

# Constitution



## **ACT Council of Parents & Citizens Associations**

*The parent voice on public education*

**Last Amended 23 February 2016**

**ACT Council of Parents & Citizens Associations is the representative body  
for Parent & Citizen associations in the ACT.**

**Council represent over 60,000 parents in 85 ACT public schools.**

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## 1. Name

The name of the Council is the Australian Capital Territory Council of Parents' and Citizens' Associations Incorporated.

## 2. Interpretation

In this Constitution, except where expressly excluded by the context, all words importing the singular or plural number shall include plural or singular number respectively, and all words importing the masculine or feminine gender shall include the feminine or masculine gender respectively.

## 3. Definitions

In this Constitution, unless the contrary intention appears:

"ACT"	means the Australian Capital Territory;
"affiliated body"	means any Parents' and Citizens' Association or body similarly connected to government schools which is affiliated to Council in accordance to Clause 8 of this Constitution;
"Council"	means the Australian Capital Territory Council of Parents' and Citizens' Associations Incorporated;
"delegate"	means an officially appointed delegate of an affiliated body;
"the Directorate"	means the ACT Education and Training Directorate;
"office bearers"	means the President, Vice Presidents, Secretary, Assistant Secretary and Treasurer,
"peak committees"	means those committees or other bodies which have on-going policy functions with respect to all aspects of the ACT Government school system, and which are recognised by Council at the Annual General Meeting;
"policy"	means the considered formulation of the collective views of the Council on issues of significance to public schooling in the ACT as agreed at a Policy Conference;
"secretariat"	means the office of Council as described in the By-laws;
"secretary"	means Secretary of the Council;
"Territory"	means the Australian Capital Territory.

## 4. Objects and Purposes

The objects and purposes of the Council are:

- (a) to foster an ACT public education system of the highest quality, recognising the human and educational rights of all children, as well as respecting the cultural values, religious beliefs and the democratic rights of parents and carers. All other Objects and Purposes are to be focused towards this goal.
- (b) to foster and support all bodies of parents and citizens in the ACT Government school system, in the pursuit of their objectives and purposes, to the extent to which those objectives and purposes are compatible with those of the Council;
- (c) to make representations on behalf of any affiliated body or on the Council's own behalf to any authority which may, for the time being, have responsibility in any matter affecting education in ACT Government schools;
- (d) to further the interests of education in Australia and in particular in the ACT, to affiliate and/or co-operate with any other bodies and having similar aims;
- (e) to form a not for profit organisation to encourage close co-operation and the exchange of information and ideas on education between teachers, parents, carers, students and the community.

## 5. Functions

Consistent with the objectives and purposes of the Constitution, the functions of Council are, monitoring and taking necessary action in relation to:

- (a) the education, safety and well-being of all students enrolled in Government schools in the ACT;
- (b) other matters affecting the operation or administration of Government schools in the ACT;
- (c) undertaking and/or sponsoring research on matters relating to education in the ACT and
- (d) initiating and/or co-operating with other organisations, in projects concerned with promoting community interest and activity relating to education in the ACT.

## 6. Powers

The powers of the Council are:

- (a) to set fees for affiliation with the Council;

- (b) to borrow and raise money, other than under (c), in such manner and on such terms as the Council may direct or approve by resolution passed by two-thirds of delegates present and entitled to vote at a General meeting of which due notice has been given; and
- (c) to secure the repayment of a debt or liability of the Council by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Council, as passed at a General meeting by two thirds of delegates present and entitled to vote.
- (d) to approve an annual budget for each financial year;
- (e) to invest any moneys of Council not immediately required for any of its objects or purposes;
- (f) to make gifts, subscriptions or donations to any fund, association or institution consistent with the objects and purposes of this Council; to publish materials for the promotion of the objects and purposes of the Council;
- (g) to engage and employ staff on a full time, part-time, or casual basis as approved by Council; and
- (h) to do all other things necessary, incidental or conducive to the attainment of the above objects and purposes.

## **7. Membership**

- (a) Membership of Council shall consist of:
  - (i) Affiliated bodies;
  - (ii) Associate members; and
  - (iii) Honorary life members.
- (b) Each category of membership shall have the roles within the organisation set out in this constitution.

## **8. Finances**

### ***Funding Sources***

- (a) Council may receive funding from:
  - (i) Affiliation fees paid by members and associate members
  - (ii) Government departments in the form of a Grant-in-Aid

(iii) Other grant-based funding

(iv) Fees for services provided

(v) Donations

### ***Financial Management***

- (b) (i) The financial year of the Council shall be from 1 July to 30 June next.
- (ii) Subject to any resolution passed by the Council in General Meetings, the funds of the Council must be expended according to the annual budget and must be used for the objects and purposes of the Council.
- (iii) Funds received shall be deposited into appropriate accounts as resolved by the Executive Committee.
- (iv) All cheques, drafts, bills of exchange, electronic banking transactions, promissory notes and other negotiable instruments must be signed by any two members of the Executive Committee or employees authorised to do so by the Executive Committee.
- (v) The Executive Committee may approve impress advances and use of a credit card to no more than three officers and/or employees of Council. The Executive Committee is to determine and monitor the terms of use of any such cards.

## **9. Affiliation**

- (a) The Council shall consist of affiliated bodies as defined in Clause 9(b) and admitted to membership in accordance with this clause.
- (b) Any body of parents and citizens associated with a single Government school in the ACT and the objects and purposes of which are consistent with those of the Council shall be eligible to become affiliated with the Council.
- (c) Any body wishing to become affiliated with the Council shall apply in writing to the Secretary and upon the Council being satisfied as to its eligibility such body shall be admitted as an affiliated body on payment of the affiliation fee.
- (d) Any affiliated body whose fees are more than twelve months in arrears shall not participate in the affairs of the Council.
- (e) Affiliation shall terminate, automatically:
- (i) when fees are two years or more in arrears;
  - (ii) upon the dissolution or winding up of any affiliated body; or
  - (iii) upon receipt of written notice of disaffiliation

- (f) Any affiliated body whose membership has terminated under Clause 9(e)(i) or (iii) shall not be re-affiliated with the Council until an arrears of fees have been paid in full, unless, because of extenuating circumstances, the Council determines otherwise.

## **10. Affiliation Fee**

Affiliation fees for the calendar year, shall be fixed by Council from time to time, and shall be payable annually by 30 June of the year in which they become payable.

### **11.1 Life Membership**

- (a) Persons who have made a very significant contribution to the role and work of Council may be awarded life membership of Council.
- (b) The entitlements of life membership are:
  - (i) to attend Council and Executive meetings, to speak but not to vote at Council meetings, and to speak (but without voting rights) at Executive meetings;
  - (ii) upon request, to receive Council and Executive meeting papers and Council publications.
- (c) Criteria and procedures for the award of Life Membership of Council are to be determined by Council at a General Meeting.
- (d) Council or the Executive may co-opt or appoint Life Members to represent Council or to fill advisory or other positions relevant to the roles and purposes of Council.

### **11.2 Validation of Existing Life Memberships**

Awards of life-membership made by Council resolution prior to this clause coming into force take effect under this constitution from the date of commencement of this clause.

## **12. Association Membership**

Associate membership is open to any organisations consisting of parents and citizens which

- (a) draws its membership from more than two ACT Government Schools, and
- (b) represents or is involved in the educational interests of students,.
- (c) Associate Membership entitles the organisation to:

- (i) have one representative attend meetings of Council, participate in debate, but not to vote; and
  - (ii) Receive all circulars and correspondence sent to affiliated bodies.
- (d) The affiliation fee for Associate Members shall be determined by Council from time to time.

### **13. Representation of Council on Affiliated Bodies**

- (a) An affiliated body associated with a High School or a Secondary College shall be entitled to be represented on the Council by two delegates and all other affiliated bodies shall be entitled to one delegate.
- (b) Affiliated bodies may appoint alternate delegates. In the absence of any delegate from any meeting of the Council the alternate delegate shall represent their organisation for the time being in the same manner as a regular delegate.
- (c) Affiliated bodies' executive committee officers may also represent their organisations at Council meetings in the same manner as alternate delegates.

#### ***Notification of Delegates and Office Bearers***

- (d) Affiliated bodies shall notify the Secretary of the names of their President, Secretary, Treasurer, Council Delegates and Alternate Delegates, and any changes therein between elections, within 14 clear days of those elections or such other changes in office bearers.

### **14. Limited Liability of Affiliates**

The liability of affiliates is limited in accordance with the Associations Incorporation Act of the ACT: namely, individually affiliates shall not be liable to contribute towards the payment of the debts and liabilities of the Council, or the costs, charges and expenses of a winding up of the Council, except in respect of affiliation fees outstanding.

### **15. Managing non-compliance and prejudicial behaviour**

- (a) If the Executive Committee is of the opinion that a member organisation has, of itself or acting through its delegate(s)—
  - (i) persistently refused or neglected to comply with a provision of this constitution or the By-Laws made under it; or
  - (ii) persistently and wilfully acted in a manner prejudicial to the interests of P&C Council;

the Executive Committee may, by resolution—



- (iii) suspend a delegate's right to speak and vote at Council meetings; or
  - (iv) suspend the member organisation from the rights and privileges of membership of Council, as that the Executive Committee may decide, for a specified period.
- (b) A resolution of the committee under subsection (a) is of no effect unless the Executive committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (c), confirms the resolution in accordance with this section.
- (c) If the committee passes a resolution under subsection (a), the secretary must, as soon as practicable, serve a written notice on the President of the member association—
- (i) setting out the resolution of the Executive Committee and the grounds on which it is based; and
  - (ii) stating that a representative of the member organisation may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the member organisation that their representative may do either or both of the following:
    - (1). attend and speak at that meeting;
    - (2). submit to the Executive Committee at or before the date of that meeting written representations relating to the resolution.
- (d) Subject to the Act, section 50, at a meeting of the committee mentioned in subsection (b), the committee must—
- (i) give to the member organisation or delegate mentioned in subsection (a) an opportunity to make oral representations; and
  - (ii) give due consideration to any written representations submitted to the Executive Committee at or before the meeting; and
  - (iii) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (a).
- (e) If the committee confirms a resolution under subsection (a), the Secretary of Council must, within 7 days after that confirmation, by written notice inform the President of the member organisation of that confirmation and of the member's right of appeal.
- (f) A resolution confirmed by the committee under subsection (e) does not take effect—

- (i) until the end of the period within which the member organisation is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- (ii) if within that period the member organisation exercises the right of appeal—unless and until the association confirms the resolution in accordance with Clause 16 (e).

## 16. Right of Appeal

- (a) A member organisation or delegate may appeal to a General Meeting of Council against a resolution of the committee that is confirmed under Clause 15, within 7 days after notice of the resolution is served on the President of the member organisation, by lodging with the secretary a notice to that effect.
- (b) On receipt of a notice under subsection (a), the Secretary must notify the Executive Committee, which must call a general meeting of the Council to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (c) Subject to the Act, section 50, at a general meeting of the association called under subsection (b)—
  - (i) no business other than the question of the appeal may be transacted; and
  - (ii) the committee and the member organisation or delegate must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (iii) the members present must vote by secret ballot on the question of whether the resolution made under Clause 15(d) should be confirmed or revoked.
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Clause 15(d), that resolution is confirmed.
- (e) If the meeting fails to pass the proposed resolution, the delegates or member organisation dealt with in that resolution continue to have full rights under this constitution.

## 17. Management

- (a) There shall be an Executive Committee of the Council.
- (b) The Executive Committee shall act upon and in accordance with decisions of and directives from Policy Conference and General Meetings of the Council provided they are within the Objects and Powers of the Council.
- (c) The Executive Committee shall otherwise have responsibility and authority for the management of the affairs of the Council subject to the provisions of this Constitution.

- (d) The Executive Committee of the Council shall comprise the following:
  - (i) the President;
  - (ii) two Vice-Presidents.
  - (iii) the Secretary;
  - (iv) the Treasurer;
  - (v) the Immediate Past President (subject to (e) below);
  - (vi) nine other delegates and
  - (vii) persons appointed to peak committees as defined in Clause 3.
- (e) The Immediate Past President mentioned in (d) above shall be the delegate last holding the office of President, and shall be a member of the Executive Committee, for a term of 12 months after ceasing to hold the office of President.
- (f) The members of the Executive Committee, with the exception of (d) (vi) and (viii) shall be elected from persons who at the time of their election are delegates or alternate delegates of affiliated bodies which are financial.
- (g) The members of the Executive Committee elected at the Annual General Meeting, shall take office or function as members of the Executive Committee as appropriate, from and including the day after their election or appointment. Subject to this Constitution, they shall continue to hold office or serve as members of the Executive Committee until other persons who are eligible to succeed them are elected or appointed, or they are no longer eligible to serve by resignation or for any other reason.
- (h) No person may occupy the position of President for more than three (3) consecutive years.
- (i) The Executive Committee shall have the discretionary power to co-opt, in an advisory capacity and for a specific purpose only, any person(s) who may or may not be a delegate. That person may be co-opted for any period of time until the next election for the Executive Committee.
- (j) A member of the Executive Committee shall not be removed from office except at a Special General Meeting of the Council convened for that purpose.
- (k) A member of the Executive Committee, except for the Immediate Past President and those appointed as per Clause 17(d) (viii) shall be deemed to have vacated their office if they are absent without leave or reasonable cause from four consecutive meetings including meetings of Council and the Executive Committee.
- (l) In the event of any position on the Executive Committee becoming vacant, except that of Immediate Past President or those persons appointed as per Clause 17(d) (viii) such vacancy shall be filled by election of which due notice has been given, at the next

General Meeting of Council. The person so elected shall hold office until the next ensuing Annual General Meeting, subject to this Constitution.

- (m) The Executive Committee shall meet as required but at least once every seventy days.
- (n) The Executive Committee, following its election at the Annual General Meeting, shall review the authorised signatories to Council's accounts and the procedure for the management of Council's finances in accordance with the Australian Accounting Standards.
- (o) Council may establish at Policy Conference or at a General or Executive Committee Meeting any sub-committee deemed necessary, to operate in the manner determined by that meeting.
- (p) In a situation where the President considers a decision is required before it is practicable to arrange a meeting of the Executive Committee, the President shall make such a decision on behalf of the Executive Committee provided previous agreement is obtained of two other members of the Executive Committee, at least one of whom shall, if practicable, be a Vice President.
- (q) The Executive Committee shall, at its first meeting following the Annual General Meeting, appoint one of its Officers who is resident in the ACT to be the Public Officer pursuant to the ACT Associations Incorporation Act subject to that Officer acknowledging in writing that they note and accept the duties and responsibilities of that office as set out in the Associations Incorporation Act. That Officer shall forthwith act in accordance with the requirements of that Act in relation to their appointment.

### ***The Secretary***

- (r) The Secretary, through the Executive Officer of the Council Executive Committee shall ensure that:
  - (i) correspondence is dealt with including distributing correspondence or copies thereof to members of the Executive Committee or delegates as appropriate;
  - (ii) correspondence is prepared as required by the Council and the Executive Committee;
  - (iii) copies of all correspondence are kept for a period as determined by the Executive Committee;
  - (iv) notice is given in accordance with this Constitution, and any bylaws made under it, of any meetings of the Council or sponsored by the Council;
  - (v) in consultation with the President, the decisions of Policy Conference, General or Executive Committee Meetings of Council are implemented;
  - (vi) a register of affiliated bodies, their delegates and alternate delegates is maintained;
  - (vii) minutes are kept of Policy Conference, all General and Executive Committee and other formal meetings held in the name of the Council;

(viii) delegates of each affiliated body or associated body receives copies of the Minutes of all General Meetings before the next General Meeting.

### **The Treasurer**

- (s) The Treasurer shall, through the Council's employed staff:
- (i) ensure all moneys belonging to the Council are received and deposited into Council's accounts;
  - (ii) ensure all payments properly authorised in accordance with this Constitution and the By-laws of the Council are made;
  - (iii) ensure such books and accounts are kept as the ACT Government and/or the Executive Committee directs;
  - (iv) ensure that the books and accounts of the Council are audited at the end of each financial year of the Council;
  - (v) in consultation with the President and employees, develop and recommend an annual budget to Council;
  - (vi) furnish to the Executive Committee for presentation to the Annual General Meeting of the Council:
    - 1. a report on the financial position of the Council at the end of the financial year of the Council immediately preceding the Annual General meeting;
    - 2. a profit or loss statement of the Council for the financial year;
    - 3. a statement of the assets and liabilities (balance sheet) of the Council at the end of that financial year;
  - (vii) in consultation with the President implement decisions of Policy Conference, General Meeting or an Executive Committee meeting of the Council relating to Council finances; and
  - (viii) submit in writing to each regular meeting of the Council Executive Committee an outline statement of the Council's financial situation, including the profit & loss statement and balance sheet.

### **18. Secretariat**

- (a) Unless otherwise determined by the Council or the Executive Committee, the President shall direct and control staff employed by the Council, and may do so only in accordance with duties for which the employment was approved and as set down in the contract of employment.

- (b) Remuneration, hours of duty, and other conditions of employment shall be determined by the Executive Committee which shall have regard to the relevant Award.

## 19. Auditor

- (a) A suitably qualified person not being a delegate or alternate delegate to the Council, shall be appointed at the Annual General Meeting each year as the Auditor of the Council and that person shall carry out audits of the books and accounts of the Council as required by this Constitution and the Corporate Affairs Commission.
- (b) Where there is a vacancy in the office of the Auditor or where the Auditor is for any reason unable to perform the Auditors' duties the Executive Committee shall appoint another person to act as Auditor.
- (c) The Auditor shall be paid such fees as are determined at an Executive Committee meeting of the Council.
- (d) The Auditor shall, after receipt of the report and statement referred to in Clause 17(s)(vi) above, audit the financial vouchers, records and other relevant documents of the Council, and certify whether or not, in the Auditor's opinion, the financial statements are properly drawn up and present a true and fair view of the Council's affairs and operations.

## 20. Policy

- (a) Council Policy provides the framework within which Council representatives are to operate.
- (b) Council Policy may only be agreed at a duly called Policy Conference.
- (c) Executive shall call a Policy Conference each year.
  - (i) The Conference shall conduct a Policy Conference at least once each year.
  - (ii) The date, time and place of the Policy Conference shall be determined by the Executive Committee.
  - (iii) The Policy Conference shall not exceed two (2) days' duration.
  - (iv) At least two (2) months' notice of the time, date and place of the Policy Conference shall be given in writing to all affiliated bodies.
- (d) Council may agree upon interim policy at a General meeting provided that:
  - (i) at least two months notice of the motion to amend or propose new policy is given, in writing, to all affiliated bodies; and.

- (ii) interim policy be subject to ratification, amendment or rejection at the next policy conference.
- (e) A document detailing Council policy shall be made available to all affiliated bodies following each policy conference.

## **21. General Meetings**

### ***Annual General Meetings***

- (a) Annual General Meetings
  - (i) The Annual General Meeting of the Council shall be held in the month of November in lieu of the regular monthly meeting at such place and at such time as the Executive Committee determines.
  - (ii) The President shall present to each Annual General Meeting of the Council a written report outlining the activities and achievements of the Council during the year since the previous Annual General Meeting, and any other pertinent matters.
  - (iii) The Treasurer shall present to each Annual General Meeting of the Council in writing:
    1. The Treasurer's Report and Statements referred to in Clause 17(s)(vi) above; and
    2. the Auditor's certificate and report on the audit of the books, accounts, the above statements and the finances of the Council for the financial year preceding the Annual General meeting.
  - (iv) The agenda of the Annual General Meeting shall be:
    - Apologies
    - Minutes of previous Annual General Meeting
    - Matters arising there from
    - President's report (to be in writing)
    - Treasurer's report (to be in writing)
    - Election of office bearers and other Executive Committee members and representatives to external bodies.
    - Appointment of an Auditor and if appropriate fixing of audit fees
    - Urgent general business
    - Other items of which due notice has been given.

### ***Special General Meetings***

- (b) Special General meetings
  - (i) The Executive Committee shall call a Special General Meeting when not less than five financial affiliated bodies request such a meeting in a written notice, specifying the purpose(s), given to the Secretary.

- (ii) A Special General Meeting shall be held on a date not later than 28 days after the date on which the notice in (i) above was given to the Secretary.
- (iii) The Executive Committee shall notify all affiliated bodies of the date, place, time and purpose(s) fixed for the Special General Meeting.

### ***Other General Meetings***

- (c) Other General Meetings
  - (i) The Secretary shall convene a General Meeting of the Council at least twice every school term.
  - (ii) Subject to clause 22(c) (i) the Executive Committee may convene a meeting of the Council when it considers it necessary.

### ***Notice of Meetings***

- (d) Notice of Meetings
  - (i) The Secretary shall give to each affiliated body not less than 27 clear days notice of the time, date and place fixed for the holding of the Annual or any other general meetings, except Special or reconvened General Meetings.
  - (ii) The Secretary shall give ten (10) clear days, or less if agreed by twenty affiliated bodies, notice of the time, date, place and business to be transacted at a Special General Meeting.
  - (iii) At least fourteen clear days notice shall be given of a motion on notice at any General Meeting, except Special General Meetings. Motions can be moved from the floor in the course of any meeting, except those convened to hear an appeal against a disciplinary action.

### ***Conduct of Meetings***

- (e) Conduct of Meetings
  - (i) The President, or in his/her absence, one of the Vice-Presidents shall chair all Council and Executive Committee meetings unless the meeting decides that an alternative Chairperson shall assume that responsibility.
  - (ii) If at the expiry of half an hour after the time fixed for holding any General or Executive Committee meeting, a quorum is not present, the meeting shall stand adjourned to a date to be fixed by the Executive Committee, being not later than 21 clear days from the date set for the adjourned meeting. The Secretary shall then notify each affiliated body in the case of General Meetings, or each Executive member in the case of Executive Meetings, of the time, place and date of the adjourned meeting.



- (iii) If at a reconvened adjourned General or Executive Committee meeting, a quorum is not present within half an hour of the time for the holding of the meeting, the delegates present shall constitute a quorum.
- (iv) All general meetings shall be conducted in accordance with the Bylaws of the Council.

## **22. Quorum**

- (a) At any General Meeting and at Policy Conference, and subject to Clause 21(e) (iii) above, 1 delegate from each of at least 12 different affiliated bodies shall constitute a quorum.
- (b) At any meeting of the Executive Committee six members shall constitute a quorum provided two are office bearers, one of which is the President or a Vice President.
- (c) Any delegate accessing a General, Policy or Executive meeting via tele or video conferencing shall be deemed to be present for that meeting and count towards the quorum.

## **23. Voting at Meetings**

- (a) Each delegate at a General Meeting or Policy Conference, and each member of the Executive Committee at Executive Meetings is entitled to only one vote on each motion put to the meeting, irrespective of the number of affiliated bodies such delegate represents.
- (b) The Chairperson presiding at any meeting has a deliberative vote and does not have a casting vote.
- (c) In the event of an equality of votes, a motion shall be deemed to have been lost.
- (d) Voting shall be by those present and able to vote by a show of hands or by voice for those on teleconferencing, but if one third of delegates present so request, voting on any motion shall be conducted by secret ballot except for those on tele or video conferencing.

## **24. Elections**

- (a) The Executive Committee shall be elected from persons who are delegates or alternate delegates of affiliated bodies which are financial at the time of the elections.
- (b) Nominations for the Executive Committee shall be called for 14 clear days before the date of the election.
- (c) Nominations shall be in writing signed by a nominator and a seconder, both of whom must be delegates of an affiliated body financial at the date of nomination, accepted in

writing by the nominee, and be in the hands of the Secretary by the close of nominations. At the Annual General Meeting this will be half an hour after commencement of the meeting.

- (d) Where only sufficient, delegates are nominated to fill the respective vacancies those nominees shall be declared by the Chairperson or Returning Officer to be elected.
- (e) Where insufficient nominations are received to fill all vacancies, nominations shall be called for at the election meeting to fill the remaining vacancies. If nominations are still not forthcoming the Executive Committee may invite a person to fill any remaining vacancy or continue to call for nominations and elect a candidate when available.
- (f) If more than one nomination is received for a particular office or vacancy the delegates attending the meeting shall elect the required number of nominees by secret ballot.
- (g) Voting shall be by an optional preferential system to be decided by the Executive Committee.
- (h) During elections the chair shall be occupied by a delegate who is not a candidate in the election and is not affiliated with a school which has a candidate in the election.

## **25. Election of Representatives to Peak Committee(s)**

- (a) Only persons who are members of an affiliated body which is financial shall be eligible for election as a Council representative to a peak committee.
  - (i) Election of representatives to peak bodies will be conducted in the same manner as for Council's Executive Committee members in clause 24.
- (b) Where only sufficient delegates are nominated to fill the respective vacancies those nominees shall be declared by the Chairperson to be elected.
- (c) If insufficient nominations are received the Executive Committee may appoint a representative or representatives until the next Annual General Meeting of the Council.
- (d) Where a Council representative appointed to a peak committee is aware that he/she will be unable to attend three consecutive meetings of the committee and where arrangements for a peak committee permit, the Council may call for nominations from amongst its delegates to act as Council representative on the peak committee during any absence of the representative, the decision on the selection of a candidate shall be determined by a secret ballot at a General Meeting of the Council of which due notice has been given.
- (e) In case of casual vacancies Executive Committee is empowered to make interim appointments whilst the process outlined in this Clause proceeds.

## **26. Election of Council Representatives to Other Bodies**

Representatives to committees and bodies other than peak committees shall be nominated and selected at a General Meeting in the same manner as applies in respect of election to the Executive Committee.

## **27. By-Laws**

- (a) By-laws provide a convenient but durable form in which procedures and other matters relating to the operations of the Council may be set out.
- (b) The Executive Committee of the Council at a meeting properly convened and constituted may make By-laws and amendments thereto, not inconsistent with this Constitution, prescribing matters which by this Constitution are required or permitted to be required or which may be necessary or expedient for the conduct and management of the affairs of the Council. Such By-laws and amendments shall be notified to affiliated bodies as soon as practicable after being made and shall not become effective until 28 clear days after the date of posting of the new By-laws or amendments.

## **28. Postal Address**

For the purposes of this Constitution and for the carrying on of the business of the Council, the postal address of the Council shall for the time being be as determined by the Executive Committee and notified in the By-laws.

## **29. Administrative Office Address**

The Executive Committee shall determine and notify in the By-laws the address to be regarded as the Administrative Office of the Council, whenever that may be necessary.

## **30. Notifications**

All requirements of notification by the Council to its affiliated bodies shall be deemed to have been complied with if such is forwarded to the respective school or to an alternative address last notified to the Council in writing by an officer of the affiliated body or by email to the President or Secretary of the affiliated body

## **31. Relationship with Affiliates**

Nothing contained in this Constitution shall in any way prejudice or give the Council or its Executive Committee any power whatever to interfere with the right of any affiliated body to determine the conduct of its own affairs.

### **32. Custody of Books**

The records, books and other documents of the Council shall remain in the custody of the Council office.

### **33. Inspection of Books**

- (a) If a member of an affiliated association wishes to inspect the records, books and other documents of the association, they shall apply in writing to the Secretary
- (b) The Secretary shall facilitate the inspection of the books at Council's office.
- (c) Members of affiliated organisations cannot inspect records pertaining to confidential information provided to Council by the ACT or Commonwealth governments, their agencies, or public services.
- (d) Inspection of Council records shall be free of charge.

### **34. Public Statements**

Public Statements on behalf of the Council shall be made only by the President or his/her delegated nominee, provided that they, or their nominee has the previous agreement of at least two other members of the Executive Committee one of whom shall be a Vice President or the Secretary.

### **35. Dissolution of Council**

- (a) The Council shall not be dissolved except on the vote of delegates representing two-thirds of the Council's affiliated bodies present at a Special General Meeting called for that purpose.
- (b) The assets of the Council on winding up, will only be transferred to another not for profit organisation.

### **36. Seal of the Association**

- (a) The Seal of the Council as required under the Associations Incorporation Act shall be in the form of a stamp, inscribed with the name of Council encircling the word "Seal".
- (b) The Seal of the Council shall not be affixed to any instrument except by the authority of the Council at a General Meeting and the affixing thereof shall be attested by the signatures either of two members of the Executive Committee or of such other person as the Executive Committee may appoint for that purpose, and that attestation shall be sufficient for all purposes that the Seal, was affixed by authority of the Council.

- (c) The use of the Seal shall be recorded in the minutes of the proceedings of the authorising meeting.
- (d) The Seal shall remain in the custody of the Public Officer or his/her nominated delegate.

### **37. Amendment of this Constitution**

- (a) At least twenty seven (27) days' notice in writing must be given of any meeting at which proposals to amend this Constitution will be considered. The notification must include the full text of the proposed amendment and a statement of the reasons for and the background of the proposed changes.
- (b) This Constitution may be amended at any General Meeting of the Council upon the majority of seventy-five per cent of the delegates present, and entitled to vote.
- (c) An amendment to the objects and purposes of the Council shall not be effective until approved by the Registrar of Companies for the ACT.