

**Australian Health Promoting Schools Association**

# **CONSTITUTION**

## Contents

Contents.....	2
PART 1 PRELIMINARY.....	4
1 Name.....	4
2 Objects.....	4
PART 2 MEMBERSHIP.....	5
3 Membership Qualifications.....	5
4 Nomination for Membership.....	5
5 Categories of Membership.....	5
6 Voting Rights of Corporate Members.....	5
7 Voting right of school members.....	5
8 Cessation of Membership.....	5
9 Membership Entitlements.....	6
10 Resignation of Membership.....	6
11 Fees and Subscriptions.....	6
12 Members' Liabilities.....	6
13 Disciplining of Members.....	6
14 Right of Appeal of Disciplined Member.....	7
15 Resolution of Unresolved Internal Disputes.....	7
PART 3 THE COUNCIL AND EXECUTIVE.....	8
16 Powers of the Council.....	8
17 Constitution and Membership.....	8
18 Election of Members.....	8
19 <b>Secretary</b> .....	9
20 <b>Treasurer</b> .....	9
21 Casual Vacancies.....	9
22 Removal of a Member.....	10
23 Meetings and Quorum.....	10
24 Delegation by Council or Executive to Sub-committee.....	11
25 Voting and Decisions.....	11
PART 4 GENERAL MEETINGS.....	11
26 Annual General Meetings - Holding of.....	11
27 Annual General Meetings - Calling of and Business at.....	12
28 General Meetings - Calling of.....	12
29 Notice.....	12

30	Procedure .....	13
31	General Meeting - Presiding Member .....	13
32	General Meeting - Adjournment.....	13
33	General Meeting - Making of Decisions.....	14
34	Special Resolution.....	14
35	General Meeting - Voting.....	14
36	General Meeting - Appointment of Proxies .....	14
PART 5	MISCELLANEOUS.....	15
37	Insurance.....	15
38	Funds - Source .....	15
39	Funds Management .....	15
40	Alteration of Rules .....	15
41	Common Seal .....	15
42	Custody of Books .....	16
43	Inspection of Books .....	16
44	Service of Notices .....	16
	Where is 45? .....	16
46	State Branches .....	16
47	Sundry.....	17
	Where are 48 and 49?.....	17
50.	Dissolution.....	17

## PART 1 PRELIMINARY

### 1 Name

The name of the Association shall be the AUSTRALIAN HEALTH PROMOTING SCHOOLS ASSOCIATION INCORPORATED

1.1 In these rules:

- 1.1.1 the 'Association' means the Australian Health Promoting Schools Association Incorporated
- 1.1.2 'financial year' means the year ending on 30 June
- 1.1.3 'member' means a Member however described by the Association
- 1.1.4 'ordinary council member' means a member of the Council who is not an office bearer of the Association, as referred to in paragraph Council
- 1.1.5 'executive member' means a member of the Council who is an office bearer
- 1.1.6 'Secretary' means the person holding office under these rules as Secretary of the Association or, where no such person holds that office, the public officer of the Association
- 1.1.7 'the Act' means the *Associations Incorporation Act 1991*
- 1.1.8 the 'regulations' means the *Associations Incorporation Regulations*
- 1.1.9 'meeting' means not only face to face meetings but may include electronic conferences

1.2 In these rules:

- 1.2.1 a reference to a function includes a reference to a power, authority and duty
- 1.2.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of a duty
- 1.2.3 the provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.

### 2 Objects

2.1 The objects of the Association are:

- 2.1.1 to initiate and support ways of establishing in schools a broad view of health consistent with the *Ottawa Charter for Health Promotion*<sup>1</sup>
- 2.1.2 to promote nationally the concept of health promoting schools
- 2.1.3 to encourage collaboration among existing agencies, professional associations, government departments and student and parent groups
- 2.1.4 to advocate and strengthen participation in school health activities and in national and state policy development
- 2.1.5 to work towards the sustainability of health curricula together with other social and environmental issues in the total program of educational institutions

---

<sup>1</sup> World Health Organization 1986 *Ottawa Charter for Health Promotion* Ottawa: Canada

- 2.1.6 to establish a mechanism for the exchange of information, expertise and resources between states and jurisdictions
- 2.1.7 to act as an advocate for a comprehensive approach to health issues in school communities
- 2.1.8 to support research related to health promoting schools

## **PART 2 MEMBERSHIP**

### **3 Membership Qualifications**

- 3.1 Membership shall be open to any individual, school or corporate body who subscribes to the Association's aims and objects and who agrees to be bound by this constitution.

### **4 Nomination for Membership**

- 4.1 A nomination of a person for membership of the Association shall be made in writing to be lodged with the **Secretary** of the Association in accordance with the Act.
- 4.2 The **Secretary** shall, on payment of the amounts stipulated by the Association, within 28 days enter the member's name in the register of members and, upon the name being so entered, the person shall become a member of the Association.

### **5 Categories of Membership**

- 5.1 individual membership
- 5.2 corporate membership
- 5.3 school membership
- 5.4 student / unpaid worker membership.

### **6 Voting Rights of Corporate Members**

- 6.1 A corporate member shall have the right to appoint two voting representatives to the Annual General Meeting

### **7 Voting right of school members**

- 7.1 A school membership entitles the school to appoint three voting representatives to the Annual General Meeting

### **8 Cessation of Membership**

A person ceases to be a member of the Association if the person:

- 8.1 dies
- 8.2 resigns from membership of the Association
- 8.3 is expelled from the Association
- 8.4 fails to renew membership of the Association

## **9 Membership Entitlements**

9.1 A right, privilege or obligation which a person or organisation has by reason of being a member of the Association:

9.1.1 is not capable of being transferred or transmitted

9.1.2 terminates upon cessation of the membership

## **10 Resignation of Membership**

10.1 A member is not entitled to resign from membership of the Association except in accordance with this rule

10.2 A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice (being not less than 1 month or, if the Council has determined a shorter period, that shorter period) in writing to the **Secretary** of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member

10.3 Where a person or organisation ceases to be a member, the **Secretary** shall make an appropriate entry in the register of members -recording the date on which the member ceased to be a member

## **11 Fees and Subscriptions**

11.1 An entrance fee to the Association, if required, will be determined by resolution of the Association at the Annual General Meeting

11.2 The annual membership fees of the Association will be determined by resolution of the Association at the Annual General Meeting

11.3 The annual membership fee is payable by 1 July in each calendar year or where a person or organisation becomes a member on or after 1 July in any calendar year, before 1 July in each succeeding calendar year.

## **12 Members' Liabilities**

12.1 The liability of a member 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 the membership of the Association as required.

## **13 Disciplining of Members**

13.1 Where the Council is of the opinion that a member:

13.1.1 has persistently refused or neglected to comply with a provision of these rules, or

13.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Council may, by resolution -

13.1.3 expel the member from the Association, or

13.1.4 suspend the member from such rights and privileges of membership of the Association as the Council may determine for a specified period

13.2 A resolution of the Council under subrule 13.1 is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule 13.3, confirms the resolution in accordance with this rule.

13.3 Where the committee passes a resolution under subrule 13.1, the **Secretary** shall, as soon as practicable, cause a notice in writing to be served on the member -

- 13.3.1 setting out the resolution of the committee and the grounds on which it is based;
- 13.3.2 stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
- 13.3.3 stating the date, place and time of the meeting; and
- 13.3.4 informing the member that the member may do either or both of the following:
  - (i) attend and speak at the meeting;
  - (ii) submit to the committee at or prior to the date of the meeting written representations relating to the resolution.
- 13.4 At a meeting of the committee held as referred to in subrules 13.1, 13.2 and 13.3, the Council shall –
  - 13.4.1 give to the member mentioned under subrule 13.1 an opportunity to make oral representations;
  - 13.4.2 give due consideration to any written representations submitted to the Council by the member at or prior to the meeting; and
  - 13.4.3 by resolution determine whether to confirm or to revoke the resolution made under subrule 13.1.
- 13.5 Where the Council confirms a resolution under subrule 13.4, the **Secretary** shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right to appeal under rule 14.
- 13.6 A resolution confirmed by the Council under subrule 13.4 does not take effect:
  - 13.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - 13.6.2 where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to subrule 14.4.

## **14 Right of Appeal of Disciplined Member**

- 14.1 A member may appeal to the Association in General Meeting against a resolution of the Council which is confirmed under subrule 13.4, within 7 days after notice of the resolution is served on the member by lodging with the **Secretary** a notice to that effect.
- 14.2 Upon receipt of a notice from a member under subrule 14.1, the **Secretary** shall notify the Council which shall convene a General Meeting of the Association to be held within 21 days after the date on which the **Secretary** received the notice or as soon as possible after that date.
- 14.3 At a General Meeting of the Association convened under 14.2 -
  - 14.3.1 no business other than the question of the appeal shall be transacted;
  - 14.3.2 the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - 14.3.3 the members present shall vote by secret ballot on the question of whether the resolution made under subrule 13.4 should be confirmed or revoked.
- 14.4 If at the General Meeting the Association passes a Special Resolution in favour of the confirmation of the resolution made under subrule 13.4, the resolution is confirmed.

## **15 Resolution of Unresolved Internal Disputes**

- 15.1 Unresolved disputes between members (in their capacity as members) of the Association, and unresolved disputes between members and association, are to be referred to a community justice

centre for mediation in accordance with the Community Justice Centres Act, 1983.

## **PART 3 THE COUNCIL AND EXECUTIVE**

### **16 Powers of the Council**

- 16.1 The Council shall be called the National Council of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in General Meeting –
- 16.1.1 shall control and manage the affairs of the Association;
  - 16.1.2 may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a General Meeting of members of the Association; and
  - 16.1.3 has the power to perform such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

### **17 Constitution and Membership**

- 17.1 The Council of the Association shall consist of;
- 17.1.1 the **President**, **Vice President**, **Secretary**, **Treasurer**, **Membership Secretary**, Newsletter Editor and Publicity Officer as elected by the membership of the Association for a period of two years, with a maximum of two consecutive such periods for one individual member in any one office bearer position.
  - 17.1.2 one State representative from each State Branch of the Association or Affiliated State Association, elected from each State organisation and confirmed by an Annual General Meeting. Terms of office for State Representative will be from one AGM to the next.
  - 17.1.3 The immediate past President for a term of one year following their Presidency, shall hold ex-officio status
- 17.2 The National Executive of the Association shall consist of the **President**, the **Vice President**, the **Secretary**, the **Treasurer**; the **Membership Secretary**, the Newsletter Editor and the Publicity Officer, and shall have the powers to conduct the affairs of the Association between meetings of the National Council.
- 17.3 Each member of the Council shall, subject to these rules, hold office till the conclusion of the second Annual General Meeting following the date of the member's election, with a maximum of two consecutive such terms for one member in any office bearer position.
- 17.4 In the event of a casual vacancy occurring in the membership of the Council, the Executive may appoint a new member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.
- 17.5 The Council may appoint any sub-committee as it considers necessary and each sub-committee (where possible) shall include one member of the Council.
- 17.6 All members of the Council must be individual members of the Association

### **18 Election of Members**

- 18.1 Nomination of candidates for members of Council -
- 18.1.1 shall be made in writing, signed by 2 members of the Association and accompanied by written consent of the candidate who must be an individual member of the

Association(which may be endorsed on the form of nomination); and

- 18.1.2 shall be delivered to the **Secretary** of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 18.2 If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the Council shall be deemed to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 18.6 The ballot for the election of the Council shall be conducted at the Annual General Meeting in such usual and proper manner as the Council may direct.
- 18.7 A person is not eligible to simultaneously hold more than one position on the Council.

## **19 Secretary**

- 19.1 The **Secretary** of the Association shall, as soon as practicable after being appointed as **Secretary**, lodge notice with the Association of his or her address.
- 19.2 It is the duty of the **Secretary** to keep minutes of:
  - 19.2.1 all appointments of office bearers and members of the Council;
  - 19.2.2 the names of members of the Council present at a Council meeting or a General Meeting; and
  - 19.2.3 all proceedings at Council, Executive and General Meetings.
- 19.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 19.4 The **Secretary** shall give not less than 30 days notice in writing to every member of the time and place of the Annual General Meeting, together with a resume of the business to be transacted.

## **20 Treasurer**

- 20.1 It is the duty of the **Treasurer** of the Association to ensure that –
  - 20.1.1 all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - 20.1.2 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.

## **21 Casual Vacancies**

- 21.1 For the purposes of these rules, a casual vacancy in the office of a member of the Council occurs if the member –
  - 21.1.1 dies;
  - 21.1.2 ceases to be a member of the Association;

- 21.1.3 becomes an insolvent under administration within the meaning of Corporations Law;
- 21.1.4 resigns office by notice in writing given to the **Secretary**;
- 21.1.5 is removed from office under rule 22;
- 21.1.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- 21.1.7 is absent without the consent of the Council from all the meetings of the Council held during a period of 6 months.

## **22 Removal of a Member**

- 22.1 The association in a General Meeting may by resolution remove any member of the Council from the office of member before the expiration of the member's term of office until the expiration of the term of office of the member so removed.
- 22.2 Where a member of the Council to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the **Secretary** or **President** (not exceeding a reasonable length) and requests that the representations be notified to members of the Association, the **Secretary** or the **President** may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23 Meetings and Quorum**

- 23.1 The Council shall meet at least twice in each period of 12 months at such place and time as the Council may determine.
- 23.2 The Executive shall meet at least bimonthly in accordance with the definition outlined in subrule 1.1.9.
- 23.3 Additional meetings of the Council may be convened by the **President** or by any member of the Council.
- 23.4 Oral or written notice of a meeting of the Council or Executive shall be given by the **Secretary** to each member of the Council or Executive at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Council or Executive) before the time appointed for the holding of the meeting.
- 23.5 Notice of the meeting given under subrule 23.4 shall specify the general nature of the business to be transacted at the meeting and no other business than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- 23.6 The quorum at Executive meetings shall be four members
- 23.7 Any 8 members of the Council constitute a quorum for the transaction of business of a meeting of the Council.
- 23.8 No business shall be transacted by the Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day of the following week.
- 23.9 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 23.10 At a meeting of the Council or Executive –
  - 23.10.1 the **President** or, in the **President's** absence, the **Vice President**, shall preside; or
  - 23.10.2 if the **President** and the **Vice President** are absent or unwilling to act, one of the remaining members of the Council or Executive as may be chosen by the members present at the

meeting shall preside.

## **24 Delegation by Council or Executive to Sub-committee**

- 24.1 The Council or Executive may, by instrument in writing, delegate to one or more sub- committees (consisting of such members or members of the Association as the Council or Executive thinks fit) the exercise of such of the functions of the Council or Executive as are specified in the instrument, other than –
- 24.1.1 this power of delegation; and
  - 24.1.2 a function which is a duty imposed on the Council or Executive by the Act or by any other law, or by resolution of the Association in General Meeting.
- 24.2 A function of the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4 Notwithstanding any delegation under this rule, the Council or Executive may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council or Executive.
- 24.6 The Council or Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 24.7 A sub-committee may meet and adjourn as often as it thinks proper.

## **25 Voting and Decisions**

- 25.1 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council or Executive shall be determined by a majority of the votes of members of the Council, Executive or sub-committee present at the meeting.
- 25.2 Each member present at a meeting of the Council, the Executive or of any sub- committee appointed by the Council or Executive (including the person presiding at the meeting) is entitled to one vote, but, in the event of an equality of votes, the person presiding may exercise a second or casting vote.
- 25.3 Subject to subrule 23.6, the Council or Executive may act notwithstanding any vacancy on the Council or Executive.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council, the Executive or by a sub-committee appointed by the Council or Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council, the Executive or sub- committee.

## **PART 4 GENERAL MEETINGS**

### **26 Annual General Meetings - Holding of**

- 26.1 The association shall, at least once in each calendar year and within the period of 6 months after the

expiration of the financial year of the Association, convene an Annual General Meeting of its members.

## **27 Annual General Meetings - Calling of and Business at**

- 27.1 The Annual General Meeting of the Association shall, subject to the Act and to rule 26, be convened on such a date and at such a place and time as the Council thinks fit.
- 27.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
- 27.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - 27.2.2 to receive from Council and Executive any reports upon the activities of the Association during the last preceding financial year;
  - 27.2.3 to elect a new Council;
  - 27.2.4 to receive and consider the statement which is required to be submitted to members pursuant to subsection 73 (1) of the Act;
  - 27.2.5 to discuss and if necessary vote on motions submitted to the Annual General Meeting; and
  - 27.2.6 to discuss and if necessary to vote on any matter which the majority of those members present at the Annual General Meeting resolve to discuss.
- 27.3 An Annual General Meeting shall be specified as such in the notice convening it in accordance with rule 27.

## **28 General Meetings - Calling of**

- 28.1 A General Meeting of the Association may be called when required to deal with special items of business.
- 28.2 The **President** shall call a General Meeting to be held within one calendar month of his or her receipt of a requisition in writing of not less than 5 per cent of the total number of members and setting out the matter to be discussed at the meeting.
- 28.3 A requisition of members for a Special General Meeting –
- 28.3.1 shall state the purpose(s) of the meeting;
  - 28.3.2 shall be signed by the members making the requisitions;
  - 28.3.3 shall be lodged with the **Secretary**; and
  - 28.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 28.4 If the Council fails to convene a General Meeting to be held within 1 month after the date on which the requisition of members for the meeting is lodged with the **Secretary**, anyone or more of the members who made the requisition may convene a General Meeting to be held not later than 3 months after that date.
- 28.5 A General Meeting convened by a member or members as referred to in subrule 28.3 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council or Executive and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

## **29 Notice**

- 29.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the **Secretary** shall, at least 14 days before the date fixed for the

holding of the General Meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 29.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the **Secretary** shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in subrule 29.1 specifying in addition to the matter required under that subrule, the intention to propose the resolution as a Special Resolution.
- 29.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to subrule 27.2.
- 29.4 Any member desiring to bring any business before a General Meeting may give notice in writing of that business to the **Secretary**, who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

### **30 Procedure**

- 30.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 30.2 Not less than five percent of members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 30.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting shall be dissolved and in any other case shall 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 the members before the day to which the meeting is adjourned) at the same place.
- 30.4 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 shall constitute a quorum.

### **31 General Meeting - Presiding Member**

- 31.1 The **President** or, in the **President's** absence, the **Vice President**, shall preside as chairperson at each General Meeting of the Association.
- 31.2 If the **President** and the **Vice President** are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **32 General Meeting - Adjournment**

- 32.1 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 a time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 32.2 Where a General Meeting is adjourned for 14 days or more, the **Secretary** shall 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.
- 32.3 Except as provided in subrule 32.1 and 32.2 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.

### **33 General Meeting - Making of Decisions**

- 33.1 A question arising at a General Meeting of the Association shall be determined by a show of hands and, unless before or on declaration of the show of hands 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 the proportion of votes recorded in favour of or against that resolution.
- 33.2 At a General Meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 33.3 Where the poll is demanded at a General Meeting, the poll shall be taken –
- 33.3.1 immediately in the case of a poll which relates to the electing of the chairperson of the meeting or to the question of adjournment; or
  - 33.3.2 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 shall be deemed to be the resolution of the meeting on the matter.

### **34 Special Resolution**

- 34.1 A resolution of the Association is a Special Resolution if -
- 34.1.1 it is passed by a majority which comprises not less than one half of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these rules; or
  - 34.1.2 where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in subrule 34.1.1 - the resolution is passed in a manner specified by the Commission.

### **35 General Meeting - Voting**

- 35.1 Upon a question arising at a General Meeting of the Association –
- 35.1.1 a member has one vote only; or
  - 35.1.2 an organisational membership entitles the organisation to nominate two voting representatives;
  - 35.1.3 a school membership entitles the school to nominate three voting representatives.
- 35.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 35.3 In the case of equality of votes on a question at a General Meeting the person presiding is entitled to exercise a second or casting vote.
- 35.4 A member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable to the Association has been paid.

### **36 General Meeting - Appointment of Proxies**

- 36.1 Each member shall be entitled to appoint another member as proxy by notice given to the **Secretary** no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 36.2 The notice appointing the proxy shall provide a statement with the name and address of the member appointing the proxy, the name of the Association, the name and address of the proxy who must also be a member and a statement providing details of the General Meeting and authorising the proxy to vote on the member's behalf, the notification must provide a signature of the member

appointing the proxy and the date.

## **PART 5 MISCELLANEOUS**

### **37 Insurance**

- 37.1 The association shall effect and maintain insurance pursuant to section 44 of the Act.
- 37.2 In addition to the insurance required under subrule 37.1, the Association may effect and maintain other insurance.

### **38 Funds - Source**

- 38.1 The funds of the Association shall be derived from annual subscriptions of members, donations, grants and, subject to any resolution passed by the Association in General Meeting, such other sources as the Council determines.
- 38.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 38.3 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39 Funds Management**

- 39.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such a manner as the Executive determines.
- 39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Council or employees of the Association, being members or employees authorised to do so by the Council.
- 39.3 The income and property of the Association however derived, shall be applied solely towards the promotion of the aims of the Association.
- 39.4 Payment may be made for:
- 39.4.1 remuneration in return for services
  - 39.4.2 reimbursement to members of expenses incurred on behalf of the Association
  - 39.4.3 to any employee of the Association
- 39.5 At each Annual General Meeting of the Association an auditor shall be appointed for the next year. The auditor shall report to the next Annual General Meeting.

### **40 Alteration of Rules**

- 40.1 These rules may be rescinded or added to by Special Resolution passed by at least three quarters majority of members present (in person or by proxy) at a General Meeting of the Association.

### **41 Common Seal**

- 41.1 The common seal of the Association shall be kept in the custody of the **Secretary** or public officer.
- 41.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Council or of 1 member of the Council and of the public officer or **Secretary**.

## **42 Custody of Books**

42.1 Except as otherwise provided by these rules, the **Secretary** or public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## **43 Inspection of Books**

43.1 The records, books and other documents of the Association shall be open for inspection, free of charge, by a member of the Association at any reasonable hour.

## **44 Service of Notices**

44.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown on the register of members.

44.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post.

## **Where is 45?**

## **46 State Branches**

46.1 Any State and Territory may establish a State Branch with approval of the National Executive

46.2 There will be an executive committee for each State Branch

46.3 The State Executive shall comprise the following office bearers: President, Vice President, Treasurer, Secretary and State representative and any other members as the branch requires

46.3.1 State Delegate - responsible for calling General and Executive Meetings; establishing initiatives for consideration of the Branch; liaising with the National Council; reporting in the National newsletter

46.3.2 **Secretary Treasurer** - responsible for providing assistance to the Branch; distribution of meeting information to members; acting as membership officer; maintaining the records of the Branch; responsible for the administration of funds

46.3.3 any other members as the Branch requires

46.4 All members of the Executive committee shall be elected according to the Constitution of their Branch.

46.5 The National Executive shall determine the minimum number of members necessary to validly constitute a Branch and where the number of members is insufficient to form a State or Territory Branch the members residing in that State or Territory can elect to be members of an adjoining State or Territory Branch.

46.6 Each Branch will adopt its own rules in a form approved by the National Council and is empowered to set up regional Branches as required.

46.7 At the expiration of each financial year, each Branch shall provide the National Council with audited financial statements and a list of current members.

46.8 If a Branch becomes defunct for more than one calendar year, all its assets shall revert to the National Council.

46.9 All members of the State Branch/Affiliated Association are automatically members of the National Association. A capitation fee as set by the National Council is payable to the National Association

for each financial member.

#### **47 Sundry**

- 47.1 The association shall publish material as is necessary. Such publications require the approval of the National Council.
- 47.2 The association may employ persons to work on its behalf.
- 47.3 Any matters not dealt with in the above rules shall be governed by the principles set out in the current Guide for Meetings and Organisations by N E Renton.

#### **Where are 48 and 49?**

#### **50. Dissolution**

- 50.1 The Association shall be dissolved upon the vote of a two-thirds majority of members present at a Special General Meeting convened to consider such question.
- 50.2 Upon a resolution being passed in accordance with subrule 50.1 of this Constitution, all assets and funds of the Association shall, after the payment of all debts and liabilities of the Association and costs, charges and expenses of the winding up, be handed over to such organisations having similar aims and objectives to those of the Association as a two-thirds majority of the members of the Association may decide and in accordance with the requirements of the Association's Incorporation Ordinance 1953 and subsequent amendments.
- 50.3 Also upon dissolution, funds and property of the Association shall not be given or distributed among members of the Association and funds may only be given to an Association which prohibits the distribution of their income and property to their members and, which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority, or institution referred to in section 23 of the Income Tax Assessment Act, 1936 (as amended).