

Limited by Guarantee Company Constitution

Constitution of QCPCA

(Trading as P&Cs Qld and School Councils Qld)

CORPORATIONS ACT 2001

A Public Company Limited by Guarantee



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COMPANY NAME AND TYPE

1 COMPANY NAME

1.1 The name of the Company is QCPCA (hereinafter called The Company).

2 COMPANY TYPE

2.1 The Company is a Public Company Limited by Guarantee.

2.2 The liability of the Members is limited.

3 REPLACEABLE RULES

3.1 This Constitution takes the place of the Replaceable Rules contained in the Corporations Act 2001 (the Act).

4 CONSTITUTION

4.1 This Constitution contains the Rules setting out the manner in which the Members of the Company have agreed to conduct the internal administration of the Company.

5 PUBLIC COMPANY LIMITED BY GUARANTEE

5.1 The Company does not have the power to issue shares of any kind.

6 NON-PROFIT

- 6.1 The income, property, profits and financial surplus of the Company, however and whenever derived must be applied solely towards promotion of the objects of the Company as set out in this Constitution.
- 6.2 The Company is a non-profit organisation and must not carry on business for the purpose of profit or gain to its Members. Further, no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred directly or indirectly (by way of dividend, property, bonus, or otherwise by way of profit), to the Members or the Directors or their relatives except as provided by this Constitution.

7 OBJECTS OF THE COMPANY

- 7.1 The objects of the Company are to:
 - 7.1.1 represent and advocate on behalf of Parents and Citizens Associations and School Councils to any government body or agency;
 - 7.1.2 foster and encourage the activities of Parents and Citizens Associations and School Councils in the interests of state school students;
 - 7.1.3 ensure children receive the best possible education in government schools and for that purpose, to initiate and support action towards the improvement or reassessment of education;
 - 7.1.4 promote the cause of education in government schools and to facilitate community involvement in education;
 - 7.1.5 become a Member of and to co-operate with any other group, association or entity which has similar aims and objects to those of the Company;
 - 7.1.6 affiliate with and join any entity representing Parents and Citizens Associations or School Councils at the national level;
 - 7.1.7 be non-sectarian and non-party political, and
 - 7.1.8 to carry on any business conducive to the objects of the Company.

8 POWERS OF THE COMPANY

- 8.1 In furtherance of its objects, the Company may exercise the following powers:
 - 8.1.1 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company. Provided that in a case where the Company takes or holds any property that may be subject to any trusts, the Company must only deal with the same in such manner as is allowed by law, having regard to such trusts;
 - 8.1.2 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them; and to obtain from any such government or authority, any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- 8.1.3 to appoint, employ, remove or suspend, such managers, clerks, secretaries, agents and other persons as may be necessary or convenient for the purposes of the Company and to remunerate other persons, organisations, companies or entities in return for services rendered to the Company;
- 8.1.4 to invest and deal with the money of the Company not immediately required in such manner as the Board may determine from time to time;
- 8.1.5 to borrow or raise or secure the payment of money in such manner as the Company may think fit, and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase, redeem, or pay off any such securities;
- 8.1.6 in furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- 8.1.7 to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to Section 8.1.6;
- 8.1.8 to print and publish any newspaper, papers, periodicals, books or leaflets by any means that the Company may think desirable for the promotion of its objects, and to adopt such means of making known and advertising the Company as may seem expedient;
- 8.1.9 to undertake and carry on the business of training Parents and Citizens Associations and School Councils, their members and associated groups in such courses as may be relevant to their business and objects;
- 8.1.10 to undertake and carry on any business in furtherance of the objects of the Company.

9 LIMITED LIABILITY AND WINDING UP

- 9.1 Each Member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up whilst it is a Member or within one year after they cease to be a Member, the payment of the debts and liability of the Company contracted before they ceased to be a Member and of the costs, charges and expenses of Winding Up and for adjustment of the rights of the contributors amongst themselves, such amount as may be required but not exceeding \$2.00.

10 INTERPRETATION

10.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

Act means the Corporations Act 2001 and any future statutory modification thereof

AGM means the annual general meeting of the Company

Area means an area designated from time to time by the Board pursuant to Section 30 of this Constitution

ASIC means the Australian Securities and Investments Commission

Board means the Board of Directors

Business Day means a day in which banks (as that term is defined in the Banking Act 1959) are open for business at the relevant place within Queensland

Chairperson means the person appointed to that office pursuant to Section 25 of this Constitution

Chief Executive Officer means the person from time to time designated by the Board to be the Chief Executive Officer of the Company and includes any person acting in that capacity

Committee means a committee of the Board established in accordance with Section 29 of this Constitution

Company means the Company referred to in Section 1 of this Constitution

Constitution means this Constitution as amended or supplemented from time to time

Corporation Regulations means the Regulations made from time to time pursuant to the Act

Director means any person holding the position of a Director of the Company and Directors means the Directors for the time being of the Company or as the context permits, such number of them as have authority to act for the Company

Electronic Means means by email or such other electronic device or means as in the opinion of the Board, will bring any communications or notices required to be given to Members, to the attention of each Member.

Financial Year means the period of 12 months ending on 30 June.

General Meeting includes the AGM of the Company

Member means a Member of the Company pursuant to Section 11 of this Constitution

Member Present means in connection with a meeting of Members, a Member being present in person, by Electronic Means or by proxy or attorney or, in the case of a corporation, by a Representative

Office means the registered office for the time being of the Company

Officer means a Director or Secretary of the Company or a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the Company; or who has the capacity to affect significantly the Company's financial standing; or in accordance with whose instructions or wishes the Directors of the Company are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Directors or the Company); or a receiver, or receiver and manager, of the property of the corporation; or an administrator of the Company; or an administrator of a deed of company arrangement executed by the Company; or a liquidator of the Company; or a trustee or other person administering a compromise or arrangement made between the Company and someone else.

P&C Association means a Parents and Citizens Association within the meaning of the Education (General Provisions) Act 2006

Register means the register of Members to be kept pursuant to the Act

Regulation means the Regulations from time to time made by the Board pursuant to this Constitution

Relevant Officer means a person who is or has been a Secretary, Chief Executive Officer or a Director of the Company

School Council means a School Council within the meaning of the Education (General Provisions) Act 2006

Secretary means the person appointed as the Secretary of the Company and includes any assistant or acting Secretary

Section means a Section of this Constitution

Staff means all persons employed by the Company under contract of service whether as full time or part time employees but does not include any person engaged as a consultant from time to time

10.2 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other gender;
- (c) the word 'person' means a natural person and partnership, association, body or entity whether incorporated or not;
- (d) the words writing and written include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form and without limiting the generality thereof includes any electronic form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) a reference to any section or schedule is to a section or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, Regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, Regulation or ordinance replacing it.

10.3 Headings do not affect the interpretation of this Constitution and are inserted for reference purposes only.

11 CLASSES OF MEMBERSHIP

11.1 Until otherwise determined by the Members at a General Meeting, the classes of Members are as follows:

- (i) ordinary members
- (ii) associate members
- (iii) honorary life members

11.2 No person may be a Member of more than one class of membership at any one time provided that an honorary life member may also hold the position of a President of an ordinary member at the same time as being an honorary life member.

- 11.3 The number of Members of the Company is unlimited.
- 11.4 The Board may from time to time in its discretion, admit to ordinary membership of the Company, any P&C Association.
- 11.5 Every application for ordinary membership must be in writing as determined by Regulation.
- 11.6 For the purposes of this Constitution ordinary membership is held by the President for the time being of each P&C Association, who holds that membership in trust for the Members for the time being of the P&C Association. Upon a person ceasing to be the President, then the ordinary membership is held by the person taking the place of the outgoing President. Provided that if a P&C Association at any time does not have a President or a person acting in that office, then the Principal – (Head of the School) for the purposes of this subsection 11.6 of this Constitution, is to be the Trustee of that membership until a President shall be elected.
- 11.7 The Board may, in its absolute discretion, admit or reject any applicant for ordinary membership without the necessity of assigning any reason. The Board must only refuse to admit a Member where, in the opinion of the Board, the applicant has done or omitted to do anything which would bring the Company into disrepute.
- 11.8 Any applicant for ordinary membership whose membership has been refused, is entitled to appeal pursuant to Section 13 of this Constitution. If the appeal is upheld, then they must be admitted to membership.
- 11.9 The Board may admit as an associate Member of the Company upon such terms and, subject to such conditions as the Board from time to time determine, any person by reason of their special qualifications which would, in the opinion of the Board, advance the objects of the Company and has:
- 11.9.1 a qualification in education; or
 - 11.9.2 a professional interest in education; or
 - 11.9.3 a special skill or knowledge or experience determined by the Board as being appropriate for membership.
- 11.10 Honorary Life Members
- 11.10.1 The Board of its own motion or on the nomination of an ordinary Member, may appoint for honorary life membership, any Member who in the opinion of the Board is worthy of life membership (with criteria as per Regulation) by reason of their outstanding and meritorious service to the Company and/or the P&C Association.
 - 11.10.2 The number of honorary life members is unlimited and is to continue until a special resolution is passed at a General Meeting of the Company at which the resolution is moved, but notice of the proposed resolution and grounds for proposing the resolution must be included in the notice of meeting at which it is intended to be moved.
- 11.11 Save in the case of an honorary life member, membership is for a period of 12 months and must be renewed on the anniversary of each 12 months. The renewal fee shall be such fee as is determined by Regulation.

12 TERMINATION AND SUSPENSION OF MEMBERSHIP

- 12.1 If an ordinary member (being a P&C Association) is, in the opinion of the Board, guilty of persistently and wilfully acting in a manner prejudicial to the interests and objects of the Company, then the following provisions apply:
- 12.1.1 the Board must give a minimum of thirty (30) days' notice to the ordinary member of its intention to terminate its membership; and
 - 12.1.2 the ordinary member by its President or other Member of the P&C Association nominated by the President, is entitled to attend at a Board meeting and address the Board to show cause why their membership should not be terminated.
- 12.2 If the fees to be paid by a Member are in arrears for a period of ninety (90) days, that person's membership shall be suspended automatically until the arrears are paid in full. All voting rights and other privileges attaching to that person's membership are suspended during the period of suspension.
- 12.3 If a Member (other than an ordinary member):
- (i) is charged and found guilty or convicted of an offence with respect to a child;
 - (ii) is found guilty or convicted of an indictable offence;
 - (iii) fails to comply with any provision of this Constitution; or
 - (iv) conducts himself in a manner, considered by the Board to be adverse or prejudicial to the interests of the Company,
- then on the motion of the Board, it may terminate the person's membership and must promptly give notice of its decision to the Member.

13 RIGHT OF APPEAL

- 13.1 A person may appeal a decision of the Board for termination of membership or rejection of an initial application for membership providing the appeal is:
- (i) provided in writing to the Secretary; and
 - (ii) provided within thirty (30) days of receiving the notice of termination or rejection.
- 13.2 Upon the Board receiving an appeal, it must refer the appeal initially to the Chief Executive Officer of the Company who must determine whether the appeal is in proper form and is able to proceed in accordance with the procedure set down in Section 14 of this Constitution.

14 APPEAL COMMITTEE

- 14.1 For the purpose of Sections 11, 12 and 13 of this Constitution, an Appeal Committee shall be constituted as required.
- 14.2 The Appeal Committee will comprise of three persons (other than a Director) appointed by the Board, who are ordinary members or honorary life members. The method and qualifications for appointment of the Appeal Committee are to be prescribed by Regulation.
- 14.3 If a Member of the Appeal Committee has a conflict of interest, they must retire and their place must be taken by another qualified person appointed by the Board.
- 14.4 Conflict of interest means a person who, in the opinion of the Board, would cause a reasonable Member of the community to believe on reasonable grounds that that person would not bring a fair and unprejudicial mind to the resolution of the appeal.

14.5 If a Member of the Appeal Committee is unable for any reason to continue to hear the appeal, the appeal is to continue its function with at least two Members.

14.6 Hearing of Appeal

14.6.1 Upon receipt of the appeal, the Appeal Committee must convene to hear the appeal within thirty (30) days of its receipt of the appeal.

14.6.2 All procedures in relation to the hearing of the appeal are to be prescribed by the regulations.

14.6.3 The applicant must be given an opportunity to fully present its case why the appeal should be granted.

14.6.4 Within fourteen (14) days of the hearing of the appeal, the Appeal Committee must determine the appeal and must forward their decision to the Chief Executive Officer who must report to the Board.

14.6.5 The decision of the appeal by the Appeal Committee must be either unanimous or by majority.

14.6.6 An applicant is not entitled to legal representation at the hearing but is entitled to have an accompanying person.

15 RESIGNATION OF MEMBERSHIP

15.1 A Member of the Company may resign by giving notice in writing to the Secretary. Provided that if an ordinary Member does not have a President, then the person acting in the role of President, may give that notice of resignation.

15.2 A resignation is effective immediately after the Secretary receives the notice but all outstanding monies, if any, that have not been paid by the Member prior to resignation taking effect, continue to be due and owing. No refund may be made in respect of any fees that have been paid.

16 RIGHTS AND OBLIGATIONS OF MEMBERS

16.1 The amount of fees and subscriptions payable must be fixed from time to time by the Board by Regulation.

16.2 The entrance fees and the annual subscription fees for the various classes of membership are due at such time as the Board from time to time may determine.

16.3 The entitlement of Members to vote on a show of hands and on a poll in General Meetings of the Company is as follows:

(a) each ordinary Member has a right to one vote only;

(b) an associate member has no right to vote; and

(c) an honorary life member has a right to one vote only.

17 FINANCIAL RECORDS, FINANCIAL REPORTS AND AUDIT

17.1 Accounting and other financial and business records of the Company must record and explain the transactions and financial positions of the Company to enable true and fair profit and loss accounts and balance sheets to be prepared and to permit preparation of any other documents required by the Act or this Constitution.

17.2 The financial records must be kept:

- (a) in such manner as to enable them to be conveniently and properly audited;
 - (b) for seven (7) years after the completion of the transactions or operations to which they relate; and
 - (c) at the place of business of the Company or at such other place as the Board determines.
- 17.3 Each Financial Year, the Company must prepare a financial report and a Director's report in accordance with the Act.
- 17.4 The financial report for each Financial Year must consist of:
- (a) the financial statements for the year;
 - (b) the notes to the financial statements; and
 - (c) the Directors' declaration about the financial statements and the notes to the financial statements.
- 17.5 The financial statements for the Financial Year must consist of:
- (a) a profit and loss statement for the relevant Financial Year of the Company;
 - (b) a balance sheet at the date to which the profit and loss account is made up;
 - (c) a statement of cash flows for the year; and
 - (d) if required by applicable accounting standards, a consolidated profit and loss statement, balance sheet and statement of cash flows.
- 17.6 The notes to the financial statements must consist of:
- (a) disclosures required by the Act and any applicable corporation regulation;
 - (b) the notes required by applicable accounting standards; and
 - (c) if required, any other information necessary to give a true and fair view of the financial position and performance of the Company.
- 17.7 The Board's declaration pursuant to Section 17.4(c) of this Constitution, is a declaration by the Board:
- (a) that the financial statements and the notes required by applicable accounting standards comply with those accounting standards;
 - (b) that the financial statements and the attached notes give a true and fair view of the financial position and performance of the Company;
 - (c) whether in the Board's opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
 - (d) whether in the Board's opinion, the financial statements and attached notes are in accordance with the Act.
- 17.8 Proper books and financial records must be kept and maintained correctly reflecting the financial affairs of the Company. The Company must ensure the relevant accounting and auditing requirements of the Act are duly complied with.
- 17.9 The Board must distribute, to all Members, at the end of each Financial Year, copies of the financial report including a copy of the auditor's report and any other documents required under the Act. Such distributions may be by Electronic Means.
- 17.10 All the monies of the Company are to be banked without delay after receipt, in the name of the Company in a bank account of such bank as the Board might from time to time, direct.

17.11 The Company must appoint and retain a properly qualified auditor to audit the Company's financial statements in accordance with the Act.

17.12 No Member, other than Directors, has the right to inspect any documents of the Company except as provided by the Act or as is authorised by the Board.

18 GENERAL MEETINGS

18.1 General Meetings

- 18.1.1 General Meetings of the Company may be called and held at the times and places and in the manner determined by the Board.
- 18.1.2 The Members may not convene a meeting of the Company except as permitted by the Act.
- 18.1.3 By resolution of the Board, any General Meeting (other than a General Meeting which has been requisitioned or called by Members in accordance with the Act) may be cancelled or postponed prior to the date on which it is to be held.
- 18.1.4 Subject to the Act, at least twenty-one (21) days' notice must be given of a meeting of Members. Written notice of the meeting of Members must be given individually to each Member and may be distributed by Electronic Means.
- 18.1.5 A notice of meeting sent by Electronic Means is taken to be received on the day following the day it is sent.
- 18.1.6 The Company must give its auditor:
 - (a) notice of a General Meeting in a similar manner that a Member is entitled to receive notice; and
 - (b) any other communication relating to the general meeting that a Member is entitled to receive.
- 18.1.7 Where a meeting is adjourned, a new notice of the resumed meeting must be given to the same persons and by the same means that the original notice of meeting was given.
- 18.1.8 Member/s may give the Company notice of a proposed resolution provided:
 - (a) that member has at least 5% of the votes that may be cast on the resolution or the members comprise at least 100 members who are entitled to vote at a general meeting or the members meet another requisite percentage or number of members provided by Regulation; and
 - (b) the notice is in writing, sets out the wording of the proposed resolution and is signed by the proposing members.

Subsequent to notice of a resolution, the Company must give all its members notice of the resolution at the same time or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting. The resolution is then to be considered at the next General Meeting that must occur no earlier than 2 months after the notice is given.

Detailed information regarding this process is described in the provisions of Sections 249N to Section 249P inclusive of the Act. Members may put resolutions only in accordance with these provisions.

- 18.1.9 Meeting of Members must be held at a reasonable time and place as determined by the Board.
- 18.1.10 The Board may determine that a meeting of the Members may be held at two or more places by the utilisation of any technology that provides the Members a reasonable opportunity to participate and observe the conduct of the meeting including by Electronic Means.

18.2 PROCEEDINGS AT GENERAL MEETINGS

- 18.2.1 No business may be transacted at any General Meeting unless a quorum of Members is present at all times during the meeting.
- 18.2.2 If a Member has voted electronically in relation to a resolution to be put to the meeting, then if that Member is not physically present at the meeting, they are deemed to be present by reason of having voted by Electronic Means.
- 18.2.3 A quorum of Members is eighty (80) Members who are entitled to vote.
- 18.2.4 If a quorum is not present within thirty (30) minutes after the time appointed for a General Meeting:
- (a) if the General Meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case,
 - (i) it stands adjourned to the same time and place fourteen (14) days after the meeting or to another date, time and place determined by the Director chairing the meeting; and
 - (ii) if a quorum is not present within thirty (30) minutes after the time appointed for the adjourned General Meeting, the General Meeting is automatically dissolved.

19 CHAIRPERSON, POWERS OF

- 19.1 The President and Chairperson is entitled to preside as Chair at every General Meeting.
- 19.2 Where a General Meeting is held; and
- (a) there is no Chairperson; or
 - (b) the Chairperson is not present within thirty (30) minutes after the time appointed for the holding of the meeting, or if the President and Chairperson is unwilling to act as Chair of the meeting;
- the Directors present may choose another Director as Chair of the meeting. If no Director is so chosen, or if all the Directors present decline to take the Chair, the Members present may choose one of their number to be Chair of the meeting.
- 19.3 The rulings of the Chairperson at a General Meeting on all matters relating to the order of business, procedure and conduct of the meeting, are final and no motion of dissent from such rulings must be accepted.
- 19.4 The Chairperson during the business of election of Directors shall be a person who is a Member of the Company and who is not a candidate for office.

20 ADJOURNMENTS

- 20.1 The Chairperson at a General Meeting at which a quorum is present:

- (a) in his or her discretion, may adjourn the General Meeting with the Members' consent; and
 - (b) must adjourn the General Meeting if the meeting directs him or her to do so.
- 20.2 An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- 20.3 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 20.4 Notice of an adjourned General Meeting must only be given in accordance with Section 18 of this Constitution if a General Meeting has been adjourned for more than twenty-one (21) days.

21 VOTING RIGHTS

21.1 Voting Generally

- 21.1.1 The entitlement of Members to vote on a show of hands and on a poll is as set out in Section 16 of this Constitution.
- 21.1.2 A Member may not exercise the right to vote at any General Meeting if any monies owed to the Company by that Member remain unpaid as at the time of the commencement of the General Meeting.
- 21.1.3 When a person represents more than one Member, then that person is entitled to vote more than once up to and including the number of Members it represents.

21.2 Voting by Electronic Means

- 21.2.1 Up to seven (7) days prior to the date and time of a General Meeting, a Member may indicate to the Chief Executive Officer of the Company that it intends voting on resolutions at the proposed meeting by Electronic Means.
- 21.2.2 Where a Member has indicated it will vote by Electronic Means, it is not entitled to vote either in person or by proxy at the meeting and in the event it does so, its vote (other than its vote by Electronic Means) must be disallowed.
- 21.2.3 The Regulations may provide for the manner in which voting by Electronic Means can be carried out.

21.3 Appointment of Proxies

- 21.3.1 Any Member entitled to vote at a General Meeting may appoint one proxy.
- 21.3.2 A proxy must be a Member of the Company who is entitled in their own right to vote at a General Meeting of the Company.
- 21.3.3 A person may not be a proxy for more than one appointer.
- 21.3.4 No instrument appointing a proxy shall be valid after the General Meeting for which it was executed or any adjournment of that meeting.

21.4 Formal Execution of Instrument of Proxy

- 21.4.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and it contains the following information:
 - (a) the member's name and address;
 - (b) the company's name;
 - (c) the proxy's name or the name of the office held by the proxy;

- (d) the meetings at which the appointment may be used.
- (e) The meeting at which the appointment was made.

21.4.2 For the purposes of Section 21.4.1 of this Constitution, an appointment received by Electronic Means will be taken to be signed by the Member if:

- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
- (b) the appointment has been verified in another manner approved by the Board.

21.4.3 A proxy's appointment is valid at an adjourned General Meeting.

21.4.4 The written appointment of a proxy must be received by the Company at least forty-eight (48) hours before:

- (a) the time for holding the General Meeting or adjourned meeting at which the proxy proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

21.4.5 The Company receives an appointment of a proxy under which it was executed when it is received at:

- (a) the office;
- (b) a facsimile number of the office; or
- (c) an electronic address specified for that purpose in the notice of meeting.

21.5 Method of Voting

21.5.1 A resolution put to the vote at a meeting is decided:

- (a) on a show of hands unless a poll is demanded by any Member or the Chairperson, provided that a Member may vote in respect of a show of hands or a poll; or
- (b) by utilising Electronic Means if the provisions of Section 21.2.1 of this Constitution have been complied with.

21.5.2 Unless a poll is demanded:

- (a) a declaration by the Chairperson that a resolution has been carried by a specified majority or lost; and
 - (b) an entry to that effect is contained in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

21.5.3 The demand for a poll may be withdrawn by the person demanding it.

21.6 Taking a Poll

21.6.1 A poll will be taken when and in the manner that the Chairperson directs.

21.6.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

21.6.3 The Chairperson may determine any dispute with respect to the admission or rejection of a vote.

21.6.4 The Chairperson's determination, if made in good faith, will be final and conclusive.

- 21.6.5 A poll demanded on the adjournment of a General Meeting must be taken immediately.
- 21.6.6 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

22 APPOINTMENT AND REMOVAL OF DIRECTORS

- 22.1 Directors, other than Directors appointed pursuant to Section 22.3 (b) and Section 23 of this constitution, must be elected by the Members at an AGM.
- 22.2 Subject to any contrary provision in this Constitution the number of Directors must be no more than nine (9) and no less than six (6).
- 22.3 The following are the qualifications for appointment as a Director:
- (a) two-thirds of the Directors should be persons who are members of a P&C Association (elected Directors)
 - (b) one third of the Directors must be persons having the following qualifications:
 - (i) experience in education;
 - (ii) experience in business, company or corporate matters generally; or
 - (iii) experience in financial and economic matters.
- 22.4 An election result must be declared by the Company at the AGM and the appointment in accordance with the election takes effect at the end of the meeting.
- 22.5 Each election will be decided by majority vote of eligible voting Members voting at that election.
- 22.6 At a meeting of the Board following the AGM, the elected Directors must appoint up to three (3) persons having the qualification set out in Section 22.3 (b) of this constitution, to be appointed Directors of the Company (the Appointed Directors).
- 22.7 The determination of those Directors who have been elected must be decided as follows, namely in respect of the elected Directors, the first person having the highest number of votes and the next person having the second highest number of votes and so on, until the whole of the two-thirds of the Directors are elected.
- 22.8 Members may resolve to postpone an election of elected Directors to a later General Meeting and the Company may call for additional nominations prior to that later meeting.
- 22.9 The term of each Director elected at the AGM is two (2) years.
- 22.10 Subject to Section 24 of this constitution a Director cannot hold office for a period in excess of four (4) consecutive years.
- 22.11 The manner of and conditions under which persons proposing to be elected as Directors are to be prescribed by Regulation.
- 22.12 There must be no more than two elected Directors resident in an Area.
- 22.13 Voting rights for Members for election of Directors are the same as for any other resolution at General Meetings.
- 22.14 An appointed Director may not be appointed to the office of President and Chairperson.

23 CASUAL VACANCY

- 23.1 The Board may, from time to time, appoint a duly qualified person as a Director to fill a casual vacancy on the Board.
- 23.2 Any person appointed under this Section holds office until the next AGM.
- 23.3 The person appointed under this Section must hold the qualification either as an elected Director or appointed Director, depending on the person whose office they are replacing.

24 ROTATION OF DIRECTORS

24.1 Directors other than Chairperson

In this Section, 24:

- (a) Director does not include a person elected as Chairperson; and
- (b) when calculating the number of Directors for the purposes of subsection 24.2 any person elected as Chairperson shall not be included.

24.2 A person who has held the office of Director for a period of four (4) consecutive years is not eligible to be a Director until at least a period of twelve (12) months has elapsed since he or she last held office.

24.3 Chairperson

Subject to Section 22 of this Constitution, a person elected as Chairperson:

- (a) may hold office for a maximum period of four (4) consecutive years, exclusive of any periods of office held as Director;
- (b) must, at least ninety (90) days prior to each AGM during which he or she is to hold the office of the Chairperson, give written notice to the Company stating whether or not he or she intends to stand for re-election as Chairperson, or otherwise, continue to hold the office of Director; and
- (c) must retire at the close of the fourth consecutive AGM during which that person has held office as Chairperson.

24.4 A person who has held the office of elected Chairperson for a period of four (4) consecutive years is not eligible to be a Director (including Chairperson) until at least a period of twelve (12) months has elapsed since he or she last held office.

24.5 Despite Section 24.3, or any other provision in this Constitution, a person elected as Chairperson who retires at the close of an AGM:

- (a) shall continue to hold such office in a caretaker capacity until his or her successor is elected in accordance with Section 25 of this Constitution; and
- (b) if, whether by retirement or otherwise, the person will not continue to serve as a Director other than Chairperson – shall not be taken to be a Director for the purposes of Section 22.2 of this Constitution.

24.6 A person holding the office of Chairperson who is not re-elected by the Board shall continue to hold the office of Director in accordance with the provisions of this Section 24.

25 PRESIDENT AND CHAIRPERSON, ELECTION OF

25.1 The Directors must, at the first Board meeting following each AGM, elect a Director as President and Chairperson of the Board.

26 NOMINATION OF DIRECTOR

- 26.1 A person other than a retiring Director, is not eligible for election as a Director at a General Meeting unless a Member who intends to propose the person has delivered to the office, a written notice (signed by the proposing Member and the nominee):
- (a) giving the person's consent to the nomination; and
 - (b) stating the person is a candidate for the office of Director; and
 - (c) accompanied by a declaration by the Director in the form and dealing with the matters as set out in the Regulation.
- 26.2 A notice given in accordance with Section 26.1 of this Constitution, must be left at the office at least twenty-eight (28) days prior to the relevant General Meeting.
- 26.3 A written notice referring to all Director vacancies and the details of each candidate for election, must be sent to all Members at least seven (7) days before every AGM.

27 REMOVAL OF DIRECTORS AND VACATION OF OFFICE

- 27.1 A Director may resign from office by giving to the Secretary, notice in writing.
- 27.2 Subject to the Act, the Company in General Meeting convened may, by ordinary resolution, remove any Director and if thought fit, appoint another person in place of that Director in accordance with this Constitution.
- 27.3 Without limiting the Act, if a Director:
- (a) dies, becomes bankrupt or insolvent;
 - (b) becomes of unsound mind or otherwise permanently incapable of acting;
 - (c) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by the Act;
 - (d) resigns or retires from the office of Director in writing pursuant to Section 27.1;
 - (e) is removed from the office of Director pursuant to Section 27.2;
 - (f) becomes prohibited from being a Director by reason of any order made pursuant to or under the Act;
 - (g) without leave of the other Directors fails to attend all of the meetings of the Directors held during a period of six (6) months; or
 - (h) is appointed to a salaried or fee paying office of the Company;
- then the Director shall automatically be deemed to have vacated the office of Director and the vacancy shall be deemed a Casual Vacancy.

28 REMUNERATION OF DIRECTORS

- 28.1 No Director is entitled to be paid any remuneration for their office as a Director provided that a Director may be paid all travelling, accommodation and other expenses incurred by him or her when attending and returning from any Directors, Committee or General Meeting or otherwise attending to the business of the Company.

29 COMMITTEES OF THE BOARD

- 29.1 The Board may, subject to the constraints imposed by Law, delegate any of its powers to Committees consisting of one or more Directors or any other person or persons as the Board thinks fit.
- 29.2 Any Committee formed or any person or persons appointed to a Committee, must from the exercise of the powers delegated, conform to any policies or Regulation that may, from time to time, be determined by the Board.

30 AREAS

- 30.1 The Board may from time to time, divide the State of Queensland into Areas.
- 30.2 Each Area must have a Co-ordinator who must be nominated in the manner prescribed by Regulation.
- 30.3 Where the office of a Co-ordinator is vacant at any time, then the Chief Executive Officer, in consultation with Members within the Area, may appoint a person to fill the vacancy.

31 VALIDITY OF ACTS

- 31.1 All acts done at any meeting of the Board or by Committee or by any person acting as a Director are, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any of the Directors or Committee or the person acting as the Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director or Member of the Committee (as the case may be).
- 31.2 If the number of Directors is reduced below the minimum number fixed pursuant to this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a General Meeting of the Company but for no other purpose.

32 POWERS OF THE BOARD

- 32.1 General Powers of the Board
 - 32.1.1 The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this Constitution) may exercise all powers and do all things as are within the power of the Company and are not by law, directed or required to be exercised or done by the Company in General Meeting.
 - 32.1.2 The Board may make such Regulations, not inconsistent with this Constitution, as in the opinion of the Board are necessary or desirable for the proper functioning control, administration and management of the Company's business, finances, affairs and property or are necessary for the convenience, comfort and wellbeing of the Members and amend from time to time, any such Regulations.

33 OFFICERS

- 33.1 Chief Executive Officer
 - 33.1.1 The Board may appoint a person to be the Chief Executive Officer of the Company for any period and on such terms including remuneration as the Board must determine.
 - 33.1.2 The Board may delegate any of its powers to the Chief Executive Officer and subject that delegation to such conditions as it thinks fit.

- 33.1.3 Subject to any agreement between the Company and the Chief Executive Officer, the Board may revoke or vary:
- (a) the appointment of the Chief Executive Officer; or
 - (b) any power delegated to the Chief Executive Officer.
- 33.1.4 The Chief Executive Officer must exercise the powers delegated in accordance with the conditions or directions imposed by the Board.
- 33.1.5 The exercise of a delegated power by the Chief Executive Officer is as effective for all purposes as if the Board had exercised that power.
- 33.1.6 The Board may appoint a person to be an Acting Chief Executive Officer to act during the absence for any reason of the person holding the position of Chief Executive Officer and that person's appointment is subject to such limitations as the Board may impose.

33.2 Secretary

- 33.2.1 The Board may appoint a person as the Secretary of the Company for any period and on such terms as the Board resolves.
- 33.2.2 Subject to any agreement between the Company and the Secretary, the Board may remove or dismiss the Secretary at any time, with or without cause.
- 33.2.3 The Board may revoke or vary the appointment of the Secretary.

34 PROCEEDINGS OF THE BOARD

34.1 Board Meetings

- 34.1.1 The Secretary must, at the request of a Director, call a Board meeting.
- 34.1.2 A Board meeting may be called by giving at least forty-eight (48) hours written notice of the meeting to each Director. Such notice may be given by Electronic Means.
- 34.1.3 Subject to the Act, a Board meeting may be held by the Directors communicating with each other by any electronic or technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 34.1.4 The Directors need not all be physically present in the same place for a Board meeting to be held.
- 34.1.5 The Directors may meet together, adjourn or regulate the meetings as they think fit.
- 34.1.6 A quorum is a majority of the Directors in office at that point in time.
- 34.1.7 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the Chairperson may call a General Meeting to deal with the matter.
- 34.1.8 Subject to this Constitution, questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors voting. Each Director has one vote.
- 34.1.9 If there is an equality of votes, the Chairperson of the meeting of Directors has a casting vote in addition to his or her deliberative vote.
- 34.1.10 The Directors may pass a resolution without a Board meeting being held. If all the Directors entitled to vote on the resolution, sign a document containing a statement that they have voted in respect of the resolution set out in the document. A resolution is passed when the last Director constituting the majority, indicates his or

her approval in respect of that resolution. This provision shall also apply to meetings of Board committees as if all members of the committee were Directors.

34.1.11 For the purpose of Section 34.1.10 of this Constitution, separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

34.1.12 The minutes of the Board meeting must record that a meeting was held in accordance with Section 34.1.10 of this Constitution.

34.1.13 The provision of Sections 34.1.10 to 34.1.12 of this Constitution inclusive apply to meetings of Board committees as if all members of the Committee were Directors.

34.2 Directors' Interests

34.2.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested, is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

34.2.2 A Director who has a material personal interest in a matter which is to be considered at a Board meeting, must not:

- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Act to do so.

34.2.3 A Director must disclose an interest to the Board in any matter which the Director believes may at any time, be dealt with by the Board.

34.3 Minutes and Registers

34.3.1 The Board must cause minutes to be made of:

- (a) the names of the Directors present at all Board meetings and meetings of Committees of the Board;
- (b) all proceedings and resolutions of General Meetings, Board meetings and meetings of Committees of the Board;
- (c) all appointments of officers;
- (d) all orders made by the Board and Committees of the Board, and
- (e) all disclosures of interest under Section 34.2.3 of this Constitution.

34.3.2 Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant Board or Committee.

34.3.3 The Board and any Committee must keep all registers as required by this Constitution and the Act.

34.4 34.4 Indemnity and Insurance

34.4.1 To the extent permitted by law, the Company may indemnify each relevant officer against:

- (a) a liability of that person; and
- (b) legal costs of that person.

- 34.4.2 To the extent permitted by law, the Company may make a payment (whether by way of advance loan or otherwise), to a relevant officer in respect of legal costs of that person.
- 34.4.3 To the extent permitted by law, the Company may pay or agree to pay a premium for a contract insuring a relevant officer against:
- (a) a liability of that person; and
 - (b) legal costs of that person.
- 34.4.4 To the extent permitted by the law, the Company may enter into an agreement or deed with:
- (a) a relevant officer; or
 - (b) a person who is or has been an officer of the Company or a related body corporate of the Company;
- under which the Company must do all or any of the following:
- (c) keep books of the Company and allow that officer and his or her advisors, access to those books on the terms agreed;
 - (d) indemnify that officer against any liability of that officer;
 - (e) make a payment (whether by way of advance, loan or otherwise), to that officer in respect of legal costs for that officer; and
 - (f) keep that officer insured in respect of any act or omission by that officer, while a relevant officer or an officer of the Company or related body corporate of the Company on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

35 WINDING UP

- 35.1 If any surplus remains following the Winding Up of the Company, the surplus will not be paid to or distributed amongst Members but will be given or transferred to another body corporate, which by its Constitution is:
- (a) required to pursue objects similar to the objects of the Company;
 - (b) required to apply as profits if any, or other income in promoting its objects; and
 - (c) prohibited from making any distribution to its members or paying fees to its Directors,
- such body corporate to be determined by the Members at or before the Winding Up and in default by the Minister responsible for Education within Queensland. **END**

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