

**ASSOCIATION OF HEADS  
OF INDEPENDENT GIRLS'  
SCHOOLS NSW**

**CONSTITUTION**

**Dated**

**26 August 2012**

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## Part 1 - Preliminary

### 1. *Definitions and Objects*

#### (1) **Definitions**

In this constitution:

**Executive** means a committee of Members established in accordance with the Act with the powers and duties as set out in this constitution and in the Act

**Director-General** means the Director-General under the Act.

**Head** means the person charged with the administration, discipline and education of students by the council or controlling body of a school.

**Member** means a member of the association at the relevant time

**Objects** are the objects of the association set out in clause 1 (4)

**Ordinary Executive Member** means a Member of the Executive who is not an office-bearer of the association.

**Public Officer** means a Member appointed as Public Officer in accordance with the Act. It need not be a Executive Member

**Secretary** means:

- (a) the person holding office under this constitution as Secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

**school** means Independent Girls' Schools in NSW.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009* and any successor legislation.

**the Regulation** means the *Associations Incorporation Regulation 2010* and any successor regulations.

#### (2) In this constitution:

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

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

#### (4) **Objects**

The Objects of the association are:

- (a) To be non profit making
- (b) To advance the cause of education of all children and especially of girls in our society by developing policies on major issues of concern arising from time to time.

- (c) To uphold a bond of collegiality and co-operation between Members and consequently between and among their schools.
- (d) To facilitate and encourage communication among Members that will promote this collegiality.
- (e) To represent actively the Members and the interests of their schools at both a community and a political level and with the approval of the association, to lobby governments and politicians to support the policies and interests of the association and its Members.
- (f) To further and encourage inter-school aesthetic, cultural and sporting activities and to value participation, good sportsmanship, team spirit and fairness above undue competitiveness and individualism.

#### **(5) Application of Income for Objects Only**

- (a) The assets and income of the association will be applied solely in furtherance of the Objects.
- (b) No part of the assets or income of the association shall be distributed directly or indirectly, by way of dividend, bonus, profit or otherwise, to any Member except as bona fide compensation for services rendered or reasonable expenses incurred on behalf of the association.
- (c) Clauses 1 (5)(a) and 1 (5) (b) do not prevent payment being made in good faith to a Member, or to a firm of which a Member is a partner:
  - (i) of remuneration for services to the association,
  - (ii) for goods and services supplied in the ordinary course of business,
  - (iii) of interest on money borrowed from a Member or school at a rate not exceeding that fixed for the purposes of this clause by the association in a general meeting, or
  - (iv) of a reasonable rent for premises let to the association by a Member or school.

## **Part 2 - Membership**

### **2. *Membership generally***

- (1) A person is eligible to be a Member of the association if:
  - (a) the person is a natural person, and
  - (b) the person has been nominated and approved for Membership of the association in accordance with clause 3 for Full Members or for other categories of Membership, by nomination to the Executive and approval as stated in this clause 2.
- (2) A person is taken to be a Member of the association if:

- (a) the person is a natural person, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as the association - a Member of that unincorporated body immediately before the registration of the association, or
    - (ii) in the case of an association that is amalgamated to form the relevant association - a Member of that other association immediately before the amalgamation, or
    - (iii) in the case of a registrable corporation that is registered as an association - a Member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a Member if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
- (4) The association has three categories of Membership namely, Full, Life and Associate.
- (a) *A person is entitled to be a Full Member* if the person is the Head of a school where:
    - (i) the school caters for students from years 7 to 12;and
    - (ii) the school's total secondary enrolment comprises only girls.
  - (b) A person is entitled to be a Life Member where:
    - (i) the person is a past Member who has retired or resigned,
    - (ii) the person has contributed significantly to education and to the association as described in the Membership guidelines and
    - (iii) it is resolved by a majority vote at a general meeting of Members that the person become a Life Member of the Association;

after which the Secretary will enter the person's name in the register of Members as a Life Member, and on the name being so entered the person becomes a Life Member of the association.
  - (c) *A person is entitled to be an Associate Member* where:
    - (i) the person has a special interest and expertise in the education of girls, and
    - (ii) it is resolved by a majority at a general meeting of Members that the person become an Associate Member of the Association;

after which, on payment of the Associate Membership fees as stated in clause 8, the Secretary will enter the person's name in the register of Members as an Associate Member, and on the name being so entered the person becomes an Associate Member of the association
- (5) Notwithstanding anything to the contrary, the provisions of clause 3 do not apply in respect of Life or Associate Membership.

- (6) A paid employee of the association or any other person who is in receipt of wages or a salary from the association is not eligible to be a Member.

### **3. *Nomination for Membership as a Full Member***

- (1) A nomination of a person for Membership as a Full Member of the association:
  - (a) must be made by a Member of the association in writing in the form set out in Appendix 1 to this constitution, and
  - (b) must be lodged with the Secretary of the association.
- (2) As soon as practicable after receiving a nomination for Membership as a Full Member, the Secretary must refer the nomination to the Executive which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Executive makes that determination, the Secretary must:
  - (a) notify the nominee, in writing, that the Executive approved or rejected the nomination (whichever is applicable), and
  - (b) if the Executive approved the nomination, request the nominee to pay (within the period of 28 days of the date of the notification to the nominee) the sum payable under this constitution by a Member as entrance fee and annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of Members and, on the name being so entered, the nominee becomes a Full Member of the association.
- (5) The Executive is not obliged to give any reason for rejecting an application under this clause 3.

### **4.**

- (1) A Member ceases to be a Member of the association if the Member:
  - (a) dies, or
  - (b) resigns Membership by written notice, or
  - (c) ceases to be a Head, or
  - (d) is expelled from the association, or
  - (e) fails to pay the annual Membership fee under clause 8 (2) within 3 months of when the fee is due, or
  - (f) becomes of unsound mind and whose personal estate may be liable to be dealt with in any way under a law related to mental health.
- (2) If a Member ceases to be a Member of the association, that Member's school may continue to participate in association activities until the earlier of conclusion of the calendar year or until that Member is replaced by a Head of the relevant school who has been accepted as a Member pursuant to this constitution.

## **5. *Membership entitlements not transferable***

- (1) A right, privilege or obligation which a person has by reason of being a Member of the association:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's Membership.
- (2) Termination of a right, privilege or obligation in accordance with clause 5(1) is without prejudice to the right of Members or the association arising from any prior default.

## **6. *Resignation of Membership***

- (1) A Member of the association may resign from Membership of the association by first giving to the Secretary written notice of at least one month (or such other period as the Executive may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (2) If a Member of the association ceases to be a Member under subclause (1), and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

## **7. *Register of Members***

- (1) The Public Officer of the association must establish and maintain a register of Members of the association specifying the name and postal or residential address of each person who is a Member of the association together with the date on which the person became a Member.
- (2) The register of Members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of Members must be open for inspection, free of charge, by any Member of the association at any reasonable hour.
- (4) A Member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.



## **8. Fees and subscriptions**

- (1) A Member of the association must, on admission to Membership, pay to the association a fee of \$100 or such other fee as determined by the Executive from time to time.
- (2) In addition to any amount payable by the Member under subclause (1), a Member of the association must pay to the association an annual Membership fee of an amount as determined by the Executive:
  - (a) except as provided by paragraph (b), before 1 January in each calendar year, or
  - (b) if the Member becomes a Member on or after 1 January in any calendar year - on becoming a Member and before 1 January in each succeeding calendar year.
- (3) Notwithstanding anything to the contrary, an Associate Member is required to pay only one annual membership fee under clause 8(2), which is payable at the commencement of that Member's Associate Membership, in addition to an admission fee pursuant to clause 8(1).
- (4) Notwithstanding anything to the contrary, no admission or annual membership fee is payable by Life Members.

## **9. Members' liabilities**

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

## **10. Resolution of disputes**

- (1) Members to a dispute, and the association if it is a party to a dispute, are to use their best endeavours, within 14 days of being notified of the dispute, to resolve the dispute with other Members (in their capacity as Members) or, as the case may be, with the association.
- (2) A dispute between a Member and another Member (in their capacity as Members) of the association, or a dispute between a Member or Members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*, if the dispute cannot first be resolved between the relevant Members and association, as the case may be.
- (3) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (4) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (5) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of Members**

- (1) A complaint may be made to the Executive by any person that a Member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive decides to deal with the complaint, the Executive:
  - (a) must cause notice of the complaint to be served on the Member concerned ('complaint notice'), and
  - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Executive may, by resolution, expel the Member from the association, or otherwise suspend the Member for a stated period of time or until the occurrence of a stated event, from Membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Executive expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Executive for having taken that action and of the Member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **12 Right of appeal of disciplined Member**

- (1) A Member may appeal to the association in general meeting against a resolution of the Executive under clause 11, within 14 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under subclause (1), the Secretary must notify the Executive which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.

- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Executive and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Members of the association.

## **Part 3 - The Executive**

### **13. Powers of the Executive**

Subject to the Act, the Regulation, this constitution and to any special resolution, as to the general powers the Executive is to have, passed by the association in general meeting, the Executive:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of Members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the association.

### **14. Composition and Membership of Executive**

- (1) The Executive is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 3 ordinary Executive Members.
- (2) The total number of Executive Members is to be 7.
- (3) The office-bearers of the association are as follows:
  - (a) the President,
  - (b) the Vice-President,
  - (c) the Treasurer,
  - (d) the Secretary.
- (4) The President, Vice President, Secretary and Treasurer will each hold office for 2 years. The President, Vice President, Secretary and Treasurer may be re-elected under clause 15, but unless extended in accordance with specific provisions of this constitution, should not hold the same office for more than four (4) years consecutively.
- (5) Subject to clause 14(4), an Executive Member may seek re-election, but unless extended in accordance with specific provisions of this constitution, should not hold office for more than six (6) years consecutively, taking into account all periods of office held as an ordinary Executive Member, President, Vice President, Secretary or Treasurer.

- (6) Each Member of the Executive is, subject to this constitution, to hold office until the conclusion of the second annual general meeting following the date of the Member's election, but is eligible for re-election in accordance with clauses 14 and 15.

## **15. Election of Executive Members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Executive Members:
  - (a) must be made in writing, signed by 2 Members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of the association at least 28 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Executive Members of the Executive is to be conducted at the annual general meeting in such usual and proper manner as the Executive may direct.
- (7) A person nominated as a candidate for election as the President must have, at any time previously, served on the Executive whether as an ordinary member or as an office-bearer. For clarity, such service need not have been just prior to the nomination. A person nominated as a candidate for election as an office-bearer or as an ordinary Executive Member of the association must be a Member of the association.

## **16. President and Vice President**

- (1) Without limitation, the President of the association will perform the following functions to the extent able to do so:
  - (a) make recommendations to the association regarding applications for new membership,
  - (b) sit on the AIS board as an observer,
  - (c) be a member of the AHISA NSW/ACT division as an executive,
  - (d) oversee the work of the Executive Officer of the association,
  - (e) liaise with other Heads as necessary,
  - (f) provide advice in relation to the resolution of any complex dispute involving the association.

- (2) It is the duty of the Vice President of the association to perform the duties of the President, for a period agreed by the Executive or from time to time whenever due to illness, absence or otherwise, the President is unable to attend to the President's duties.

### **17. Secretary and Treasurer**

- (1) The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and Members of the Executive, and
  - (b) the names of Members of the Executive present at an Executive meeting or a general meeting, and
  - (c) all proceedings at Executive meetings and general meetings.
- (3) The Secretary may delegate the Secretary's duties as outlined in 16 (2) to the Public Officer.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) It is the duty of the Treasurer of the association to ensure:
  - (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

### **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the Membership of the Executive as set out in clause 18(2), the Executive may appoint a Member of the association to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a Member of the Executive occurs if the Member:
  - (a) dies, or
  - (b) ceases to be a Member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Executive from 2 consecutive meetings of the Executive, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19. Removal of Executive Members**

- (1) The association in general meeting may by resolution, remove any Member of the Executive before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- (2) If a Member of the Executive to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be provided to the Members of the association, the Secretary or the President must send a copy of the representations to each Member of the association at least 48 hours before the time appointed for the holding of the meeting.

## **20. Executive meetings and quorum**

- (1) The Executive must meet at least 3 times in each period of 12 months at such place and time as the Executive may determine.
- (2) Additional meetings of the Executive may be convened by the President or by any Member of the Executive.
- (3) Oral or written notice of a meeting of the Executive must be given by the Secretary to each Member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Executive) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 Members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (6) No business is to be transacted by the Executive unless a quorum is present and if, within half an hour (or such other period as is agreed unanimously by those present) of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Executive:
  - (a) the President or, in the President's absence, the Vice-President is to preside, or

- (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining Members of the Executive as may be chosen by the Members present at the meeting is to preside.
- (9) The Executive and any of its sub-committees may meet together either in person or by telephone, radio, conference television or any other form of technology, audio or audio-visual instantaneous communication for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. A resolution passed at such a conference shall, notwithstanding that the Executive or sub-committee Members are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Executive or sub-committee, as relevant, held on the day and at the time at which the conference was held.

## **21. *Delegation by Executive to sub-committee***

- (1) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the association as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Executive by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Executive may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive.
- (6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **22. *Voting and decisions***

- (1) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive are to be determined by a majority of the votes of Members of the Executive or sub-committee present at the meeting.
- (2) Each Member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 20 (5), the Executive may act despite any vacancy on the Executive.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee appointed by the Executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Executive or sub-committee.

### **23. Circulating Resolutions**

The Executive may pass a resolution without an Executive Members' meeting being held if a majority of the Executive Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of this document may be used for signing by office-bearers if the wording of the resolution and statement is identical in copy. The resolution is passed when the last office-bearer signs. An office bearer may use an electronic signature and the document may be electronic, such as an email. The resolution must be presented at the next Executive meeting for record purposes only.

## **Part 4 - General meetings**

### **24. Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **25. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Executive thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Executive reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary Executive Members,
  - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.



## **26. Special general meetings - calling of**

- (1) The Executive may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Executive must, on the requisition in writing of at least 10 per cent of the total number of Members, convene a special general meeting of the association.
- (3) A requisition of Members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the Members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Executive fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Member or Members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any Member who consequently incurs expenses is entitled to be reimbursed by the association for any reasonable expenses so incurred.

## **27. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

## **28. Quorum for general meetings and key issues**

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

- (2) Eight (8) Members present (being Members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.
- (5) In addition to any other business which this constitution requires be dealt with by general meeting, any key issue involving the direction or management of the association, such as (without limitation) the offering of new services to schools or the delegation of major expenditure, must be proposed by the Executive for discussion and vote at a general meeting. In the event that the general meeting does not come to a decision on the key issue, the determination of the issue is then delegated to the Executive. In making its decision on the key issue, the Executive must take into account (in whatever importance it determines) the views expressed at the general meeting. For clarity, clause 32(2) does not apply to key issues, but instead any equality of vote at a general meeting on a key issue requires the issue to be delegated back to the Executive for decision as stated in this clause.

### **29. *Presiding Member***

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the association.
- (2) If the President and the Vice-President are absent or unwilling to act, and other Executive Members are present then the Executive Members must elect one of their number to preside as chairperson at the meeting.
- (3) If no Executive Member is willing or able to act, then the Members present must elect one of their number to preside as chairperson at the meeting.

### **30. *Adjournment***

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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

### **31. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before the chairperson's declaration as to the result of the question, a poll is demanded. A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 Members present in person or by proxy at the meeting, prior to the chairperson's declaration as to the result of the question,.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **32. Voting on Special resolutions**

- (1) A resolution is passed by an association as a "special resolution":
  - (a) at a meeting of the association of which notice has been given to its Members no later than 21 days before the date on which the meeting is held, or
  - (b) in a postal ballot conducted by the association, or
  - (c) in such other manner as the Director-General may direct,if it is supported by at least three-quarters of the votes cast by Member of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

### **33. Voting**

- (1) Subject to Clauses 32(2) to 32(6) inclusive, on any question arising at a general meeting of the association a Member has one vote only.

- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any general meeting of the association unless all money due and payable by the Member to the association has been paid.
- (4) A Member is not entitled to vote at any general meeting of the association if the Member is under 18 years of age.
- (5) Life and Associate Members are not entitled to vote at a general meeting of the association.
- (6) At the discretion of the President and the Secretary, a natural person acting on behalf of a Full Member may be invited to attend a general meeting of the association but will not be entitled to vote at the meeting.

#### **34. *Proxy votes permitted***

- (1) For the purpose of voting, a Member may appoint another Member as the first member's proxy, by written notice to the Secretary at least 24 hours prior to the meeting at which the proxy is to vote.
- (2) If the notice of meeting includes a proxy appointment form, that form will be properly completed and signed for the proxy appointment to be effective.

#### **35. *Postal ballots***

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **Part 5 – Miscellaneous**

#### **36. *Insurance***

The association may effect and maintain insurance.

#### **37. *Funds – source***

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Executive determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **38. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Executive determines.
- (2) All cheques, electronic payments, electronic administration, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Members of the Executive or employees of the association, being Members or employees authorised to do so by the Executive.

### **39. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive Member.

### **40. Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **41. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a Member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all Executive meetings and general meetings of the association.
- (2) A Member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) A Member cannot use information received from the association in any manner contrary to law.

### **42. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **43 *Financial year***

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December;

unless otherwise determined by a three-quarter vote of the Executive.

## **Deleted sections**

## Appendix 1 Application for Membership of association

(Clause 3 (1))

### APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....

[name of association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

I, .....

[school]

hereby apply to become a Member of the abovenamed incorporated association. In the event of my admission as a Member, I agree to be bound by the constitution of the association for the time being in force.

.....

*Signature of applicant*

Date

I, .....

[full name]

a Member of the association, nominate the applicant for Membership of the association.

.....

*Signature of proposer*

Date

I, .....

[full name]

a Member of the association, second the nomination of the applicant for Membership of the association.

.....

*Signature of seconder*

Date