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1. about ANZACATA

Our mission

ANZACATA recognises the potential of all art forms to enrich and enhance our lives. Our mission is to attend to ethical standards of training and of professional practice, and to advocate for the profession of the creative arts therapies in Australia, New Zealand and the Asia/Pacific region.

ANZACATA recognises, acknowledges and respects the ancestors, elders and families of all Indigenous peoples of the lands on which we stand and practice.

What is ANZACATA

The Australian, New Zealand and Asian Creative Arts Therapies Association (ANZACATA) is the peak professional body that represents creative arts therapists in Australia, New Zealand and the Asia/Pacific region. It is a member-run, self-regulating, non-profit company limited by guarantee that seeks to advocate for the profession and to ensure that the training and practice of professional members is in accordance with the highest international standards. It encourages continuing professional development of members by supporting colleges and groups representing special interests and regions, hosting regular conferences and symposia, and publishing a peer reviewed journal: the Australian and New Zealand Journal of Arts Therapy (ANZJAT). Creative arts therapy is still an emerging profession in our member countries, and the association strives to raise its profile, advocating and lobbying for increasing recognition, as well as forging connections and links with other disciplines, and other countries.

Aims and objectives of ANZACATA

- To promote the therapeutic use of the creative arts for the improvement of human well-being.
- To ensure the criteria of standards for training programmes in the creative arts therapies at all membership levels.
- To promote the standards of practice and ethical responsibility in the creative arts therapies and to ensure these are maintained.
- To offer support to creative arts therapy professionals and others interested in this field, by providing information on research, employment, standards, education and publications as well as resources for advocacy and promotion of the profession.
- To provide continuing professional development opportunities for those engaged in the creative arts therapies through the means of conferences, symposia and workshops and the support of regional groups.
- To uphold an audit procedure of continuing professional development and supervision to ensure that members are competent and fit to practise.
- To encourage research and publication in the creative arts therapies.
To provide information about creative arts therapy services, practices and training opportunities to the public and other mental health professionals.

To encourage the development of ANZACATA specialist Colleges and Groups and support their ongoing activities.

To publish a monthly newsletter.

To publish a peer-reviewed professional journal, ANZJAT (The Australian and New Zealand Journal of Arts Therapy), at least annually.

To hold a conference or symposium every year.

To hold an AGM annually.

The history of creative arts therapies in the region

1987 The Australian National Art Therapy Association Inc. (ANATA) was founded as a non-profit incorporated association.

1990s onwards Programmes at postgraduate level in art therapy, drama therapy and arts therapy have been developed in Australia, New Zealand and Singapore.

1995 Establishment of Creative Therapies Association of Aotearoa (CTAA) in New Zealand.

2000 Establishment of Australian Creative Art Therapies Association (ACATA) by first graduates of the RMIT masters programme.

2006 ANATA became ANZATA (Australian and New Zealand Art Therapy Association), affiliating with New Zealand.

2006 ANZJAT (The Australian and New Zealand Journal of Art Therapy) first published.

2006 The Australian government wage award was granted to the profession, and the profession was included in the Australian and New Zealand Standard Classification of Occupations (ANZCO).

2009 ANZATA professional membership was opened to graduates of LASALLE College in Singapore.

2011 An ‘s’ was added to ‘art’ in ANZATA’s and ANZJAT’s title to reflect the many creative modalities that members utilise.

2015 ANZATA professional membership was opened to graduates of University of Hong Kong.

2016 ANZATA became an Affiliated Organisation of PACFA.

2016 ANZATA became a member organisation of AHPA Allied health Professions Australia.

2018 ANZATA and ACATA transitioned to ANZACATA, a company limited by guarantee.
2. the structure of ANZACATA

ANZACATA is a member-run organisation. Each year at the AGM, the professional members elect seven of the nine members of the Board. The other two members can be appointed.

ANZACATA encourages the establishment of member-led specialist ‘Colleges’ which operate autonomously with the support of the association. A College can be based on region, creative modality, or special interest. Each country or state College will include regional creative arts therapy (CAT) Groups. Representatives of the leadership group of each College will be invited to the Advisory Group to advise the Board.
3. membership categories and requirements

**Professional**

*Option A* – Australian, New Zealand, Singaporean and Hong Kong Masters Graduates in Art or Arts Therapy from the following: Edith Cowan University WA; La Trobe University, VIC; Western Sydney University, NSW; University of Queensland; Whitecliffe College of Arts and Design, New Zealand; The University of Auckland; LASALLE College of Arts, Singapore; The MIECAT Institute Inc, VIC; and The University of Hong Kong.

(Qualifications Authority Level 9 or 10)

*Option B* – Graduates from a course that is approved by the American Art Therapy Association (AATA), British Association of Art Therapists (BAAT) or the Canadian Art Therapy Association (CATA), or any other creative arts therapy association that reflects the ANZACATA training standards.

(Qualifications Authority Level 9 or 10)

*Option C* – Those who are active members of BAAT, CATA, AATA, are granted membership.

(Qualifications Authority Level 9 or 10)

**Tier 4 – Provisional**

*Option A* – Graduates of art(s) therapy programmes at Masters level that ANZACATA has not previously approved for entry into professional level membership. These applicants need to demonstrate that they have worked in the field for a minimum of five years under supervision and are supported by two ANZACATA professional members as referees.

(Qualifications Authority Level 9)

*Option B* – For graduates of specialised modality arts therapy training courses where there is NO Masters qualification available in Australia, Asia or New Zealand.

(Qualifications Authority Level 8)

*Option C* – For Trainee members (enrolled in an ANZACATA approved masters level training programme) who have not been able to complete the full requirements for application to Professional level membership in the allocated one year of Trainee membership. The application must be accompanied by a letter of recommendation by the training institution.

(Qualifications Authority Level 9)

In addition, applications for Provisional membership will be accompanied by a demonstration of knowledge and experience, to requested theoretical and practice criteria.

After a maximum of two years, Provisional members can apply to pathway into Professional level.

**Tier 3**

Graduates of ANZACATA approved creative arts therapy training.

(Qualifications Authority Level 8)
Tier 2
Graduates of ANZACATA approved creative arts therapy training.
(Qualifications Authority Levels 6-7)

Tier 1
Graduates of ANZACATA approved creative arts therapy training.
(Qualifications Authority Levels 1-5)

Non-Practising
This category applies to individuals who have been practising members and who need to suspend their practice due to personal circumstances, such as illness or care leave. Holding a non-practising membership means that the member will not have to reapply, or pay the application fee, when they resume practising. This category could also apply to retired members who are no longer practising but wish to remain involved in the Association.

Trainee
Students in their final year of ANZACATA approved masters level training programmes.

Student
Students in any arts therapy programme accredited by a Qualifications Authority.

Affiliate
This category applies to those who are interested in creative arts therapy, including students studying related fields, and who support the purposes and objectives of the Association.

For more information about requirements of each category and training courses, please visit the ANZACATA website.
4. what your ANZACATA membership gives you

Professional recognition
ANZACATA professional members can use the AThR post-nominal title which signifies the completion of an approved master’s degree with a minimum of 750 clinical hours of training. Other health professions recognise ANZACATA registration as the highest professional standard for arts therapists in Australia, New Zealand and Asia. The post-nominal title can be used on all promotional material by professional members only. A professional member of ANZACATA works under a code of ethics that addresses issues of safe practice for their clients which is mandatory in most employment situations.

Advocacy
ANZACATA advocates for the arts therapy profession on behalf of all members. Members can reap the advantages that ANZACATA has gained, such as being able to register as a provider with health funds that accept ANZACATA members. In addition, NSW professional members of ANZACATA are now eligible to receive the State Remuneration Award. ANZACATA professional members are eligible to provide services through Australia’s National Disability Insurance Scheme (NDIS), The New Zealand Accident Compensation Corporation (ACC), the Ministry of Social Development (WINZ) and the I AM HOPE scheme have recognised ANZACATA as a professional body for funded therapy.

Professional support and protection
ANZACATA provides a constitution, a code of ethics, a complaints procedure, continuing professional development and supervision guidelines and access to a master professional indemnity insurance scheme. The Code of Ethics and the ANZACATA Board also provide guidelines and support for the practicing creative arts therapist if any complaints are lodged. Professional members are required to comply with Continuing Professional Development and supervision guidelines in line with other health professions.

Master insurance scheme (Australia and New Zealand)
ANZACATA offers a master indemnity insurance scheme to Australian and New Zealand members through BMS Risk Solutions (BMS) tailored to the profession, at competitive rates. The association offers professional indemnity insurance cover bundled with the membership fee. ANZACATA does not hold an AFSL licence or a New Zealand FSP licence. ANZACATA members are welcome to contact the friendly team at BMS for advice on their scheme. For more information please visit the ANZACATA website.

www.anzacata.bmsgroup.com anzacata@bmsgroup.com
Australia – 1800 931 071, New Zealand – 0800 999 267
BMS’ offices are open Monday to Friday from 8.30am to 5.30pm AEST.
Colleges and Groups

ANZACATA encourages member-led specialist ‘Colleges’ that operate autonomously with the support of the association. A College can be based on region, creative modality, or special interest. Each country or state college will include regional creative arts therapy (CAT) groups. Representatives of the leadership group of each college will be invited to the Advisory Group to advise the Board. Members of the association can join multiple colleges, such as a modality college such as dramatherapy or a specialist area of work such as disabilities. This provides numerous opportunities for professional development, networking, support and mentoring. For more information and to establish or join a college or group, please visit the ANZACATA website.

‘Find a Therapist’ directory

Professional members get a free listing in the ‘Find a Therapist’ directory on the ANZACATA website. Your directory profile is searchable by location, modality, type of therapy, client group, reasons for seeking therapy and therapist name. ANZACATA’s ‘Find a Therapist’ directory is an important tool for creative arts therapists in our region. It gives you, as a therapist, a free online presence that is fully searchable by potential clients and professionals alike but also allows for connections to be made between like-minded creative arts therapists in their community by location and by area of speciality.

If you want your profile to be visible to the public on the ‘Find a Therapist’ directory you will need to go to your My ANZACATA profile and check that all your details are correct. Click the ‘privacy’ button, and select ‘show to others’. To increase your searchability, please fill in as much information in the Directory fields in your profile. Adding your photo or logo also makes you more visible.

Please note: There is a Simple Search and an Advanced Search. Using the Simple Search, it is only possible to search locations that are major centres. Specific smaller centres can be found using the Advanced Search. So we ask that you provide the city or town and suburb/s that you work from.

Funding schemes

New Zealand ACC

New Zealand’s Accident Compensation Corporation (ACC) recognises ANZACATA as a professional body. Professional level members are eligible to join their integrated service for sensitive claims (ISSC) contract to provide therapy to clients that have experienced sexual violence. ANZACATA has a representative that sits on the ACC Sensitive Claims Advisory Group. If you are a professional level member and want to offer funded therapy to ACC clients who have experienced sexual trauma, you’ll need to apply to become a named ‘provider’ on an ISSC ‘supplier’s’ contract. To find out more about this, you can contact ANZACATA member Tania Blomfield who has an ISSC supplier’s contract – see the website.
New Zealand WINZ Disability Counselling Allowance

New Zealand’s Ministry of Social Development recognises ANZACATA as a professional body. Professional level members are eligible to receive payment through the Work and Income New Zealand (WINZ) Disability Allowance Scheme which is a weekly payment for people who have regular, ongoing costs because of a disability, such as counselling. Clients do not have to be on a benefit to receive the allowance, but they do need a referral form filled in by their GP stating the nature of the disability which can be related to mental health issues, such as anxiety or depression. Your local GPs or WINZ case workers can advise you of the process if you want to make this funding available to your lower income clients.

New Zealand I AM HOPE youth counselling scheme

I AM HOPE is a community of counsellors, therapists and health professionals providing kiwi kids with the mental health support and guidance. It is the youth and community focused support group run by The Key to Life Charitable Trust. Key To Life promotes positive attitudinal societal change in schools and communities up and down the country, and funding private care and counselling for young people stuck on waiting lists. ANZACATA Professional members are eligible to join up to this community of counsellors, therapists and health professionals. Please go to their website – www.iamhope.org.nz.

Australian NDIS

Australian creative arts therapists who hold Professional ANZACATA membership are able to provide services to a larger community of people with disabilities and mental health issues through the National Disability Insurance Scheme (NDIS). ANZACATA have developed materials to assist creative arts therapists to register as NDIS Service Providers. The MyANZACATA portal contains NDIS resources for ANZACATA members and the opportunity to advertise your status as a registered provider in ANZACATA’s ‘Find a Therapist’ directory. On ANZACATA’s public website, under NDIS, there are also resources for NDIS Participants and other service providers about the services creative arts therapists can provide. Check out the NDIS pages on the ANZACATA website. Members can also join the closed ANZACATA facebook NDIS Discussion Page – please see the ANZACATA website.

Journal

The Australian and New Zealand Journal of Arts Therapy (ANZJAT) is the peer-reviewed creative arts therapy academic journal containing latest culturally and geographically relevant research. The journal provides a lively forum for academic research and practice-based papers with a focus on reflexivity and innovation in the field. It sets out to offer a useful resource for professionals and trainees, and to contribute to a broader knowledge and understanding of the arts therapies. ANZJAT creates opportunities and encouragement for new and established authors within Australia, New Zealand, Asia and internationally to publish their work. The journal promotes a diversity of modalities, philosophical orientations, voices and genres.
Members are sent a hard copy edition each year and can access the complete articles of the current and back issues (to 2008) of ANZJAT through the ANZACATA website, free of charge.

If you are interested in submitting an article or become a peer reviewer, there is a wealth of resources to help you with the process in the ANZJAT Submission Manual (which includes the ANZJAT Style Guide, a style template and referencing guides), and the ANZJAT Peer Review Manual. These can all be found on the ANZACATA website.

**ANZACATA’s monthly newsletter**

The ANZACATA e-newsletter, *Where it’s AT*, comes out monthly and includes information about the association as well as creative arts therapy news from our regions and internationally. There are also regular reports from our Colleges and CAT Groups, and information about employment opportunities, courses, workshops, conferences and the like. Advertising in the newsletter is free for members.

**Annual ANZACATA Conferences/Symposia**

ANZACATA holds regular events including either a conference or a symposium every year in centres around our regions, attracting a high calibre of keynote speakers and presenters in a variety of modalities. We encourage our international guests to also present master classes along side these events.
The following events have been held over the past decade:

2011  Brisbane Conference with dramatherapist David Read Johnson as keynote.
2012  Birds of a Feather event in Melbourne bringing together a wide cross section of the arts therapy community and organisations in Australasia.
2013  Sydney Conference and Auckland Symposium with Shaun McNiff as keynote.
2014  Singapore Symposium with Lynn Kapitan as keynote.
2015  Adelaide Conference with Sue Jennings and Lynn Kapitan as keynotes.
2016  Christchurch Symposium with Rainbow Ho as keynote.
2018  Perth Conference with Ephrat Huss and Rainbow Ho as keynotes.

As an ANZACATA member, you are entitled to generous discounts, receive attendance and presenter certificates and your participation counts towards your Continuing Professional Development.

Resources on the website

A wide range of resources is available to ANZACATA members to help you publicise and advocate for the profession. Resources can be downloaded by members from the ANZACATA website and you can request any printed brochures to be posted to you:

ANZACATA Logo – as a professional member you are entitled to use the ANZACATA logo on material such as business cards etc. There is a wide range of formats that can be downloaded from the website.

You can view these resources by logging in as a member and visiting the members’ resources page or the Professional members’ resources page on the website.
5. Continuing Professional Development (CPD) and Supervision

Continuing Professional Development (CPD) Policy
ANZACATA’s definition of CPD is:
A range of professional learning engagements through which creative arts therapists maintain life long learning. This process is to ensure that they retain their capacity to practice safely, ethically, effectively and legally.

To fulfil the criteria for joining ANZACATA and for the renewal of the annual membership, all members of the Professional, Tier 4 – Provisional, and Tiers 1-3, must keep a log of CPD activities and supervision. Members are encouraged to keep this log on the ANZACATA website in their MyANZACATA profile, but are also welcome to log these activities independently.

All members who are required to comply with these requirements must complete a minimum of 25 hours of CPD and 1 hour of supervision per 20 hours of client contact. The required annual accrual of 25 hours of CPD must be attained through participation in at least three of the categories of CPD activities listed in the guidelines.

Every year ANZACATA randomly audits 5-10% of members. If you are selected you will need to make your logs available to the auditors. The auditors will be required to declare any conflicts of interest. More information on the audit process can be found on page 17 of this information pack.

If you wish to apply for an exemption due to personal circumstances, please go to the ANZACATA website and fill out the online form to make an application for consideration.

The CPD Process
Self-reflective review
Each year you should write a summary of your professional practice including competencies, challenges and ethical issues. Please review this with your supervisor and evaluate your performance in relation to knowledge, skills, attitudes, and behaviour. Identify areas requiring further development giving any new areas of practice extra attention. Where it is relevant you can include workplace contextual features. Your review should be discussed with your supervisor who will be asked to confirm that this process has occurred if you are selected for an audit.
Learning plan
Based on your review, in consultation with your supervisor, formulate some areas for learning, and develop a plan that will enable you to meet them. These activities may include (but are not limited to) such activities as researching a topic, establishing or joining an ANZACATA College or CAT Group, reading professional literature, and/or undertaking further training or personal development. You will be able to refer to your learning objectives when recording each activity.

Guidelines of appropriate CPD activities
The Board has avoided over-prescribing professional development in favour of supporting individuals to self-monitor and self-regulate. It is a high-trust model that emphasises personal responsibility, flexibility and choice. It is hoped that in discussion with your supervisor, mentors and professional colleagues that you will enhance your awareness of up-to-date or emerging competencies in a particular area of practice. The CPD process aims to assist you to identify gaps or weaknesses in your knowledge, skills, and attitudes and to formulate your current and long term learning needs to facilitate your ongoing learning.

All members who are required to comply with these requirements must complete a minimum of 25 hours of CPD through participation in at least three of the categories of activities listed in these guidelines.

<table>
<thead>
<tr>
<th>Activity</th>
<th>Comments</th>
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<tbody>
<tr>
<td>Self-directed learning – Reading professional literature (journal articles and books), online research</td>
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<tr>
<td>Publishing an article in a peer-reviewed journal or a book, or book chapter</td>
<td>If you are audited you will be asked to upload evidence of this</td>
</tr>
<tr>
<td>Peer-reviewing for a journal</td>
<td>If you are audited you will be asked to upload evidence of this</td>
</tr>
<tr>
<td>Attendance at a industry relevant workshop or presentation</td>
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<tr>
<td>Attendance at a industry relevant conference</td>
<td>If you are audited you will be asked to upload certificate of attendance</td>
</tr>
<tr>
<td>Further specialist training or higher education</td>
<td>If you are audited you will be asked to upload transcripts or certificates</td>
</tr>
<tr>
<td>Attending online webinars</td>
<td></td>
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<tr>
<td>Involvement in ANZACATA College/s</td>
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<tr>
<td>Attendance of CATs Group with a formal CPD workshop or presentation</td>
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<tr>
<td>Public service, voluntary work, advocacy</td>
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<td>Organising or participating in performances, exhibitions or events</td>
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Recording your CPD activities and supervision

An ongoing personal file is available in your ‘MyANZACATA’ profile on the ANZACATA website where you will be able to record the date, the number of hours completed, the type of CPD activity, as you go. You will also be able to keep a log of supervision hours. You can also choose to keep your records offline. You may also have offline documentation in the form of academic transcripts, certificates of attendance, synopsis of books / articles that have been read, or other proof, and this must be available if selected for auditing.

ANZACATA Supervision Guidelines

Supervision

Ongoing professional supervision is integral to a high quality practice and a healthy creative arts therapist. Supervision components can include a combination of one to one, group and peer supervision. All members of the association should engage regularly in one-to-one supervision with a professional supervisor throughout the year. Professional supervision can be provided in a work context or can be provided by an appropriately trained arts therapist, psychologist, counsellor or other.

Hours of supervision

It is highly recommended that for every 10 hours of client contact time, arts therapists engage in 1 hour of supervision. The minimum requirements of supervision for all practicing members is: 1 hour of supervision per 20 hours of client contact. It is highly recommended that no more than 1/3 of the supervision should be group/peer supervision with the remaining 2/3 to be individual supervision. Where possible 1/3 of supervision should be arts based supervision with an ANZACATA approved* arts therapy supervisor. An online supervision log is available on the ANZACATA website or you can keep your own records offline equivalent) for supervision must be kept. To ensure ongoing membership with the professional association you must make a declaration each year that you fulfilling your supervision requirements, and you must provide evidence of this if you are selected for an audit.

Guidelines

1. Introduction

The definition of supervision is a professional arrangement between a member of the association and another member of the association, or other professionally trained as supervisor. The purpose of this arrangement is to maintain and further develop ethical and professional standards of the supervisee. Arts therapists who provide supervision are likely at some stage to find themselves serving dual or competing roles. The arts therapist who provides supervision is aware of the complexity of ethical and professional challenges that competing roles can present and take steps to address and/or resolve them.
2. **The supervision contract or agreement**

A. Prior to commencing the supervisory arrangement a formal and collaborative agreement of both parties must seek to clarify the supervisory arrangements, including:

- cost
- session times
- amount of client contact to supervision
- basic framework of sessions
- journals or sign off procedures
- confidentiality
- reporting procedures
- penalties for late cancellations

C. Throughout the agreed period of supervision, should any of the supervisee’s attitudes and values towards gender, ability, culture or age appear to be adversely affecting their practice, or the supervisory relationship, these need to be examined and addressed.

D. All issues discussed in supervision are confidential and subject to confidentiality limits.

E. The supervision should also include matters of administration and support.

3. **Ethical and practical issues for supervisors**

A. Arts therapists who provide supervision must be aware of: (a) the current ethical, legal and regulatory requirements of arts therapists and arts therapy; (b) a range of supervision methods and techniques; (c) the competencies expected of various qualifications of arts therapists, and (d) how to use the arts in supervision/arts in therapy.

B. The supervisor ensures that supervisees comply with the most recent edition of the ANZACATA Code of Ethics and the any relevant Association Guidelines.

C. Supervisors attend to the power differential between the supervisor and supervisee. Supervisors establish a professional relationship which allows the supervisee to be prepared to reveal areas of difficulty or challenge, areas of weakness, and also express differences of opinion to the supervisor. It is vital in the supervisory relationship that the supervisee not withhold salient information from the supervisor.

D. Supervisors do not provide counselling, arts therapy to, or engage in sexual activity with their supervisee (Bernard & Goodyear, 2009).

E. The supervisor has to complete a Master Class Training in Supervision accredited by the Association which needs to be renewed every 5 years.

F. The supervisor monitors the wellbeing of their supervisee in their work context, to ensure best practice and in the best interests of the public.

4. **Ethical and practical issues for supervisees**

A. Supervisees actively participate in and contribute to the process of supervision. Supervisees are engaged in the development of specific competencies required to maintain professional membership of their Association.

B. When arts therapists provide a therapeutic service, they are under obligation to disclose to their clients their level of membership with their Association and practice within their level of expertise.

C. Supervisees ensure that they have obtained informed consent from clients to allow them to disclose clients’ relevant personal information within the context of their supervision.
D. A supervisor can have action taken against them if their supervisee is sued by their client. It is important that both the supervisee and supervisor understand that the supervisor’s responsibility continues beyond the supervision session. It is the supervisor’s responsibility to ensure any directions given during a session are case noted and followed.

5. **Supervisory contact**

Supervision is an activity that may appear in different contexts:

A. Work supervision
B. Provisional registration supervision
C. University/HE or placement supervision
D. Research supervision
E. External supervision

In any of above contexts potential multiple relationships may appear. Therefore, potential conflicts of interest are identified, considered and appropriately resolved either at the initial stages of supervision, or at the earliest stage when they become apparent. In all contexts Association Codes and Guidelines should be considered when undertaking supervision, and additionally when other relevant Ethical Guidelines and Policies may be introduced (and applied, in particular, contexts A to E) by the Association.

**Workplace supervision** – The association recommends that members who find themselves receiving supervision in their workplace, seek out external supervision from a supervisor who is understands the arts discipline(s)(that is) specific to the supervisee.

6. **Types of supervision**

Clinical/Professional, Individual (one to one), Group, and Peer.

* **Criteria for ANZACATA-approved supervisors**

ANZACATA will be introducing an application process for members who are suitably qualified to apply to be listed on the Supervisors register. Members will be informed on the website and in the e-newsletter about the roll-out of this initiative.

As members are approved into this scheme, a list of ANZACATA-approved supervisors will be available on the website.

**Continuing Professional Development (CPD) and Supervision Audit process**

**What is an audit?**

In keeping with the practice of equivalent professional bodies, ANZACATA conducts an annual audit of the Continuing Professional Development (CPD) of 5-10% of Professional, Tier 4 - Provisional and Tiers 1-3 members in order to meet its legal obligations. The Board’s aim is that all active creative arts therapists engage in a meaningful process of self-reflective review and ongoing self-directed learning programme. The dual objectives of the CPD process are to provide a framework to assist individual practitioners to address the
ongoing challenge of maintaining competence, while also giving the Board a mechanism to support and ensure that practitioners maintain competence. With the exception of Affiliate members, Student members, Trainee members, and newly qualified creative arts therapists in their first year of practice, all actively practising creative arts therapists can be selected to participate in the CPD audit.

**What is expected in an audit?**

If you are selected for audit purposes you will be contacted by the auditor by email, and given a time-frame to complete your documentation and make it available for review. An extension of time may be requested. If you have been keeping your records online on the ANZACATA website, you will be asked to provide access to your personal file, which should contain full details of CPD activities, as well as your supervision log. You can also choose instead to provide your offline records and documents. The audit will check for evidence of engagement in the CPD process with particular reference to your nominated arts modalities and duty of care to client groups. The auditor will send a form for your supervisor to sign to confirm that you have completed a self-reflective review and learning plan with them. Auditors will be required to declare any conflict of interest.

**What happens after I have submitted my CPD for audit?**

The auditor in consultation with the Board will determine the outcome of the audit and notify you in writing within 30 working days. If the Board has any concerns regarding the documentation and evidence of CPD activity, they may request additional information. In the event that there are serious concerns following an audit, a Competence Review may be ordered. Failure to provide the required information may result in suspension of your Annual Practicing Certificate (APC) until you submit documentation that satisfactorily supports the application.

**Exemptions**

You may apply by online form to the auditor within 10 working days of receiving an audit request to be exempted from CPD participation for the year if you have recently been out of practice for more than six months. Reasons might involve long-term incapacitating illness (or illness of a family member, spouse or partner), study leave, parental leave, and prolonged overseas travel. Any documentation granting an exemption should be retained for future audits. If an exemption is not granted an appeal process is available.

**Appeal process**

An appeal may be lodged with the committee if:
1. You have had your APC suspended or revoked;
2. You believe you have reasonable/compelling grounds for an exemption; or
3. You believe that you have not been given due process.
6. ANZACATA renewals

Your membership runs from 1 August to 31 July. You can renew each year through your MyANZACATA profile on the ANZACATA website. You will be emailed reminder emails as the renewal period approaches.

If you have joined as a member without including the master indemnity insurance plan and later decide to join the scheme, you can contact BMS at any time of the year and they will calculate the fee pro rata to the nearest month. You can contact BMS by going to www.anzacata.bmsgroup.com or by phoning BMS directly on 1800 931 071 (in Australia), 0800 999 267 (in New Zealand) or at anzacata@bmsgroup.com.

If you wish to maintain your membership while not practising for a period, you may choose to pay the discounted rate of a Non-Practising member until such time that you want to resume your practice. For more details about this category of membership, please visit the website.

All membership or renewal enquiries should be directed to the ANZACATA administrator: administration@anzacata.org
7. Ethics

Standards of Professional Practice and Code of Ethics of the Australian, New Zealand and Asian Creative Arts Therapy Association Ltd

Preamble
The ANZACATA Code of Ethics articulates and promotes the ethical principles, and sets specific standards to guide both creative arts therapists, and members of the public, to a clear understanding and expectation of what is considered ethical and professional conduct, by creative arts therapists.

Codes of professional associations, should be reviewed regularly to ensure they remain relevant and functional in the face of the evolution of the relevant associations and changes in its environment. This 2018 Code of Ethics, marks the beginning of ANZACATA, a new company, and it is a requirement of all members, upon joining the association, to read this document and abide by it.

The Code is built on three general ethical principles:
- Professional responsibility
- Confidentiality
- Responsibility to creative arts therapy colleagues

Creative arts therapists are committed to the absolute welfare of their clients and to the preservation of their clients’ human rights and privileges. This document is based upon that commitment. The following ethical principles serve as a guideline for the professional conduct of creative arts therapists, to ensure propriety and integrity towards a high standard of creative arts therapy practice. This Code affirms the ardent pursuit of professionally responsible actions and the appraisal of ethical issues and their implications, so that creative arts therapists provide services that are ethically sound and therefore in the best interests of our clients. ANZACATA recognises the capacity of all art forms to enrich and enhance our lives.

The mission of ANZACATA is to lead the profession of creative arts therapy in Australia, New Zealand and Asia. ANZACATA has tiered levels of membership each with their own scope of practice. The Association attends to ethical standards of professional regulation and registration. ANZACATA has a category of professional membership for individuals who have completed an equivalent Masters degree in any arts modality; which complies with the training standards of the Australian Qualifications Framework. The ANZACATA Code of Ethics provides a foundation of values, principles and standards of practice to guide decision making in times of uncertainty.
The purpose of the Code is:

- To establish minimum standards of ethical practice for all ANZACATA Members;
- To identify the values, principles and responsibilities of all Members;
- To promote a professional level of competence and accountability in the field of creative arts therapy;
- To provide a guideline for clients, employers and professionals as to what constitutes ANZACATA ethical practice;
- To outline the complaints procedure regarding unethical conduct of a member

Ethical practice encompasses all areas, including clinical or therapeutic practice, research, teaching, supervision, publication and any other professional undertakings. The Code is an evolving document that is intended to reflect professional and community values about the practice of creative arts therapy. Each general principle is accompanied by an explanatory statement that can assist creative arts therapists and others to understand how the principle is enacted in the form of specific standards of professional conduct.

The ethical standards derived from each general principle provide the minimum expectation with regard to creative arts therapists’ professional conduct, and conduct in their capacity as Members of ANZACATA. It is recommended that the Code of Ethics be read in collaboration with all other ANZACATA documents and resources to achieve an overall insight into all areas of professional practice (see website – www.anzacata.org – for a full list of documents).

Definitions

1. Creative arts therapy refers to creative modalities used by trained therapists and may include visual art, clay work, dance or movement, music, narrative or storytelling, drama/psychodrama, creative writing, poetry and sandplay therapies.
2. Creative arts therapist refers to an individual who provides any creative arts therapy based services in various roles, including clinical practice/private practice, educator, supervisor and researcher, or as a provider or manager of any of these services.
3. Client refers to individual, couples, families, groups or communities as a recipient of a creative arts therapy service
4. College refers to a specialist college which operate autonomously with the support of ANZACATA. A college can be based on region, creative modality or special interest. Colleges are tiered within a Leadership Group framework, who report to the ANZACATA Advisory Group. The Advisory Group reports to the ANZACATA Board.
5. Code refers to this 2018 Code as amended from time to time and includes the definitions, interpretation, and the application of all the general principles and ethical standards of the Code.
   a) Conduct refers to any act or omission by creative arts therapists that others may reasonably consider to be a creative arts therapy service
   b) outside their practice of creative arts therapy which casts doubt on practitioners’ competence and ability to practise as creative arts therapists
   c) outside their practice of creative arts therapy which harms public trust in the discipline or the profession of creative arts therapy
   d) in their capacity as Members of the Association as applicable in the circumstances.
6. Conflict of interest refers to any situation where a member may be in (or potentially be in) a position of being involved in a decision or action where they may not be perceived to be able to put the client’s well-being first.

7. Informed consent refers to verbal and written permission given by an individual in full knowledge of the possible risks and benefits. Informed consent is sought from a minor, or adult, unable to give consent. Consent can only be given by a parent, or authorised guardian, on behalf of a minor, or adult, unable to give consent themselves. A person giving informed consent has a right to withdraw consent at any time.

8. Member refers to any member of the Association, no matter what level.

9. Multiple relationships occur when a creative arts therapist giving a therapeutic service to a client, also is, or has been
   a) in a non-professional relationship with the same client;
   b) in a different professional relationship with the same client;
   c) in a non-professional relationship with an associated party; or
   d) a recipient of a service provided by the same client.

10. Peoples are defined as distinct human groups with their own social and cultural structures who are linked by a common identity, common customs and collective interests.

11. Professional relationship refers to the relationship between the creative arts therapist and the client, which involves the delivery of a creative arts therapy service.

12. The Process refers to the processes involved in the provision and delivery of a creative arts therapy service to a client. The process includes, but is not limited to: the quality of the creative arts therapy relationship, the setting and the materials utilised.

13. Supervisor refers to professional creative arts therapy or counselling supervision (as distinct from line management).

Acronyms

ANZACATA – Australian, New Zealand and Asian Creative Arts Therapies Association Ltd.

Principle I: Professional Responsibility

1. Creative arts therapists are expected to support and further the goals of the profession by acting with integrity in maintaining the highest standards of creative arts therapy practice.

2. Creative arts therapists shall seek to be informed about the significance of respecting, understanding and considering the meanings of indigenous cultures in their work. This includes the meaning and implications of the Treaty of Waitangi and the principles of protection, participation and partnership with Maori people of New Zealand.

   In Australia, creative arts therapists recognise the unique position of Aboriginal people in Australian culture and history. Creative arts therapists recognise that Aboriginal peoples as the first nation peoples of Australia, who are the original custodians of the land. This cultural sensitivity applies to individuals who identify in their communities as a person of Aboriginal or Torres Strait Islander descent.

   In all Asian countries and territories, including the People’s Republic of China, Hong Kong, Macau and Taiwan, and South-East Asian countries, where a multicultural situation is present, cultural issues of indigenous people, and people from ethnic, and other minorities, must be respected and understood.
3. Creative arts therapists recognise and respect cultural differences and diversity among people, and oppose discrimination and oppressive behaviour.

4. Creative arts therapists are to assume responsibility for their own education on client issues related to gender identity/expression and sexual orientation and incorporate these concerns into the development of best practice models. To take the initiative to become as knowledgeable as they can on issues of concern to people who identify as lesbian, gay, bisexual, transgender, questioning, intersex or asexual (LGBTQIA+) through continuing education, training, supervision, professional development and consultation. Creative arts therapists will develop this understanding within the context of other significant intersections of lived experience among LGBTQIA+ such as diverse ability, age, culture, ethnicity and religious beliefs.

5. Creative arts therapists will abide by the ethical standards of their professional association in all work settings, whether employed by government/ non-government agencies or self-employed.

6. Creative arts therapists abide by the laws of the society, and lands in which they practise.

7. Creative arts therapists will only provide assessment, treatment and professional advice for which they are formally qualified, as recognised by their level of professional memberships and registrations.

8. Creative arts therapists will present themselves as creative arts therapy professionals, and will never misrepresent their credentials in education, experience, affiliations or advertising.

9. Creative arts therapists shall not exploit their clients financially. They are required to be honest, straightforward and accountable in all financial matters and to keep accurate records concerning their clients and other professionals.

10. Creative arts therapists are responsible for setting and maintaining appropriate professional boundaries. This includes avoiding any situations that compromise a sense of objectivity, and/or presents a conflict of interest. They must not engage in dual relationships (e.g. personal or business relationships with clients).

11. Some creative arts therapies interventions necessitate a relational engagement of bodies and as such involve the use of touch amongst clients in a group or between client/s and the therapist. Approached with great sensitivity, ensuring the client agrees to any use of touch in the context of your work together. When considering touch, be sure to assess the nature and intent of the touch and the intersubjective implications. Be sure to assess that the touch will continue to promote the therapeutic aspects of the work and does not lead to any other type of relationship. If the creative arts therapist feels the client is not benefiting, or the work is developing into an area in which they do not feel adequately trained, they must consider professional consultation, and a referral to another professional.

12. Creative arts therapists are prohibited from exploiting clients, past or present, in a financial, sexual, emotional or any other way.

13. Creative arts therapists contribute to promoting creative arts therapy to the professional community of related health workers and to the general public, acting to expand creative arts therapy opportunities for all appropriate client populations.

14. When a creative arts therapist offers creative arts therapy workshops, presentations, growth groups etc, they must make it clear to participants whether the activity
has a therapeutic or educational intention. They must ensure the well-being of the participants by providing therapeutic assistance if needed during or following the arts therapy experience.

15. When it is apparent that the creative arts therapist is unable to be of professional help to a client, the creative arts therapist should not start treatment or should terminate treatment if it has already begun, while offering help in seeking satisfactory alternative services for the client.

16. Creative arts therapists end treatment in a responsible manner when the therapist and client agree that the client has gained as much as possible, and/or that the treatment goals have been achieved, and that termination of creative arts therapy is a logical extension of the therapeutic process.

17. Creative arts therapists must guard against fostering a dependent relationship with clients, and are clear at the outset about therapeutic aims and the duration of the therapy.

18. It is an expectation that creative arts therapists have regular arts based supervision and use such supervision to develop their creative arts therapy skills, monitor performance, reflective practice and provide accountability for practice. Where possible, supervision should be sought from an experienced professional creative arts therapist registered as an approved supervisor with ANZACATA.

19. Creative arts therapists will seek counsel from their supervisors, colleagues, and experts in a particular therapeutic area, to serve the best interests of their clients.

20. Creative arts therapists are obligated to maintain continuing professional education, which includes seminars/conferences/reading/teaching etc. To continue to relate to all aspects of being a creative arts therapist including the need to maintain a personal creative practice (see Continuing Professional Development (CPD) and Supervision CPD Policy on the website – www.ANZACATA.org).

21. Creative arts therapists must engage in appropriate information and advertising activities, which enable the public to make informed choices in relation to professional services.

22. Creative arts therapists who advertise their services should limit advertising to a statement of name, address, qualifications and type of therapy offered and such statements should be descriptive and not evaluative.

23. Creative arts therapists must accurately represent their professional competence, education, training and experience ensuring that all advertisements and publications, whether in directories, business cards, websites or conveyed through any medium, accurately convey services so that clients can make an informed decision about therapy.

24. Creative arts therapists must not mislead the public about their identity or status.

25. Creative arts therapists must not mislead or deceive the public in any use any professional identification, including qualifications and experience, and must correct, whenever possible, false, misleading or inaccurate information and representations made by others concerning qualifications and services.

26. Creative arts therapists must only represent themselves as a specialist within a specific area of creative arts therapy if they have undertaken further education, training, or experience which would enable them to practice in that specialist area.

27. Creative arts therapists must follow the ANZACATA guidelines on use of the Association logo.
Principle II: Confidentiality

Creative arts therapists have a primary responsibility to respect and honour client confidentiality and to safeguard all written, taped, digitally (or analogue) recorded, and visual, work, or information produced during the course of therapy.

1. In both individual and group therapy, and prior to the commencement of arts therapy, creative arts therapists are obliged to inform clients of their right to confidentiality.

2. All information obtained during the course of treatment, be it verbal, written, taped or visual, is shared only with the creative arts therapist’s supervisor, and where necessary, with the appropriate professionals concerned with the client’s case, such as a multidisciplinary multidisciplinary team.

3. Creative arts therapists must obtain each and every client’s written permission before any verbal, written, taped, recorded (digitally or analogue), or visual, information is shared, outside of that mentioned in Point 2. When permission has been given by the client, the creative arts therapist must remove all identifying information, ensure that content revealed is accurate and unbiased, and directly relates to the client’s therapeutic relationship with the therapist.

4. Creative arts therapists must abide by the laws of their state in relation to the correct use of technology i.e. Skype, web cameras, and in particular when working with minors, to provide best practice.

5. The creative arts therapist takes the necessary precautions to protect the confidences of clients who are minors, or other clients who are unable to give voluntary informed consent, due to impairments which might limit comprehension, or communication.

6. Creative arts therapists may breach confidentiality without client consent when mandated by law, or when the client’s mental and emotional state clearly indicates an immediate danger to the client and/or others. In such cases, the creative arts therapist must act in accordance with the law, and document the event, while at all times respecting the client’s dignity.

7. Creative arts therapists must keep appropriate records (notes, artwork/photos) for a minimum of seven years following the date of last contact. Records regarding children are to be kept until the child attains the age of 25. The keeping of ANZACATA records is to be for seven years. All client material, whether written, art, audio, digital, or other, must be kept in a secure location until disposed of appropriately, ensuring ongoing confidentiality at every stage of the process.

8. In order to preserve the integrity of the professional field, creative arts therapists should inform the Association of persons using the title of creative arts therapist, who are either unqualified and/or unregistered with an Arts Therapy Association, so that an Ethics College member can contact the person and discuss the Association’s concerns, including options for training and/or membership.

9. Creative arts therapists have a responsibility to ensure that imagery created during the period of therapy be safeguarded. No photographs or exhibitions of client artwork are to be represented and no images of client’s, or client artwork, are to be posted on social network sites unless written and verbal informed consent has been obtained from the client concerned or, if under 18, their parent/carer/guardian. In addition, this requirement also applies to students and trainees who may need examples of case studies for education or supervision purposes.
Principle III: Responsibility to Creative Arts Therapy Colleagues

1. Creative arts therapists are respectful in their regard for colleagues, both within and outside the creative arts therapy profession.
2. Creative arts therapists cooperate with, and support, other creative arts therapy colleagues. They are committed to the development of creative arts therapy practice and issues which arise for creative arts therapists as a professional group.
3. When deemed appropriate, creative arts therapists will refer clients to other therapeutic services, which may better suit the client’s needs.
4. Creative arts therapists do not offer professional services to individuals receiving arts therapy from another creative arts therapist, unless agreed by all parties.
5. In conducting research, creative arts therapists officially acknowledge all colleagues/administrators and other professionals who have contributed to their research efforts. Before embarking on research in an agency, organisation or institution, creative arts therapists provide adequate information about the research, and obtain formal permission from the appropriate authorities i.e. ethics.
6. If a creative arts therapist becomes aware of an ethical violation by a creative arts therapy colleague, an attempt to informally resolve the issue should be considered first. The ANZACATA Ethics and Standards of Practice College should be notified if:
   a) a creative arts therapist does not wish to make an informal approach him/herself; or
   b) the ethical violation cannot be resolved informally; or
   c) the ethical violation is of a serious nature.
7. If there is a formal complaint made to ANZACATA regarding the professional practice of a creative arts therapist, the formal complaint will be presented to the Ethics and Standards College of ANZACATA. This College will follow the ‘Procedures Regarding the Ethical Standards for creative arts therapists’ document. Creative arts therapists found to be in serious violation of the Code of Ethics may be subject to expulsion from the Association.
ANZACATA Procedures for Handling Complaints of Violations of the Ethical Standards for Creative Arts Therapists

1. Initiation of Complaints

1.1 The Board of the Association shall recognise and accept written complaints from both Members and non-Members of the Association asserting violations of the Ethical Standards.

1.2 All complaints must be in writing and emailed. Anonymous or oral complaints will not be recognised as a basis for action or investigation.

1.3 All complaints must be signed by the complainant (“Complainant”) and accompanied by the Complainant’s contact details. In addition, the Board will only act on the basis of a complaint that specifically names the person alleged to have been affected by the accused Member’s or membership applicant’s (“Accused”) conduct and only if the affected person agrees to be identified to the Accused.

1.4 Any Member who knows of a violation of the Ethical Standards should bring this to the attention of the Board in the form of a written complaint.

1.5 The Board may proceed on its own initiative when it has been presented with sufficient facts which, if proven, would constitute a violation of the Ethical Standards. For example, the Board may proceed based on information received from another professional organisation or a government authority. If the Board decides to proceed on its own initiative it shall prepare a written statement concerning allegations of a violation or violations of the Ethical Standards.

1.6 The Board may determine, at its discretion, that a complaint cannot be acted upon since the delay in reporting the allegation to the Board has impaired the Board’s ability to render a fair determination. This matter would then be referred to the ANZACATA Board.

2. Initial Action by the Chair of the ANZACATA Board

Upon receipt of a complaint, the Board shall determine whether the person about whom the complaint has been made is a Governing Member, Associate Member or applicant (“Applicant”) for membership in the Association.

2.1 If the person is not a Member or Applicant, the Board shall so inform the Complainant in writing and shall explain that the Association has no authority to proceed against the person.

2.2 If the person is an Applicant, and the Applicant wishes to proceed with his application for membership, the subsequent provisions of these procedures shall apply.

2.3 If the person is a Member (Governing or Associate) or an Applicant, the Board shall send an email to the Complainant acknowledging receipt of the complaint and informing the Complainant that the person complained against is a Member, or an Applicant.

3. Preliminary Determination by the ANZACATA Board

3.1 The Board (with the advice of legal counsel for the Association if required by the Board), shall review the complaint and determine whether the complaint warrants further action or whether the matter shall be closed without further action. In the event that the Board determines that the complaint shall be closed without further action the Complainant shall be notified of such decision and the reason for such
decision. To aid in making such determination, the Board may request a written response to the email of complaint from the Accused, consult with other preliminary investigators and/or legal advisors as may be appropriate, and/or request additional information from the Complainant.

3.2 If the Board requests a written response from the Accused to aid in making the determination referred to in paragraph 3.1 above, or if the Board determines that the complaint warrants further action by the Board, the Board shall request the Complainant’s permission for disclosure of his/her name and all written or other matter or evidence provided by the Complainant. The Board shall request that the Complainant agree in writing to waive confidentiality and/or therapist/patient privilege available to him/her so that the Board may obtain information from the Accused and others. A waiver of Confidentiality Form setting forth these issues shall be emailed to the Complainant for approval and digital signature before proceeding further.

3.3 If the Complainant refuses permission for the disclosure of his/her name on any of the written matter or evidence provided by the Complainant, or if the Complainant refuses to sign a waiver of confidentiality and/or therapist/patient privilege, the Board, with the advice of legal counsel if requested by the Board, may do any one or more of the following:
   (a) close the matter and notify the Complainant;
   (b) decide that an attempt may be made to resolve the case by agreement;
   (c) decide whether the Board may proceed with the complaint as an investigation on the Board’s own initiative; or
   (d) refer the matter to the ANZACATA Executive Officer for hearing.

3.4 All correspondence to the Complainant or to the Accused shall be marked, “Confidential” or “Personal and Confidential”.

4. Attempt to Resolve by Agreement
After the preliminary determination by the Board referred to in Section 3 above, the Board may attempt to resolve the case by mutual agreement with the Accused. While resolution by mutual agreement is favoured, the Board is not required to attempt such a settlement or to obtain the content of the Complainant to any settlement.

4.1 In making such a settlement, the Board may require the Accused to agree to any one or more of the following:
   (a) cease and desist;
   (b) accept censure;
   (c) membership placed on hold pending outcome;
   (d) receive supervision, education and/or therapy;
   (e) discontinue his/her application for membership;
   (f) terminate membership in the Association; or
   (g) to comply with any other action which the Board deems appropriate.

The Board may, at its discretion, impose more stringent requirements for agreement upon Members or Applicants previously found to be in violation of the Ethical Standards, or any other professional or state code of professional conduct.

4.2 Any agreement disposing of a complaint shall be in writing detailing the facts upon which it is based, the terms of the settlement and the manner in which it is to be implemented and/or supervised.
4.3 The agreement shall be implemented and/or supervised by the Board and/or any Member of the Association so designated in the agreement.

4.4 The agreement shall become final when signed by the Accused and a member of the Board or at any other time designated in the agreement. The agreement shall be placed in a sealed envelope and signed across the seal by a member of the Board. The envelope shall be filed in the National Office Ethics file, indexed by the name of the Accused. Only a current member of the Board from time to time may unseal the envelope when or if new allegations against the Member are made. A summary form listing only the Member’s name, date of ethics determination and action shall be placed in the membership or application file of the Accused to refer investigators to the Ethics file when or if new allegations are made against the Accused.

4.5 If the Board does not reach settlement by mutual agreement, it will take other action as set out in Section 3.3 as is in its discretion appropriate.

5. Investigation by the ANZACATA Board or Designees

5.1 When the Board has determined that the complaint warrants further investigation by the Board, it shall ensure that copies of the complaint and any supporting documentation/evidence and any written response from the Accused are in the possession of all members of the Board.

5.2 The Board shall cause an investigation of the complaint to take place. This investigation may be carried out by one or more members of the Board. Consultation with legal counsel may be taken if desired.

5.3 It is considered a conflict of interest if a member of the Board is personally involved with either the Complainant or the Accused and such member shall not review or participate in the case. Such member shall be excused from the investigation and/or any proceedings or decisions on the case.

5.4 The Board, in consultation with legal counsel, if it so desires, shall prepare and send an email to the Accused, prior to the investigation commencing, specifying the Ethical Standards which may have been violated by the Accused. The letter shall contain a request that the Accused cooperate with the Board in their efforts to obtain a full understanding of the circumstances which led to the allegation(s), and to provide a written statement responding to the allegation(s) made by the Complainant.

5.5 The Accused shall be sent a copy of the Procedures Regarding the Ethical Standards for Arts Therapists, when first contacted by the Board.

5.6 Investigations may be conducted by corresponding and/or interviewing the parties involved in the dispute. Interviews may be conducted in person or by telephone.

5.7 During the investigative stage of the proceedings, the Accused shall have the right to consult with legal counsel and shall have the right to have benefit of legal counsel for any investigatory meeting or interview.

5.8 If an Accused fails to maintain membership in the Association at any stage of the investigations of the complaint, the Board, at its discretion, may continue its investigation and proceedings if the Accused was a Member at the time of the alleged conduct. If inability to pay dues is cited as a reason for voluntary resignation by an Accused under ethics investigation, the Board may suspend dues obligations until the investigation is completed.

5.9 After the investigation is completed, a full report shall be made to the Board detailing the findings and recommendations.
5.10 The Board, after receiving the report of the investigation, may take such action as is authorised in Section 3.3 of these procedures.

6. Procedures for Hearings
A hearing pursuant to Section 9(1) and (2), or 5(3), of the Constitution, or pursuant to the above mentioned sections of these Procedures, shall be conducted as follows.

6.1 A hearing in person or via telephone conference shall be scheduled to take place by a member of the Board. A member of the Board who is personally involved with either the Complainant or the Accused, shall not comprise part of the Board for the purpose of the hearing.

6.2 The Complainant and Accused shall be notified promptly of the hearing date, time and place. Each party shall bear its own costs of attendance at the hearing.

6.3 At least thirty (30) days before the hearing, the Board shall furnish the Accused and the Complainant with copies of all documents and the names of witnesses who will appear in support of the charges.

6.4 The Executive Officer shall conduct the hearing and shall have the right to:
   (a) confer with and/or have legal counsel for the Association present;
   (b) receive testimony of witnesses and evidence to support or represent the charge;
   (c) examine witnesses who appear for either party; and
   (d) contact third parties who may have knowledge of pertinent facts.

6.5 The Complainant and/or a representative of the Board (if it should see fit) and the Accused shall each have the right to:
   (a) be present and be heard at the hearing;
   (b) be represented by legal counsel;
   (c) present witnesses and evidence;
   (d) cross-examine witnesses against him/her and appear on his/her own behalf;
   (e) make opening and closing statements; and
   (f) submit written representations and memoranda supporting his/her position.

6.6 All evidence which is considered relevant and reliable, as determined by the Board shall be admissible. The formal rules of evidence shall not apply. The weight of all evidence and credibility of testimony shall be judged solely by the Board.

6.7 A tape recording of the hearing shall be made if requested by either party or the Board. If a party makes the request, he/she shall pay the expense of recording the hearing and shall be entitled to a copy of such recording.

6.8 The Complainant (or if there is no Complainant, then the representative of the Board) shall have the burden of proving the charges by preponderance of the evidence.

6.9 The Executive Officer shall issue the decision in writing within thirty (30) days after the hearing.

6.10 The decision shall state in writing:
   (a) the Board’s findings of fact;
   (b) whether a violation of the Ethical Standards was found and, if so, the Ethical Standards violated;
   (c) the Board’s decision; and
   (d) an outline of the Board’s reasons for its findings and decision.
      (i) if no violation of the Ethical Standards is found, the Board shall order the complaint dismissed.
(ii) if one or more violations of the Ethical Standards are found, the Board shall order any action to be taken, including an order to cease and desist, censure, therapy, probation, rehabilitation, supervision, education, suspension of membership or expulsion, reject an application for membership, or any other action which the Board deems appropriate.

The decision shall also specify the manner and timing in which the action is to be implemented and/or supervised.

6.11 A copy shall be provided to the Complainant, the Accused, and the Board.

6.12 Appealing a decision:
   (a) pursuant to the provisions of the Constitution, Sections 9(4) and 9(5), a decision by the Board to expel a member may be appealed to the Association in general meeting.
   (b) pursuant to the provisions of the Constitution, Sections 5(4) and 5(5), a decision by the Board to reject an application for membership may be appealed to the Association in general meeting.

7. Records and Disclosure of Information

The permanent files of the Board shall be maintained in the records of the Association.

7.1 All information obtained by the Board, and all proceedings of the Board, shall be confidential except as follows:
   (a) information may be disclosed by those investigating the complaint to the extent reasonably necessary to pursue a thorough investigation.
   (b) the Board may, at its discretion and with the approval of the Chair of the Board, authorise the publication of settlements by mutual agreement without disclosing the name of the Complainant or the Accused.
   (c) in situations in which an accused Member resigns from ANZACATA and a notification by the Board that it has received a complaint, and a violation of the Ethical Standards is subsequently proven, any publication may include the fact of the accused Member’s resignation.

7.2 Whenever there is a finding made that a Member has violated the Ethical Standards and disciplinary action is ordered, the Board or its designee is authorised to disclose the ethics violation and disciplinary action to the membership of the Association and any actions affecting membership status. Publication may also be made of other sanctions at the discretion of the Board. Publication will be made in the Newsletter and will include the Member’s full name, any earned degree, geographical location and the violation of the section of the Ethical Standards proven.

7.3 Whenever the Board finds that a Member is not guilty of the Ethical Standards violations charged, that fact shall be disclosed to the membership of the Association only upon the written request of the Accused.

7.4 The Board may inform government authorities and other professional organisations of any disciplinary action taken against a Member for violating the Ethical Standards.
8. ANZACATA’s Constitution

The Constitution of the Australian, New Zealand and Asian Creative Arts Therapies Association Incorporated
Constitution of Australian, New Zealand and Asian Creative Arts Therapies Association Ltd

Public company limited by guarantee

Certified to be a true and correct copy of the original.

Signature of director

Print full name of Director
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Constitution
Australian, New Zealand and Asian Creative Arts Therapies Association Ltd

1  Preliminary

1.1  Definitions

In this constitution:

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<tr>
<td>ACNC Legislation</td>
<td>means the:</td>
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<td></td>
<td>(a) <em>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</em>; and</td>
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<td></td>
<td>(b) <em>Australian Charities and Not-for-profits Commission Regulation 2013 (Cth).</em></td>
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<td>AGM</td>
<td>means an annual general meeting of the company.</td>
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<td>Arts Therapist</td>
<td>means a person who:</td>
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<td>(a) has completed the relevant educational training in the field of arts therapy in their respective jurisdiction;</td>
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<td></td>
<td>(b) is the proprietor of, or an employee of, a recognised arts therapy practice, incorporated or otherwise; and</td>
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<td></td>
<td>(c) meets any additional eligibility qualifications determined by the board from time to time.</td>
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<td>Associate Member</td>
<td>means an individual or body corporate that is recognised by the company as an 'Associate Member', but which is not a member under the Corporations Act or a Governing Member under this constitution for the purposes of receiving notices, attending general meetings, voting, or otherwise.</td>
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<td>Business Day</td>
<td>means a day that is not a Saturday, Sunday or public holiday in the place where an act is to be performed, notice received or a payment is to be made.</td>
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<td>Continuing Professional Development</td>
<td>means a range of professional learning engagements through which arts therapists maintain and develop their careers and to ensure that they retain their capacity to practice safely, effectively, and legally.</td>
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<td>Corporations Act</td>
<td>means <em>Corporations Act 2001 (Cth).</em></td>
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<td>Governance Standards</td>
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<td>Governing Member</td>
<td>means an individual who:</td>
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|                       | (b) who has been admitted to the membership of


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<td>Governing Membership</td>
<td>means the entire group of individuals comprising all Governing Members of the company or otherwise by reference as a class itself.</td>
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<td>Special Resolution</td>
<td>means a resolution:</td>
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<td>(a) for which the requisite notice has been given under rule 7.3(b)(iii); and</td>
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<td>(b) that has been, or is proposed to be, passed by at least 75% of the votes cast by Governing Members entitled to vote on the resolution.</td>
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1.2 Interpretation

In this constitution:

(a) a reference to a Governing Member present at a general meeting is a reference to a Governing Member present in person or by proxy;

(b) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;

(c) unless the contrary intention appears:

(i) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;

(ii) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns;

(iii) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;

(iv) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;

(v) a reference to a rule is a reference to a rule of this constitution;

(vi) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and

(vii) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and

(d) headings are for convenience only and do not affect interpretation.

1.3 Application of the Corporations Act

(a) The replaceable rules in the Corporations Act do not apply to the company.
1.4 Application of the ACNC Legislation

The company must only comply with the ACNC Legislation and any reference to the ACNC Legislation in this constitution, including the Governance Standards, to the extent that it is registered with the Australian Charities and Not-for-profits Commission.

1.5 Exercising powers

(a) The company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.

(b) A power conferred on a person to do a particular act or thing under this constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.

(c) A power conferred under this constitution to do a particular act or thing:

(i) may be exercised from time to time and subject to conditions; and

(ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.

(d) Where a power to appoint a person to an office or position is conferred under this constitution (except the power to appoint a director under rule 8) the power includes, unless the contrary intention appears, a power to:

(i) appoint a person to act in the office or position until a person is appointed to the office or position;

(ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the company); and

(iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.

(e) Where this constitution gives power to a person to delegate a function or power:

(i) the delegation may be concurrent with, or (except in the case of a delegation by the directors) to the exclusion of, the performance or exercise of that function or power by the person;

(ii) the delegation may be either general or limited in any way provided in the terms of delegation;

(iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;

(iv) the delegation may include the power to delegate; and
(v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate based on the delegate's opinion, belief or state of mind about that matter.

2 Objects

2.1 Objects of company

(a) The objects of the company are for the public charitable purposes of:

(i) advancing health by supporting the progressive development of the therapeutic use of creative arts to promote optimal mental health;

(ii) advancing social and public welfare through the progressive development of the therapeutic use of creative arts toward optimal social and public welfare;

(iii) advancing culture through the promotion of creative arts through art therapy;

(iv) advancing education through:

(A) fostering professional development opportunities and activities for the exchange of information and ideas concerning the therapeutic use of the creative arts, such as conferences, workshops, publications, and electronic media for practising creative arts therapists and creative arts therapy students;

(B) promoting the development of the science relating to the practice of creative arts therapies; and

(C) providing information about creative arts therapy services, practices and training opportunities to the public and other mental health professionals;

(v) advancing the arts therapy industry through:

(A) formulating, monitoring and reviewing the development of standards of practice and ethical behaviour and responsibility in the practice and research of the creative arts therapies for the public good and to ensure that these are maintained;

(B) formulating, monitoring and reviewing standards of training and education leading to recognition as a professional creative arts therapist

(C) promote the development of research into the efficacy of the creative arts therapies, skills development, theory and knowledge building and promote these in the community as widely as possible;

(D) proving a forum for all people engaged in the arts therapy industry to discuss best practice and enhance the future of the industry;

(E) working with government at all levels towards strengthened public accountability of the arts therapist industry.

(b) To achieve these objects, the company may, without limitation:
(i) establish a register of creative arts therapists and to grant registration for those individuals who meet the required standards, including the ongoing Continuing Professional Development and supervision requirements;

(ii) encourage the development of regional groups to support the objects in rule 2.1(a);

(iii) harness the resources of the community in support of the objects in rule 2.1(a);

(iv) establish and maintain affiliations and information exchange with other national and international organisations having similar objects to those in rule 2.1(a);

(v) act as trustee of any trust the purpose of which relates to the objects in rule 2.1(a);

(vi) promote the objects in rule 2.1(a); and

(vii) do all other things incidental or conducive to the attainment of the objects in rule 2.1(a).

2.2 Separate objects

Each of the objects in rule 2.1(a) is a separate object of the company, and must not be construed by reference to any other object.

2.3 Exercise of powers to achieve objects

Nothing restricts the company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the company or which is intended to generate revenue for, or otherwise further, those objects.

2.4 Recognition

(a) The company recognises Australian Aboriginal people as the original custodians of the land and acknowledge the unique position of Aboriginal people in Australian culture and history.

(b) The company will aim to be informed about the meaning and implications of the Treaty of Waitangi when conducting its work in New Zealand.

(c) The company recognises the principles of protection, participation and partnership with the Maori people.

(d) The company recognises, acknowledges and respects the ancestors, elders and families of all Indigenous peoples of the lands on which we stand and practice.

3 Not-for-profit

3.1 Promotion of the objects

The income and property of the company must only be applied towards promoting the company's objects set out in this constitution.
3.2 No income or property to a Governing Member

No income or property of the company may be paid or transferred, directly or indirectly, to a Governing Member except as provided under rule 5.2 or for payments to a Governing Member:

(a) in carrying out the company’s purposes in rule 2.1(a);

(b) in return for services rendered by, or goods supplied, by the Governing Member to the company in the ordinary and usual course of business;

(c) for reasonable and proper rent for premises leased by a Governing Member to the company;

(d) as principal payments on money lent by the Governing Member, and interest payments if the interest is at a commercial rate.

3.3 No income or property to a director

(a) No income or property of the company may be paid or transferred, directly or indirectly, to a director on account of remuneration for services provided by the director in their capacity as a director.

(b) All payments to directors must be approved by the directors including, but not limited to:

(i) out of pocket expenses incurred by a director in performing a duty as a director; and

(ii) a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director where:

(A) the provision of the service has the prior approval of the directors; and

(B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

4 Membership

4.1 Members

(a) The Governing Members are:

(i) the persons named as Governing Members with their consent in the application for registration of the company; and

(ii) any other persons that the directors admit to Governing Membership under this constitution.

(b) The number of Governing Members of the company is unlimited.

4.2 Class of membership

The only class of membership under this constitution is ordinary Governing Membership, which only comprises professional level members.
4.3 Engaging with the profession outside of this constitution

(a) The board may establish and adopt a policy to recognise individuals or body corporates within various levels of the profession for the purposes of further the objects in rule 2.1 and implementing the policies set out in rule 4.10, which may include:

(i) professional level Art Therapists (who may be eligible for Governing Membership within this constitution); and

(ii) any other level that the board establishes in its absolute discretion (collectively known as 'Associate Members').

(b) The board’s policy may establish the initial and ongoing eligibility, rights, privileges, termination, and other obligations within each level, including for professional level Art Therapists and all levels of Associate Members, including the application of the policies set out in rule 4.10.

(c) For the avoidance of doubt, Associate Members are individuals or body corporates that may be recognised by the board as 'Associate Members', but which are not members or Governing Members under the Corporations Act or this constitution for the purposes of receiving notices, attending meetings, voting, or otherwise.

(d) The board may establish a separate process for Associate Members to apply and be admitted, which it may amend from time to time in its absolute discretion.

(e) The board may still in its absolute discretion determine to invite any level of the Associate Members to general meetings to attend as observers.

4.4 Application

(a) Any individual who:

(i) is not less than 18 years of age at the date of application;

(ii) in the opinion of the board, is supportive of the objects of the company; and

(iii) meets the eligibility requirements of a professional level Arts Therapist as set by the board,

may apply to be a Governing Member of the company.

(b) An application for Governing Membership must be in a form approved by the board together with:

(i) any other documents or evidence as to qualification for Governing Membership that the board requires; and

(ii) any application fee and Governing Membership fee as required by the board.

4.5 Admission to Governing Membership

(a) The board may in its absolute discretion accept or reject an application for Governing Membership.

(b) The board need not give a reason for rejecting an application for Governing Membership.
(c) If an application for Governing Membership is rejected, the secretary must:

(i) give written notice of the rejection to the applicant; and

(ii) refund any application fee and Governing Member fee paid by the applicant, as soon as reasonably possible.

(d) If an application for Governing Membership is accepted, the secretary must:

(i) give written notice of the acceptance to the applicant; and

(ii) enter the Governing Member’s name and details in the register of Governing Members.

4.6 Notice by Governing Members

Each Governing Member must promptly notify the secretary in writing of:

(a) any change in their qualification to be a Governing Member of the company; and

(b) any change in their address or contact details.

4.7 Fees

Any application fees and Governing Membership fees payable by a Governing Member, including the process of payment, may be determined and administered by the board from time to time.

4.8 Resignation and termination of Governing Membership

(a) A Governing Member ceases to be a Governing Member if the Governing Member:

(i) no longer meets the qualification requirements;

(ii) resigns as a Governing Member by giving written notice to the company;

(iii) if an individual, dies; or

(iv) is terminated by the board under rule 4.8(b).

(b) The board may terminate a Governing Member’s Governing Membership if the Governing Member:

(i) is convicted of a crime, which, in the view of the relevant sub-committee of the directors (established in accordance rule 10.8), has a bearing on their fitness to practice as an Arts Therapist;

(ii) fails to meet the Continuing Professional Development and supervision requirements in accordance with the company policy’s established pursuant to rule 4.10;

(iii) fails to notify the company of a change in address or contact details and is unable to be contacted at the address in the register for a period of two years;

(iv) becomes bankrupt or insolvent;
(v) has Governing Membership fees in arrears; or
(vi) has conducted itself, himself or herself in a way the board consider to be injurious or prejudicial to the character or interests of the company.

(c) The board must give the Governing Member written notice of its intention to terminate the Governing Member’s Governing Membership and the reason for the proposed termination.

(d) If the reason set out in the notice under rule 4.8(c) remains unresolved, in the opinion of the board, for one month after the date of the notice, the Governing Member’s Governing Membership is terminated.

(e) The rights or privileges of Governing Member may be reinstated at the absolute discretion of the board.

(f) Governing Membership is personal to the Governing Member and is not transferable.

4.9 Register of Governing Membership

The company must establish and maintain a register of Governing Members which includes the full name and address for notices of each Governing Membership Governing Member, and any other particulars determined by the board.

4.10 Continuing Professional Development and supervision policy

(a) The board may develop, adopt, and publish a Continuing Professional Development and supervision policy (which it may amend from time to time in its absolute discretion) that will apply to:

(i) the Governing Members of the company (being those recognised as professional level members); and

(ii) those individuals recognised within certain levels of the Associate Members classification outside of this constitutional framework as determined by the board.

(b) The Continuing Professional Development and supervision policy will be published on the company’s website, which will set out (at a minimum):

(i) the requirements for ongoing training and supervision that will be applicable to each level;

(ii) the minimum annual range of individuals to be audited by the company to assess whether the Continuing Professional Development and supervision requirements are being met;

(iii) those selected for auditing will be instructed by a sub-committee of the directors (established in accordance rule 10.8) on what is required;

(iv) that individuals may request an exemption from the audit, which the relevant sub-committee may accept if there are sufficiently reasonable grounds in the sub-committee’s absolute discretion;
(v) if an individual selected for an audit fails to respond to multiple requests and does not apply for an extension or an exemption, then the board acting reasonably may:

(A) terminate the individual’s Governing Membership under rule 4.8 of the constitution; or

(B) cancel the individual’s recognition as an Associate Member, as applicable.

5 Winding up

5.1 Limited liability on winding up

(a) If the company is wound up while a person is a Governing Member, or within one year after the person ceases to be a Governing Member, the person must contribute the guarantee amount to the assets of the company for the:

(i) payment of the debts and liabilities of the company contracted before the person ceased to be a Governing Member; and

(ii) costs of winding up.

(b) Each Governing Member of the company agrees the guarantee amount under rule 5.1(a) is $10.

5.2 Distribution of surplus on winding up

(a) Where property remains after the winding up or dissolution of the company and satisfaction of all its debts and liabilities, it must not be distributed among Governing Members, unless the Governing Member is a charitable fund, authority or institution described in rule 5.2(b) or 5.2(c).

(b) Subject to rule 5.2(c), if the company is wound up, any surplus assets must be given to a charitable fund, authority or institution:

(i) with objects similar to the objects of the company; and

(ii) whose constitution prohibits the distribution of its income and property among its Governing Members to an extent at least as great as is imposed on the company under this constitution.

(c) If the company is endorsed as a deductible gift recipient then:

(i) upon the revocation of its endorsement as a deductible gift recipient; or

(ii) upon its winding up,

any surplus assets must be transferred to a charitable fund, authority or institution:

(iii) with objects similar to the objects of the company;
(iv) whose constitution prohibits the distribution of its income and property among its
Governing Members to an extent at least as great as is imposed on the company
under this constitution; and

(v) to which income tax deductible gifts can be made.

(d) The charitable fund, authority or institution to receive property under rule 5.2(b) or
5.2(c) must be decided by the directors at or before the time of the winding-up or
dissolution. If the directors do not wish to decide, or do not decide, the Governing
Members by ordinary resolution must decide. If the Governing Members do not decide,
the decision must be referred to the Supreme Court of the state or territory in which the
company's registered office is located.

6 Annual General Meeting

6.1 Annual general meeting

The company must hold a general meeting, to be called the annual general meeting (AGM), at
least once in every calendar year (after the end of the first financial year).

6.2 Business at AGMs

(a) The business of an AGM referred to in rule 6.1 is:

(i) to provide the opportunity for the board to account to and report to the
Governing Members as required by the Corporations Act and, if applicable, the
ACNC Legislation;

(ii) for the Governing Members to receive and consider the annual financial reports
of the company;

(iii) to elect directors; and

(iv) to transact any other business that under the Corporations Act, ACNC Legislation,
or this document as applicable, is required to be transacted at an AGM.

(b) All business (other than that referred to in rule 6.2(a)) transacted at an AGM and all
business transacted at other general meetings is special business.

(c) The auditor or reviewer, if any, and its representative may attend and be heard on any
part of the business of a meeting concerning the auditor or reviewer. The auditor or
reviewer, if any, or its representative, if present at the meeting, may be questioned by
the Governing Members, as a whole, about the audit or review, if undertaken.

(d) Before or at the AGM, the directors must give information to the Governing Members on
the company’s activities and finances during the period since the last AGM.

(e) The chair of the AGM must give Governing Members as a whole a reasonable opportunity
at the meeting to ask questions or make comments about the management of the
company.

6.3 Provisions about general meetings apply to AGM

The provisions of this constitution about general meetings apply, with necessary changes, to
AGMs.
7 General meetings

7.1 Calling general meetings

(a) The board may, by ordinary resolution, call a general meeting.

(b) The board must call and arrange to hold a general meeting on the written request of 25% of the Governing Members of the company (which request must set out the nature of the business to be put to the Governing Members).

(c) A meeting of the company's Governing Members be held for a proper purpose.

7.2 Postponing or cancelling a meeting

(a) The directors may:

(i) postpone a meeting of the Governing Members;

(ii) cancel a meeting of Governing Members; or

(iii) change the place for a general meeting,

if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

(b) A meeting which is called under a Governing Members' requisition referred to in rule (b) may not be postponed or cancelled without the prior written consent of the Governing Members who called or requisitioned the meeting.

7.3 Notice of general meetings

(a) Notice of a general meeting must be given to each person who at the time of giving the notice is a Governing Member, director or auditor of the company.

(b) The directors may decide the content of a notice of a general meeting, but the notice must include:

(i) the place, date and 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 in accordance with rule 7.10);

(ii) the general nature of the business to be transacted at the meeting;

(iii) if a Special Resolution is proposed, the words of the Special Resolution; and

(iv) a statement that Governing Members have the right to appoint a proxy and information about the company's proxy requirements.

(c) Unless the Governing Members resolve otherwise:

(i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
(ii) except with the approval of the directors or the chair, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to Governing Members to inspect or obtain.

(d) A person may waive notice of any general meeting by written notice to the company.

(e) Subject to rule 7.3(f), at least 21 days’ notice must be given of a meeting of Governing Members.

(f) The company may call a meeting on shorter notice:

(i) if an AGM, when all the Governing Members entitled to attend and vote at the AGM agree beforehand; and

(ii) if any other general meeting, when Governing Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

(g) A company cannot call an AGM or other general meeting on shorter notice if it is a meeting at which a resolution will be moved to:

(i) remove a director or appoint a director in place of a director removed under that section; or

(ii) remove an auditor.

7.4 Non-receipt of notice

(a) The:

(i) non-receipt of a notice of any general meeting by; or

(ii) accidental omission to give notice to,

any person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.

(b) A person’s attendance at a general meeting waives any objection that person may have to:

(i) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and

(ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

7.5 Admission to general meetings

(a) The chair of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

(i) without the permission of the chair is recording the meeting;

(ii) in possession of a placard or banner;
(iii) in possession of an article considered by the chair to be dangerous, offensive or liable to cause disruption;

(iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person’s possession;

(v) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or

(vi) who is not entitled to receive notice of the meeting.

(b) The chair may delegate the powers conferred by rule 7.5(a) to any person.

(c) A person, whether a Governing Member or not, requested by the directors or the chair to attend a general meeting is entitled to be present and, at the request of the chair, to speak at the meeting.

7.6 Quorum at general meetings

(a) No business may be transacted at a general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of Governing Members is present when the meeting proceeds to business.

(b) A quorum is satisfied where 10 or more Governing Members are present.

(c) If a quorum is not present within 30 minutes after the time appointed for the general meeting:

(i) where the meeting was called at the request of Governing Members, the meeting must be dissolved; or

(ii) in any other case:

(A) the meeting stands adjourned to the day, and at the time and place, the directors present decide; or

(B) if they do not make a decision, to the same day in the next week at the same time and place.

(d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

7.7 Chair

(a) The chair of the board is entitled to take the chair at every general meeting.

(b) If at any general meeting:

(i) the chair of the board is not present at the specified time for holding the meeting; or

(ii) the chair of the board is present but is unwilling to act as chair of the meeting, the deputy chair of the board is entitled to take the chair at the meeting.
(c) If at any general meeting:

(i) there is no chair of the board or deputy chair of the board;

(ii) the chair of the board and deputy chair of the board are not present at the specified time for holding the meeting; or

(iii) the chair of the board and the deputy chair of the board are present but each is unwilling to act as chair of the meeting,

the directors present may choose another director as chair of the meeting and if no director is present or if each of the directors present are unwilling to act as chair of the meeting, a Governing Member chosen by the Governing Members present is entitled to take the chair at the meeting.

7.8 Acting Chair

(a) A chair of a general meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by him or her (Acting Chair).

(b) Where an instrument of proxy appoints the chair as proxy for part of the proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

7.9 Conduct at general meetings

The chair of a general meeting:

(a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;

(b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and

(c) may terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair under this rule is final.

7.10 Using technology to hold general meetings

(a) The company may hold a general meeting at two or more venues using any technology that gives the Governing Members as a whole a reasonable opportunity to participate.

(b) Anyone using this technology is taken to be present in person at the meeting.

7.11 Adjournment and postponement by the chair

(a) Despite rules 7.2(a) and 7.2(b), where the chair considers that:

(i) there is not enough room for the number of Governing Members who wish to attend the meeting; or
(ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out, the chair may postpone the meeting before it has started, whether or not a quorum is present.

(b) A postponement under rule 7.11(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).

(c) The chair may at any time during the course of the meeting:

(i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and

(ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment – no business may be transacted and no discussion may take place during any suspension of proceedings unless the chair otherwise allows.

(d) The chair's rights under rules 7.11(a) and 7.11(c) are exclusive and, unless the chair requires otherwise, no vote may be taken or demanded by the Governing Members present about any postponement, adjournment or suspension of proceedings.

(e) Only unfinished business may be transacted at a meeting resumed after an adjournment.

(f) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

7.12 Decisions at general meetings

(a) Except where a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the Governing Members present at the meeting. A decision made in this way is for all purposes, a decision of the Governing Members.

(b) If the votes are equal on a proposed resolution, the chair of the meeting has a casting vote, in addition to any deliberative vote.

(c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:

(i) before the show of hands is taken;

(ii) before the result of the show of hands is declared; or

(iii) immediately after the result of the show of hands is declared.

(d) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the company's minute book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
7.13 When poll may be demanded

(a) A poll may be demanded by:

(i) the chair;

(ii) at least five Governing Members entitled to vote on the resolution; or

(iii) by Governing Members with at least 5% of the votes that may be cast on the resolution on a poll.

(b) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.

(c) If a poll is duly demanded at a general meeting, it must be taken in the way and either at once or after an interval or adjournment as the chair of the meeting directs. The result of the poll as declared by the chair is the resolution of the meeting at which the poll was demanded.

7.14 Voting rights

(a) Subject to this constitution and to any rights or restrictions attached to any class of Governing Membership, at a general meeting:

(i) on a show of hands, each Governing Member present has one vote;

(ii) where a person is entitled to vote by virtue of rule 7.18 in more than one capacity, that person is entitled only to one vote on a show of hands;

(iii) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and

(iv) on a poll, each Governing Member present has one vote.

(b) Where any of the Governing Membership fee or other amount payable to the company has not been duly paid that Governing Member is not entitled to vote.

(c) A Governing Member is not entitled to vote on a resolution if the notice which called the meeting specified that:

(i) the Governing Member must not vote or must abstain from voting on the resolution; or

(ii) a vote on the resolution by the Governing Member must be disregarded for any purposes.

(d) If the Governing Member referred to in rule 7.14(c) or a person acting as proxy of that Governing Member does tender a vote on that resolution, their vote must not be counted.

(e) An objection to the validity of a vote tendered at a general meeting must be:

(i) raised before or immediately after the result of the vote is declared; and

(ii) referred to the chair of the meeting, whose decision is final.
(f) A vote tendered, but not disallowed by the chair of a meeting under rule 7.14(e), is valid for all purposes, even if it would not otherwise have been valid.

(g) The chair may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Governing Member and the decision of the chair is final.

7.15 Representation at general meetings

(a) Subject to this constitution, each Governing Member entitled to vote at a general meeting may vote:

(i) in person; or

(ii) by not more than one proxy.

(b) A proxy may, but need not, be a Governing Member of the company.

7.16 Class meetings

The provisions of this constitution about general meetings apply, with necessary changes, to separate class meetings as if they were general meetings.

7.17 Voting where the Governing Member is of unsound mind

If a Governing Member is:

(a) of unsound mind;

(b) a patient under laws relating to mental health; or

(c) whose estate is administered under the laws about mental health,

their trustee or guardian or other person who has the management of their property, may exercise the rights of the Governing Member at a general meeting as if the trustee or guardian or other person were the Governing Member. The trustee, guardian or other person must first give the directors the information they reasonably require to establish their entitlement to act on behalf of the Governing Member.

7.18 Appointment of proxies

(a) Any Governing Member entitled to vote at a general meeting may appoint one proxy.

(b) A proxy may be a Governing Member who is not entitled in their own right to vote on a particular resolution.

(c) Other than the chair, a person may hold no more than five proxies at one time.

(d) The document appointing a proxy must:

(i) be in the form approved by the board;

(ii) be signed by the appointor or his attorney;

(iii) set out the name of the person to be appointed as proxy;
(iv) allow the Governing Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;

(v) set out the period of appointment including whether it is valid only for stipulated meetings; and

(vi) be received by the company at least 48 hours (or a lesser period as the board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.

(e) Unless otherwise specified or revoked a proxy appointment is valid:

(i) for 12 months after the date of its execution; and

(ii) for any adjournment of the meeting, as well as for the meeting to which it relates.

(f) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

7.19 **Circular resolution of Governing Members**

(a) A resolution in writing of which notice has been given to all Governing Members and which is signed or consented to by all of the Governing Members entitled to vote on the resolution is as valid and effective as if it had been passed at a meeting of the Governing Members duly called and constituted and may consist of several documents in the same form, each signed or consented to be one or more of the Governing Members.

(b) A Governing Member may consent to a resolution by signing the document containing the resolution (or a copy of that document).

8 **Directors**

8.1 **First directors**

The names of the first directors are those persons named as directors in the application for incorporation of the company.

8.2 **Directors**

The board will consist of at least three and not more than nine directors, comprising:

(a) up to seven directors to be elected under rule 8.3; and

(b) up to two directors appointed by the board for the term determined by the board for their particular skills and experience.

8.3 **Election of directors**

The election of directors will occur using such process as the Governing Members resolve and if no other process then as follows:
(a) a reasonable period prior to the AGM, the company secretary must call for nominations for any vacant director positions;

(b) any ordinary Governing Member (under rule 4.2) may nominate any qualified person to serve as a director;

(c) no person is eligible for election as a director unless the nominee gives written consent;

(d) the nomination and consent must be left at the office at least 25 days, and at most 35 days, before the meeting;

(e) the candidate's name (in alphabetical order) and the proposer’s name must be forwarded to Governing Members with the notice of AGM;

(f) at the AGM each Governing Member present and entitled to vote is entitled to cast a vote ‘for’ or ‘against’ the appointment of a named candidate for a vacant position for which they have nominated;

(g) where the number of candidates is equal to or less than the number of available positions, no vote is necessary, and the candidates are automatically appointed to the positions for which they have nominated;

(h) where the number of candidates exceeds the number of available positions, Governing Members are entitled to cast a vote ‘for’ or ‘against’ the appointment of each named candidate and the candidates receiving the highest number of votes ‘for’ are elected, in progressive order, until all vacant positions are filled; and

(i) if there are insufficient nominations for available positions, the chair may seek the nomination of candidates at the AGM.

8.4 Qualification for membership of the board

To be eligible for election as a director under rule 8.2(a) an individual must be supportive of the objects of the company.

8.5 Appointment of chair

The directors may appoint, for any period they decide:

(a) a director as the chair of directors; and

(b) one or more directors to the office of deputy chair of directors.

8.6 Retirement of directors

(a) Each director must retire from office at the conclusion of the third AGM following the director’s appointment and, if eligible and nominated, may be re-elected for a maximum of two consecutive terms unless an extension is approved by the Governing Members.

(b) Notwithstanding rule 8.6(a), the board may determine which of the directors are to retire from time to time and, to the extent the law permits, the date of their retirement.
8.7 Resignation

A director may resign from the board by written notice delivered to the secretary. The resignation takes effect when the notice is received by the secretary, or on a later date specified in the notice.

8.8 Removal

(a) A director may be removed from office by resolution of the Governing Members present and entitled to vote at a general meeting of the company convened for that purpose. At the meeting the director must be given the opportunity to present his or her case orally or in writing.

(b) A director removed under rule 8.8(a) retains office until the dissolution or adjournment of the general meeting at which he or she is removed.

8.9 Vacating office

In addition to the circumstances prescribed by the Corporations Act, ACNC Legislation, and this constitution (as applicable), the office of a director becomes vacant if the director:

(a) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors;

(b) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;

(c) is absent from meetings of the directors during a period of three consecutive calendar months without leave of absence from the directors where the directors have not, within 14 days of having been served by the secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;

(d) resigns office by written notice to the company;

(e) is removed from office under the Corporations Act, ACNC Legislation, or any other relevant legislation;

(f) is prohibited from being a director by reason of the operation of the Corporations Act, ACNC Legislation, or any other relevant legislation; or

(g) is convicted on indictment of an offence and the directors do not, within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director.

8.10 Casual vacancies

(a) In addition to its power to appoint directors under rule 8.2(b), the board has power to appoint a qualified person as a director to fill a casual vacancy among the board.

(b) Any person appointed under this rule holds office until the next AGM.

8.11 Directors who are employees of the company

A director who is an employee of the company or any of its subsidiaries, ceases to be a director of the company upon the director ceasing to be employed (so that they are no longer employed
by the company or any subsidiary of the company) but the person concerned is eligible for reappointment or re-election as a director of the company.

8.12 Directors who are unable to fulfil their duties due to illness or incapacity

(a) A director may be removed from office by the board if the board resolves under its policy that the director is unable to fulfil their duties due to physical or mental illness or other incapacity.

(b) The board will implement a policy about directors who are unable to fulfil their duties due to physical or mental illness or other incapacity for the purpose of making a determination under rule 8.12(a).

8.13 Directors interests

(a) The company may enter into contracts or arrangements with other companies or bodies in which a director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.

(b) A director is not disqualified by reason only of being a director (or the fiduciary obligations arising from that office) from:

(i) holding an office (except auditor) or place of profit or employment in the company or a related body corporate of the company;

(ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the company or in which it has interest;

(iii) being a Governing Member, creditor or otherwise being interested in any body corporate (including the company), partnership or entity, except as auditor of the company;

(iv) entering into any agreement or arrangement with the company; or

(v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the company, except as auditor of the company.

(c) Even if registered under the ACNC Legislation, and notwithstanding section 111L of the Corporations Act, each director must comply with the Corporations Act on the disclosure of the director’s interests.

(d) The directors may make regulations requiring the disclosure of interests that a director, and any person taken by the directors to be related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all directors.

(e) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 8.13(d).

(f) Subject to rule 8.13(g), if a director has an interest in a matter:

(i) that director may not be counted in a quorum at the board meeting that considers the matter that relates to the interest;
(ii) that director may not participate in and vote on matters that relate to the interest;

(iii) the company can proceed with any transaction that relates to the interest and the director may participate in the execution of any relevant document by or on behalf of the company;

(iv) the director may retain the benefits under the transaction that relates to the interest even though the director has the interest; and

(v) the company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

(g) A director may still be present and vote if:

(i) their interest arises because they are a Governing Member of the company, and the other Governing Members have the same interest;

(ii) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company;

(iii) their interest relates to a payment by the company under rule 12 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;

(iv) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or

(v) the directors who do not have a material personal interest in the matter pass a resolution that:

(A) identifies the director, the nature and extent of the director’s interest in the matter and how it relates to the affairs of the company; and

(B) says that those directors are satisfied that the interest should not stop the director from voting or being present.

(h) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.

(i) A director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, if the director complies with the disclosure requirements applicable to the director under rule 8.13(c) and under the Corporations Act or, if applicable, the ACNC Legislation, about that interest.

(j) A director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the company seal to any document evidencing or otherwise connected with that contract or arrangement.
9 Powers and duties of directors

9.1 General powers

(a) The directors are responsible for managing the business of the company and may exercise all powers and do all things that are within the company's power and are not expressly required by the Corporations Act or, if applicable, the ACNC Legislation, or this constitution to be exercised by the company in a general meeting.

(b) The board may make regulations, by-laws and policies consistent with the constitution, which in the opinion of the board are necessary or desirable for the proper control, administration and management of the company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Governing Members and amend or rescind any regulations, policies and by-laws.

(c) A regulation, policy or by-law of the company made by the board may be disallowed by a resolution of the Governing Members, however such a resolution cannot invalidate prior acts of the board which would have been valid if that resolution had not been passed or made.

(d) A director is entitled to attend and speak at general meetings and at meetings of a class of Governing Members, even if he or she is not a Governing Member or a Governing Member of the relevant class.

9.2 Power to borrow and give security

(a) The directors may exercise all the powers of the company to:

(i) borrow or raise money in any other way;

(ii) charge, mortgage or otherwise encumber any of the company's property or business or any of its property; and

(iii) issue debentures or give any security for a debt, liability or obligation of the company or of any other person.

(b) The directors may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the company.

9.3 Powers of appointment

The directors may:

(a) appoint or employ any person as an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for any period and on any other conditions they decide;

(b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and

(c) remove or dismiss any officer, agent or attorney of the company at any time, with or without cause.
10 Proceedings of directors meetings

10.1 Meetings of directors

(a) The directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.

(b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of directors to constitute a quorum, constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.

(c) A meeting by telephone or other electronic means is to be taken to be held at the place where the chair of the meeting is or at any other place the chair of the meeting decides on, if at least one of the directors involved was at that place for the duration of the meeting.

(d) A director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.

(e) If, before or during the meeting, any technical difficulty occurs where one or more directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

10.2 Calling meetings of directors

(a) A director may, whenever the director thinks fit, call a meeting of the directors.

(b) A secretary must, if requested by a director, call a meeting of the directors.

10.3 Notice of meetings of directors

(a) Notice of a meeting of directors must be given to each person who is, at the time the notice is given a director, except a director on leave of absence approved by the directors.

(b) A notice of a meeting of directors:

(i) must specify the time and place of the meeting;

(ii) need not state the nature of the business to be transacted at the meeting;

(iii) may, if necessary, be given immediately before the meeting; and

(iv) may be given in person or by post or by telephone, or electronic means.

(c) A director may waive notice of a meeting of directors by giving notice to that effect in person or by post or by telephone, or electronic means.

(d) Failure to give a director notice of a meeting of directors does not invalidate anything done or any resolution passed at the meeting if:

(i) the failure occurred by accident or inadvertent error; or
(ii) the director attended the meeting or waived notice of the meeting (whether before or after the meeting).

(e) A person who attends a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.

10.4 Quorum at meetings of directors

(a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.

(b) Unless the directors decide otherwise, more than half of the directors constitute a quorum.

(c) If there is a vacancy in the office of a director, the remaining directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of directors to a number sufficient to constitute a quorum or to call a general meeting of the company.

10.5 Chair and deputy chair of directors

(a) The chair of directors is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as chair at a meeting of directors.

(b) If at a meeting of directors:

(i) there is no chair of directors;

(ii) the chair of directors is not present within ten minutes after the time appointed for the holding of the meeting; or

(iii) the chair of directors is present within that time but is not willing or declines to act as chair of the meeting,

the deputy chair if any, if then present and willing to act, is entitled to be chair of the meeting or if the deputy chair is not present or is unwilling or declines to act as chair of the meeting, the directors present must elect one of themselves to chair the meeting.

10.6 Decisions of directors

(a) The directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the directors under this constitution.

(b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present and entitled to vote on the matter.

(c) Subject to rule 10.6(d), if the votes are equal on a proposed resolution, the chair of the meeting has a casting vote, in addition to his or her deliberative vote.

(d) Where only two directors are present or entitled to vote at a meeting of directors and the votes are equal on a proposed resolution:

(i) the chair of the meeting does not have a second or casting vote; and

(ii) the proposed resolution is taken as lost.
10.7 Circular resolution of directors

(a) A resolution in writing of which notice has been given to all directors and which is signed or consented to by all of the directors entitled to vote on the resolution is as valid and effective as if it had been passed at a meeting of the directors duly called and constituted and may consist of several documents in the same form, each signed or consented to be one or more of the directors.

(b) A director may consent to a resolution by:

(i) signing the document containing the resolution (or a copy of that document); or

(ii) giving to the company a written notice (including by or electronic means) addressed to the secretary or to the chair of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

10.8 Committees

(a) The directors may delegate their powers to a committee.

(b) The committee must exercise the powers delegated in accordance with any directions of the directors.

(c) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors, except to the extent they are contrary to any direction given under rule 10.8(b).

10.9 Appointment of advisory group

(a) The directors may establish an advisory group. The directors may appoint and remove members of the advisory group and terminate an advisory group at any time.

(b) The functions of the advisory group will be decided by the directors.

(c) The directors may specify:

(i) the manner in which proceedings of an advisory group are conducted;

(ii) the matters which the advisory group must consider in carrying out its functions; and

(iii) any other matters concerning the advisory group or its functions that the directors decide.

(d) For the avoidance of doubt, an advisory group established under rule 10.9(a) will not be delegated with any power of the board.

10.10 Delegation to a director

(a) The directors may delegate any of their powers to one director.

(b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
10.11 Validity of acts

All acts done at any meeting of the directors or by a committee or by any person acting as a director are, notwithstanding that it is afterwards discovered:

(a) that there was some defect in the appointment of any of the directors; or
(b) the committee or the person acting as a director or that any of them were disqualified,

valid as if every person had been duly appointed and was qualified and continued to be a director or a member of the committee (as the case may be).

11 Company secretary

(a) The company must have a secretary who may also be a director.
(b) The secretary must be appointed by the directors.
(c) The directors may suspend or remove the secretary from that office.

12 Indemnity and insurance

12.1 Officer’s right of indemnity

Rules 12.2 and 12.4 apply:

(a) to each person who is or has been a director, secretary or executive officer of the company;
(b) to any other officers or former officers of the company or of its related bodies corporate as the directors in each case determine; and
(c) if the directors so determine, to any auditor or former auditor of the company or of its related bodies corporate,

each an Officer for the purposes of this rule.

12.2 Indemnity

The company must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (Liabilities) incurred by the Officer as an officer of the company or of a related body corporate.

12.3 Scope of indemnity

The indemnity in rule 12.2:

(a) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
(b) is enforceable without the Officer having to first incur any expense or make any payment; and
(c) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer or auditor of the company or its related bodies corporate.

12.4 Insurance

The company may, to the extent the law permits:

(a) purchase and maintain insurance; or

(b) pay or agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer as an officer or auditor of the company or of a related body corporate including, but not limited to:

(c) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or

(d) a Liability arising from negligence or other conduct.

12.5 Savings

Nothing in rule 12.2 or 12.4:

(a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules;

(b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom those rules do not apply; or

(c) limits or diminishes the terms of any indemnity conferred or agreement to indemnify entered into before the adoption of this constitution.

12.6 Contract

The company may enter into an agreement with any Officer to give effect to the rights conferred by this rule or the exercise of a discretion under this rule on any terms as the directors think fit which are not inconsistent with this rule.

13 Financial records and auditor

13.1 Keeping of financial records

(a) The financial year of the company begins on 1 July and ends at 30 June in the following calendar year.

(b) Proper books and financial records must be kept recording the financial affairs of the company. The company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act and, if applicable, the ACNC Legislation and any other legislation which applies to the company.

(c) The board must:

(i) notify all Governing Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the company
including a copy of the auditor’s report, if any, and any other documentation as
determined by the board or required by relevant legislation; and

(ii) lay before the Governing Members at each AGM the financial statements.

13.2 Appointment of auditor or reviewer

If required by relevant legislation, the company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the company.

14 Minutes

14.1 Contents of minutes

The board must ensure that minutes of all general and board meetings are duly recorded in any manner it thinks fit and include:

(a) the names of the directors present at each meeting of the company, the board and of committees;

(b) any declared conflicts of interest; and

(c) details of all resolutions and proceedings of general meetings of the company and of meetings of the board and committees.

14.2 Signing of minutes

The minutes of a meeting of the board or of a committee or of the company, if signed by the chair of the meeting or by the chair of the next meeting, are prima facie evidence of the matters stated in the minutes.

15 Inspection of records

15.1 Inspection by Governing Members

Except as provided by law, this constitution or as authorised by a directors’ resolution, a person who is not a director does not have the right to inspect any of the board papers, books, records or documents of the company.

15.2 Access by director

The company may enter into contracts, and procure that its subsidiaries enter into contracts, on any terms the directors think fit, to grant a director or former director continuing access for a specified period after the director ceases to be a director to board papers, books, records and documents of the company which relate to the period during which the director or former director was a director of the company.
16 Notices

16.1 Method of service

(a) The company may give a notice to a Governing Member by:

(i) delivering it personally;

(ii) sending it by prepaid post to the Governing Member’s address in the register of Governing Members or any other address the Governing Member gives the company for notices; or

(iii) sending it by electronic means to the electronic address the Governing Member gives the company for notices.

(b) Where a Governing Member does not have a registered address or where the company believes that Governing Member is not known at the Governing Member’s registered address, all notices are taken to be:

(i) given to the Governing Member if the notice is exhibited in the company’s registered office for a period of 48 hours; and

(ii) served at the commencement of that period,

unless and until the Governing Member informs the company of the Governing Member’s address.

16.2 Time of service

(a) A notice from the company properly addressed and posted is taken to be given and received on the day after the day of its posting.

(b) A notice sent or given by electronic transmission:

(i) is taken to be effected by properly addressing and transmitting the electronic transmission; and

(ii) is taken to have been given and received on the day of its transmission.

(c) Where a given number of days notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

16.3 Evidence of service

A certificate signed by a director or secretary stating that a notice has been given under this constitution is conclusive evidence of that fact.

16.4 Other communications and documents

Rules 16.1 to 16.3 (inclusive) apply, so far as they can and with any necessary changes, to serving any communication or document.
17 General

17.1 Submission to jurisdiction

Each Governing Member submits to the non-exclusive jurisdiction of the Supreme Court of the state or territory in which the company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts which may hear appeals from those courts.

17.2 Prohibition and enforceability

Any part of this constitution which is prohibited or unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.

17.3 Amendment to the constitution

Any amendment to this constitution must be approved by:

(a) a Special Resolution at a meeting of the Governing Members; or
(b) a circular resolution signed by all of the Governing Members.