

CONSTITUTION OF THE FEDERATION OF PARENTS AND CITIZENS ASSOCIATIONS OF NEW SOUTH WALES

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1. Definitions

In this Constitution, unless the contrary intention appears and subject always to the provisions of the Act:

- (a) **Act** means the *Parents and Citizens Associations Incorporation Act 1976*.
- (b) **Annual General Meeting** means an annual general meeting of the Federation held under clause 14.
- (c) **Board** means the board of management of the Federation.
- (d) **By-election** means an election of a Director held under clause 20(b).
- (e) **Candidate Profile** means a candidate profile in the form referred to in clause 19(n).
- (f) **Chief Executive Officer** or **CEO** means the person appointed as Chief Executive Officer of the Federation under clause 13.
- (g) **Citizen Member** means a member of a P&C Association who is not a Parent Member.
- (h) **Constitution** means this Constitution.
- (i) **Delegate** means a person elected within a Federation Electoral Area to attend and participate in the Annual General Meeting of the Federation in accordance with the Act and this Constitution.
- (j) **Department** means the Department of Education of New South Wales.
- (k) **Director** means any person holding office as a Director of the Federation and has the same meaning as councillor as defined in the Act. Any reference to a Director or Directors in this Constitution is a reference to a councillor or councillors as defined and used in the Act.
- (l) **Election** or **Elections of Directors** means an election of Directors held under clause 19.
- (m) **Electoral Commissioner** means the Electoral Commissioner of New South Wales appointed under the *Electoral Act 2017* and includes any person currently holding such office under the former *Parliamentary Electorates and Elections Act 1912*.
- (n) **Electorate** means an electorate as defined in clause 21.
- (o) **Federation** means the Federation of Parents and Citizens Associations of New South Wales constituted under the Act.
- (p) **Governance Standard 5** means Governance Standard 5 as more particularly set out in Regulation 45.25 of the *Australian Charities and Not for Profits Regulation 2013* (Cth).
- (q) **Government School** means a government school established under the *Education Act 1990*.
- (r) **Member** or **Member P&C Association** means a P&C Association which is a member of the Federation in accordance with the provisions of clause 7.
- (s) **Membership Year** means the period from 1 August to 31 July in the following year.
- (t) **Minister** means the Minister administering the Act from time to time.
- (u) **Notice of Election** means a notice of election of a Director to the Board sent to Members of each Electorate under clauses 19(l) and 19(s).
- (v) **Officer** means the President, Secretary or Vice President, **Officers** means all of them and **Office** has a corresponding meaning.
- (w) **Optional Preferential Voting** means the voting method described in Schedule 4 to the

Local Government (General) Regulation 2005, with one candidate to be elected to each position.

- (x) **Parent** of a student includes a guardian or other person having the custody or care of the student.
- (y) **Parent Member** means a person who is a member of a P&C Association and who is a parent, a guardian or other person having the custody or care of a child attending a Government School.
- (z) **P&C Association** means a parents and citizens association constituted under the *Education Act 1990*.
- (aa) **Policies** or **Policies of the Federation** means policies or policy positions of the Federation which concern matters and issues relating to the education and welfare of students in Government Schools and are of kind published on its website under the heading "P&C Federation Policy Position" but which do not include "policies" of the kind adopted by the Board or the Federation which relate to or concern the governance, management or administration of the Federation.
- (bb) **President** means the person elected as president of the Federation under clause 9.
- (cc) **President of a P&C Association** means a Parent Member or Citizen Member who is elected as president of a P&C Association or, alternatively, a Parent Member or Citizen Member who is appointed or elected to act as president of a P&C Association for the purpose of clause 19 or clause 20.
- (dd) **Principal** means the principal of a Government School and includes a person acting or relieving in that position.
- (ee) **Registered Company Auditor** means a person registered as an auditor under Part 9.2 of the *Corporations Act 2001* (Cth).
- (ff) **Registered Entity** means an entity that is registered under the *Australian Charities and Not-for-profits Commission Act 2021* (Cth)
- (gg) **Regulations** means regulations made under the Act.
- (hh) **Responsible Entity** has the meaning given by section 205-30 of the *Australian Charities and Not-for-profits Commission Act 2013* (Cth)
- (ii) **Returning Officer** means the returning officer appointed to carry out any election of the Federation.
- (jj) **Roll** or **Roll of Members** means an electoral roll of P&C Associations as described in clause 19(j).
- (kk) **School Day** means any day other than a Saturday, a Sunday or a day that is a holiday for Government Schools.
- (ll) **Secretary** means the person elected as secretary of the Federation under clause 9.
- (mm) **Secretary of the Department** means the person who is the head of the Department.
- (nn) **Secretary of a P&C Association** means a Parent Member or Citizen Member who is elected as secretary of a P&C Association or, alternatively, a Parent Member or Citizen Member who is appointed or elected to act as secretary of a P&C Association for the purpose of clause 19 or clause 20.
- (oo) **Term 3** and **Term 4** mean, respectively, the third and fourth terms of the school year as prescribed by the Department for Government Schools.
- (pp) **Vice President** means the person elected as vice president of the Federation under clause 9.

2. Interpretation

In this Constitution:

- (a) words importing the singular include the plural;
- (b) words importing one gender include each other gender;
- (c) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (d) a reference to an Act of Parliament includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

3. Name of the Corporation

The name of the corporation is the Federation of Parents and Citizens Associations of New South Wales.

4. Not-for-profit organisation

The Federation is a not-for-profit organisation which has been established as and will continue to be a charity.

5. Objects and Powers

- (a) The objects of the Federation are:
 - (i) to promote public education and to facilitate community involvement in public education;
 - (ii) to work in the interests of students and parents of students in NSW Government Schools;
 - (iii) to co-operate with the Department and community organisations having an interest in public education, in relation to the matters involving public education;
 - (iv) to assist P&C Associations in carrying out their functions and activities;
 - (v) to assist in the organisation of P&C Associations;
 - (vi) to assist P&C Associations in their organisation and administration and in such circumstances and in such manner as may seem proper to the Federation but not otherwise to direct individual P&C Associations or their officers;
 - (vii) to establish and expend funds both for the general conduct of the Federation and to enable the Federation to carry out its aims and objectives; and
 - (viii) to remain non-sectarian and non-party-political in the pursuit of the objects set out above.
- (b) The funds of the Federation will be applied to further the objects of the Federation at such time and in such manner as the Board may determine.

- (c) The income and property of the Federation, however derived, will be applied solely towards the promotion of the objects of the Federation and no portion of such income or property will be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to any person.
- (d) Nothing in clause 5 will prevent the payment in good faith of the:
 - (i) reimbursement of any approved expenses of any Director; and
 - (ii) remuneration and reimbursement of approved expenses of the employees of the Federation.Directors will not otherwise be entitled to be paid any remuneration by the Federation.
- (e) Subject to clause 4, the Federation has the powers of an individual but any such powers can only be used to carry out the objects set out in this clause 5.

6. Policies

- (a) The Policies of the Federation may be initiated, developed and put into effect by the Board at any time and may also be submitted to the Annual General Meeting for its approval.
- (b) The Board may add to Policies of the Federation which have been approved by an Annual General Meeting between Annual General Meetings but will not do so if any such additions or changes are expressly contrary to a resolution passed at an Annual General Meeting or to a direction given to the Board at any Annual General Meeting.
- (c) The Federation will publish its Policies on its website.

7. Affiliation and Membership

- (a) Each P&C Association becomes or continues as a Member by paying the stipulated affiliation fee to the Federation, unless the Board considers there are special circumstances in respect of a P&C Association and resolves to admit the P&C Association as a Member on a basis other than payment of the stipulated affiliation fee.
- (b) All affiliation fees are payable annually and are due and payable by 1 August of each year.
- (c) A P&C Association that becomes or continues as a Member for a nominated Membership Year, in accordance with clause 7(a), becomes a Member for the period commencing on a date which is the later of:
 - (i) the date payment of its fee is received by the Federation; and
 - (ii) the date the Federation resolves to admit the P&C Association as a Member on a basis other than payment of the stipulated affiliation fee; and
 - (iii) 1 August,and ending on 31 July.
- (d) The affiliation fees payable to the Federation shall be determined by the Board, and in the ordinary course may be amended from Membership Year to Membership Year.

8. Board

- (a) The Board comprises the Directors.
- (b) The Board is responsible for overseeing and directing the activities of the Federation in accordance with the objects set out in clause 5. In exercising its powers the Directors may use and exercise all the powers of the Federation except for powers that, under the Act or this Constitution, may only be used or exercised by Members at an Annual General Meeting.
- (c) Unless this Constitution or the Act provides otherwise, the Board may delegate any of its powers and functions to a committee, a Director, an employee of the Federation (including the CEO) as more particularly set out in clause 13 or any other person. Despite such delegation the Board will remain responsible for the exercise of such powers or functions as if those powers or functions had been exercised by the Board itself.
- (d) Without limiting the operation of clause 8(b) the Board's functions and powers are:
 - (i) to oversee and direct the activities and operations of the Federation;
 - (ii) to advise the Department and other entities about the Federation's views on matters relating to public education;
 - (iii) to liaise with national (and other interested organisations on matters relating to public education;
 - (iv) to implement decisions of the Federation made at an Annual General Meeting;
 - (v) to put into effect Policies of the Federation and to amend or add to such Policies from time to time in accordance with clause 6(b);
 - (vi) to determine and put into effect policies for the governance, administration and management of the Federation; and
 - (vii) generally to pursue, fulfil and put into effect the objects set out in clause 5.
- (e) Directors must comply with their individual and collective duties as directors at law and in equity and under applicable legislation including under Governance Standard 5, which duties include:
 - (i) in the exercise of their individual powers and the discharge of their individual duties, to act with the degree of care and diligence that would be expected of a reasonable person if she or he were a Director.
 - (ii) to act honestly and fairly in the best interests of the Federation;
 - (iii) to act for proper purposes;
 - (iv) not to misuse their position or positions as Directors;
 - (v) not to misuse information they gain in their role as Directors;
 - (vi) to disclose any perceived or actual material conflicts of interests;
 - (vii) to ensure that the financial affairs of the Federation are managed responsibly; and
 - (viii) not to allow the Federation to operate while it is insolvent.
- (f) Each Director is eligible to be reimbursed for all reasonable costs they incur in connection with approved activities of the Federation, in accordance with rates and policies determined by the Board from time to time.

9. Officers of the Federation

- (a) The Board will elect as Officers of the Federation one Director as President, one Director as Secretary and one Director as Vice President.
- (b) The election of Officers will take place at the first meeting of the Board on or after 1 November each year.

Term and duration

- (c) An Officer holds office on the terms provided for in the Act and in this Constitution.
- (d) An Officer holds office from their election until the earlier of:
 - (i) the day the position of an Officer becomes vacant for any reason;
 - (ii) the day all Directors are next elected under clause 19; and
 - (iii) the day new Officers are elected under clause 9(a) and (b).
- (e) A Director may be elected as an Officer more than once but can only hold one position as an Officer at a time.

Vacancy in Officer positions

- (f) A vacancy will occur in the office of President, Secretary or Vice President if such Officer:
 - (i) ceases to be a Director for any reason;
 - (ii) is removed from office by majority vote of the Board; or
 - (iii) resigns the office by instrument in writing addressed to the Board.
- (g) The Board may remove the President, Secretary or Vice President from office at a meeting of the Board if written notice of the resolution to remove the Officer from office has been given to the Officer concerned and each other Director at least one month before the meeting is held.
- (h) If a vacancy occurs in the office of President, Secretary or Vice President (other than by expiration of the term of office), then until the vacancy is filled:
 - (i) in the case of a vacancy in the office of President, the functions and role of the President will be performed by the Vice President;
 - (ii) In the case of a vacancy in the office of Secretary, the functions and role of the Secretary will be performed by the Vice President; and
 - (iii) In the case of a vacancy in the office of Vice President, the functions and role of the Vice President will be performed by the Secretary.
- (i) If a vacancy occurs in the position of President, Secretary or Vice President (other than on the expiration of the term of Office), the Board will hold an election as soon as is practicable to fill the vacancy in that position, unless:
 - (i) after calling for nominations, there is no candidate among the Directors, to fill the vacancy, in which case the Board may resolve to leave the vacancy unfilled until the Board decides otherwise; or
 - (ii) the vacancy arises after the calling for nominations for an Election for a new Board, in which case the Board may resolve to leave the vacancy unfilled until after the completion of that Election.

- (j) A Director appointed to fill a vacancy under clause 9(i) holds that office during the unexpired term of that vacated office.

10. Reserved for future use

11. Meetings and decisions of the Board

- (a) The procedure for the calling of meetings of the Board and for the conduct of business at those meetings is, subject to the provisions of the Act and this Constitution, to be as determined by the Board.
- (b) A meeting of the Board will be held at least once every two months.
- (c) The quorum for a meeting of the Board is a majority of its members.
- (d) Written notice of a Board meeting must be given to each Director at least 48 hours (or such other period as may be unanimously agreed by the Directors) before the time appointed for holding of the meeting, with such notice to be provided by:
 - (i) the Secretary;
 - (ii) the President; or
 - (iii) a person approved by the Board to issue notices of such meetings.
- (e) The notice of the meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.
- (f) If a quorum of a meeting of the Board is not present within half an hour after the time appointed for the meeting (or such longer and reasonable period of time as the Directors then present allow), the meeting will be adjourned to the date, time and place the Directors then present specify or if they do not specify such details to the same day in the next week at the same time and place. If at a meeting so resumed under this clause 11(f) a quorum is not present the procedure above may be repeated once more, failing which the meeting must be dissolved.
- (g) The President or, in the President's absence or at the President's request, the Vice-President, will preside at the meeting.
- (h) If the President and the Vice-President are unavailable, another Director who is present and elected by the Directors present will preside at the meeting.
- (i) A meeting of the Board may be held where one or more of its members are not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

Decisions of the Board

- (j) A decision, supported by the majority of votes cast at a meeting of the Board, is a decision of the Federation other than to the extent that the decision is inconsistent with the provisions of the Constitution, any legislation affecting the operation of the Federation or a decision or Policy of the Federation made at its Annual General Meeting.
- (k) The person presiding at a Board meeting has a deliberative vote. In the event of a tied vote, the person presiding does not have a deciding or casting vote. Should the

Act provide for the person presiding to have a deciding or casting vote, the presiding person will exercise that deciding or casting vote in a manner which ensures that the motion is not carried and the effect will be as though the motion had not been moved.

- (l) In the event of a tied vote on any motion voted upon by the Board, the motion will be declared as being not carried and the effect will be as though the motion had not been moved.
- (m) Proxy voting by Directors is not permitted at Board meetings or on circulation of a resolution.

Transaction of business outside meetings

- (n) The Board may transact any of its business by the circulation of papers among all the members of the Board and a resolution in writing, however circulated including by email or electronically, approved by a majority of Board members is taken to be a decision of the Board.

12. Committees of the Board

- (a) The Board may elect from within itself such committees as it considers necessary for the proper functioning of the Federation.
- (b) The responsibilities, composition (including the participation of third parties), terms of reference and governance of any committees of the Board will be as determined by the Board.

The Executive Committee and its responsibilities

- (c) The Federation shall have an Executive Committee.
- (d) The Executive Committee is to consist of not more than seven members of the Board.
- (e) Membership of the Executive Committee is a prerequisite for nomination and election as President, Vice President or Secretary of the Federation.
- (f) The Executive Committee is responsible for the day to day management of the Federation and other activities to the extent and in the manner specified by the Board.

Electing the Executive Committee

- (g) A new Executive Committee is to be formed at the first meeting of the Board after the end of an election of Directors under clause 19. If there are more than seven nominations for membership of the new Executive Committee an election will be held to elect seven Directors to the Executive Committee. The election will be conducted using preferential voting with the requirement that each Director voting must number all candidates in preference order. The process for declaring candidates elected is:
 - (i) Votes will be counted and preferences allocated, in line with normal preferential voting processes, until a candidate has a majority of the votes cast. That candidate is declared elected.
 - (ii) Step (i) is repeated to elect candidates to each of the remaining Executive Committee positions, but each counting iteration ignores any preferences for the candidate(s) already elected.

- (iii) If the votes are tied at any point a draw of the names of the tied candidates will be conducted to determine the candidate continuing forward in the ballot.
- (iv) The Board shall appoint:
 - (i) one of its members who is also an elected member of the Executive Committee as president of the Executive Committee; and
 - (ii) another of its members who is also an elected member of the Executive Committee as secretary of the Executive Committee.
- (v) Any Officer of the Federation can also hold office as president or secretary of the Executive Committee.

Executive Committee term of office and vacancies

- (h) Executive Committee members continue in office until Directors are next elected under clause 19 or they cease to be a member of the Executive Committee in accordance with clause 12(i).
- (i) A Director ceases to be a member of the Executive Committee and a vacancy in the Executive Committee occurs if a Director who is a member of the Executive Committee:
 - (i) ceases to be a Director for any reason;
 - (ii) is removed from office by majority vote of the Board; or
 - (iii) resigns the office by instrument in writing addressed to the Board.
- (j) The Board may remove a Director from the Executive Committee at a meeting of the Board if written notice of the resolution to remove the Director from the Executive Committee has been given to the Director concerned and each other Director at least one month before the meeting is held.
- (k) If a vacancy or vacancies arise in the membership of the Executive Committee an election is to be held to fill the vacancy or vacancies. The election process will be the same as that described in clause 12(g) as modified to elect Directors to the number of vacancies. Directors elected to fill a vacancy in the Executive Committee hold office in accordance with clauses 12(h) and 12(i).

Meetings of the Executive Committee

- (l) The Executive Committee is to meet as often as required to carry out its responsibilities.
- (m) A quorum for a meeting of the Executive Committee is a majority of its members.
- (n) Procedures for the calling of meetings of the Executive Committee and procedures for the conduct of meetings of the Executive Committee shall be as decided by the Board.
- (o) Executive Committee meetings shall be open to all Directors, with Directors who are not members of the Executive Committee attending as observers and at their own expense, except that the meeting can be closed to attendance by observers by the decision of the person presiding at the meeting. The grounds on which part of the meeting is closed must be stated in the decision to close that part of the meeting and must be recorded in the minutes of the meeting.
- (p) A decision, supported by the majority of votes cast at a meeting of the Executive Committee, is a decision of the Federation other than to the extent that the decision is inconsistent with decisions of the Board, the provisions of the Constitution, any

legislation affecting the operation of the Federation or a decision or Policy of the Federation made at its Annual General Meeting.

13. Staff of the Federation

- (a) The Board is responsible for determining the operational structure of the Federation, including determining responsibilities for supervision and employment of staff, for the provision of advice and assistance to the Board and for the implementation of all Policies of the Federation.
- (b) The employment of staff by the Federation is subject to agreement of the Board.
- (c) The Board may appoint a person (other than a Director) to be Chief Executive Officer of the Federation.
- (d) The Board may (subject to clause 13(e) and the provisions of any contract between the Chief Executive Officer and the Federation):
 - (i) define the Chief Executive Officer's powers, fix their remuneration and duties and from time to time vary any of the powers conferred on that person; and
 - (ii) revoke that person's appointment as Chief Executive Officer and appoint another person to that position.
- (e) The Board may delegate to the Chief Executive Officer the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of the Federation. Such delegation may include the power and responsibility to:
 - (i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
 - (ii) manage the financial and other reporting systems of the Federation;
 - (iii) approve and incur expenditure subject to specified expenditure limits; and
 - (iv) delegate their powers and responsibilities to other employees of the Federation.

14. Annual General Meeting

- (a) An Annual General Meeting of the Federation will be held in April each year at a place and time determined by the Executive Committee.
- (b) Each Annual General Meeting will among other things be convened for the purpose of approving the Policies of the Federation and to decide matters relating to the implementation of the Policies of the Federation and other activities conducted by the Federation.

Notice and agenda of meeting

- (c) The Federation must give each Director and Delegate no less than two months' notice in writing of the holding of an Annual General Meeting. The procedure for the calling of an Annual General Meeting is, subject to the provisions of the Act and this Constitution, to be determined by the Executive Committee.
- (d) The agenda for an Annual General Meeting is set by the Executive Committee.
- (e) The Executive Committee will determine the motions, and their wording, that are to be included in the agenda of an Annual General Meeting.

Attendance and conduct of business

- (f) The following persons are eligible to attend the Annual General Meeting:
 - (i) Directors;
 - (ii) Delegates;
 - (iii) the Chief Executive Officer;
 - (iv) the Federation's auditor; and
 - (v) other persons determined by the Executive Committee.
- (g) The Executive Committee may, in addition to any main physical venue for an Annual General Meeting, provide and allow additional locations at which and the means by which attendees of the Annual General Meeting may be present provided that such venues and means permit attendees to participate effectively in the conduct of the Annual General Meeting, whether by means of telephone, videoconference or other form of communication. Any attendee participating in an Annual General Meeting while at any of these other locations or by such means are deemed to be present at the Annual General Meeting.
- (h) The Executive Committee may allow other persons to be observers at an Annual General Meeting, either through physical attendance at an Annual General Meeting venue or through some form of electronic communication.
- (i) The quorum for an Annual General Meeting is a majority of the Directors and Delegates.
- (j) The procedures for the conduct of business at an Annual General Meeting, including with respect to voting, is, subject to the provisions of the Act and this Constitution, to be determined by the Executive Committee.

Presiding Person

- (k) The person to preside at the Annual General Meeting will be:
 - (i) the President; or
 - (ii) in the absence or at the request of the President, a meeting attendee elected by the Directors and Delegates present.
- (l) The person presiding continues to have the same voting rights, if any, that person would have had if they had not been the presiding person.
- (m) If there is a tied vote, the person presiding does not have a second or deciding vote. Should the Act provide for the person presiding to have a deciding or casting vote, the presiding person will exercise that deciding or casting vote in a manner which ensures that the motion is not carried and the effect will be as though the motion had not been moved.

Voting and Decisions

- (n) At an Annual General Meeting only Directors and Delegates may vote on a motion.
- (o) A decision supported by a majority of the votes cast at an Annual General Meeting at which a quorum is present is a decision of the Federation other than to the extent that the decision is inconsistent with the provisions of the Constitution, the Act or any legislation affecting the operation of the Federation.

Minutes

- (p) Minutes of an Annual General Meeting will be approved by the Board by no later than the second Board meeting following the Annual General Meeting. Minutes of an Annual General Meeting will be made available on the Federation's website within two weeks of their being approved by the Board.

15. Finance and Execution of Documents

- (a) The financial year of the Federation is the period from 1 January to 31 December unless the Board resolves otherwise.
- (b) The Federation will have authority and power to borrow such sums of money on such terms and subject to such security as may be required for any lawful purpose.
- (c) The Federation may execute a document without using its seal if the document is signed by the President and the Vice President or the President and the Secretary.
- (d) The Federation may execute a document with its seal if the seal is affixed to the document and the fixing of the seal is witnessed by at least two Directors one of whom must be the President or the Vice President.
- (e) The Federation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with clause 15(c) or 15(d).
- (f) This clause 15 does not limit the ways in which the Federation may execute a document, including a deed.
- (g) This clause 15 does not authorise the Federation to execute a document contrary to this Constitution.

16. Audit

A Registered Company Auditor will be appointed by the Annual General Meeting as auditor of the Federation for each financial year. The Federation's books of account and financial records will be examined by the auditor and the auditor will report thereon to the following Annual General Meeting.

17. Amendment of Constitution

This Constitution may be amended only by the approval of a three quarters majority of the Board voting at a meeting of the Board which is convened and held in accordance with the provisions of section 10 of the Act.

18. Personal Liability

A matter or thing done or omitted to be done by the Board, a member of the Board or a person acting under the direction of the Board does not, if the matter or thing was done or omitted to be done in good faith for the purpose of executing any function of the Federation under the Act or this Constitution, subject that person personally to any action, liability, claim or demand.

19. Election of Directors and Delegates

- (a) One Director and two Delegates are to be elected for each Electorate.
- (b) An Election is constituted by the simultaneous carrying out of an election for each Electorate, irrespective of whether or not a Director and/or Delegates are elected in each and every Electorate.
- (c) An Election of Directors and Delegates must occur every two years.
- (d) The following eligibility rules apply to each candidate who seeks to be elected as a Director or Delegate:
 - (i) as at the date of their nomination, a candidate must be a Parent of a student enrolled at a Government School in the Electorate for which they are nominating their candidacy;
 - (ii) as at the date of their nomination, a candidate must be a member of a Member P&C Association within that Electorate;
 - (iii) as at the date of their nomination, a candidate must not be an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (iv) as at the date of their nomination, a candidate must not be prohibited from managing a corporation under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth);
 - (v) as at the date of their nomination, a candidate must not have been disqualified by the Commissioner of the Australian Charities and Not-for-profits Commission, at any time in the previous 12 months, from being a Responsible Entity of a Registered Entity under subsection (4) of Regulation 45.20 of the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth);
 - (vi) a candidate must not have been convicted of any offence involving fraud or dishonesty for which the maximum penalty or conviction is imprisonment for not less than three months or any other offence for which the maximum penalty on conviction is imprisonment for not less than 12 months; and
 - (vii) a candidate must not have been convicted of any offence under the *Child Protection (Working with Children) Act 2012* including any offence specified in Schedule 2 (Disqualifying Offences) to that Act.

Conduct of Elections

- (e) Before each election of Directors and Delegates the Board will decide whether the voting process will be conducted by electronic voting or by use of paper ballots.
- (f) All Members in each Electorate may participate in voting for election of the Director and Delegates for their respective Electorate in accordance with this Constitution.
- (g) Elections are to be held in accordance with the provisions of this Constitution and the Act.

Returning Officer Arrangements

- (h) The Federation must appoint a Returning Officer and come to an agreement with that Returning Officer as to the conduct and carrying out of the Election. The Federation may choose the Returning Officer and, if the Federation does not choose the Returning Officer, the Returning Officer will be the Electoral Commissioner. The Returning Officer, however chosen, must be independent of:
 - (i) the Federation;

- (ii) any of the Federation's current employees;
 - (iii) any current Director or Delegate of the Federation; and
 - (iv) any Director or Delegate who held office as a Director or Delegate within a period two years before the time of appointment of the Returning Officer.
- (i) Any person or organisation conducting the election process, under the direction of the Returning Officer, must also be independent of:
- (i) the Federation;
 - (ii) any of the Federation's current employees;
 - (iii) any current Director or Delegate of the Federation; and
 - (iv) any Director or Delegate who held office as a Director or Delegate within a period two years before the time of appointment of the Returning Officer.

Calling of Election

- (j) The Federation will provide the Returning Officer with a Roll of Members and associated information required by the Returning Officer for the conduct of the Election of Directors and Delegates. Subject to agreement with the Returning Officer, updates to the Roll and associated information may be supplied to the Returning Officer up to two weeks before the close of voting.
- (k) The names of Members included on the Roll for each Electorate will be published on the Federation's website no later than one week after the Roll is first provided to the Returning Officer. Any change to the names of Members listed on the Roll will also be published on the Federation's website no later than one week after the revised Roll is provided to the Returning Officer.
- (l) The Returning Officer will issue a Notice of Election to each Member, indicating that one Director and two Delegates are to be elected in each Electorate. This Notice of Election must invite candidates to nominate for election and identify the opening and closing date for candidate nominations.

Candidate Nomination for Election

- (m) A valid nomination for a candidate for Director and/or Delegate must include a statutory declaration by the candidate that as at the date of nomination:
- (i) they are a Parent of a student enrolled at a Government School in the Electorate for which they are nominating their candidacy;
 - (ii) they are a member of a Member P&C Association within the Electorate for which they are nominating their candidacy; and
 - (iii) the information provided on the nomination form and Candidate Profile is true and accurate and not misleading.

On the nomination form:

- a. the Principal of the Government School referred to in clause 19(m)(i) will sign to verify, to the best of their knowledge, the eligibility requirements as outlined in clause 19(d)(i) are satisfied; and
- b. the President of the Member P&C Association (or person designated in clause 19(ee) where the President of the P&C Association is a candidate) referred to in clause 19(d)(ii) will sign to verify, to the best of their knowledge, the eligibility requirements as outlined in clause 19(d)(ii) are satisfied.

- (n) Candidates may provide a Candidate Profile in the form specified by the Federation. The Candidate Profile must identify the P&C Association(s) of which the candidate is a member and may include, at the candidate's discretion:
 - (i) a portrait photograph of the candidate, and of only the candidate, of a size or electronic format suitable for inclusion in the space provided for such a photo in the Candidate Profile; and/or
 - (ii) a statement in English (of up to a maximum number of words specified by the Federation) by the candidate in support of their candidacy, provided that this statement does not make reference to any other person in a way that allows the other person to be identified.
- (o) A nomination must be lodged with the Returning Officer by no later than midday on the day of the close of nominations.
- (p) A candidate can only withdraw their nomination in writing. The signed withdrawal must be received by the Returning Officer before the close of nominations. The withdrawal can be submitted by email provided that the candidate's signature is included in the email or an attached document.
- (q) A candidate can nominate for the position of Director and/or Delegate in one Electorate. A candidate cannot simultaneously nominate for or represent more than one Electorate nor simultaneously be both a Director and Delegate.
- (r) Each candidate can appoint no more than one scrutineer.

Procedure for Election

- (s) In the year of an Election, the candidate nomination period will begin three weeks before the end of Term 3, with the Notice of Election being issued in the week before the opening of the candidate nomination period.
- (t) The candidate nomination period will end on the last School Day of the second last week of Term 3.
- (u) The Returning Officer must, within three business days after the date for closing of nominations, provide the Federation with details of the candidates and their supporting material. If there is only one Director nominee for an Electorate, that nominee is declared to be the occupant of the Director position if the Returning Officer accepts the nomination was duly made. If there is more than one Director nominee for an Electorate, an election is to take place. If there are fewer than three Delegate nominees for an Electorate, disregarding any Delegate nominee who has been declared to be the occupant of the Director position for that Electorate, the Delegate nominee(s), if any, are declared to be the occupant of the Delegate position(s) for the Electorate. If there are three or more Delegate nominees for an Electorate, after disregarding any Delegate nominee who has been declared to be the occupant of the Director position for the Electorate, an election is to take place.
- (v) The Federation will publish a list of candidates on its website once advised by the Returning Officer that the nominations have been accepted as duly made.
- (w) Candidate Profiles may be published on the Federation's website after the close of nominations. The Federation alone will determine whether to publish a Candidate Profile, but such publication will not be unreasonably withheld.
- (x) The method by which Members are advised of how Members may record their votes will be agreed by the Federation with the Returning Officer in accordance with this Constitution.
- (y) A candidate's surname and one given name will be listed on the ballot. Candidates are:

- (i) permitted an initial standing for that given name;
 - (ii) permitted a commonly accepted variation of the given name including an abbreviation or truncation;
 - (iii) permitted a commonly used other name specific to the candidate by which the candidate is usually identified; and
 - (iv) not permitted to use any titles, qualifications or awards or abbreviations thereof, such as Doctor, Justice of the Peace or Medal of the Order of Australia.
- (z) Voting instructions and associated information will be emailed or posted to Members during the school holiday occurring between Term 3 and Term 4 at the earliest practical time following the close of candidate nominations.
- (aa) The opening of the voting period will be the first day following the sending of voting instructions and associated information to Members.
- (bb) The voting period will close and no more votes will be accepted after the last School Day of week 6 of Term 4.

Voting by Member P&C Associations

- (cc) Each Member P&C Association will conduct a vote at a meeting of that P&C Association to determine the candidates for whom that Member P&C Association will vote and the preference order. Only Parent Members of the P&C Association may vote in respect of its determination of the candidates for whom that Member P&C Association votes.
- (dd) The President of a P&C Association, except where the President is a candidate for election as a Director and/or Delegate, will complete the ballot for that P&C Association in accordance with the decision of that P&C Association as determined under clause 19(cc).
- (ee) If the President of a P&C Association is a candidate for election as a Director and/or Delegate, the Secretary of the P&C Association (or another Parent Member or Citizen Member nominated by the P&C Association) will act for the purposes of clause 19(dd) and clause 19(m) in substitution for the President of the P&C Association.

Method of voting

- (ff) (i) The method of voting is to be the 'first past the post' method. That is, the candidate or candidates with the most votes is or are taken to be elected.
- (ii) For the election of a Director, each Member shall record its vote by placing the number 1 against the name of the candidate for whom the Member wishes to vote.
- (iii) For the election of two Delegates:
- a. Each Member shall record its vote by placing the numbers 1 and 2 against the names of the two candidates for whom the Member wishes to vote.
 - b. Each Member shall place the number 3 against an additional candidate for Delegate where one or more candidates have nominated as both Director and Delegate.
 - c. The vote for the additional candidate will only be considered if one Delegate candidate for whom the Member voted is elected as Director and thus becomes ineligible for election as a Delegate.

Informal ballots

- (gg) A ballot of a Member at an Election is informal if the elector has failed to record a vote on it in the manner directed.
- (hh) Despite clause 19(gg), a ballot of a Member at an Election will be accepted as formal to the extent possible and consequently counted if the voting intention of the Member is clear, and as informal only to the extent the voting intention of the Member is unclear.
- (ii) The decision of the Returning Officer as to the allowance or disallowance or the acceptance or rejection of any ballot is final.

Counting Votes and Declaration of Poll

- (jj) Any votes received after the closing date for receipt of votes will not be admitted to the count.
- (kk) The Returning Officer will declare the results of the Election as soon as is practical after the close of voting.
- (ll) The Returning Officer must at the conclusion of the declaration of the election provide to the Federation a copy of the determination of the Returning Officer as to how the votes were cast for each candidate for each position.

Recount

- (mm) A candidate may request a recount of the ballot used in the Electorate for which the candidate was nominated subject to the following requirements-
 - (i) the request must be in writing;
 - (ii) must be signed by the candidate;
 - (iii) must clearly set out the reasons a recount is sought and also clearly state any alleged irregularities; and
 - (iv) must be lodged with the Returning Officer within 48 hours after the result of the count has been published.
- (nn) Following the receipt of the request for a recount, the Returning Officer will determine whether or not a recount will be granted. The Returning Officer will not grant a recount if there is no compelling evidence of irregularity.
- (oo) If the Returning Officer deems a recount is necessary, it will be conducted as soon as practicable following the original count.
- (pp) The Returning Officer is to determine whether the cost of any recount is to be paid by the candidate. If the recount results in an alteration in the candidate who is elected the Federation will pay the cost of any recount.

Validity of Elections

- (qq) An Election is not invalid only because:
 - (i) there was a formal defect or error in or relating to the election, if the election was held substantially in accordance with this Constitution;
 - (ii) there was a defect in the appointment of the Returning Officer; or
 - (iii) the time for closing the poll was extended with the approval of the Returning Officer conducting the Election.

Security of election materials

- (rr) The Returning Officer must after the declaration of the poll ensure that all copies of the Roll, nomination papers, ballots, and any other papers and material that were used in the Election, whether in printed or electronic form, are kept securely until the latest of the following:
- (i) the period of 18 months after the day of the count being published has expired; and
 - (ii) if proceedings in a court or tribunal relating to the election have been commenced within the period specified in clause 19(rr)(i), when the proceedings have been finally determined and there are no further rights of appeal.
- This subclause 19(rr) does not extend to those materials required to be provided to the Federation pursuant to clauses 19(kk) and 19(ll).
- (ss) A person must not remove or disclose any election materials unless authorised to do so by the Returning Officer or required or authorised to do so by or under direction of a court.
- (tt) On the expiry of the Returning Officer's obligations they may cause the election materials to be destroyed.

Term of Office

- (uu) A Director or Delegate holds office until the day Directors and Delegates are next elected under this clause 19, unless that Director's or Delegate's office becomes vacant.
- (vv) A person's term of office as a Director or Delegate does not end merely because the Director or Delegate ceases to be person meeting the requirements specified in clauses 19(d)(i) and 19(d)(ii).
- (ww) A person is entitled to stand for re-election as a Director or Delegate if they meet the requirements under clause 19 at the time they seek re-election.

20. Director and Delegate Vacancies

- (a) A vacancy will occur in the position of a Director or Delegate if:
- (i) the Director or Delegate dies; or
 - (ii) the Director or Delegate resigns from being a Director or Delegate by instrument in writing addressed to the Federation; or
 - (iii) the Director or Delegate is or becomes a mentally incapacitated person; or
 - (iv) the Director or Delegate was not eligible to be elected as a Director or Delegate; or
 - (v) the Director or Delegate is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001*(Cth); or
 - (vi) the Director or Delegate is or becomes prohibited from managing a corporation under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth); or
 - (vii) the Director or Delegate is or becomes disqualified by the Commissioner of the Australian Charities and Not-for-profits Commission, at any time during the previous 12 months, from being a Responsible Entity of a Registered Entity under subsection (4) of Regulation 45.20 of the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth); or

- (viii) the Director is absent, without the consent of the Board, from 3 consecutive meetings of the Board; or
 - (ix) the Director or Delegate is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (x) the Director or Delegate is convicted of an offence for which the maximum penalty on conviction is imprisonment for no less than 12 months; or
 - (xi) the Director or Delegate is convicted of an offence under the *Child Protection (Working with Children) Act 2012* including any offence specified in Schedule 2 (Disqualifying offences) to that Act; or
 - (xii) at an Election or By-election, a person is not elected to fill that position; or
 - (xiii) the Director is found by a court to be materially in breach of their obligations as a Director at law or in equity or under Governance Standard 5; or
 - (xiv) the Director or Delegate behaves in a manner that brings the Board or the Federation into disrepute or in a manner which is manifestly at odds and inconsistent with the Federation's objects set out in clause 5 of the Constitution; or
 - (xv) the Director or Delegate is in breach of any code of conduct or other policy or statement from time to time approved by the Board relating to good governance.
- (b) If a vacancy for the position of a Director or Delegate occurs (other than on the expiration of the term of office of the Director or Delegate) the Board is to appoint a replacement person. The replacement person will be determined through implementation of the following procedures:
- (i) A By-election to fill the vacancy will be held in the Electorate in which the vacancy exists, unless otherwise provided in this clause.
 - (ii) No By-election for an Electorate will be held if the completion of the By-election will occur less than four months before the completion of an Election held under clause 19 for the Electorate in which the By-election would otherwise be held. In this case, the vacancy will be filled following an Election held under clause 19.
 - (iii) The Board will initiate the By-election to fill the vacancy for the position of Director or Delegate within two months of the vacancy arising. If such a By-election fails to fill the vacancy, the Board will decide when or if to hold a further By-election for the Director or Delegate vacancy.
 - (iv) The requirements for candidates and the election process for the By-election will be the same as the requirements candidate and the election process described in clause 19, except that the election process will only apply in respect of the vacancy being filled by the By-election and the timing and duration allowed for each step in the By-election will be as follows:
 - a. The Returning Officer will determine the starting date after which nominations can be received.
 - b. The candidate nomination period closes 15 School Days after the starting date of the candidate nomination period, unless no valid candidate nominations are received, in which case the Returning Officer may extend the duration of the candidate nomination period on one or more occasions for a period chosen by the Returning Officer, provided that:
 - (i) the total duration of the candidate nomination period does not exceed 4 months; and
 - (ii) the extension of the candidate nomination period results in the completion

of the By-election (inclusive of an election should it be required) remaining consistent with subclause (b)(ii).

- c. If an election is necessary, due to there being more valid candidate nominations received than the available position(s), voting instructions and associated information will be emailed to relevant Members within one week of the close of the candidate nomination period.
 - d. The voting period for relevant Members commences one week after the close of the candidate nomination period.
 - e. The voting period for relevant Members ends and no more votes are accepted thirty School Days after the commencement of the voting period.
 - f. The Returning Officer will declare the result of the By-election as soon as practical after the end of the voting period.
- (c) A Director appointed under this clause 20 is appointed to and holds office during the unexpired term of the vacant position.

21. Electorates

- (a) The Electorates in respect of which a Director and/or Delegates may be elected are:
- (i) Central Coast;
 - (ii) Far West;
 - (iii) Hunter;
 - (iv) Macarthur;
 - (v) Mid North Coast;
 - (vi) New England;
 - (vii) North Coast;
 - (viii) North Sydney;
 - (ix) North West Sydney;
 - (x) Riverina;
 - (xi) South Coast;
 - (xii) South West Sydney;
 - (xiii) Southern Central Tablelands;
 - (xiv) Southern Sydney;
 - (xv) Sydney; and
 - (xvi) West Sydney.
- (b) Every Government School will be in one and only one Electorate.
- (c) The list of Government Schools in each Electorate will be published on the Federation's website.
- (d) The Board will decide by simple majority vote the Electorate to which a new Government School will be allocated, after considering the new school's location and student catchment area in relation to the Electorate(s) of nearby schools. If, after the Board has considered the allocation of the school to an Electorate and there is no majority vote in favour of the allocation of the new school to any Electorate, the school will be allocated to the Electorate which has the least number of Government Schools and which by

reason of its location and student catchment area can sensibly be allocated to that Electorate.

- (e) The existing names of Electorates and the existing allocation of Government Schools between Electorates may be changed only by the approval of a three quarters majority of the Board voting at a Board meeting on a motion for amendment of which at least one week's notice has been given to each Director.

22. Annual Report

The Federation will produce an Annual Report that summarises its services and operations and will include the Federation's annual financial statement. The Annual Report shall be available at the time of the Federation's Annual General Meeting.

23. Winding up

- (a) The Federation will be dissolved if the number of Member P&C Associations is or falls to fewer than one-fifth of the number of P&C Associations qualified to affiliate, or upon the vote of a three quarters majority at a special general meeting of Members called at any time for this purpose and convened according to the same rules and processes and with the same representation as an Annual General Meeting. All Member P&C Associations must receive 26 weeks' written notice of any intended motion to wind up the Federation.
- (b) Upon dissolution, assets and funds on hand, after payment of all expenses and liabilities, shall not be paid to or distributed among the Members. The assets and funds shall be given or transferred to some other charitable institution or institutions which also prohibit the distribution of its or their property among its or their members and which have a similar or related function or purpose to the Federation. The identity and nomination of any such charitable institution or institutions will be determined by Members at the special general meeting which has been convened to consider the decision to dissolve the Federation.
- (c) The Board and the Federation's staff are authorised to take all steps necessary to wind up the Federation notwithstanding that the Federation has ceased to exist on the date determined by the special general meeting.

24. Change of Address

The Federation must, within 14 days after the change of the address of its official office, advise the Secretary of the Department in writing and post the change of address details on the Federation's website.

25. Publication of Constitution

The President must ensure a copy of this Constitution is available on the website of the Federation.

26. Service of Documents

- (a) A document addressed to the Federation may be served on the Federation:
 - (i) by leaving it at, or sending it by post to, the address of the Federation's official office;

- (ii) by delivering copies of it personally to the President or Secretary, or to each of two other members of the Board;
 - (iii) by email to the Federation's email address; or
 - (iv) by facsimile to the Federation's facsimile number.
- (b) For the purposes of this clause, the address of the Federation's official office is the address last notified to the Secretary of the Department by the Federation under the Act.
- (c) Nothing in this provision affects the operation of law or the rules of court authorising a document to be served on the Federation or a person in any other way.

27. Rules or by-laws

The Federation may make such rules as are required to carry out its functions. The rules must not contravene the terms of this Constitution or the Act or a decision of an Annual General Meeting. The rules may be adopted, altered or withdrawn according to a simple majority vote at any Board meeting for which at least one week's notice has been given. Such notice will include details of any proposed changes.

28. Transitional Provisions

- (a) Everything done under any previous constitution of the Federation continues to have the same operation and effect after this Constitution is adopted as if properly done under this Constitution.
- (b) Every Director in office immediately before this Constitution is adopted is taken to have been elected or appointed and continues in office under this Constitution.
- (c) Any Officer in office immediately before this Constitution is adopted is taken to have been elected and continues in that office under this Constitution.
- (d) Any Delegate in office immediately before this Constitution is adopted is taken to have been elected or appointed and continues in office under this Constitution.
- (e) The Federation's general manager in office immediately before this Constitution is adopted is taken to have been appointed and continues in office under this Constitution as the Chief Executive Officer.
- (f) The first Election under clause 19 of this Constitution must be scheduled so as to conclude in the second calendar year after the conclusion of the last election of Directors (previously known as councillors) under clause 14 of the Federation's previous constitution.
- (g) The first election of Officers under clause 9(b) of this Constitution will take place after the first Election under clause 19 of this Constitution.
- (h) The Board may determine that the first financial year of the Federation under this Constitution will commence on a date the Board determines and will end on 31 December in that same year.
- (i) The first Annual General Meeting held in accordance with the timing specified in clause 14(a) of this constitution will occur in the year after the financial year of the Federation first ends on 31 December. The Annual General Meeting for any year prior to that will be held in August.