

**CONSTITUTION OF THE
PRESCHOOL DIRECTORS ASSOCIATION OF SA
ABN 95 612 265 050**

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Preamble

The PRESCHOOL DIRECTORS ASSOCIATION OF SOUTH AUSTRALIA INC was formed in 1996. It is a proactive and professional association of Early Childhood Educators most of whom hold current leadership positions. PDA seeks to influence the ongoing provision of high quality education and care programs for young children across South Australia. The majority of members are employed as preschool directors within the Department for Education and Child Development.

1. Name

The name of the Association is the Preschool Directors Association of South Australia Incorporated.

2. Definitions and interpretation

2.1 Definitions

In this Constitution:

- 2.1.1 **Act** means the *Associations Incorporation Act 1985 (SA)* and any successor Act;
- 2.1.2 **Annual General Meeting** means a meeting of the Members of the Association held once each year at which the Association's accounts are presented to the Members and other business is conducted;
- 2.1.3 **Association** means Preschool Directors Association of South Australia Incorporated;
- 2.1.4 **Business Day** means a day other than a Saturday, Sunday, or a public holiday in South Australia;
- 2.1.5 **Committee** means the Committee of the Association;
- 2.1.6 **Committee Member** means a person who has been appointed to the Committee in accordance with this Constitution;
- 2.1.7 **Constitution** means this document, which is the rule book of the Association;
- 2.1.8 **Executive** means the executive committee of the Association comprising the President, Vice-President, Treasurer and Secretary.
- 2.1.9 **Executive Member** or **Executive officer** means a person who has been appointed to the Executive in accordance with this Constitution;
- 2.1.10 **Member** means a member of the Association;
- 2.1.11 **President** means the President of the Association;
- 2.1.12 **Public Officer** means the person appointed as the public officer of the Association for the purposes of the Act;
- 2.1.13 **Secretary** means the person elected to the Executive in the role of secretary of the Association;

- 2.1.14 **Special General Meeting** means a meeting held by the Members in accordance with this Constitution, other than an Annual General Meeting;
- 2.1.15 **Treasurer** means the person elected to the Executive in the role of Treasurer; and
- 2.1.16 **Vice President** means the deputy President of the Association.

2.2 Interpretation

In this Constitution, unless it is stated to the contrary:

- 2.2.1 the singular includes the plural and conversely;
- 2.2.2 a reference to one gender includes all genders;
- 2.2.3 if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 2.2.4 a reference to a clause, schedule or annexure is a reference to a clause of, a schedule or annexure to, this Constitution;
- 2.2.5 a reference to writing includes any method of representing or reproducing words, figures, drawings, or symbols in a visible form;
- 2.2.6 a reference to legislation or to a provision of legislation includes a modification or reenactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- 2.2.7 a reference to conduct includes, an omission, statement, or undertaking, whether or not in writing;
- 2.2.8 a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case maybe, jointly and severally;
- 2.2.9 the meaning of general words is not limited by specific examples introduced by including, or for example, or similar expressions;
- 2.2.10 references to agree, approve or consent are references to agreement, approval or consent (as the case maybe) in writing;
- 2.2.11 any term defined in the Act shall have the same meaning in this Constitution; and
- 2.2.12 headings do not affect the interpretation of this Constitution.

3. Objects

The objects of the Association are to:

- 3.1 work and advocate for quality early childhood education;
- 3.2 provide advocacy and support for Preschool Directors in the performance of their duties;
- 3.3 work in cooperation with officers of the South Australian Government department responsible for early childhood education for the best management of preschools;

- 3.4 assist in the professional development of early childhood professionals through the organisation of conferences, seminars and other professional activities;
- 3.5 establish and maintain close links with early childhood leaders and professional bodies across Australia and overseas;
- 3.6 support research in early childhood education; and
- 3.7 mentor and support aspiring early childhood leaders in Preschools.

4. **Guiding Principles**

The Association will be guided by the following principles:

- Respect
- Collegiality
- Professionalism
- Equity

5. **Powers**

The Association will have the following powers:

- 5.1 the powers set out in the Act; and
- 5.2 the power to confer, cooperate and/or be affiliated with, or be a member of, any other association, body or society, having objects the same as, or similar to, those of the Association.

6. **Property**

The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects of the Association, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, ex gratia payment or otherwise by way of providing pecuniary benefit to Members, providing that nothing herein contained shall prevent payment in good faith of remuneration or other benefits to or reimbursements or expenses incurred by any Committee Member, officer or employee of the Association or any Member of the Association in return for services or goods actually rendered to the Association.

7. **Membership**

7.1 **Membership eligibility**

7.1.1 Leader Membership shall be open to individuals who:

- (a) are currently working as the preschool director of a Department of Education and Child Development preschool within South Australia;
- (b) preschool directors in seconded early childhood leadership positions; and
- (c) early childhood leadership and project officers within the South Australian Government with preschool leadership experience.

and who:

- (d) have paid any relevant Membership Fee set by the Committee;
- (e) agree to be bound by the policies and by-laws of the Association;
- (f) agree to comply with any Code of Conduct endorsed by the Committee of the Association from time to time; and
- (g) agree to support the objects and guiding principles of the Association.

7.1.2 General Membership shall be open to individuals who:

- (a) hold any of the following positions:
 - (i) preschool directors;
 - (ii) preschool directors who are on leave and held that position immediately prior to their leave;
 - (iii) persons who have retired from the early childhood education profession;
 - (iv) aspiring early childhood leaders identified by a person currently holding an early childhood leadership position; or
 - (v) such other categories of early childhood leaders as thought fit by the Committee;
- (b) have paid any relevant Membership Fee set by the Committee for that class of Membership;
- (c) agree to be bound by the policies and by-laws of the Association;
- (d) agree to comply with any Code of Conduct endorsed by the Committee of the Association from time to time; and
- (e) agree to support the objects and guiding principles of the Association.

7.2 **Membership Applications**

- 7.2.1 An applicant for Membership may apply for Membership of the Association by submitting to the Secretary an application in such form as is prescribed by the Committee from time to time.
- 7.2.2 Applications for Membership must specify the category of Membership applied for, and provide sufficient evidence for the Committee to assess whether the individual meets the requirements for that category of Membership.
- 7.2.3 Subject to clause 7.2.4, applications for Membership are to be presented to the Committee at its next meeting following its submission for their approval.
- 7.2.4 Applications for Membership received after an Annual General

Meeting or Special General Meeting have been notified to the Members cannot be considered until after that meeting has occurred.

- 7.2.5 The Committee must consider each current Member's eligibility to be a Member of the Association, annually.

7.3 **Membership Fees**

- 7.3.1 The Committee may, from time to time, set fees for membership of the Association (**Membership Fee**).
- 7.3.2 Different Membership Fees may apply to different classes of Membership.
- 7.3.3 Membership Fees may be charged on an annual basis, or such other basis as determined by the Committee.
- 7.3.4 A Member who has not paid their Membership Fee three months after it falls due shall be immediately suspended.
- 7.3.5 A Member who has not paid their Membership Fee for more than three months after it falls due shall be immediately removed from Membership of the Association, and will need to reapply for Membership to resume Membership of the Association.

7.4 **Suspension of Membership**

- 7.4.1 A Member will be suspended with immediate effect if:
- (a) they cease to be eligible to hold Membership of the Association in accordance with this Constitution; or
 - (b) a resolution to suspend the Member is passed by a majority of at least 75% of the Committee, present and voting.
- 7.4.2 Suspension of a Member shall continue until a resolution is passed by the Committee ending the suspension, or until the suspended Member's membership of the Association is terminated.
- 7.4.3 A suspended Member is not entitled to attend meetings of Members without written invitation by the Committee.
- 7.4.4 A suspended Member is not entitled to vote at meetings of Members, and shall not be included in any calculation for the quorum for such a meeting.

7.5 **When Membership ends**

- 7.5.1 A Member will cease to be a Member of the Association if:
- (a) they resign from their Membership by providing notice in writing to the Secretary of the Association;
 - (b) they die or are incapacitated as determined by an appropriately qualified medical practitioner;
 - (c) they cease to meet the eligibility criteria for the category of Membership of the Association that they hold; or
 - (d) their Membership is terminated in accordance with clause

7.3.5, 7.5.2 or 7.6.3.

- 7.5.2 The Committee may terminate a Member's membership of the Association by a resolution of 75% of the Committee, provided that:
- (a) the Committee suspects on reasonable grounds that the Member has acted in breach of this Constitution, the Act, or any Code of Conduct endorsed by the Committee, or has brought the Association into disrepute, or has acted against the interests and objectives of the Association;
 - (b) the Committee's consideration of termination of the Member's membership has been communicated to that Member no fewer than 14 days before the matter is considered;
 - (c) the reasons for the proposed termination have been communicated to the Member;
 - (d) the Member has been given an opportunity to make, at the Committee's option, written submissions or representations in person to the meeting of the Committee considering the termination; and
 - (e) the Committee is given an opportunity to consider the termination of membership in absence of any representatives of the Member concerned.

7.6 **Review of a decision to suspend or terminate membership**

- 7.6.1 A Member who has been suspended or whose membership has been terminated in accordance with this clause 7 (**Affected Member**) may, by written notice (**Review Notice**) to the Secretary within seven days of the suspension or termination, request a review of their suspension or termination by the Members of the Association.
- 7.6.2 Upon receipt of a Review Notice in relation to a suspension or termination:
- (a) the Secretary will accept written submissions made by the Affected Member as to why their suspension should be ended or why they should be reinstated as a Member, which are to be forwarded to the Secretary within seven days of the Review Notice being received;
 - (b) the Association must call a meeting of the Members to consider the suspension or removal within 28 days of receiving the Review Notice;
 - (c) the Committee, at their discretion, may provide the Affected Member with an opportunity to be heard at the meeting of Members, together with a support person, in addition to any written submissions put forward by the Affected Member; and
 - (d) the Members must consider the review request in absence of the Affected Member.
- 7.6.3 The Members may, by resolution, following a review reverse the decision to suspend or terminate the Affected Member's membership, continue the suspension, or terminate the Member's Membership.

8. Committee

8.1 Composition of the Committee

- 8.1.1 The management of the affairs of the Association shall be under the control of the Committee, which will act in accordance with the objects and guiding principles of this Constitution.
- 8.1.2 To be eligible to sit on the Committee, a person must:
- (a) be a natural person;
 - (b) be a Leader Member of the Association (except for the President if appointed under clause 9.3); and
 - (c) not be disqualified from being a Committee Member by operation of law, or this Constitution.
- 8.1.3 The Committee shall be comprised of nine people being a President, a Vice President, Treasurer, Secretary and five general Committee Members. The Committee may also co-opt members from the general membership as needed.
- 8.1.4 The person who last held the role of President shall be an ex officio member of the Committee (***Immediate Past President***), and will be entitled to attend meetings of the Committee, but will not have a vote by virtue of their position of Immediate Past President.

8.2 Committee Members' terms

- 8.2.1 Elected Committee Members shall serve a term until the conclusion of the second Annual General Meeting after their election.
- 8.2.2 Elected Committee Members may stand for re-election for up to three consecutive terms, unless there is no other candidate nominated to fulfil the position. An elected Committee Member may stand for an additional consecutive term only if agreed to by a Special Resolution of the Members in General Meeting).

8.3 Election of Committee Members

- 8.3.1 Elections for the Committee Member positions that are, or will fall vacant at the conclusion of an Annual General Meeting of the Association, shall be held at that Annual General Meeting, or by electronic vote beforehand, to be confirmed or announced at the Annual General Meeting.
- 8.3.2 Nominations for elected Committee Member positions must be received by the Secretary at least 7 days prior to the holding of the Annual General Meeting of the Association, or such electronic vote.
- 8.3.3 Elected Committee Members may be re-elected subject to clause 8.2.2.
- 8.3.4 In the event that there is only one person nominated for the Committee Member position, that person shall only be elected if endorsed by a vote of 60% of the Members present or voting by proxy at the Annual General Meeting.

- 8.3.5 In the event that insufficient nominations have been received 7 days prior to the holding of the Annual General Meeting the elected Committee Member position shall remain vacant and may be filled as a casual vacancy.

8.4 **Casual Vacancies**

- 8.4.1 In the event of a casual vacancy, the Committee may by passing a resolution elect a Committee Member to fill that casual vacancy for the remainder of the term of the Committee Member who is being replaced.
- 8.4.2 A Committee Member shall continue to be considered a Committee Member of the Association until such time as:
- (a) their term of appointment is concluded;
 - (b) they resign from the Committee;
 - (c) they cease to be eligible to be a Committee Member;
 - (d) they die or are incapacitated; or
 - (e) the person is disqualified from being a Committee Member by operation of law, including by virtue of section 30 of the Act, or removed from their position as Committee Member by a provision of this Constitution.

8.5 **Powers of the Committee**

Subject to this Constitution, the Committee shall have the following functions, powers and responsibilities:

- 8.5.1 to determine policy with respect to and to operate and manage the Association in all facilities as are owned and operated by the Association;
- 8.5.2 to manage the affairs of the Association;
- 8.5.3 to keep minutes and deal with correspondence of the Association;
- 8.5.4 subject to clause 8.5.5, to raise or borrow money for the sole purposes of the Association and to secure repayment thereof in such manner as the Committee thinks fit or to secure the repayment or performance of any debt, liability, contract, guarantee, indemnity, or other engagement entered into by the Committee on behalf of the Association in any way and to secure any of the Association's obligations under such arrangement by way of mortgage or charge over any or all of the Association's property including a general security agreement over all its real and personal property;
- 8.5.5 to borrow money of \$10,000 or less provided that all financial decisions of borrowings greater than \$10,000 must be considered by the Membership;
- 8.5.6 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- 8.5.7 to conduct overdraft accounts;
- 8.5.8 to enter into any arrangement for the purpose of managing financial risks relating to risks arising from changes in foreign currency exchange rates, interest rates or discount rates subject to such transactions not being used for speculative purposes;
- 8.5.9 subject to this Constitution, to make regulations for the proper management of the Association which regulations shall be binding on the Committee, employees and Members;
- 8.5.10 to delegate the carrying out of such powers and duties of the Committee as the Committee may determine to the Executive, or such sub-committee as the Committee may determine; and
- 8.5.11 to do all such other things as are within the powers of the Association that are not vested in the Members in general meeting.

8.6 **Suspension of Committee Members**

- 8.6.1 A Committee Member will be suspended immediately from their role if:
 - (a) they breach any Code of Conduct endorsed by the Committee;
 - (b) they take any action which could reasonably be seen to damage the reputation, objects or purposes of the Association;
 - (c) they are disqualified by any governmental authority from serving on the board of an incorporated association or corporation;
 - (d) they fail to attend three consecutive meetings without reasonable cause, or four meetings they are due to attend within a 12 month period;
 - (e) the Committee passes a special resolution that they be suspended.
- 8.6.2 Failure to attend the majority of the duration of a meeting will be considered a failure to attend a meeting for the purposes of clause 8.6.1(d).
- 8.6.3 The Secretary must notify the Committee Member of the suspension within seven days of the suspension coming into effect.
- 8.6.4 The suspension of a Committee Member shall continue until the Committee or the Members pass a resolution reinstating the Committee Member.
- 8.6.5 A suspended Committee Member is not entitled to attend, speak or vote at meetings of the Committee.

8.7 **Removal of Committee Members**

A Committee Member may be removed by the Committee provided that:

- 8.7.1 the reasons for the proposed removal of the Committee Member have been communicated to the Committee Member no later than

- 14 days before the Committee meeting considering the removal is to be held;
- 8.7.2 the Committee Member in question is given a reasonable opportunity to be heard either in person or in writing, as determined by the Committee, at the Committee meeting;
- 8.7.3 the Committee has been given an opportunity to consider the removal of the Committee Member in the absence of the Committee Member; and
- 8.7.4 the resolution is passed by 75% of Committee Members present at the meeting of the Committee considering the removal.

9. **Executive**

9.1 **Composition of the Executive**

- 9.1.1 The Association shall have an Executive Committee comprised of a President, Vice President, Treasurer and Secretary who must each be eligible to be a Committee Member of the Association.
- 9.1.2 The Executive may exercise all powers of the Committee other than:
- (a) determining the strategic direction of the Association;
 - (b) determining the governance policies of the Association and endorsing key management policies;
 - (c) electing members of the Executive;
 - (d) setting Membership Fees;
 - (e) approving membership of new Members;
 - (f) suspending or expelling Members;
 - (g) approving the annual budget of the Association;
 - (h) accepting audited reports;
 - (i) determining plans for amalgamation or winding up of the Association; and
 - (j) electing representatives to boards or committees of State or national significance.

9.2 **Election of the Executive**

- 9.2.1 Excluding the President where the Committee appoints the President under clause 9.3:
- (a) Each Executive Member position that is vacant or is due to fall vacant is to be elected by the Association by a resolution at the Annual General Meeting of the Association.
 - (b) If an Executive Member's term of office as a Committee Member expires before their term as an Executive Member expires, they shall cease to be an Executive Member.
 - (c) Election to the Executive shall be for a term expiring at the

conclusion of the second Annual General Meeting held after their election or appointment to that role.

- (d) In the event of a casual vacancy on the Executive, the Committee may by passing a resolution elect a Committee Member to fill that casual vacancy for the remainder of the term of the Committee Member who is being replaced.

9.2.2 In the event of a casual vacancy in the position of President, such Vice President as is determined by the Executive shall fill that role until such time as the Committee fills the casual vacancy.

9.3 **Appointment and Remuneration of the President**

9.3.1 In this clause **Agreement** means the agreement that the Association has entered into with the Minister for Education (**Minister**) dated 10 December 2021 and which may be amended or substituted from time to time.

9.3.2 As at the commencement of this Constitution the Agreement provides that the Minister will provide funding to the Association to enable the Association to:

- (a) appoint a President (at up to full time equivalent hours of employment) for up to the duration of the Agreement; and
- (b) pay the President an annual sum up to the equivalent of an annual salary plus on-costs of a Leadership Band A3 leader from the beginning of their appointment for the term of their appointment.

9.3.3 If the Committee decides to appoint a President under the Agreement then, for the duration of the Agreement and subject to the availability of funding from the Minister under the Agreement, the President will be appointed on such terms and conditions of employment as the Committee determines and in accordance with the requirements of the Agreement (as may be amended or substituted from time to time), which as at the commencement of this Constitution include that:

- (a) the Association must use a merit-based selection process to recommend a full-time equivalent President of the Association as stated in the Agreement.
- (b) the recommendation will be made to the Committee of the Association for approval;
- (c) any member of the Committee that is part of the panel or an applicant for the position of President will not be able to take part in the approval process;
- (d) the role of the President is full time equivalent but flexible work arrangements similar to those available to employees of the Department of Education (**Department**) must be available to the President;
- (e) at least 1 panel member for the merit-based selection process must be a Department staff member as nominated by the Minister; and

- (f) the Association must align the merit-based selection process to the selection process outlined in the Department's Merit Selection Procedure.

9.4 **Roles of the Executive officers**

Each Executive officer shall have those duties that are normally fulfilled by a person in the position of that Executive officer in comparable Associations, together with any duties specified by by-law.

9.5 **Resignation or disqualification of Executive officers**

9.5.1 Executive officers shall remain in office until the first to occur of:

- (a) their term expires;
- (b) they resign from their position by notice in writing provided to the Secretary of the Association;
- (c) they are no longer a Committee Member;
- (d) they are removed from their position as an Executive officer in accordance with a provision of this Constitution; or
- (e) in the case of the President appointed under clause 9.3, their employment is terminated pursuant to their employment contract and/or law.

9.5.2 Executive officers are entitled to stand for re-election at the conclusion of their term for up to three consecutive terms.

9.6 **Suspension of Executive officers**

9.6.1 An Executive officer will be suspended from their position on the Executive with immediate effect if:

- (a) they are suspended as a Committee Member of the Association; or
- (b) the Committee passes a resolution suspending the Executive officer from their position on the Executive.

9.6.2 Upon an Executive officer being suspended, the Committee may replace that officer with another Committee Member in that position on the Executive for the duration of their suspension.

9.6.3 The suspension of an Executive officer shall continue until:

- (a) the Executive officer is reinstated as a Committee Member of the Association (if this was the reason for their suspension as an Executive officer); or
- (b) a resolution is passed by the Committee or the Members ending their suspension.

9.7 **Removal of Executive officers**

9.7.1 An Executive officer may be removed by a resolution of the Committee provided that:

- (a) the reasons for the proposed removal of the Executive officer

have been communicated to the Executive officer no later than 14 days before the Committee meeting considering the removal is to be held;

- (b) the Executive officer in question is given a reasonable opportunity to be heard either in person or in writing, at the Committee's discretion, at the Committee meeting;
- (c) the Committee has been given an opportunity to consider the removal of the Executive officer in absence of the Executive officer; and
- (d) the resolution is passed by a majority of Committee Members present in person at the meeting of the Committee considering the removal.

9.7.2 Removal of an Executive officer does not automatically remove a Committee Member from their position as Committee Member of the Association.

10. **Review of decision to suspend or remove a Committee Member or Executive officer**

10.1 A Committee Member or Executive officer who has been suspended or removed from their position as Committee Member or Executive officer as the case may be (the **Affected Committee Member**) may by written notice to the Secretary within seven days of the suspension or removal, request a review of their suspension or removal by the Members of the Association, unless they have been removed due to operation of law.

10.2 Upon receipt of a request for a review of a suspension or removal:

10.2.1 the Affected Committee Member is entitled to make written submissions to the Members as to why their suspension should be ended or why they should be reinstated as a Committee Member, which are to be forwarded to the Secretary within 14 days of the request to review the suspension or removal is made;

10.2.2 the Association must call a meeting of the Members to consider the suspension or removal within 28 days of receiving such notice;

10.2.3 the Association may, at the discretion of the Committee, provide the Affected Committee Member with an opportunity to be heard at the meeting of Members. In all cases the Affected Committee Member is entitled to provide a written submission, provided it does not contain defamatory content; and

10.2.4 the Members must consider the review request in absence of the Affected Committee Member.

10.3 The Members may, by resolution, following a review reverse the decision to suspend or remove a Committee Member or Executive officer.

11. **Meetings**

11.1 **Meetings of the Committee**

11.1.1 The Committee shall meet on at least six occasions each calendar year at such time and place as the President shall reasonably determine.

- 11.1.2 Notice in writing of the time and place of every meeting of the Committee shall be posted, e-mailed or otherwise notified by reasonably appropriate means to each Committee Member or Executive Officer (as applicable) at least seven days before the meeting is to be held.
- 11.1.3 Notwithstanding clause 11.1.2, if 75% of Committee Members consent in writing, a meeting of the Committee may be called on less than 7 days' notice.
- 11.1.4 Questions arising at any meeting of the Committee will be decided by a majority of the votes cast at the meeting, unless a special resolution is required by the Constitution of a by-law of the Association.
- 11.1.5 A resolution or declaration in writing will be as valid and effectual as if it had been passed at a meeting duly called and held if all Committee Members or Executive officers (as applicable) entitled to receive notice of a Committee meeting receive notice of the resolution and it is agreed to in writing by a majority of the Committee Members or Executive officers (as applicable) for the time being who are entitled to vote (not being less than a quorum).

11.2 **General Meetings**

11.2.1 **Annual General Meetings**

- (a) The Annual General Meeting shall be held within five months of the end of the Association's financial year, unless dispensation for a later meeting is obtained from the relevant statutory authority, and shall:
 - (i) consider and receive the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - (ii) consider and receive the reports of the President and Treasurer of the Association;
 - (iii) consider and receive the accounts of the Association and full auditor's report;
 - (iv) conduct elections for any vacant positions on the Committee; and
 - (v) notify the Members of the identity of the Public Officer.
- (b) Notice of the Annual General Meeting shall be given to all Members of the Association in writing, not less than 21 days before the meeting is due to be held.

11.2.2 **Special General Meetings**

- (a) A Special General Meeting of the Association shall be held by resolution to this effect by the Committee or within 30 days of receipt of a request made by no less than 20 Members of the Association, made in writing to the Secretary stating the purpose for which such a meeting is to be called.
- (b) Written notice of any Special General Meeting shall be given

to all Members no less than 21 days prior to the meeting (unless the Executive resolves that the meeting is urgent, in which case written notice of the Special General Meeting must be given to all Members no less than 14 days prior to the meeting) outlining the purpose of the meeting, the location and time of the meeting, and why it was called.

- (c) Special General Meetings may consider any matter deemed appropriate by the Committee in addition to the original purpose of that meeting, provided that those matters have been included in the notice of meeting.

11.3 Meetings generally

11.3.1 Quorum

- (a) The quorum for a meeting of the Committee or Executive shall be half their number, rounded up to the nearest full number.
- (b) The quorum for a meeting of Members shall be 10% of their number or 15, whichever is fewer.
- (c) No business will be transacted at any meeting unless a quorum is present, including by the use of technology, at the time the meeting proceeds to business.
- (d) If within 30 minutes of the time appointed for a meeting a quorum is not present, such meeting shall be adjourned to an alternative time and date as determined by the Members present.
- (e) Those present at such an adjourned meeting shall constitute a quorum, provided that notice of the original meeting had been provided to all persons entitled to attend the meeting.

11.3.2 Voting at meetings

- (a) Voting at meetings shall be conducted by show of hands, unless:
 - (i) an alternative method of voting is called for by the chairperson; or
 - (ii) a resolution is passed by the meeting for voting to be by secret ballot,

in which case the method of voting shall be by secret ballot in the manner the President directs, subject to any vote being secret and verified by scrutineers.
- (b) Each Committee Member is entitled to a single vote at meetings of the Committee.
- (c) Each Executive officer is entitled to a single vote at meetings of the Executive.
- (d) Each Member is entitled to a single vote at meetings of Members.
- (e) In the event of a tied vote, the President will hold a casting

vote.

11.3.3 **Chairing of meetings**

- (a) Subject to this clause 11.3.3, meetings shall be chaired by the President.
- (b) Where the President holds a conflict of interest in relation to a matter, or is otherwise unavailable, the Vice President shall chair the meeting for those matters that are subject to the conflict of interest.
- (c) Where the Vice Presidents also hold a conflict of interest in relation to a matter, the meeting shall elect a person to chair the part of the meeting dealing with that matter.
- (d) The President may nominate a third party to chair a section of the meeting where the President considers that person to have particular expertise that is required for the discussion of a particular matter.

11.3.4 **Use of technology**

- (a) If approved by the Committee in each case, individuals may participate in meetings through the use of any form of audio or audio visual technology approved by the Committee, provided that it allows for that person to both hear what is occurring at the meeting, and to make contributions to the meeting.
- (b) Participation through the use of technology will be counted towards the calculation of a quorum for that meeting.
- (c) A person seeking to attend a meeting through the use of technology will be entitled to vote, and count for the purposes of quorum, on the question of whether or not their use of technology should be approved.

11.3.5 **Minutes**

- (a) Proper minutes of all proceedings of meetings of the Association shall be prepared and kept by the Secretary of the Association, or an alternative person or persons nominated by the Secretary.
- (b) The minutes must be confirmed by the Members of the Association, the Committee or the Executive (as appropriate) at the next subsequent meeting.
- (c) Minutes shall be signed by the President or acting chairperson once they have been confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting have duly occurred as minuted, and that all appointments made at a meeting are valid.

11.3.6 **Circulating resolution**

The Committee or Executive may pass a resolution out of a Committee or Executive meeting (as the case may be) via any form of written correspondence, including via email or facsimile, if signed or otherwise approved or consented to by 75% or more of those Committee Members or Executive officers entitled to vote on the resolution, and such a resolution shall be valid and binding as if passed at a Committee or Executive meeting.

11.3.7 **Conflicts of interest**

At each meeting, every person present shall declare any conflicts of interest that exist in relation to the business of that meeting. Where a conflict of interest is identified in relation to a matter, the relevant persons shall absent themselves from the meeting during the discussion of that matter, and shall not be entitled to vote upon that matter.

12. **Public Officer**

- 12.1 The Public Officer of the Association shall be the person acting in the role of President of the Association, if they meet the requirements of the Act, or else the Public Officer shall be the President's nominee.
- 12.2 The identity of the Public Officer shall be notified to the Members at the Annual General Meeting.

13. **Register of Members**

- 13.1 A register of Members must be kept at the workplace of the President of the Association and contain:
 - 13.1.1 the name and address of each Member;
 - 13.1.2 the date on which the person became a Member; and
 - 13.1.3 if applicable, the date of termination of Membership.
- 13.2 Members are entitled to inspect the register of Members during business hours by giving not less than 2 Business Days' notice of their intention to make such an inspection.

14. **Rights and liabilities of Members**

- 14.1 Membership of the Association does not confer on a Member, except as is provided for in this Constitution, any right, title or interest in any real or personal property of the Association.
- 14.2 Unless otherwise provided for in this Constitution or by law, a Member of the Association is not liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

15. **Insurance**

The Association shall purchase and keep current insurance against any liability incurred by a Committee Member or other officer of the Association acting in that capacity for the reasonable costs and expenses of defending either civil or criminal proceedings, in which judgment is given in his or her favour or in which he or she is acquitted.

16. Sub-Committees and Standing Committees

- 16.1 The Committee may establish sub-committees and standing committees for such purposes, and with such powers and terms of reference as it determines from time to time.
- 16.2 Sub-committee and standing committee members need not be Committee Members of the Association.
- 16.3 Members of sub-committees shall not be entitled to vote on any determination of the sub-committee unless they are a Committee Member of the Association.
- 16.4 No decision of a sub-committee will come into effect until approved by a resolution of the Committee.
- 16.5 Members of standing committees may vote on matters that are within their terms of reference, provided that doing so would not conflict with any law, or any other provision of this Constitution.

17. Seal

The Association shall have a common seal which may on the resolution of a meeting of Members, or of the Committee be affixed to any deed, agreement, instrument, or other document and shall be witnessed by the President together with a Vice President, or by a Vice President and another Committee Member, and any deed, agreement, instrument or other document so executed shall be deemed to be duly executed by the Association.

18. Financial Reporting

- 18.1 The financial year for the Association begins on 1 January in each year and ends on the following 31 December.
- 18.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with all legal requirements.

19. Appointment of Auditor

- 19.1 At each Annual General Meeting, the Members shall appoint a person to be auditor of the Association. Applications for the auditor role will be undertaken through a tender process.
- 19.2 The auditor shall not be an officer; a partner, employer or employee of an officer; an employee; or a partner or employee of an employee of the Association.
- 19.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 19.4 If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.
- 19.5 The Members may, by Special Resolution, remove and replace an auditor, provided that the auditor is given an opportunity to be heard at the meeting considering their removal.

20. Winding up and Amalgamation

- 20.1 The Association may be wound up or pursue amalgamation in accordance with

the Act.

- 20.2 A special resolution proposed at a general meeting is required for the Members to consider and determine the question of winding up or amalgamating the Association.
- 20.3 If after winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation that has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 20.4 Such organisation(s) shall be identified and determined by a resolution of Members in a general meeting.
- 20.5 If the Association is to amalgamate, the assets and liabilities of the Association become the assets and liabilities of the new association.
- 20.6 Surplus assets at the completion of a winding up shall not be distributed to Members or former Members, or associates of those persons.

21. **Amendment of the Constitution**

- 21.1 Subject to clause 21.2, this Constitution may be altered by ordinary resolution by the Members present at a general meeting except for rescinding and replacing the entire constitution which must be by special resolution of the Members of the Association present at a general meeting.
- 21.2 Alterations to the Association's name must be passed by a resolution of 60% of the Membership present at a general meeting.
- 21.3 Any alteration shall be registered with Consumer and Business Services, as required by the Act.
- 21.4 The Constitution shall bind the Association and every Member to the same extent as if they had respectively signed and agreed to be bound individually by the document.
- 21.5 An alteration to the Constitution (except change of name) becomes effective from the time the alteration is passed.
- 21.6 An alteration to the name of the Association becomes effective only once it is registered by Consumer and Business Services.

22. **By-laws of the Association**

- 22.1 The Committee may draft by-laws to govern the management, procedure and operations of the Association.
- 22.2 By-laws will come into effect only when ratified by an ordinary resolution passed at a meeting of the Committee.
- 22.3 A by-law may be varied by an ordinary resolution passed at a meeting of the Committee, and will be effective from the time that the resolution is passed.
- 22.4 Once ratified, a by-law is binding upon all Members, Committee Members and Executive officers of the Association.
- 22.5 A by-law may not authorise any action or policy that would be beyond the powers in respect of that action or policy granted by this Constitution or the Act, and in the event of a by-law being beyond such powers, it shall to that

extent be void and unenforceable.

- 22.6 All by-laws are to be distributed to Members following their ratification by the Committee.