

Constitution

Parents Victoria Inc

Table of Contents

1	ASSOCIATION'S NAME	1
2	ASSOCIATION'S PURPOSES	1
3	ASSOCIATION'S POWERS	2
4	NOT FOR PROFIT	2
4.1	Non-profit clause	2
5	MEMBERSHIP	2
5.1	Members	2
5.2	Life Membership	2
5.3	Subscription fee	2
5.4	Register	3
5.5	Grievance procedure	3
5.6	Disciplinary action	4
5.7	When membership ceases	4
5.8	Rights, obligations and liabilities of members	5
6	WINDING UP	5
7	ALTERING THIS CONSTITUTION	5
8	GENERAL MEETINGS	6
8.1	Convening General Meetings	6
8.2	Convening special general meeting at request of members	6
8.3	Notice of annual general meeting	6
8.4	Changing, postponing or adjourning annual general meeting	7
8.5	Quorum at annual general meeting	7
8.6	Digital annual general meeting	7
8.7	Chair of annual general meeting	7
8.8	Decisions of the members	8
8.9	Voting by show of hands or ballot	8

8.10	Voting by proxy or representative	9
8.11	Voting by giving notice to the association	9
8.12	Decisions of members without a meeting	9
9	BOARD MEMBERS	10
9.1	Composition of board	10
9.2	Nomination of board members	11
9.3	Vacation of office	11
9.4	Leave of absence	11
9.5	Board positions	11
10	BOARD MEETINGS	12
10.1	Convening board meetings	12
10.2	Digital board meetings	12
10.3	Quorum at board meetings	12
10.4	Decisions without a meeting	13
10.5	Advisory councils and sub-committees	13
10.6	Validity of acts	13
11	SECRETARY	13
11.1	Appointment	13
11.2	Vacation of office	14
12	INDEMNITY AND INSURANCE	14
12.1	Persons to whom the indemnity and insurance apply	14
12.2	Indemnity	14
12.3	Insurance	14
12.4	Savings	14
13	NOTICE	15
13.1	Notice from the association	15
13.2	Notice to the association	15
13.3	Time of service	15
13.4	Other communications and documents	15
14	SOURCE AND MANAGEMENT OF FUNDS	15

15	RECORDS	16
15.1	Custody of records	16
15.2	Minutes	16
15.3	Inspection of records	16
15.4	Returning documents of the association	17
16	EXECUTION OF DOCUMENTS	17
17	DEFINITIONS AND INTERPRETATION	17
17.1	Definitions	17
17.2	Interpretation	19
18	APPLICATION OF THE ASSOCIATIONS ACT	19
18.1	Associations Act	19
18.2	Model rules	19

Constitution

Parents Victoria Inc

An incorporated association

1 Association's name

The name of the association is Parents Victoria Inc.

2 Association's purposes

The purposes of the association are:

- (a) As its predominant purpose, to be the forum and voice for all Parent Clubs and parents within the public education system to assist them in ensuring:
 - (1) every child's voice is heard and respected; and
 - (2) every parent's voice is heard and respected.
- (b) As incidental and ancillary purposes the aims of the Association are:
 - (1) To create an awareness of the vital importance of education at the national, state and community level;
 - (2) To promote the belief that education is a community responsibility;
 - (3) To promote inclusion of parents, students, teachers and administrators in decision making processes;
 - (4) To enhance the role of Parent Clubs in Public schools;
 - (5) To strengthen Parent Club membership;
 - (6) To encourage Parent Clubs to accurately reflect the membership and views of their school community;
 - (7) To encourage all parents to be positive partners in the education of their children; and
 - (8) To promote family engagement and the benefits of schools and families working together
- (c) The objectives of Parents Victoria Inc. are:
 - (1) To represent Parent Clubs and parents and to act on their behalf;
 - (2) To publish information for parents and Parent Clubs and engage in publicity to further the above aims;
 - (3) To provide information and advice about effective Parent Club operations;
 - (4) To provide advocacy through advice and support to parents regarding State school education; and
 - (5) To work in co-operation with other organisations which promote public education.

3 Association's powers

Solely for carrying out the association's purposes, the association may exercise all of the powers of an incorporated association under the Associations Act.

4 Not for profit

4.1 Non-profit clause

The association's income and property must be applied solely towards promoting the association's purposes and no portion shall be distributed directly or indirectly to the Members except as detailed in the Governance Charter

5 Membership

5.1 Members

- (a) The association must have at least 5 members that must be from 5.1 (b) 1,2,3 or 5.
- (b) The members are:
 - 1. Registered Full Member;
 - 2. Registered General Member; and
 - 3. Recipient Member
 - 4. Friend of Parents Victoria Member
 - 5. Any other class of member established under the Membership policy
- (c) Every applicant for membership must apply in the form and manner decided by the Board as per the Membership Policy.
- (d) After receipt of an application for membership, the Board must consider the application and decide whether to admit or reject the applicant. The Board need not give any reason for rejecting an application.
- (e) Every member agrees to comply with this constitution, code of conduct and to support the purposes of the association set out in rule 2.

5.2 Life Membership

- (a) Life membership of Parents Victoria may be awarded to a person who is considered to have made an exceptional contribution to Parents Victoria as detailed in the Membership Policy.
- (b)
 - (i) Life members are eligible to be appointed to the Board.
 - (ii) Life members are not eligible to vote at the AGM unless they meet the other membership eligibility.

5.3 Subscription fee

- (a) An annual subscription fee may be decided by the Board and notified to the members.
- (b) The Board must notify all members of the amount and time for payment of the annual subscription fee and of any alteration to the annual subscription fee at the AGM (even if membership is free). Varying amounts may be applied as

decided by the Board and made available to the members in a notice or membership policy.

- (c) Where the annual subscription fee is not received:
 - (1) one month after the due date, the Board may issue a reminder notice to the member;
 - (2) one month after the reminder notice is sent, the member's rights will be suspended, including the right to receive notices of annual general meetings and the right to attend and vote at annual general meetings; and
 - (3) six months after the reminder notice is sent, the person ceases to be a member if the fee remains unpaid.
 - (4) where no annual subscription is payable -
 - (i) the Secretary will make a written request to the member to confirm that they wish to remain a member; and
 - (ii) The member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member that member is taken to have resigned and the members register will be amended accordingly
- (d) A member may resign by providing written notice to the Secretary

5.4 Register

- (a) The association must maintain a register of members setting out the name, email address (if any) for receipt of notices and date membership starts and ceases.
- (b) The date membership ceases must be recorded within 14 days of that date and all information other than the name of the person and the date on which the person ceased to be a member must be removed from the register.

5.5 Grievance procedure

- (a) Any dispute under this constitution between a member and another member or between a member and the association, including the costs associated with the dispute must, unless the parties otherwise agree, be dealt with by the procedure in this rule 5.5.
- (b) Those involved in a dispute between members must try to resolve it between themselves within 14 days of knowing about it.
- (c) If those members involved in a dispute do not resolve it under rule 5.5(b), they may refer the dispute to the Board for determination or mediation.
- (d) If there is a dispute between the association and a member, either party may require the dispute be referred to mediation.
- (e) The mediator must be unbiased.
- (f) Subject to rule 5.5(e), the mediator may be:
 - (1) a board member;
 - (2) a member; or
 - (3) a third party appointed by the Board.
- (g) The mediator will be decided by agreement between the parties to the dispute, or in the absence of agreement within 14 days:
 - (1) in the case of a dispute between a member and another member, a person appointed by the Board; or
 - (2) in the case of a dispute between a member and the association, a person who is a mediator appointed or employed by the Dispute

Settlement Centre of Victoria (Department of Justice) or its successor in law.

- (h) Any party to a dispute may appoint any person to act on behalf of that party.
- (i) In each dispute:
 - (1) the parties to the dispute must have a reasonable opportunity to be heard.
 - (2) due consideration must be given to any statement submitted by a party; and
 - (3) natural justice must be accorded to the parties to the dispute throughout the process.
- (j) If the mediation does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within one month of the party requiring mediation, any party to the dispute may refer the matter to an unbiased decision maker.
- (k) A determination made under this rule is final and binding on all parties to the dispute.

5.6 Disciplinary action

- (a) The Board may decide there are grounds to investigate if:
 - (1) a member has failed to comply with the rules, code of conduct or any procedures or policies of the association.
 - (2) it is in the interests of the association for a member to no longer remain a member; or
 - (3) the member is not supporting the purposes of the association or by act or omission may cause detriment to the association or its reputation or fails to otherwise abide by the members code of conduct.
- (a) The board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (b) The Board may establish a sub-committee or consider the matter itself or refer the matter to a third party, provided the decision maker is unbiased.
- (c) At least two weeks before a meeting to consider the issues, the decision maker, must give the member notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the grounds on which the investigation is based; and
 - (3) informing the member that they may attend the meeting and may give an explanation or submission.
- (d) The decision maker has 4 weeks to consider the issues and may call for further information and hearings. The decision maker may decide on the appropriate disciplinary action, if any, including a decision to expel the member. Any decision must be notified to the member within 6 weeks from the meeting referred to in rule 5.6(c).
- (e) A member who has received notice under rule 5.6(c) must not initiate a grievance procedure under rule 5.5 until the determination under this rule 5.6.
- (f) A determination by the decision maker is final and binding on all parties.

5.7 When membership ceases

A person ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving notice to the Secretary;

- (c) becomes of unsound mind or the person is, or their estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with her or his creditors;
- (e) is expelled under rule 5.6;
- (f) becomes, if the Board so decide in their absolute discretion, an untraceable member because the person has ceased to respond or otherwise communicate with his or her Registered Address; or
- (g) ceases to be a member under rule 5.3.

5.8 Rights, obligations and liabilities of members

- (a) The members have the right to:
 - (1) receive notice, attend, participate and vote at annual general meetings where applicable; and
 - (2) inspect the association's records, including the register of members, in accordance with rule 15.3.
- (b) The members are required to comply with this constitution, code of conduct and any policies of the association that are applicable to members.
- (c) The liabilities of a member, as a member, are limited to the amount, if any, unpaid by the member in respect of any subscription or other membership fee.

6 Winding up

- (a) If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, and after the application of rule 6, this property must only be transferred to an entity, institution or authority which, itself, is exempt from income tax.
- (b) The entity referred to in rule 6(a) must be decided by the Board, or if the Board do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the association.

7 Altering this constitution

- (a) The association must not pass a special resolution altering this constitution, if, as a result, the association would cease to be a charity.
- (b) A resolution purporting to alter this constitution in breach of rule 8(a) will have no effect.
- (c) This constitution may only be altered, deleted or added to, in accordance with section 50 of the Associations Act.
- (d) All amendments to the Constitution passed at the Annual General Meeting shall become operative at the rising of the Annual General Meeting.

8 General Meetings

8.1 Convening General Meetings

- (a) The association must be accountable to the members within the terms of the law, including, as applicable, the Associations Act, the ACNC Act and this constitution.
- (b) The association must convene an annual general meeting within 5 months of the end of the financial year.
- (c) The Board may convene a general meeting at such time and place as the Board think fit.

8.2 Convening special general meeting at request of members

- (a) If at least 30 members request that a special general meeting be held for a proper purpose and with a valid resolution, the Board must:
 - (1) within 21 days of the members' request, give all members notice of a special general meeting; and
 - (2) hold the meeting within 2 months of the members' request.
- (b) The members who make the request must:
 - (1) state in the request the resolution to be proposed at the meeting and the identity of the members making the request; and
 - (2) give notice of the request to the association.
- (c) The Board may not postpone or cancel a special general meeting convened in response to a members requisition under rule 8.2(a) in accordance with rule 8.4 without the prior consent of the persons who requisitioned or convened the meeting.

8.3 Notice of annual general meeting

- (a) At least six weeks notice of every annual general meeting must be given in any manner authorised by rule 13 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a board member; or
 - (3) the Auditor, if applicable
- (b) A notice of annual general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting;
 - (3) state in full any proposed special resolution and state that the resolution is being proposed as a special resolution; and
 - (4) specify any details of voting such as proxies, voting by notice or other methods of voting, as decided by the Board.
- (c) The non-receipt of notice of annual general meeting or proxy form by, or a failure to give notice of annual general meeting or a proxy form to, any person entitled to receive notice of annual general meeting does not invalidate anything done or resolution passed at the annual general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person notifies the association of that person's agreement to that thing or resolution.
- (d) A person's attendance at annual general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

8.4 Changing, postponing or adjourning annual general meeting

- (a) The Board may change the venue for, postpone, adjourn or cancel an annual general meeting if:
 - (1) they reasonably consider that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical;
 - (3) a change is necessary in the interests of conducting the meeting efficiently; or
 - (4) a quorum is not present under rule 8.5.
- (b) No business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 8.4(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8.5 Quorum at annual general meeting

- (a) No business may be transacted at an annual general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 10 people or 15% of total votes able to be cast at an Annual General Meeting whichever is the lesser who are present personally, by proxy or who have submitted their vote by post or electronically under rule 8.11 (if permitted).
- (c) If a quorum is not present within 30 minutes after the time appointed for an annual general meeting the meeting stands adjourned to the day, and at the time and place, that the Board decide or, if the Board do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 8.4(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

8.6 Digital annual general meeting

- (a) The simultaneous linking together by telephone or digital means of a sufficient number of the members to constitute a quorum constitutes an annual general meeting, provided the members have a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or digital means.
- (c) A member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.
- (d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.
- (e) The Board may decide the procedures in relation to voting at a meeting by telephone or digital means, including specifying the form, method and timing of voting by notice.

8.7 Chair of annual general meeting

- (a) The chair of the board must preside as chair at an annual general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.

- (b) If there is no chair of the board or both the conditions in rule 8.7(a) have not been met, the members present must elect another chair of the meeting.
- (c) A chair elected under rule 8.7(b) must be:
 - (1) another board member who is present and willing to act; or
 - (2) if no other board member present at the meeting is willing to act, a member who is present and willing to act.
- (d) A question arising at an annual general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (e) Where the votes on a proposed resolution are equal, the chair of the meeting has a second or casting vote.

8.8 Decisions of the members

- (a)
 - (1) Registered Full members have three votes
 - (2) Registered General Members have two votes
 - (3) Recipients have one vote
 - (4) Friend members have no vote
 - (5) Life members have no vote
- (b) The Board may decide the manner in which voting is conducted.
- (c) Each member entitled to vote may vote, as decided by the Board:
 - (1) in person, or where a member is a body corporate, by its representatives;
 - (2) by proxy; or
 - (3) by direct vote in accordance with rule 8.11 (if permitted).
- (d) A proxy or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in her or his own right.
- (e) If the Board decide, voting by notice may be permitted in addition to or instead of proxy voting.
- (f) An objection to the qualification of a person to vote must be:
 - (1) raised before the vote objected to is counted; and
 - (2) referred to the chair, whose decision is final.
- (g) A vote not disallowed by the chair under rule 8.8(f)(2) of a meeting is valid for all purposes.
- (h) Except where by law a resolution requires a special majority, questions arising at an annual general meeting must be decided by a majority of votes cast by the members.

8.9 Voting by show of hands or ballot

- (a) A resolution put to the vote of an annual general meeting must be decided on a show of hands unless, before the vote is taken or immediately after the declaration of the result of the show of hands, a ballot (poll) is demanded by:
 - (1) the chair of the meeting; or
 - (2) any member present.
- (b) A demand for a ballot does not prevent an annual general meeting continuing for the transaction of any business except the question on which the ballot has been demanded.

- (c) Unless a ballot is duly demanded, a declaration by the chair of an annual general meeting 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 book containing the minutes of the proceedings of the association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) If a ballot is duly demanded at an annual general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chair of the meeting directs. The result of the ballot is the resolution of the meeting at which the ballot was demanded.
- (e) A ballot demanded at an annual general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- (f) The demand for a ballot may be withdrawn.

8.10 Voting by proxy or representative

- (a) A member may appoint a proxy by giving notice to the association, and an incorporated member (a body corporate) may appoint a proxy or a representative, to attend a meeting and vote on behalf of the member.
- (b) The proxy does not need to be a member of the association.
- (c) The appointment of a proxy or representative must vote in the manner in which the proxy form is completed.
- (d) The appointment of a proxy or representative is not revoked by the appointer attending and taking part in the annual general meeting but, if the appointer votes on a resolution in person, the person acting as proxy or representative for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.
- (e) No one member may hold more than 3 other member proxy rights (excluding their own)

8.11 Voting by giving notice to the association

- (a) The Board may decide that a member who is entitled to attend and vote on a resolution at an annual general meeting is entitled to vote by notice in respect of that resolution.
- (b) The board members may decide the procedures in relation to voting by notice, including specifying the form, method and timing of casting a vote at a meeting.
- (c) A person who has cast a vote by notice prior to a meeting is entitled to attend the meeting. If a member attempts to cast more than one vote on a particular resolution, the vote cast in person at the meeting prevails over the vote cast by notice prior to the meeting.

8.12 Decisions of members without a meeting

- (a) A members' resolution may be passed without a meeting (unless a meeting is required under the Associations Act or for passing a special resolution). Such a resolution is passed if:
 - (1) the members are given a document setting out that resolution; and
 - (2) all of the members consent to the resolution.
- (b) A member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document); or
 - (2) giving notice to the association signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

- (c) The resolution is taken as passed when the last member signs or consents to that resolution.

9 Board members

9.1 Composition of board

- (a) The affairs of the Association shall be managed by a committee of management known as the Board.
- (b) The Board shall consist of up to 10 members; President, Vice-President, Treasurer and seven other Board members and no fewer than five members
- (c) The Immediate Past President shall be invited annually by the Board to be an ex-officio and is one of the 10 members of the Board.
- (d) A minimum of one third of members of the Board shall be a Registered Full Member or Registered General Member parent.
- (e) All elected members of the Board shall be the parent of a student attending a Victorian Public school.
- (f) The elected Board members shall be elected annually from delegates at the Annual General Meeting (with the exception of the Immediate Past Present, who is an automatic appointment if the invitation is accepted)
- (g) The Officers shall be the President, Vice President and Treasurer, and Secretary who shall be elected/appointed in the first Board meeting after Annual General Meeting.
- (h) To be eligible to hold the office of President, nominees must be a Registered Full Member or Registered General Member and have served on the Board for the preceding 12 months.
- (i) Written consent of absent nominees must be presented to and accepted by the Annual General Meeting before the commencement of the elections
- (j) In the event of insufficient nominations for elected Board members being received, the Chair shall deem such vacant nomination as casual vacancies and the Board at its discretion may fill such places
- (k) The Board shall also have the power to appoint up to five members:
 - (i) **Appointed Person**
who may not meet the eligibility requirements of rule 9.1(e) if it is felt that they would make a valuable contribution to Parents Victoria because of their special skills, interest or experience The tenure of such appointed members will be for two years
or
 - (ii) Casual Vacancy until the next AGM to fill any casual vacancy
- (l) If the position of Secretary becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.
- (m) An Officer may be removed from office, but not from membership of the Board by a resolution carried by a majority vote of the Board, providing that notice of intention to move such a motion shall be included in the notice of summoning the Board meeting at which the motion shall be moved.
- (n) In the event of an Officer being removed from office as set out in rule 9.1 (m), or in any event of resignation or casual vacancy the Board shall appoint from amongst its members a person to the board, providing that an election for that position is held at the first meeting post the next Annual General Meeting.
- (o) At the first General Meeting after the adoption of two year terms the members elected/appointed to the Board shall be divided into two groups.

The groups:

- (a) shall be determined by drawing lots; and
 - (b) shall be as nearly as practicable equal in number; and
 - (c) shall be designated as group one and group two.
- Unless otherwise disqualified, the members of the Board:
- (a) in group one shall hold office for one year, and
 - (b) in group two shall hold office for two years

- (p) At each subsequent General Meeting the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for two years.
- (q) Each ordinary member of the Board shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting in the second year after the date of their election, but shall be eligible to stand for re-election.
- (r) Such members as detailed in 9.1(q) shall be unable to nominate for re-election if they shall have served more than 8 years without a gap of one term. Such members will be able to renominate after that absence.

9.2 Nomination of board members

- (a) Nominations of candidates for election as board members must be received by the association at least 14 days prior to the annual general meeting unless the board members decide otherwise.
- (b) The nominations must be:
 - (1) accompanied by a short biographical statement and the consent of the candidate;
 - (2) given to the association in such form as the Board approves.

9.3 Vacation of office

The office of a board member becomes vacant:

- (a) if the board member dies;
- (b) if the board member resigns by giving notice to the association;
- (c) if the board member is removed from office by special resolution of the members;
- (d) if the board member is appointed for a specific term of office and is not reappointed;
- (e) if the board member is disqualified from managing a corporation under the Corporations Act or disqualified from being a responsible entity under the ACNC Act;
- (f) except to the extent of a leave of absence granted by the Board, if the board member fails to attend at least three consecutive board meetings or at least four meetings over a period of one year; or
- (g) in the circumstances described in section 78 of the Associations Act.

9.4 Leave of absence

- (a) The Board may grant a board member leave of absence from board meetings for a period not exceeding 3 months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

9.5 Board positions

- (a) At the first meeting of the Board after the Annual General Meeting separate elections must be held to elect offices as per 9.1 (g).

- (b) The secretary must be appointed in accordance with rule 11.1 and need not be a member of the board.

10 Board meetings

10.1 Convening board meetings

- (a) The Board may meet together and adjourn and otherwise regulate their meetings as they see fit.
- (b) The chair or at least two board members may convene a meeting of the Board by giving reasonable notice to the other board members.
- (c) The secretary must, on the requisition of two board members, convene a meeting of the Board.
- (d) A notice of a board meeting:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in any manner authorised by rule 13.1.
- (e) A board member may waive the requirement of notice of a meeting of Board by giving notice to the association.
- (f) The non-receipt of notice of a meeting, or a failure to give notice of a meeting, does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the board member waives notice of that meeting before or after the meeting;
 - (3) the board member notifies the association of their agreement to that thing or resolution personally or by post, telephone, email or other electronic means before or after the meeting; or
 - (4) the board member attended the meeting.

10.2 Digital board meetings

- (a) The simultaneous linking together by telephone or digital means of a sufficient number of the Board to constitute a quorum constitutes a board meeting.
- (b) A board member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.
- (c) All the provisions in this rule 10 apply, as far as they can and with any necessary changes, to board meetings by telephone or digital means.
- (d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the Board was at that place for the duration of the meeting.
- (e) If a technical difficulty occurs which means that one or more board members cannot participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of board member remains present, continue with the meeting.

10.3 Quorum at board meetings

- (a) No business may be transacted at a board meeting unless a quorum of board members is present at the time the business is dealt with.

- (b) A quorum consists of a majority of the Board.
- (c) If the number of board members in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of board members fixed under this constitution, the remaining board members must act as soon as possible to appoint additional board members, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

10.4 Decisions without a meeting

- (a) A resolution is taken to have been passed by a meeting of Board if:
 - (1) all of the Board who would be entitled to receive notice and vote on a resolution are given a document setting out that resolution; and
 - (2) at least 75% of the Board sign or consent to the resolution.
- (b) A board member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving notice to the association signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chair and signifying assent to the resolution and clearly identifying its terms.
- (c) The resolution is taken as passed when the last board member signs or consents to that resolution.

10.5 Advisory councils and sub-committees

- (b) The Board may delegate any of their powers to one or more advisory councils or sub-committees consisting of the number of committee members and other individuals they think fit.
- (c) An advisory council or sub-committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board.
- (d) The provisions of this rule 10 that apply to meetings and resolutions of Board apply, so far as they can and with any necessary changes, to meetings and resolutions of any committee.

10.6 Validity of acts

An act done by a person acting as a board member, a meeting of Board, or a person exercising a power or function delegated to them by a board member is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the Board or the advisory council or sub-committee (as applicable) when the act was done:

- (e) a defect in the appointment of the person as a board member or delegate;
- (f) the person being disqualified as a board member or having vacated office; or
- (g) the person not being entitled to vote.

11 Secretary

11.1 Appointment

- (a) The Board must appoint a secretary to hold the position subject to the Associations Act and carry out the duties provided in the Associations Act and any additional duties as decided by the Board.

- (b) Before being appointed, the secretary must:
 - (1) consent to the appointment;
 - (2) be at least 18 years old; and
 - (3) be a resident of Australia.
- (c) The secretary may hold any other position or office in the association but is not required to be a board member.

11.2 Vacation of office

- (a) The office of a secretary becomes vacant:
 - (1) if the secretary dies;
 - (2) if the secretary ceases to be a resident of Australia;
 - (3) if the secretary resigns by giving notice to the association;
 - (4) if the secretary is removed from office by resolution of the Board; or
 - (5) in the circumstances described in section 78 of the Associations Act.
- (b) The Board must appoint a new secretary within 14 days of the office becoming vacant and provide notice as required under the Associations Act.

12 Indemnity and insurance

12.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 12 applies to Indemnified Officers.

12.2 Indemnity

- (a) The association must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the association.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the association;
 - (2) is enforceable without that person having first to incur any expense or make any payment; and
 - (3) operates only to the extent that the loss or liability in question is not covered by insurance.

12.3 Insurance

The association may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the association where the Board consider it appropriate to do so.

12.4 Savings

Nothing in this rule 12:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this rule 12; or
- (b) limits the capacity of the association to indemnify or provide or pay for insurance for any person to whom this rule 12 does not apply.

13 Notice

13.1 Notice from the association

The association may give notice and any communication:

- (a) personally;
- (b) by post to the person's nominated address;
- (c) by email or other electronic means; or
- (d) by notifying the person by email or other electronic means, that the notice or communication or publication is available at a specified electronic address.

13.2 Notice to the association

Notice may be given to the association:

- (a) by personal service at its registered address;
- (b) by post to its registered address;
- (c) by sending it to the association's principal email address, or if there is no principal email address, to the email address of the secretary; or
- (d) in relation to voting by notice, in the manner decided by the Board.

13.3 Time of service

- (a) Where the association sends a notice by email or other electronic means, the notice is taken as served at the time it is sent.
- (b) If service under rule 13.3(b) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the following Business Day.

13.4 Other communications and documents

Rules 13.1 to 13.3 apply, as far as they can, with any necessary changes, to the service of any communication or document.

14 Source and management of funds

- (a) The funds of the association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the Board determine.
- (b) The funds must be managed as decided by the Board.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
 - (1) as the Board decide; or
 - (2) failing a decision, by any 2 board members.

15 Records

15.1 Custody of records

The Board or their delegate for this purpose must keep in its or their custody, or under its or their control, all records, books, documents and securities of the association.

15.2 Minutes

- (a) The Board must ensure:
 - (1) minutes of annual and/or general meetings, board meetings and committee meetings (including all resolutions proposed); and
 - (2) records of resolutions passed by members, Board and committees, without a meeting,are recorded accurately and kept as part of the association's records. The records must be made within one month after the relevant meeting is held or resolution passed.
- (b) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

15.3 Inspection of records

- (a) The documents associated with incorporation, this constitution, the trust deed of any trust of which the association is a trustee, and the minutes of annual general meetings, including accounting records and financial statements submitted to that annual general meeting, must be made available for inspection by any member who gives the chair, the secretary or delegate for this purpose, reasonable notice that the member wishes to inspect them.
- (b) The Board must give a member a copy of anything referred to in rule 15.3(a) within 14 days of a request from a member and payment of any reasonable fee set by the Board.
- (c) A member (other than a board member) may apply to the Board to have access to:
 - (1) minutes of board meetings or meetings of advisory councils or sub-committees;
 - (2) any resolutions of the board or any committee;
 - (3) records, books, relevant documents or securities of the association.
- (d) The application must state the member's purpose for the access and specify how the member will use the information.
- (e) The Board must review the application at the board meeting following the receipt of the application, or if that is not practicable, at the following board meeting. The Board may request further information or undertakings from the member as to the use of the information. The Board may:
 - (1) agree to the application, subject to the association's legal and other duties (including privacy, commercial confidentiality, governance) on such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the Board consider necessary or desirable; or
 - (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of the association, or any of the other entities referred to in the relevant documents, to allow the member access.

15.4 Returning documents of the association

Any person who has possession or control of documents that belong to the association are required to return the documents to the secretary within 28 days after the person ceases to be a member, or ceases to hold the position or role by virtue of which they had possession or control of the documents.

16 Execution of documents

There is no common seal. Contracts and documents of the association must be signed:

- (a) as authorised by the Board; or
- (b) by any 2 board members; or
- (c) by a board member and the secretary.

17 Definitions and interpretation

17.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
Associations Act	<i>Associations Incorporation Reform Act 2012 (Vic).</i>
General Meeting	general meeting means a general meeting of the members of the Association convened in accordance with Clause 8 and includes an annual general meeting and a special general meeting
Auditor	the auditor of the association for the purposes of audit or review under the Associations Act.
Board member	a member of the committee of management of the association.
Business Day	Monday to Friday inclusive, excluding New Years' Day, Good Friday, Easter Monday, ANZAC Day, Christmas Day, Australia Day and Boxing Day.
Corporations Act	<i>Corporations Act 2001 (Cth).</i>
Financial Member	has the meaning given by rule 5.3.
Financial year	period of 12 months ending on 30 June.

Term	Meaning
Immediate Past President	means a person who: <ul style="list-style-type: none"> i. is the President immediately before an annual general meeting but is not re-elected as President at that annual general meeting; or ii. was Immediate Past President immediately before an annual general meeting where the President immediately before an annual general meeting is re-elected as President.
Indemnified Officer	<ul style="list-style-type: none"> i. each person who is or has been a board member or secretary of the association; and ii. an office holder within the meaning of the Act; and iii. any former officer holder as the Board in each case decide.
Life Member	means a person admitted as a Life Member of the Association under rule 5.2.
Member	means a person admitted as an Associate Member of the Association under rule 5.1.
Officers	has the meaning given in rule 9.1 (g).
Parent	includes, in accordance with the Education and Training Reform Act 2006, a guardian and every person who has parental responsibility for the child including the Family Law Act of the Commonwealth and any person with whom a child normally or regularly resides;
Parent Club	means, an association (by whatever name called) of parents of a Government school, whether or not the association also includes teachers and friends of the school under the Education and Training Reform Act 2006;
Registered Address	a member's addresses (including any email addresses) as notified to the company by the member and recorded in the company's records.
Secretary	means the person elected or appointed by the Board who must perform any duty or function required under the act to be performed by the secretary of an incorporated association
Vote by notice	a vote submitted by a member by giving notice to the association for or against the identified resolution.

17.2 Interpretation

In this constitution:

- (a) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (b) a word or expression defined or used in the Corporations Act, covering the same subject, has the same meaning in this constitution;
- (c) a reference to a document being 'signed' or to 'signature' includes that document being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, includes the document being authenticated in accordance with the Corporations Act or any other method approved by the Board;
- (d) a reference to a member present at an annual general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (e) the singular includes the plural and the plural includes the singular; and
- (f) headings are used for convenience only and do not affect the interpretation of these rules.

18 Application of the Associations Act

18.1 Associations Act

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Associations Act has the same meaning as in that provision; and
- (b) subject to rule 18.1(a), an expression in a rule that has a defined meaning for the purposes of the Associations Act has the same meaning as in the Associations Act.

18.2 Model rules

The provisions of this constitution displace each provision of the Model rules, except to the extent required by the Associations Act.