

# **Constitution**

Under the *Associations Incorporation Act 2009*

**PDHPE Teachers' Association Incorporated**

**Y27 34711**

First registered 14 January 1998

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## Part 1 - Preliminary

### 1. Definitions

(1) In this constitution:

*Act* means the *Associations Incorporation Act 2009*.

*Committee* means the committee of management of PDHPE TA as provided for in **rule 14**.

*Committee Member* means a member of the Committee as referred to in **rule 14**.

*Director-General* means the Director-General of the Department of Services, Technology and Administration in NSW or such other designated position which from time to time may have authority with regard to associations under the Act.

*Financial Year* means the year for accounting purposes as provided for in **rule 42**.

*Member* means a member of PDHPE TA in accordance with **rule 2**.

*Membership Year* means the year for membership purposes including membership fee purposes as provided for in **rule 8** and is the 12 months commencing 1 October and concluding 30 September or such other period of 12 months as the Committee may determine from time to time.

*PDHPE TA* means PDHPE Teachers' Association Incorporated registered in NSW number Y2734711.

*Public Officer* means the individual appointed from time to time under **rule 16.1** by the Committee to hold the position of public officer as required by the Act.

*Secretary* means:

- (a) the individual holding office under this constitution as secretary of PDHPE TA; or
- (b) if no such individual holds that office - the Public Officer.

*Special General Meeting* means a general meeting of the Members of PDHPE TA other than an annual general meeting.

*Register* means the register of Members in accordance with **rule 7.(1)(a)**.

*Regulation* means the *Associations Incorporation Regulation 2010*.

*Year* means the period between the conclusion of 1 annual general meeting and the conclusion of the next annual general meeting.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- (4) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislations substituted for it and any regulations or statutory instruments issued under it.
- (5) This constitution displaces the Model Rules in the Regulations to the extent that it is inconsistent with any Model Rule.

## Part 2 - Membership

### 2. *Membership generally*

- (1) An individual is eligible to be a Member of *PDHPE TA* if the individual:
  - (a) is a resident of, or is working or otherwise engaged in, New South Wales;
  - (b) has an academic and/or employment and/or administrative connection with personal development, health and physical education in schools either as:
    - i. a student in their final year of a tertiary institution undertaking a related course that is recognised by the Committee;
    - ii. a teacher teaching, or available to teach, in the field as a full-time or as a part-time teacher;
    - iii. a senior education officer with related qualifications that the Committee recognises;
    - iv. a current or previous teacher in the field who has progressed to head teacher level or beyond;
    - v. a lecturer or related academic in the field of personal development, health and physical education in a tertiary institution; or
    - vi. a retired teacher who taught personal development, health and physical education;
  - (c) has applied for and been approved for membership of *PDHPE TA* association in accordance with **rule 3**; and
  - (d) has had their name and details entered in the Register in accordance with **rule 3.(4)**.

### *3. Application for membership*

- (1) An application for membership of *PDHPE TA* must:
  - (a) be made in writing in the form as determined from time to time by the Committee;
  - (b) be signed by the applicant; and
  - (c) be lodged with the Public Officer or such other person as may be indicated on the form.
- (2) As soon as is reasonably practicable after receiving an application for membership, the Public Officer must refer the application to the Committee which is to determine whether to approve or to reject the application.
  - (a) The Committee may, in its absolute discretion, decline to admit any applicant to membership; and
  - (b) The Committee may delegate to a sub-committee of the Committee the determination of membership in accordance with **rule 3(2)** and any decision of the sub-committee shall be taken to be a decision of the Committee.
- (3) As soon as is reasonably practicable after the Committee makes a determination under **rule 3.(2)**, the Public Officer must:
  - (a) notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable); and
  - (b) if the Committee approved the application, request that the applicant pay, within the period of 35 days from the date on the notification to the applicant, the sum payable under this constitution as an entrance fee and annual subscription for membership.
- (4) The Public Officer must, on payment by the applicant of the amounts referred to in **rule 3.(3)(b)** within the period referred to in that provision, enter or cause to be entered the applicant's name in the Register and, on the name being so entered, the applicant becomes a Member.

### *4. Cessation of membership*

- (1) A person ceases to be a Member if the person:
  - (a) dies;
  - (b) resigns membership in accordance with **rule 6.(1)**;
  - (c) no longer satisfies the criteria for membership in **rule 2.(1)**;
  - (d) is expelled from *PDHPE TA* in accordance with **rule 11.**;
  - (e) is convicted of an indictable offence; or
  - (f) fails to pay the annual membership fee under **rule 8.(2)** within 2 months after the fee is due.

## *5. Membership entitlements not transferable*

- (1) A right, privilege or obligation which an individual has by reason of being a Member:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on cessation of the individual's membership.

## *6. Resignation of membership*

- (1) A Member may resign from membership of PDHPE TA by giving to the Public Officer written notice of the Member's intention to resign and, on the receipt of the notice by the Public Officer, the person ceases to be a Member.
- (2) If a person ceases to be a Member under **rule 6.(1)**, and in every other case where a person ceases to hold membership, the Public Officer must make or cause to be made an appropriate entry in the Register recording the date on which the person ceased to be a Member.

## *7. Registers*

- (1) The Public Officer must establish and maintain:
  - (a) the Register specifying the name and postal or residential address of each person who is a Member of PDHPE TA together with the date on which the person became a Member and, when applicable, the date that they ceased to be a Member; and
  - (b) the register of Committee Members in accordance with the Act specifying information required by the Act including the name, date of birth and residential address of the Committee Member and the date that they took office and, when applicable, vacated office.
- (2) The registers must be kept in New South Wales:
  - (a) at the main premises of PDHPE TA; or
  - (b) if PDHPE TA has no premises, at PDHPE TA's official address.
- (3) The Register must be open for inspection, free of charge, by any Member at any reasonable hour.
- (4) A Member may obtain a copy of any part of the Register on payment of a fee as determined by the Committee from time to time for each page copied. Such fee shall not be unreasonable.
- (5) The register of Committee Members must be open for inspection in accordance with the Act.
- (6) A Member must not use information about a person obtained from the registers to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to PDHPE TA or other material relating to PDHPE TA; or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## ***8. Fees and subscriptions***

- (1) An individual must, on approval of their membership, pay to PDHPE TA an entrance fee as determined by the Committee from time to time.
- (2) In addition to any amount payable under **rule 8.(1)**, a Member must pay to PDHPE TA an annual membership fee as determined by the Committee from time to time. Subject to **rule 3.(3)(b)**, such amount becomes due and payable on the first day of the Membership Year.

## ***9. Members' liabilities***

- (1) The liability of a Member to contribute towards the payment of the debts and liabilities of PDHPE TA or the costs, charges and expenses of the winding up of PDHPE TA is limited to the amount, if any, unpaid by the Member in respect of membership of PDHPE TA as required by **rule 8**.
- (2) Every Member shall be bound by and must comply with and observe the provisions of this constitution and any By-Laws and codes of professional conduct that may be adopted by the Committee and any other rules that may be lawfully made by PDHPE TA.

## ***10. Resolution of disputes***

- (1) A dispute between a Member and another Member (in their capacity as Members), or a dispute between a Member or Members and PDHPE TA, that cannot be resolved through the reasonable efforts of the Committee is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is scheduled to occur, the parties are to exchange written statements of the issues that are in dispute between them and to provide a copy to the mediator.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## *11. Disciplining of Members*

- (1) A complaint may be made to the Committee by any person that a Member:
  - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of PDHPE TA.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
  - (a) must cause notice of the complaint to be served on the Member who is the subject of the complaint;
  - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution passed by at least  $\frac{3}{4}$  of the votes cast, expel the Member from PDHPE TA or suspend for a specific period the Member from membership of PDHPE TA if, after considering the complaint and any submissions made in connection with the complaint, the Committee is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee resolves to expel or suspend a Member, the Public Officer must, within 7 days after the resolution, cause written notice to be given to the Member of the action to be taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under **rule 12**.
- (6) The expulsion or suspension does not take effect until the later of:
  - (a) the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the Member exercises the right of appeal, unless and until PDHPE TA confirms the resolution under **rule 12**.

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

- (1) A Member may appeal to PDHPE TA in general meeting against a resolution of the Committee under **rule 11**, within 14 days after notice of the resolution is served on the Member, by lodging with the Public Officer a notice to that effect.
- (2) The notice to the Public Officer may, but need not, be accompanied by a statement giving the grounds on which the Member intends to rely for the purposes of the appeal.



- (3) On receipt of a notice from a Member under **rule 12.(1)**, the Public Officer must notify the Committee and the Committee must convene a general meeting of PDHPE TA to be held within 28 days after the date on which the Public Officer received the notice.
- (4) The notice of meeting to Members may, but need not, be accompanied by a statement of the reasons given by the Committee for having taken the decision and/or grounds on which the Member intends to rely for the purpose of the appeal.
- (5) At a general meeting of PDHPE TA convened under **rule 12.(3)**:
  - (a) no business other than the question of the appeal is to be transacted;
  - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present in person or by proxy are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) If the appeal is against a suspension and the general meeting of Members passes a resolution in favour of the confirmation of the resolution under **rule 11.(5)** then the resolution is confirmed and becomes active immediately.
- (7) If the appeal is against an expulsion and the general meeting of Members passes a special resolution in favour of the confirmation of the resolution under **rule 11.(5)** then the resolution is confirmed and becomes active immediately.

## **Part 3 - Committee**

### ***13. Powers of the Committee***

- (1) Subject to the Act, the Regulation, this constitution and the law the Committee:
  - (a) is to control and manage the affairs of PDHPE TA;
  - (b) may exercise all such functions as may be exercised by PDHPE TA, other than those functions that are required by this constitution or the law to be exercised by the Members in general meeting; 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 PDHPE TA.

### ***14. Composition and membership of the Committee***

- (1) The Committee is to consist of at least 7 but not more than 9 Committee Members elected in accordance with **rule 15**.
- (2) The term of a Committee Member is 3 Years. The Committee is elected in accordance with **rule 15** at a general-election annual general meeting of

PDHPE TA which occurs every third annual general meeting with 2012 being the first under this constitution. All Committee Members shall retire at the conclusion of the general-election annual general meeting. Subject to **rule 14.(5)** a retiring Committee Member is eligible for re-election.

- (3) The office-bearers will be elected at least annually by the Committee from the Committee Members and are as follows:
  - (a) President;
  - (b) Vice-president;
  - (c) Vice-president - Conference;
  - (d) Treasurer; and
  - (e) Secretary.
- (4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member to fill the vacancy. A Committee Member so appointed is to hold office, subject to this constitution, until the conclusion of the next annual general meeting but is then eligible to stand for election at the annual general meeting. If elected, the term of that Committee Member runs until the conclusion of the next general-election annual general.
- (5) A Member may be elected to the Committee for up to 3 consecutive full terms following which they must be off the Committee for at least 1 Year.
  - (a) Counting of 3 consecutive terms for all Committee Members in office immediately prior to the general-election annual general meeting in 2012, and who are elected for a further term, commences from that annual general meeting.
  - (b) Subject to **rule 14.(5)(a)**, for a Committee Member appointed to fill a casual vacancy, the counting of their 3 consecutive terms is determined by in which year in the 3 year general election cycle they are appointed. A Committee Member appointed to fill a casual vacancy during the first Year of a 3 year general-election cycle who subsequently was to be elected in accordance with **rule 14.(4)** at the annual general meeting concluding that Year would count the term ending at the next general-election annual general meeting as the first of the 3 consecutive terms. If the appointment to fill the casual vacancy occurs in the second or third Years of a 3 year general-election cycle then the counting of their 3 consecutive terms would commence if and when they were to be elected at the next general-election annual general meeting.

## *15. Election of Committee Members*

- (1) Nominations of Member as candidates for election as Committee Members:
  - (a) must be made in writing, signed by 1 nominating Member, contain the information required for the Register of Committee Members required under the Act and include the written consent of the candidate; and
  - (b) must be delivered to the Public Officer at least 28 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and vacant positions remaining on the Committee are taken to be casual vacancies that may be filled in accordance with **rule 14.(4)**.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the Members nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of Committee Members is to be conducted at the annual general meeting in such usual and proper manner as the Committee may determine.
- (6) An individual nominated as a candidate for election or appointed by the Committee under **rule 14.(4)** as a Committee Member must be a Member who is eligible to vote under **rule 32** and eligible to stand under **rule 14.(5)**.

## *16. Public Officer*

- (1) The Committee must appoint a Public Officer. The Public Officer may, but need not be a Committee Member.
- (2) It is the duty of the Public Officer to keep minutes of:
  - (a) all appointments of Committee Members including office-bearers;
  - (b) the names of Committee Members present at a meeting of the Committee or a general meeting;
  - (c) all proceedings at meetings of the Committee and general meetings; and
  - (d) the Register, the register of Committee Members and the register of interests of Committee Members in accordance with the Act.
- (3) Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.

## ***17. Treasurer***

- (1) It is the duty of the Treasurer on behalf of the Committee:
  - (a) to ensure that all money due to PDHPE TA is collected and received and that all payments authorised by the Committee or in accordance with the requirements of the Committee are made;
  - (b) to ensure that correct books and accounts are kept showing the financial affairs of PDHPE TA, including full details of all receipts and expenditure connected with the activities of PDHPE TA: and
  - (c) to keep in their custody or under their control all financial records, account books and other documents related to the financial affairs of PDHPE TA.

## ***18. Casual vacancies***

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member to fill the vacancy subject to **rule 14.(4)**.
- (2) A casual vacancy in the office of a member of the Committee occurs if the Committee Member:
  - (a) dies;
  - (b) ceases to be a Member in accordance with **rule 4**;
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
  - (d) resigns office by notice in writing given to the Public Officer;
  - (e) is removed from office under **rule 19**;
  - (f) becomes a mentally incapacitated person;
  - (g) is absent, with or without the consent of the Committee, from 3 consecutive meetings of the Committee unless at the next meeting of the Committee the Committee resolves otherwise;
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

## ***19. Removal of Committee Members***

- (1) PDHPE TA in general meeting may by resolution remove any member of the Committee from the office of Committee Member before the expiration of the Committee Member's term of office and may by resolution appoint

another Member to hold office until the expiration of the term of office of the Committee Member so removed.

- (2) If a Committee Member, to whom a proposed resolution referred to in **rule 19.(1)** relates, makes representations in writing to the Public Officer (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Public Officer may send a copy of the representations to each Member. If the representations are not so sent, the Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## *20. Committee meetings and quorum*

- (1) The Committee must meet at least 2 times in each Year 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 2 Committee Members.
- (3) Oral or written notice of a meeting of the Committee must be given by the Public Officer to each Committee Member at least 48 hours (or such other period as may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under **rule 20.(3)** must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which all Committee Members, whether present at the meeting or not, agree to treat as urgent business.
- (5) Any 3 Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice-President is to chair the meeting; or
  - (b) if the President and the Vice-President are absent or unwilling to act, such 1 of the remaining Committee Members as may be chosen by the Committee Members present at the meeting is to chair the meeting.
- (9) A meeting of the Committee may be convened at 2 or more venues using any technology that gives the Committee Members a reasonable opportunity to

participate in the meeting. Any such meeting is deemed to occur at an agreed location where 1 Committee Member is present for the entire meeting.

- (10) The Committee may pass a resolution without a meeting if all the Committee Members entitled to vote on the resolution sign a statement that they are in favour of the resolution set out in the document and forward that document to the Public Officer. The signatures can be contained in more than 1 copy of the document. The signed document can be in the form of a facsimile transmission or as an image attached to an email. An email transmission containing the resolution and the statement that the Committee Member is in favour and which purports to have been sent by the Committee Member shall, for the purposes of this **rule 20.(10)**, be taken to be in writing and signed by the Committee Member at the time of receipt of the email transmission.

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

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of at least 1 Committee Member and such Member or Members of PDHPE TA 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;
  - (b) the power to pass a resolution under **rule 11.(4)**; and
  - (c) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function, 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.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Committee may continue to exercise any function so delegated.
- (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 Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper but to the extent reasonably practicable, and subject to the **rule 21.(3)**, the requirements in this constitution relating to meetings of the Committee apply to meetings of any sub-committee.

## *22. Voting and decisions*

- (1) Subject to **rule 11.(4)**, questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to 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 chairing the meeting) who is eligible to vote is entitled to 1 vote but, in the event of an equality of votes on any question, the chair of the meeting may exercise a second or casting vote.
- (3) Subject to **rule 20.(5)**, the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **Part 4 - General meetings**

### *23. Annual general meetings*

- (1) PDHPE TA must hold an annual general meeting:
  - (a) within 6 months after the close of the Financial Year; or
  - (b) within such time as may be allowed by the Director-General or prescribed by the Regulation.
- (2) The annual general meeting of PDHPE TA is, subject to the Act and to **rule 23.(1)**, to be convened on such date and at such place and time as the Committee thinks fit.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to receive 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 on the activities of PDHPE TA during the last preceding Financial Year;
  - (c) to elect Committee Members if it is a general-election annual general meeting; and
  - (d) to elect the Associations regional representatives
  - (e) to receive and consider any financial statement or report required to be submitted to Members under the Act.



- (4) An annual general meeting must be specified as such in the notice convening it.

## ***24. General meetings – multiple venues***

- (1) A general meeting of the Members may be convened at 2 or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

## ***25. General meetings - calling of***

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of PDHPE TA.
- (2) The Committee must, on the requisition in writing of at least 5% of the total number of Members, convene a special general meeting of PDHPE TA provided the meeting is for a proper purpose and the matter for consideration may rightfully be brought before a general meeting.
- (3) A requisition of Members under **rule 25.(2)** for a special general meeting:
  - (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the Members making the requisition;
  - (c) must be lodged with the Public Officer; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.
- (4) If the meeting is for a proper purpose and 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 Public Officer, any 1 or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after the date on which the requisition is lodged with the Public Officer.
- (5) A special general meeting convened by a Member or Members as referred to in **rule 25.(4)** must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

## ***26. Notice***

- (1) The Public Officer must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the business proposed to be dealt with at a general meeting requires a special resolution, the Public Officer must cause notice to be given to each



member specifying, in addition to the matter required under **rule 26.(1)**, the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under **rule 23.(3)**.
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Public Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member provided the business may rightfully be brought before a general meeting.

## *27. Quorum for general meetings*

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) The lower of the number of Committee Members presently on the Committee plus 3, or the number that is 5% of Members, present in person or by proxy (being Members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person chairing the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

## *28. Chair*

- (1) The President or, in the President's absence, the Vice-President, is to chair each general meeting of PDHPE TA.
- (2) If the President and the Vice-President are absent or unwilling to act, the Committee Members present must decide amongst themselves who, if any, is to chair the meeting and if there are no Committee Members present or willing to act then the Members present must elect 1 of their number to chair the meeting.

## *29. Adjournment*

- (1) The chair of a general meeting at which a quorum is present may, with the consent of the Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 28 days or more, the Public Officer must give written or oral notice of the adjourned meeting to each Member 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 **rule 29.(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.

## *30. Making of decisions*

- (1) Subject to **rule 15.(6)**, a question arising at a general meeting of PDHPE TA is to be determined by either:
  - (a) a show of hands of Members present in person; or
  - (b) a poll, of Members present in person or by proxy, if demanded by the chair or 3 or more Members present at the meeting in person or by proxy.
- (2) If the question is to be determined by a show of hands, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of PDHPE TA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a poll of Members present in person or by proxy, the ballot is to be conducted in accordance with the directions of the chair, and at the conclusion of the poll a declaration by the chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of PDHPE TA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (4) Before a vote on a resolution is taken, the chair must inform the meeting whether any proxy votes have been received and how the proxies are to be cast if a poll is taken.

### *31. Special resolutions*

- (1) A special resolution may only be passed by PDHPE TA in accordance with the Act.

### *32. Voting*

- (1) Subject to **rules 30.(1)(a) & 32**, on any question arising at a general meeting a Member has 1 vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any general meeting of PDHPE TA unless all money due and payable by the Member to PDHPE TA as a Member has been paid.
- (4) A Member is not entitled to vote at any general meeting of PDHPE TA if the Member is under 18 years of age.
- (5) Any challenge to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the chair whose decision shall be final and conclusive and a vote allowed by the chair shall be valid for all purposes.

### *33. Proxy votes permitted*

- (1) Each Member shall be entitled to appoint another Member as proxy by notice given to the Public Officer no later than 48 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 as determined by the Committee from time to time. Subject to **rule 33.(4)**, the form shall include the Member's name and address, the name of PDHPE TA, the name of the proxy or the position held by the proxy and the meeting/s at which the appointment may be used.
- (3) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- (4) Unless otherwise provided in the instrument, an instrument appointing a proxy will be taken to appoint the chair of the general meeting as the proxy unless the Member clearly specifies another Member as proxy and that Member attends the general meeting. If a poll is called, the chair must exercise the proxy.

### *34. Postal ballots*

- (1) PDHPE TA may hold a postal ballot to determine any question that can rightfully be brought before the Members for decision other than an appeal under **rule 12** and the removal of a Committee Member under **rule 19**.
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### *35. Insurance*

- (1) PDHPE TA may effect and maintain insurance that the Committee determines is appropriate.
- (2) To the extent permitted by law, PDHPE TA may at the sole discretion of the Committee enter into and/or pay a premium for a policy of insurance that insures a Committee Member (or former Committee Member) against any liability incurred by such person in that capacity except for a liability arising from conduct involving a wilful breach of duty in relation to PDHPE TA.

### *36. Funds - source*

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

### *37. Funds - management*

- (1) The funds of PDHPE TA are to be used in pursuance of the objects as provided in **rule 43** in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes, transfers and other negotiable instruments must be signed or appropriately authorised by the Treasurer and another of the persons authorised to do so by the Committee.
- (3) No income or property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or

amongst the Members. Nothing in this constitution, however, shall prevent the payment in good faith to a Member:

- (a) of interest in respect of moneys advanced by the Member to PDHPE TA or otherwise owing by PDHPE TA to the Member; or
- (b) of out of pocket expenses, moneys lent, reasonable and proper charges for goods hired by PDHPE TA or reasonable and proper rent for premises demised or let to PDHPE TA.

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

- (1) The name, objects or constitution may be altered, rescinded or added to only by special resolution of PDHPE TA and only become effective in accordance with the Act.

### *39. Custody of books*

- (1) Except as otherwise provided by this constitution, the Public Officer must keep in their custody or under their control all records, books and other documents relating to PDHPE TA.

### *40. Inspection of books*

- (1) The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:
  - (a) published accounts and other published reports of PDHPE TA;
  - (b) this constitution;
  - (c) minutes of general meetings of PDHPE TA; and
  - (d) the Register and register of Committee Members.
- (2) At the discretion of the Committee the following documents may be open to inspection, free of charge, by a Member at any reasonable hour and subject to any conditions of access or use that the Committee may determine:
  - (a) records, books and other financial documents of PDHPE TA; and
  - (b) minutes of Committee meetings including minutes of sub-committees of PDHPE TA.
- (3) A member of PDHPE TA may obtain a copy of any of the documents referred to in **rule 40.(1)** on payment of a fee per page as determined by the Committee and any such fee shall not be unreasonable.

#### *41. Service of notices*

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally;
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - (b) in the case of a notice sent by pre-paid post, on the first business day after its posting; and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### *42. Financial year*

- (1) The Financial Year means the year ending on 30 June or such other date as the Committee may determine from time to time.

#### *43. Objects*

- (1) The objects of PDHPE TA are:
  - (a) to provide a forum for teachers of personal development, health and physical education and related persons involved with the teaching of personal development, health and physical education to exchange view;
  - (b) to respond to the professional needs of teachers of personal development, health and physical education; and
  - (c) to promote quality teaching, learning and leadership in the personal development, health and physical education learning area.

#### *44. Disclosure of interests*

- (1) If a Committee Member has a direct or indirect interest in a matter being considered or about to be considered at a meeting of the Committee or a sub-committee then the Committee Member must disclose the nature of the interest to the Committee.
  - (a) Once a Committee Member has made a disclosure under **rule.44(1)**, the other members of the Committee must determine, in accordance with section 31 of the Act, whether the Committee Member is to be involved with the matter, and if so the extent of that involvement, must record the necessary disclosure in accordance with the Act and must record all declarations and related decisions in the minutes of the meeting.
- (2) Despite a Committee Member having disclosed an interest, PDHPE TA may enter into contracts or arrangements with that Committee Member or with other organisations or bodies in which the Committee Member has a material interest provided PDHPE TA does so according to the usual commercial terms and conditions that apply to such contracts or arrangements and where any amount paid does not exceed an amount that is commercially reasonable for the product or service being provided.
  - (a) The failure by a Committee Member to make disclosures relevant to **rule 44.(2)** does not render void or voidable a contract or arrangement in which the Committee Member has a direct or indirect interest.

#### *45. Remuneration of Committee Members*

- (1) No payment shall be made to a Committee Member other than:
  - (a) out of pocket expenses incurred by the Committee Member in the performance of any duty as a Committee Member where the amount payable does not exceed an amount previously agreed by the Management Committee; and
  - (b) for services rendered to PDHPE TA pursuant to **rules 37.(3) & 44.(2)**.

#### *46. Winding up*

- (1) If PDHPE TA shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities and obligations to the government of New South Wales, any surplus whatsoever, that surplus shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution/s which has or have:
  - (a) objects similar to the Objects of PDHPE TA;
  - (b) a constitution that requires its or their income and property to be applied in promoting its or their objects; and

- (c) a constitution that prohibits the distribution of its or their income and property amongst its or their members to an extent as least as great as imposed on PDHPE TA under or by virtue of **rule 37.(3)**.
- (2) The identity of the institution/s is to be determined prior to the dissolution by a special resolution of the Members and must meet the requirements of the Act regarding the distribution and be approved by the Director-General and failing such determination by application to the court.