

AUSTRALIAN CENTRE FOR PSYCHOANALYSIS INC.
PO Box 509, Carlton South, Victoria, 3053, Australia
A0019394K
(Formerly the Australian Centre for Psychoanalysis in the Freudian Field)

CONSTITUTION

Name

1 The name of the incorporated association is AUSTRALIAN CENTRE FOR PSYCHOANALYSIS INC. (in these rules called "the ACP").

Interpretation

2(1) In these rules, unless the contrary intention appears:

"The ACP" means the Australian Centre for Psychoanalysis.

"Committee" or "CoM" means the Committee of Management of the ACP.

"Financial year" means the year ending 30 June.

"General Meeting" means a meeting of the members convened in accordance with these rules.

"Ethics Committee" means the standing committee created by the CoM to deal with complaints made under paragraph 8.

"Code of Professional Conduct" means the Code of Professional Conduct approved and altered from time to time by the members in General Meeting on the recommendation of the CoM.

"Register" means the ACP Register of Practising Analysts, which is a register of those members of the ACP recognised as practising psychoanalysts by the procedure prescribed in the Register document.

"Register Document" is the document entitled "ACP Register of Practising Analysts", which describes the Register and the process of application to, and inclusion on, the Register.

"Register Committee" is the committee described in the Register document which deals with applications to the Register in accordance with the procedures outlined in the Register document. The Register Committee reports to the CoM.

"The Act" means the *Associations Incorporation Act 1981*.

"The Regulations" means the regulations made under the Act.

"The Institute" means the Institute for Training of the ACP, which reports to the CoM. The functioning of the Institute is described in the document "Principles and Regulations of Training" and in other documents and programs prepared by the Institute from time to time.

"The List of Analysts-in-Training" is a list of names of those persons accepted by the Institute into the training program.

2(2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Associations Incorporation Act 1981*, unless otherwise indicated.

Objects

3(1) To support and promote, within the field established by Sigmund Freud and following the orientation given by Jacques Lacan,

the practice of psychoanalysis;
the training of psychoanalysts;
the study of psychoanalysis;
research into psychoanalysis

3(2) To regularly hold seminars, conferences and workshops and small study groups called cartels to further these purposes.

- 3(3) To actively pursue the publication and distribution of psychoanalytic research.
- 3(4) To co-operate with similar institutions throughout the world.
- 3(5) To work for the establishment of an Australian School of Psychoanalysis in the orientation given by Jacques Lacan.
- 3(6) To operate a Register of Practising Analysts.
- 3(7) To conduct an Institute for Training.
- 3(8) To pursue other appropriate activities to further these purposes.

Membership

4(1) Any natural person subscribing to the objects of the ACP who is approved for membership as provided in these rules is eligible to be a member of the ACP on payment of the entrance fee and annual subscription payable under these rules.

4(2) Election to membership shall specify a category of membership, namely associate or member.

4(3) A person who was not a member of the ACP at the time of the incorporation of the ACP (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless admission as a member is approved by the Committee.

4(4) An application of a person for membership of the ACP:

shall be made in writing in the form set out in Appendix 1;
shall be lodged with the Secretary of the ACP; and
shall specify whether membership or associate status is being applied for.

4(5) As soon as is practicable after the receipt of the nomination, the Secretary shall refer the nomination to the Committee.

4(6) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination. The Committee may offer a different category (associate status or membership) than that applied for, or may refuse nomination.

4(7) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that membership or associate status is approved and provide that person with a copy of these rules and the purposes of the ACP and, upon payment of fees due, enter the nominee's name in the register of members. If membership is refused or a different category * is offered, the Secretary shall, with as little delay as possible, notify the nominee in writing of the reasons for such a decision.

4(8) Any person appointed as an associate may make application at any time to be nominated member by the procedure described in rule 4(4). The application shall be dealt with as described in rules 4(5), (6) and (7).

4(9) A right, privilege or obligation of a person by reason of membership of the ACP:

is not capable of being transferred or transmitted to another person;
terminates upon the cessation of membership whether by death or resignation or otherwise.

4(10) Subject to sub-rule 15(6), members shall be entitled to full voting and other rights. Associates shall not be entitled to vote or stand for election to the CoM.

4(11) Membership shall automatically lapse when the membership subscription is three months in arrears.

Entrance fee and annual subscription

- 5(1) An annual subscription is payable on or before the first day of July in each year.
- 5(2) The entrance fee and annual subscription shall be fixed each financial year at such a rate as the Committee may determine.
- 5(3) Subscriptions from new members or associates paid between the first of March and the thirtieth of June of any year shall cover membership to the end of June in the following year.

Register of members

- 6(1) The secretary shall keep and maintain a register of members and associates in which shall be entered the status (associate or member), full name, address and date of entry of each member and associate and the register shall be available for inspection by members and associates at the address of the Secretary.
- 6(2) The Secretary shall make in the register of members and associates an entry recording the date on which a person changed category or ceased to be a member or associate by reason of resignation, expulsion or being three months in arrears of membership subscription or otherwise in accordance with these rules and the Act.

Resignation of member

- 7(1) A member or associate of the ACP who has paid all moneys due and payable by him or her to the ACP may resign from the ACP by first giving one month's notice in writing to the Secretary of intention to resign, and upon the expiration of that period of notice the member shall cease to be a member or associate.
- 7(2) A resignation under this rule shall not extinguish any liabilities for that person which arose during the period of membership or associateship.

Discipline, suspension and expulsion of members

- 8 (1) All members and associates are required to comply with the Code of Professional Conduct as formulated by the ACP . If any member or associate is found:

to be in breach of the Professional Code of Conduct;
to have acted in a manner prejudicial to the ACP; or
to have been guilty of conduct unbecoming a member of the ACP

s/he may be subjected to any of the following penalties:

no penalty;
a warning;
suspension of registration as a practising analyst with the ACP for a period determined by the Ethics Committee;
suspension of membership or associateship of the ACP for a period determined by the Ethics Committee;
removal from registration as a practising analyst with the ACP;
expulsion from membership or associateship of the ACP.

One or more penalties may be imposed by the Ethics Committee. If the penalty is removal from the register of practising analysts, other organisations who make use of the register, or offer membership on the basis of it, will be informed of the decision upon request.

- 8(2) The CoM at its first meeting after the Annual general meeting in each year shall appoint an Ethics Committee consisting of the President, one member of the CoM and two members of the ACP who are on the Register of Practising Analysts but who are not on the CoM. The members of the Ethics Committee shall hold office until the first meeting of the CoM after the next Annual general meeting. The CoM may fill any vacancy which arises in the membership of the Ethics Committee during the year.

8(3) The CoM may make by-laws in relation to the procedure for dealing with breaches of the Code of Professional Conduct. Any such by-law or any amendment to it does not come into effect until it is also approved by the Ethics Committee.

Disputes and Mediation

9(1) The grievance procedure set out in this rule applies to disputes under these Rules between
a member or associate and another member or associate;
a member or associate and the ACP.

9(2) Within 14 days of a dispute arising, the parties to the dispute must arrange to meet, in the presence of the President of the ACP and, if possible, resolve the dispute.

9(3) If resolution is not possible, or a party fails to attend the meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator.

9(4) The mediator must be agreed on and chosen by the parties; or, in the absence of agreement:

in the case of a dispute between one member or associate and another member or associate, a person appointed by the Committee of Management;
in the case of a dispute between a member or associate and the ACP, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9(5) A member of the ACP can be appointed as a mediator, but the mediator cannot be a member who is a party to the dispute.

9(6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9(7) The Mediator, in conducting the mediation, must

give the parties the opportunity to be heard;
allow due consideration by all parties of any written statement submitted by any party; and
ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9(8) If the mediation process does not result in the dispute being resolved, the parties may elect to seek resolution in accordance with these rules or at law.

Annual General Meeting

10(1) The ACP shall, within five months of the end of the financial year in each calendar year, convene an annual general meeting of its members.

10(2) The annual general meeting shall be held on such day within five months of the end of the financial year as the Committee determines.

10(3) The annual general meeting shall be specified as such in the notice convening it.

10(4) The ordinary business of the annual general meeting shall be:

to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
to receive from the Committee reports upon transactions of the ACP during the last preceding financial year;
to elect officers of the ACP and the ordinary members of the Committee; and
to receive and consider the statement submitted by the ACP in accordance with section 30(3) of the Act.

10(5) The annual general meeting may transact special business of which notice is given in accordance with these rules.

10(6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

Special General Meeting

11(1) All general meetings other than the annual general meeting shall be called special general meetings.

11(2) The Committee may, whenever it thinks fit, convene a special general meeting of the ACP, and shall convene one on the requisition, in writing, of members representing not less than 25 percent of the total number of members who are entitled to vote under these rules.

Notice of General Meeting

12(1) The secretary of the ACP shall, not less than 14 days or, if a special resolution has been proposed, 21 days before the date fixed for holding a general meeting of the ACP cause to be sent to the registered address of each member of the ACP, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

12(2) A general meeting shall not be invalidated by an accidental omission to give notice of the meeting to any member.

12(3) A member (not an associate) desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after receipt of the notice.

Proceedings for Meetings

13(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time when the meeting is considering that item.

13(2) Six members or such members as represent one sixth of membership, whichever is the greater, personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.

13(3) If within an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

Procedures to be followed at Meetings

14(1) The President, or in the President's absence, the Secretary, shall preside as Chair at each general meeting of the ACP.

14(2) If the President and Secretary are absent from a general meeting the members present who are entitled to vote under these rules shall elect one of their number to preside as Chair at the meeting.

14(3) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left at the meeting at which the adjournment took place.

14(4) A question arising at a general meeting of the ACP shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority

or lost, an entry to that effect in the Minute Book of the ACP is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

Voting at Meetings

15(1) Each financial member entitled to vote under these rules shall be entitled to one vote only upon any question arising at a general meeting of the ACP.

15(2) All votes shall be given personally or by proxy.

15(3) The Chair will not vote unless, in the case of an equality of voting on a question, he or she is required to exercise a casting vote.

15(4) If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of that meeting on that question.

15(5) A poll that is demanded on the election of a Chair or a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such a time before the close of the meeting as the Chair may direct.

15(6) A member is not entitled to vote at any general meeting unless all moneys due and payable by him or her to the ACP have been paid. This does not apply to the current annual subscription until the expiration of three months from the date on which it became due. In the case of monies other than the current annual subscription, the member owing monies may vote if an arrangement for payment has been entered into with the Secretary and approved by the Officers of the ACP.

Proxy Votes

16 Each member shall be entitled to appoint another member as his or her proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.

Committee of Management

17(1) The affairs of the ACP shall be managed by a Committee constituted as follows:

the officers of the ACP;

two ordinary Committee members elected from and by the members who are entitled to vote under these rules;

up to two additional persons may be co-opted by the Committee from among the members who are entitled to vote under these rules

17(2) The Committee:

shall control and manage the business and affairs of the ACP;

may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the ACP other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the ACP;

may, subject to these rules, make and alter by-laws; and

subject to these rules, the regulations and the Act, has the power to perform all such acts and things as appear to the Committee to be essential to the proper management of the business and affairs of the ACP.

17(3) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

17(4) A member co-opted as a member of the Committee may be so appointed for such period as the Committee determines except that the appointment shall be deemed to lapse, if not otherwise terminated, at

the conclusion of the annual general meeting next after the date of appointment but the member shall be eligible for re-election.

17(5) In the event of a casual vacancy of the position of ordinary or co-opted member of the Committee referred to in sub-rule (1), the Committee may appoint a member of the ACP to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

Officers of the ACP

18(1) The officers of the ACP shall be:

President;
Treasurer; and
Secretary

18(2) Each officer of the ACP shall hold office up to and including the conclusion of the annual general meeting next after the day of that officer's election but is eligible for re-election.

18(3) In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

Nominations

19(1) Nominations of candidates for election to the Committee:

shall be called for one month in advance of the annual general meeting;
shall be made in writing, signed by two members of the ACP who are entitled to vote under these rules and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
and
shall be delivered to the Secretary of the ACP no less than seven days before the date fixed for the holding of the annual general meeting.

19(2) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

19(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

19(4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

19(5) The ballot for the election of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

19(6) At its first meeting, which shall be held no more than two weeks after the annual general meeting, the Committee shall elect the officers of the ACP.

Vacancy of office

20 For the purposes of these rules, the office of an officer of the ACP, of an ordinary member or of a co-opted member of the Committee becomes vacant if the officer, ordinary member or co-opted member:

ceases to be a member of the ACP;
becomes an insolvent under administration within the meaning of the *Corporations Law*;
resigns his or her office by notice given in writing to the Secretary; or
is absent for two consecutive general or Committee meetings without leave of absence provided that acceptance of an apology shall be deemed grant of such leave.

Proceedings of the Committee

- 21(1) The Committee shall meet in each year at such place and such times as the Committee may determine.
- 21(2) Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 21(3) No business shall be transacted unless a quorum is present within half an hour of the time appointed for the meeting.
- 21(4) Subject to sub-rule (2) the Committee may act notwithstanding any vacancy of the Committee.

Secretary

- 22(1) The Secretary of the ACP shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.
- 22(2) The record and books referred to in sub-rule (1) shall be available for inspection by members.

Treasurer

23 The Treasurer of the ACP shall:

collect and receive all moneys due to the ACP and make all payments authorised by the ACP; and keep correct accounts and books showing the financial affairs of the ACP with full details of all receipts and expenditure connected with the activities of the ACP.

Finance

- 24(1) All moneys received by the ACP shall be deposited in a bank account taken out in the name of the ACP.
- 24(2) The funds of the ACP may be invested in any bank, savings bank or building society as determined by the Committee from time to time.
- 24(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

Seal

- 25(1) The common seal of the ACP shall be kept in the custody of the Secretary
- 25(2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two officers.

Alteration of Rules and Statement of Purposes

26 These Rules and the Statement of Purposes of the ACP shall not be altered except in accordance with the Act.

Notices

27(1) A notice may be served by or on behalf of the ACP upon any member either personally or by sending it by post to the member at that member's address as shown in the register of members.

27(2) Where a document is properly addressed, prepaid and posted to the person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Winding up or cancellation

28(1) If the Company is wound up, the surplus assets may not be distributed to any member.

28(2) The surplus assets must instead be transferred to an organisation or organisations which:

- i) have similar objects to those of the ACP;
- ii) also prohibit the distribution of assets and income to their members;
- iii) are funds, authorities or institutions known to have been approved under subdivision Division 30-B of the Income Tax Assessment Act 1997, or falling under one or more of the items listed in the tables in that subdivision; and
- iv) which are determined by the members at or before the time of dissolution, or, if that is not done, by the Registrar of Incorporated Associations.

28(3) The assets and income of the ACP may only be used for its objects. None of the assets or income can be distributed to its members. This does not prevent the payment in good faith for goods or services supplied by a member, or interest on money lent by a member or rent for premises supplied by a member.

Custody of records

29 Except as otherwise provided in these rules, the secretary shall keep in his or her custody or under his or her control all books, documents and securities of the ACP.

Funds

30 The funds of the ACP shall be derived from entrance fees, subscriptions, donations and such other sources as the Committee determines.

31(1) The ACP is authorised to trade in accordance with section 51(4) of the Act.

31(2) Rule 31(1) cannot be altered without the consent of the Minister administering the Act.

31(3) Rule 28 cannot be altered without the consent of the Minister administering the Act, if the alteration would permit the distribution of surplus assets on winding up otherwise than for a charitable purpose.