



Constitution Working Party TERMS OF REFERENCE

Introduction

[PACFA](#) exists to support its members and the community by regulating the training and practice of Psychotherapy, Counselling and Indigenous Healing Practices to the highest standards of safety, quality and professionalism.

Regulating includes certification, registration, accreditation, and complaints management.

PACFA's mission is to regulate and support the provision of effective high-quality Psychotherapy, Counselling, and Indigenous Healing Practices.

To do this, PACFA:

- Registers and certifies suitably qualified and skilled practitioners
- Accredits appropriate training courses
- Provides resources and a professional network for the development of Psychotherapy, Counselling, and Indigenous Healing Practitioners
- Educates and advocates to the public, other professions, and policy makers, to ensure the value of Psychotherapy, Counselling, and Indigenous Healing Practices is recognised and appreciated.

Powers of the Constitution Working Party

The Constitution Working Party sits within the [PACFA Governance Committee](#) and is established through a Board Resolution. The objective of the Working Party is to review the governing articles (constitution) of the organisation, facilitate the development of a new constitution and steward PACFA through the legal steps required to adopt the same.

The steps required to achieve this objective are:

1. Prepare a Communications Plan covering:
 - a. Compelling explanation of the reasoning for a new Constitution (see AF Review).
 - b. Imperatives of any change (i.e. move to a Company Limited by Guarantee; retain charitable status).
 - c. Process to be followed (outlined herein).
 - d. Timeline of communications with membership updating on progress.
 - e. Communicate and enable feedback procedures.
 - f. AGM process.
2. Review current and emerging developments in best practice constitutional structures of leading self-regulating and/or membership allied health professions in Australia, and internationally.
3. Commence a tender process (EOI) for suitable law firms to provide legal advice and draft the new constitution.
4. Select a law firm and provide instructions to draft a constitution.
5. GC/Committee/Board to discuss the initial draft.
6. Consult with members on the draft constitution.
7. Reiterative process with law firm to finalise a proposed constitution.
8. Convene a Special General Meeting (SGM) or table the proposed constitution at a scheduled Annual General Meeting (AGM) for members to vote to:
 - a. Accept the new constitution.
 - b. Approve the transfer from the old to the new constitution.
 - c. Approve the name change (to an incorporated company limited by guarantee).
9. Apply to Access Canberra for transfer.
10. Apply to ASIC for transfer to be accepted.

Working Party Membership

The Constitution Working Party will consist of the following members:

- the Chair of the Working Party,
- the PACFA President,
- at least one member representative, and
- at least one PACFA operational representative.

Eligibility to join the Working Party is predicated on training and expertise in governance and an understanding of the legal framework of Constitutions, having capacity to actively contribute to the workload, and a demonstrated commitment to best practice governance.

The Constitution Working Party will disband upon adoption of the new constitution.

Meetings of the Working Party

The Working Party will meet:

- at least once each month at such place and at such times as the Chair or their delegate may determine.

At meetings of the Working Party:

- the Chair, or in her/his absence, the President, will preside, or
- if the Chair and the President are absent, another Working Party Member may be chosen by the other Working Party members present to preside.

The simultaneous linking together of several Working Party members, being not less than a quorum, by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants, will constitute a meeting of the Working Party.

Written notice of each Working Party meeting will be given to each Working Party member at least five business days before the meeting at the usual contact address.

A Working Party member may introduce, at a meeting of the Working Party, any matter not appearing in the notice of the meeting provided that:

- the Chairperson gives his or her consent, or
- the remaining Working Party Members present to give their approval by passing a resolution by a simple majority.

A resolution in writing signed by all Working Party members or a resolution in writing of which notice has been given to all Working Party members and which is signed by a simple majority of the Working Party members is as valid as if it had been passed at a meeting of the Working Party duly called and constituted and may consist of several documents in the same form each signed by one or more of the Working Party members. An email, facsimile transmission or other document produced by mechanical or electronic means under the name of a Working Party member with the Working Party member's authority is deemed to be a document in writing signed by the Working Party.

Quorum of the Working Party

Fifty per cent of Working Party members will constitute a quorum for the transaction of the business of a meeting of the Working Party.

No business will be transacted unless a quorum is present, physically or linked electronically, and if within half an hour of the time appointed for the meeting, a quorum is not present the meeting will stand adjourned.

Voting at Working Party meetings

Questions arising at a meeting of the Working Party will be decided by a majority of votes.

Decisions are made by a majority of Working Party members present and voting. Working Party members will be deemed "present" if the meeting is conducted via the simultaneous linking together of a number of Working Party members, being not less than a quorum, by telephone or by other means of communication.

Each Working Party member present at a meeting of the Working Party is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Applicable Policies and Procedures

Working Party members work within the [PACFA Code of Conduct](#).

Working Party members are subject to all relevant [Policies and Procedures](#) of the Association, including those applicable to staff members.

Working with staff, volunteers & stakeholders

Working Party members remain mindful of any power imbalance inherent between them as Working Party members and all members of staff, including the CEO, other Committee and Leadership Group members/volunteers and PACFA members.

Working Party members maintain an extremely high level of respect and sensitivity in all of their dealings with all members of the PACFA community, and they model this same level of respect and sensitivity between them, while not shying away from difficult issues and challenging conversations.

Following these chains of responsibility minimises unnecessary disruptions and conflicts.

Review

These Terms of Reference will be reviewed after 6 months, 12 months, and every two years thereafter.