for Counsellors, Speech Pathologists & Social Workers

NAME OF PROFESSIONAL BODY

.....

DATE OF JOINING ..... **REGISTRATION NO** .....

CURRENTLY A FINANCIAL MEMBER OF THAT BODY (please circle)

YES or NO

SUMMARY OF POST-GRADUATE EXPERIENCE & CERTIFICATE & DIPLOMA TRAINING (in chronological order or attach copy of CV)

.....

.....

.....

.....

.....

PRESENT EMPLOYMENT STATUS

☐ Private Practice full time

☐ Private Practice part time

☐ Employed full time

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 Employed part time

 Academic Appointment

 Other (please specify) .....

MEMBERSHIP OF OTHER PROFESSIONAL SOCIETIES

 Australian Medical Association

 Australian Dental Association

 Australian Psychological Society

 Other (please specify)

.....

PREVIOUS TRAINING, EXPERIENCE OR PUBLICATIONS IN HYPNOSIS (If preferred, you may attach your CV)

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.....

I hereby undertake and agree that if accepted for membership I will abide by the Articles, By-Laws and Code of Ethics of the Australian Society of Hypnosis Limited with particular reference to Guideline 3 of the Code of Ethics which is that "Each member of ASH shall limit the clinical and scientific use of hypnosis to the area of competence as defined by professional standards of his or her field."

SIGNATURE OF APPLICANT

.....

DATE .....

PLEASE ENCLOSE WITH THIS APPLICATION

1. For Counsellors, Speech Pathologists and Social Workers, documentation showing current membership of the specified professional body must be included with this application. Note: applicants who are registered with the Australian Health Practitioners Regulatory Agency be advised that the Society will check your registration on that website.

2. Cheque/Money Order made out to The Australian Society of Hypnosis Limited for the appropriate amount. Alternatively, you can make a direct deposit. The ASH account is with the s47G - business information in the name of Australian Society of Hypnosis Ltd

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s47G - business information

Please email the Federal office straight after you make this direct deposit.

Please forward this completed form to your State Branch for endorsement:

SA	Chair SASH PO Box 535 NORTH ADELAIDE SA 5006 Email: hypnosis@sash.asn.au
NSW	Chair PO Box 3009 WILLOUGHBY NORTH NSW 2068 Email: ashinfo@optusnet.com.au
QLD	Chair Dr James Auld 13 Allan Day Drive WELLINGTON POINT QLD 4160 Email: jamesauld@bigpond.com
WA	Chair Mr Brian Allen Suite 11, 1329 Hay St, WEST PERTH WA 6005 Email: brianallenassoc@yahoo.com.au
VIC	Chair Jo Fleischer PO Box 1155 FRANKSTON VIC 3199 Email: info@ashvictoria.com.au
ACT **TAS** **NT**	Admin Officer PO Box 3009 WILLOUGHBY NORTH NSW 2068 Email: s47F - personal information

BRANCH USE ONLY

ASSOCIATE MEMBERSHIP recommended by the State Executive on

.....

OR

FULL MEMBERSHIP recommended by the State Executive on

.....

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Forwarded to the Federal Secretariat on.....

Australian Society of Hypnosis Ltd PO Box 3009 WILLOUGHBY NORTH NSW 2068 Phone (02) 9747 4691 Fax (02) 9747 4375 email: s47F - personal information

Revised April 2016

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REDACTION CODES

1 Personal Information (name) redacted.

2 Personal Information (date of birth) redacted.

3 Personal Information (photograph) redacted

4 Personal Information (facsimile of signature) redacted.

5 Personal Information (facsimile of manuscript initialling) redacted.

6 Personal Information (Individual's address) redacted.

7 Personal Information (individual's telephone number) redacted.

8 Personal Information (individual's opinion) redacted.

9 Personal Information (opinion about individual) redacted.

10 Personal Information (employment history) redacted.

11 Personal Information (qualifications) redacted.

12 Personal Information (health) redacted.

13 Business information (Bank Account details) redacted.

14 Business information (Billing Account details) redacted.

15 Legal Professional Communication redacted.

16 Deliberative material redacted.

17 Irrelevant material redacted.

18 Electoral Roll material redacted.

19 Tests, examinations or audits material redacted.

20 Management or assessment of personnel material redacted.

21 Proper and efficient conduct of the operations of AEC material redacted.