

NSW PDHPE TA Constitution

The constitution which follows was presented to the membership at the 1997 AGM.

PART 1 PRELIMINARY

INTERPRETATION

1. [1] In these rules, except in so far as the context or subject-matter otherwise indicates or requires -

'ordinary member' means a member of the Association who is not an office-bearer of the Association, as referred to in rule 11[2];

'special general meeting' means a general meeting of the Association other than the annual general meeting;

'the Act' means the Associations Incorporation Act, 1984;

'the Regulation' means the Associations Incorporation Regulation, 1985.

a 'person' as a member also means group, school or institution

[2] The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2. A person is qualified to be a member of the Association if, but only if -

(a) the person is a person referred to in section 15[1](a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or

(b) the person has been approved for membership of the Association by the committee of the Association.

NOMINATION FOR MEMBERSHIP

3. [1] Persons who qualify for membership of the Association include:

(a) students in their final year of a NSW University course which will lead to qualifications the Association recognises as being Physical Education/Health Education trained;

(b) teachers of Personal Development, Health and Physical Education in New South Wales Schools;

(c) Senior Education Officers in New South Wales with qualifications the Association recognises as being Physical Education/Health Education trained;

(d) Physical Education/Health Education trained teachers who have progressed in New South Wales schools beyond Head Teacher level;

(e) Physical Education/Health Education Lecturers in Tertiary Institutions in New South Wales

(f) Life Members

A nomination of a person for membership of the Association -

(a) shall be lodged with the Treasurer of the Association; and

(b) shall include an attached cheque/money order or credit card details.

[2] The Treasurer shall, as soon as practicable after that determination, notify the nominee of that approval and supply a receipt for the sum paid under these rules by the member as entrance fee and annual subscription.

[3] The Treasurer shall, on payment by the nominee of the amounts referred to in clause [2] within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

CESSATION OF MEMBERSHIP

4. A person ceases to be a member of the Association if the person -

(a) dies;

(b) resigns that membership; or

(c) is expelled from the Association;

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. 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 upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

6. [1] A member of the Association ceases to be a member if annual fees are not paid within six (6) weeks after their annual membership being due.

REGISTER OF MEMBERS

7. [1] The Treasurer of the Association shall establish and maintain a register of members of the Association specifying the name and 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 shall be kept at the principal place of administration of the Association and shall be open for inspection by any member of the Association at any reasonable hour, as negotiated with the committee.

FEES, SUBSCRIPTIONS, ETC.

8. [1] A member of the Association shall, upon admission to membership, pay to the Association a fee of \$1.

[2] In addition to the \$1 payable by the member under clause [1], a member of the Association shall pay to the Association an annual membership fee of \$30 or an amount being determined by the AGM upon becoming a member and within six (6) weeks of their annual membership becoming due.

MEMBER'S LIABILITIES

9. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, 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 rule 8.

RESOLUTION OF INTERNAL DISPUTES

9A. Disputes between members of the Association and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

PART III THE COMMITTEE

POWERS, ETC. OF COMMITTEE

10. The committee shall be called the committee of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting -

(a) shall control and manage the affairs of the Association;

(b) 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

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

CONSTITUTION AND MEMBERSHIP

11. [1] Subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of the office-bearers of the Association and four (4) ordinary members each of whom shall be elected at the annual general meeting of the Association pursuant to rule 12.

[2] The office-bearers of the Association shall be -

- (a) the President;
- (b) the two Vice-Presidents;
- (c) the Treasurer; and
- (d) the Secretary.

[3] Each member of the committee shall, subject to these rules, hold office until the conclusion of the third annual general meeting following the date of the member's election, but is eligible for re-election.

[4] The persons nominating for the office of President shall have been a member of the committee for the previous twelve (12) months.

[5] In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a 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 the appointment.

ELECTION OF MEMBERS

12. [1] Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee-

(a) can be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate; or

(b) can be made verbally with a seconder and the candidates consent, from the floor of the AGM.

[2] Candidates and their nominators must be financial members of the Association.

[3] If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected.

[4] Vacant positions remaining on the committee shall be deemed to be casual vacancies.

[5] 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.

[6] If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

[7] The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

RESPONSIBILITIES OF OFFICE BEARERS

13. VICE PRESIDENT- CONFERENCE

It is the duty of the Vice President- Conference of the Association to liaise with the conference organising committee (which is a sub committee of the Association) in the following ways:

(a) convene a meeting of the outgoing and incoming organising committees prior to the close of each annual conference;

(b) attend the first meeting of the organising committee and other meetings as required;

(c) liaise with Principal Education Officers from Board of Studies, Department of School Education and other Education Authorities;

(d) provide advice regarding conference program and organisation; and

(e) inform the executive committee of the financial status of the conference organisation.

14. SECRETARY

[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.

[2] It is the duty of the Secretary to keep minutes of -

(a) all appointments of office-bearers and members of the committee;

(b) the names of members of the committee present at a committee meeting or a general meeting; and

(c) all proceedings at committee meetings and general meetings.

TREASURER

15. It is the duty of the Treasurer of the Association to ensure that -

(a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and

(b) 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.

CASUAL VACANCIES

16. For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member -

(a) dies;

(b) ceases to be a member of the Association;

(c) becomes an insolvent under administration within the meaning of Corporations Law;

(d) resigns office by notice in writing given to the Secretary.

MEETINGS AND QUORUM

17. [1] The committee shall meet at least twice in each period of 12 months at such place and time as the committee may determine.

[2] Additional meetings of the committee may be convened by the President or by any member of the committee.

[3] Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours [or such other period as may be unanimously agreed upon by the members of the committee] before the time appointed for the holding of the meeting.

[4] Notice of a meeting given under clause [3] shall specify the general nature of the business to be transacted at the meeting.

[5] Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

[6] No business shall be transacted by the committee unless a quorum is present.

[7] At a meeting of the committee -

(a) the President or, in the President's absence, the Vice-President shall preside; or

(b) if the President and the Vice-President are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

DELEGATION BY COMMITTEE TO SUB COMMITTEE

18. [1] The committee may, by instrument in writing, delegate to one or more sub-committees [consisting of such member or members of the Association as the committee thinks fit] the exercise of such of the functions of the committee as are specified in the instrument, other than-

(a) this power of delegation; and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

[2] A delegation under this section 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.

[3] Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

[4] Any act or thing done 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 by the committee.

[5] The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

[6] A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

19. [1] Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

[2] Each member present at a meeting of the committee or of any sub-committee appointed by the committee [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] Any work done by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

20. [1] With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

[2] The Association shall hold its first annual general meeting within the period of 12 months after its incorporation under the Act; and

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

21. [1] The annual general meeting of the Association shall, subject to the Act and to rule 19, be convened on such date and at such place and time as the committee thinks fit.

[2] In addition to any other business which may be transacted at an annual general meeting, the business of an annual meeting, shall be -

(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 committee reports upon the activities of the Association during the last preceding calendar year;

(c) to elect office-bearers of the Association;

(d) to elect the Association's ten (10) regional representatives; and

(e) to receive and consider the statement which is required to be submitted to members pursuant to section 26[6] of the Act.

[3] An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

22. [1] The committee may, whenever it thinks fit, convene a special general meeting of the Association.

[2] The committee shall, on the requisition in writing of not less than 5 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) shall state the purpose or purposes of the meeting;

(b) shall be signed by the members making the requisitions;

(c) shall 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] A quorum for the AGM shall consist of one third of financial members.

[5] If the committee fails to convene a special general meeting to be held within 1 month after the 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.

[6] A special general meeting convened by a member or members as referred to in clause [4] shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

NOTICE

23. [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 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.

[2] 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 rule 20[2].

[3] A 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.

PROCEDURE

24. [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.

[2] 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.

[3] If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned until a suitable meeting time and place can be established [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].

[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 not less than 3] shall constitute a quorum.

PRESIDING MEMBER

25. [1] The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.

[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.

ADJOURNMENT

26. [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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

[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.

[3] Except as provided in clauses [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.

MAKING OF DECISIONS

27. [1] A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the 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 not less than 3 members present in person or by proxy at the meeting.

SPECIAL RESOLUTION

28. A resolution of the Association is a special resolution if -

(a) it is passed by a majority which comprises not less than three-quarters 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

(b) 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 paragraph (a) the resolution is passed in a manner specified by the Commission.

VOTING

29. [1] Upon any question arising at a general meeting of the Association a member has one vote only.

[2] All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

[3] 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.

[4] A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

APPOINTMENT OF PROXIES

29. [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.

[2] The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

PART V MISCELLANEOUS

INSURANCE

30. [1] The Association shall effect and maintain insurance pursuant to section 44 of the Act.

[2] In addition to the insurance required under clause [1], the Association may effect and maintain other insurance.

FUNDS - SOURCE

31. [1] The funds of the Association shall be derived from entrance fees and annual subscriptions of members, other activities of the Association, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.

[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.

[3] The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

32. [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 manner as the committee determines.

[2] All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

ALTERATION OF OBJECTS AND RULES

33. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

COMMON SEAL

34. [1] The common seal of the Association shall be kept in the custody of the public officer.

[2] The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures

either of 2 members of the committee or of 1 member of the committee and of the public officer or Secretary.

CUSTODY OF BOOKS, ETC.

35. Except as otherwise provided by these rules, the 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.

INSPECTION OF BOOKS, ETC.

36. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour, negotiated with the committee.

SERVICE OF NOTICES

37. [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 in the register of members.

[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 post.

38. SURPLUS PROPERTY

(1) If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institution having objects similar to the objects of the Association, and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Section 53[2] of the Act

(2) The incorporated Association so nominated shall be one which fulfils the requirements specified in section 53[2] (a)-(c) of the Act.

APPENDIX I
(Rule 3(1))

APPLICATION FOR MEMBERSHIP OF NSW PDHPE TEACHERS ASSOCIATION

APPENDIX 2
(Rule 32(2))

FORM OF APPOINTMENT OF PROXY