



CONSTITUTION

Australian Primary Principals Association Limited

ACN: 604 485 332

As adopted at the Annual General Meeting on 21 October 2014

As amended at General Meeting on 10 March 2017

As amended at Board Meeting on 6 May 2019

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Australian Primary Principals Association Limited Constitution

PART A – THE COMPANY

1. Name and type of company

- 1.1. The name of the company is Australian Primary Principals Association Limited.
- 1.2. APPA is a not-for-profit public company limited by guarantee.

2. Definitions and interpretation

2.1. In this Constitution unless contrary intention appears:

"Act" means the Corporations Act 2001 (Cth).

"APPA" means Australian Primary Principals Association Limited ACN 604 485 332

"Board" means the board of directors that is constituted by the individuals who hold office as Directors, from time to time.

"Chair" means the individual appointed to chair:

- a. a General Meeting under clauses 26.1 and 26.2; or
- b. a Board meeting under clause 47.1.

"Company" means Australian Primary Principals Association Limited ACN 604 485 332.

"Company Secretary" means an individual appointed to perform the role of company secretary for APPA as described in clause 59.1.

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

"Deputy President" means the individual elected or appointed as Deputy President of APPA in accordance with this Constitution.

"Director" means any individual holding a position of director of APPA as Appointed Director or Elected Director pursuant to this Constitution, including the President and Deputy President.

"General Meeting" means a formal meeting of Members as described in Part C of this Constitution.

"Honorary Life Member" means an individual that is appointed membership by the Board in accordance with clause 10.

"Member" means a Member Association or an Honorary Life Member.

“Member Association” means an association of school principals that is a Member in accordance with clause 8.

“National Advisory Council” means APPA’s advisory body in accordance with clause 52.3.

“National Sector Association” means a Member Association that represents a sector of the education system on a national level. The National Sector Associations are:

- a. Australian Government Primary Principals’ Association Incorporated;
- b. Australian Catholic Primary Principals’ Association Incorporated; and
- c. Independent Primary School Heads of Australia Limited,

or their equivalent as a result of a name change provided their objectives remain similar to that of APPA.

“Objects” mean the objects of APPA as set out in clause 4.

“President” means the individual elected or appointed as President of APPA in accordance with this Constitution.

“Representative” means an individual appointed to represent a Member Association as described in clause 8.3.

“Special Resolution” has the same meaning as in the Act, which at the date of adoption of this Constitution means a resolution for which notice has been given in accordance with Act and that has been passed by at least 75% of the votes cast by Member Associations entitled to vote on the resolution.

“Term” means for an individual Director the period from the commencement of the first Board meeting following written advice to the Company Secretary by the relevant returning officer or person that an individual has been elected or appointed a Director to the commencement of the corresponding event approximately 2 years later at which the individual is reappointed or replaced as a Director provided that for an individual who is elected as President or Deputy President the period commences on the later of 1 January following their election or the date the individual confirms in writing to the Company Secretary that they are clear to commence in the role and provided that for any Director who is not reappointed or replaced after their normal term their term ceases on the last day of the 28th calendar month after their term commenced with the first month being counted as a month irrespective of when during the month they commenced.

2.2. The following rules of interpretation apply unless contrary intention appears:

- a. a reference to any legislation or to any provision of any legislation includes any regulations made under it and any statutory modification or replacements thereto for the time being in force;

- b. a reference to a word or phrase that is given a meaning in the Act has the same meaning in this Constitution;
- c. a reference to a clause is a reference to a clause of this Constitution and includes any further embedded content;
- d. the word *person* means a natural person and any company, corporation, association, body or entity whether incorporated or not;
- e. the words *writing* and *written* means printing, typewriting and all other means of representing or reproducing words in visible form;
- f. a gender includes all genders;
- g. singular includes plural and vice versa;
- h. where a word or phrase is defined, its other grammatical forms have corresponding meaning;
- i. headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. Replaceable Rules

- 3.1. The replaceable rules in the Act do not apply to APPA except to the extent that they are repeated in this Constitution.

4. Objects

- 4.1. The Object of APPA is to support and advocate for primary school principals, the education and wellbeing of primary school students and the work of primary school communities across Australia.
- 4.2. In pursuit of the Object, APPA will:
 - a. promote the profession of primary school leadership;
 - b. promote the professional development of primary school principals;
 - c. represent State and Territory primary school principal associations and their members at a national level;
 - d. promote continuous development in primary education;
 - e. create means by which the collective experience and expertise of principals may be used as an educational resource;
 - f. provide forums for exchange and discussion of ideas with a particular focus on school leadership; and
 - g. liaise with other organisations whose views and activities affect the development and standing of primary schools.

5. Powers

- 5.1. APPA has the legal capacity and powers of a company set out under section 124(1) of the Act.
- 5.2. APPA may only exercise the powers in section 124(1) of the Act to:
 - a. pursue the Objects of APPA; and
 - b. do all things incidental or convenient in relation to the exercise of power under clause 5.2(a).

6. Application of income and property

- 6.1. The income and property of APPA will only be applied towards the promotion of the Objects.
- 6.2. APPA must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends or distribution of profits.
- 6.3. Clause 6.2 does not prevent APPA from paying a Member:
 - a. by way of reimbursement for expenses properly incurred by the Member on behalf of APPA;
 - b. in return for any services rendered or goods supplied in the ordinary course of business to APPA; or
 - c. for any other bona fide reason or purpose for the attainment of the Objects.

PART B - MEMBERSHIP

7. Membership categories

- 7.1. The Membership categories of APPA are:
- a. Member Association; and
 - b. Honorary Life Member.

8. Member Associations

- 8.1. Member Associations comprise the National Sector Associations and associations of school principals that support the Objects and that are admitted to membership in accordance with this Constitution.
- 8.2. No Member Association shall be admitted without endorsement of the Board and approval of Member Associations in General Meeting.
- 8.3. For each question arising at a General Meeting, a Member Association has 1 vote exercised by its Representative or by proxy or attorney, or by a direct vote.
- 8.4. Each Member Association in addition to its Representative or proxy or attorney may send observers to a General Meeting who will not have an entitlement to speak nor to vote.

9. Representatives

- 9.1. A Member Association may, by written notice to APPA, appoint an individual as its Representative who may exercise any of the powers the Member Association may exercise under this Constitution including representing and voting on behalf of the Member Association at General Meetings.
- 9.2. Unless the Member Association indicates otherwise, the Representative will be the contact person for receiving notices and communications from APPA on behalf of the Member Association.
- 9.3. The appointment may be a standing one and may be made by reference to a position held.
- 9.4. The Member Association may replace its Representative by giving written notice to the Company in the time and manner as prescribed by the Board.
- 9.5. The Representative will abide by this Constitution and support the Objects of APPA as if he/she were a Member himself/herself.

10. Honorary Life Members

- 10.1. An individual who is a member of a Member Association and who has made significant and enduring contributions to APPA at a national level may be nominated for Honorary Life Membership by a Member Association.
- 10.2. Appointment to Honorary Life Membership shall be decided by the Board.
- 10.3. Honorary Life Members may attend General Meetings but are not entitled to speak nor to vote.

11. Applications to become a Member Association

- 11.1. Applications to become a Member Association must be made in the form and manner prescribed by the Board from time to time.
- 11.2. The Board may at its discretion decide whether to endorse an application for consideration at a General Meeting of APPA.
- 11.3. If the Board decides to endorse an application for consideration at a General Meeting, the application will be included in the notice of meeting of the next General Meeting, provided it is a General Meeting being held more than 28 days after the Board meeting at which the application is endorsed. Otherwise it will be included in the notice of meeting of the following General Meeting.
- 11.4. At the General Meeting at which the application is considered, membership shall be accepted by a simple majority of votes cast.
- 11.5. Upon acceptance of an applicant to be a Member Association, the applicant must pay any fees in accordance with clause 17.1 within a period as determined by the Board. If any such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of APPA.
- 11.6. Subject to clause 11.5, an applicant becomes a Member Association and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

12. Members' obligations

- 12.1. This Constitution constitutes a contract between APPA and each of the Members. Each Member agrees to be bound by this Constitution and any by-laws, determination, resolution or policy that may be made or passed by the Board or by Member Associations in General Meeting.
- 12.2. Members agree to operate with mutual trust and confidence in pursuit of the Objects and to do all things reasonably necessary to enable the Objects to be achieved within constraints of the law.

13. Cessation of Membership

- 13.1. A Member Association will cease to be a Member of APPA:
- a. upon receipt by APPA of written notice of the Member Association's resignation from membership;
 - b. if membership lapses under clause 17.3;
 - c. if the Member Association is expelled from APPA; or
 - d. upon the bankruptcy or insolvency of that Member Association.
- 13.2. An Honorary Life Member will cease to be a Member of APPA:
- a. upon receipt by APPA of written notice of the Honorary Life Member's resignation from membership;
 - b. if the Honorary Life Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - c. upon the death of that Honorary Life Member;
 - d. if the Honorary Life Member is convicted of an indictable offence unless the Board resolves otherwise; or
 - e. if the Honorary Life Member is expelled from APPA.
- 13.3. Any Member Association or Honorary Life Member who ceases to be a Member:
- a. will not be entitled to any refund or part refund of any membership subscription;
 - b. will not be readmitted as a Member until any unpaid monies outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding monies; and
 - c. in the case of a National Sector Association, will have their name automatically removed from this Constitution where reference is made to it.

14. Disciplining Members

- 14.1. Where the Board is of the opinion that a Member Association or Honorary Life Member:
- a. has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - b. has persistently and wilfully acted in a manner prejudicial to the interests of APPA,
- the Board may, by a 75% majority of votes cast by Directors eligible to vote, rounded down if not a whole number, resolve to:
- c. expel the Member; or

- d. suspend the Member from membership for a specified period.
- 14.2. Where the Board passes a resolution under clause 14.1, APPA will, as soon as practicable, cause a notice in writing to be served on the Member:
- a. setting out the resolution of the Board and the grounds on which it is based;
 - b. stating that the Member may address the Board at a meeting to be held not earlier than 30 days after service of the notice;
 - c. stating the date, place and time of that meeting; and
 - d. informing the Member that the Member may do either or both of the following:
 - i. attend and speak at that meeting;
 - ii. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 14.3. At a meeting of the Board held as referred to in clause 14.2, the Board will:
- a. give the Member an opportunity to make oral representations;
 - b. give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and
 - c. by 75% majority, rounded down if not a whole number, resolve to confirm or to revoke the resolution previously made.
- 14.4. A resolution of the Board under clause 14.1 is of no effect unless the Board, at a meeting held under clause 14.2 confirms the resolution.
- 14.5. Where the Board confirms a resolution under clause 14.3, APPA will, within 7 days after that confirmation, by notice in writing inform the Member of the fact.
- 14.6. A resolution confirmed by the Board under clause 14.3 does not take effect:
- a. until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
 - b. if within that period the Member exercises any right of appeal, unless and until the resolution is confirmed at a General Meeting in accordance with clause 15.4.

15. Right of appeal of disciplined Member

- 15.1. A Member Association or an Honorary Life Member may appeal to the Member Associations in General Meeting against a decision of the Board under clause 14.3, within 30 days after notice of the decision is served on the Member, by lodging with APPA a notice to that effect.
- 15.2. The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 15.3. On receipt of a notice from a Member under clause 15.1, the Board is to convene a General Meeting of Member Associations to be held within 3 months

(or as otherwise reasonably determined by the Board) after the date on which APPA received the notice.

- 15.4. At a General Meeting convened under clause 15.3:
- a. no business other than the question of the appeal is to be transacted;
 - b. the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c. the Member Associations present are to vote on the question of whether the resolution should be confirmed.
- 15.5. The appeal is to be determined by a simple majority of the votes cast.

16. Rights not transferable

- 16.1. A right, privilege or obligation which a person or association has by reason of being a Member:
- a. is not capable of being transferred or transmitted to another person or association; and
 - b. terminates upon the person or association ceasing to be a Member.
- 16.2. Clause 16.1 does not preclude a Member Association from replacing its nominated Representative.

17. Membership subscriptions

- 17.1. The Board may from time to time determine the annual membership subscription for each Member Association or each category of membership and subject to clause 17.2, the time and manner of payment of such subscriptions.
- 17.2. Subscriptions will be paid by direct payment in full, such payment being due and payable by the end of March each year.
- 17.3. If a Member Association fails to pay the subscription by the time it is due, the Member Association will be notified of the default. A subscription becomes overdue on the issuing of the default notice. If the default is not rectified within 30 days of the Member Association being notified, then membership will lapse and their name removed from the Register of Members. The Board may make exceptions to this rule in special circumstances.
- 17.4. The Board may at its discretion determine that no annual membership subscription (in full or in part) is payable by a Member Association or a particular category of membership.

18. Limited liability

- 18.1. The liability of a Member Association or an Honorary Life Member is limited to the guarantee amount referred to in clause 65.1.

19. Register of Members

- 19.1. APPA will keep a Register of Members in accordance with the Act.

PART C - GENERAL MEETINGS

20. Calling of General Meetings

- 20.1. The Board may convene a General Meeting at any time it thinks fit.
- 20.2. Annual General Meetings will be convened by the Board in accordance with the Act.
- 20.3. Member Associations may request or call and arrange to hold a General Meeting in accordance with the relevant provisions of the Act.
- 20.4. A General Meeting may be held at two or more places using any technology that gives the Member Associations present at those places a reasonable opportunity to participate in the meeting.

21. Business at Annual General Meetings

- 21.1. The business of the Annual General Meeting may include the following matters even if not referred to in the notice of meeting:
- a. consideration of the annual financial report, directors' report and auditor's report; and
 - b. appointment of the auditor.

22. Notice of General Meetings

- 22.1. Except where a shorter notice period is permitted under the Act, at least 21 days' notice of any General Meeting must be given to
- a. every Member entitled to vote at the General Meeting;
 - b. every Director; and
 - c. the auditor for the time being of APPA.
- 22.2. A notice of a General Meeting must specify:
- a. the date, time and place of the meeting;
 - b. the general nature of the business to be transacted at the meeting;
 - c. if a Special Resolution is to be proposed, state in full the proposed resolution and the intention to propose it as a Special Resolution;
 - d. if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - e. any other information required by the Act.

- 22.3. The non-receipt of a notice of a General Meeting or the accidental omission to give notice to any person entitled to receive the notice does not invalidate anything done or any resolution passed at the General Meeting.

23. Notices of motion

- 23.1. A Member Association may give a written notice of motion to APPA of a resolution that they propose to move at a General Meeting.
- 23.2. If APPA receives a notice of motion under clause 23.1, the resolution is to be considered at the next General Meeting that occurs more than 2 months after the notice is given, provided it is a matter appropriate for consideration at a General Meeting pursuant to the law and this Constitution.
- 23.3. Subject to clause 23.2, APPA must give Member Associations notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.

24. Cancellation or postponement

- 24.1. The Board may cancel or postpone a General Meeting or change the venue of a General Meeting (other than a meeting requisitioned by Member Associations) at any time prior to the meeting. The Board must endeavour to notify each person entitled to receive notices of the meeting of the cancellation, postponement or change of venue.

25. Quorum

- 25.1. No business will be transacted at a General Meeting unless a quorum is present.
- 25.2. The quorum for any General Meeting is the number that constitutes a majority of Member Associations entitled to vote being present.
- 25.3. A Member Association is taken to be present at a General Meeting if the Member Association is present by Representative or by proxy or attorney.
- 25.4. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present:
- a. the meeting if convened upon the requisition of Member Associations will be dissolved;
 - b. in any other case the meeting will stand adjourned to such other day and at such other time and place as the President may determine.
- 25.5. If at the adjourned meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, then the meeting will lapse.

26. Chair

- 26.1. The President will be the Chair of each General Meeting.
- 26.2. If the President is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may be Chair of the General Meeting (in order of precedence):
 - a. the Deputy President;
 - b. any other Director present by those other Directors present; or
 - c. a Representative present chosen by a majority of the Member Associations present and voting.
- 26.3. Despite anything in clause 26.2, if the President and/or Deputy President and/or any other Director or Directors later attend a General Meeting or is willing to act, the senior of them (elected if necessary as outlined in clause 26.2 where 2 or more Directors are later in attendance) from time to time who is willing to act must take over as Chair of the General Meeting.

27. Conduct of General Meetings

- 27.1. The Chair of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the Act:
 - a. impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b. terminate debate or discussion; or
 - c. adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.
- 27.2. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting whose decision is final.
- 27.3. The Chair of a General Meeting may take any action they consider appropriate for the safety of persons attending the meeting or the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person who the Chair considers to be disruptive to the meeting or who is in attendance as an observer.
- 27.4. The Chair of the General Meeting may delegate powers conferred by clause 27.3 to any person they think fit.
- 27.5. Nothing in these clauses 27.1 to 27.4 (inclusive) limits the powers conferred on the Chair by law.

28. Adjournment

- 28.1. The Chair of a General Meeting at which a quorum is present may at any time during the course of the meeting, and must if so directed by the meeting,

adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either:

- a. to a later time at the same meeting; or
- b. to an adjourned meeting to be held at a time and place determined by the Chair of the meeting.

28.2. No business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

28.3. When a General Meeting is adjourned for 28 days or more, notice of the adjourned meeting must be given to each Member Association stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at that meeting.

29. Voting and decisions

29.1. Decisions made at a General Meeting will be determined by a majority of the votes cast by Member Associations eligible to vote, except in the case where a Special Resolution is required by the Act or this Constitution.

29.2. If the votes are equal, the motion is not carried.

29.3. Each Member Association entitled to vote at General Meetings will have 1 vote only.

29.4. A Member Association will not be entitled to exercise their right to vote if at the time of the General Meeting their membership subscription is overdue (pursuant to clause 17.3) and unpaid.

29.5. If a person attends a General Meeting representing more than 1 Member Association with an entitlement to vote, either as a Representative, proxy or attorney, then:

- a. on a show of hands, the person is entitled to 1 vote only regardless of the number of Member Associations the person represents; and
- b. on a poll taken on a resolution, the person has 1 vote for each Member Association the person represents.

29.6. At any General Meeting a resolution put to the vote at the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- a. the Chair; or
- b. the lesser of at least 2 Member Associations entitled to vote on the resolution or Member Associations with at least 5% of the votes that may be cast on the resolution on a poll.

29.7. Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of

the General Meeting will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

- 29.8. If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- 29.9. A poll demanded on the election of a Chair or on the question of an adjournment must be taken immediately.

30. Proxies and attorneys

- 30.1. A Member Association that is entitled to vote at a General Meeting may appoint a person as their proxy or attorney by notice to APPA no later than 48 hours before the time of the meeting in respect of which the proxy or attorney is appointed.
- 30.2. The document appointing a proxy is valid if it is in accordance with the Act or in a form prescribed or accepted by the Board from time to time.
- 30.3. The document appointing an attorney must be in the form as prescribed or accepted by the Board from time to time.
- 30.4. A proxy or attorney may demand or join in demanding a poll.
- 30.5. The Member Association appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the Member Association in any manner as they see fit.
- 30.6. In the event of a Member Association not nominating a particular person as proxy on the proxy form, the proxy may be exercised by the Chair unless indicated otherwise by the Member Association.
- 30.7. A vote cast in accordance with the terms of an instrument of proxy or attorney or other instrument of appointment is valid despite:
- the death or unsoundness of mind of the appointing Member; or
 - the revocation of the instrument or the authority under which the instrument was executed,

unless APPA has received written notice of the matter at least 48 hours (or any shorter period the Board may permit) before the start of the General Meeting or adjourned General Meeting at which the instrument is used.

31. Direct voting

- 31.1. The Board may determine that at any General Meeting, a Member Association who is entitled to vote at that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to APPA by post, fax or other electronic means approved by the Board. The Board may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

32. Attendance of non-members at General Meetings

- 32.1. The Board may invite any person to attend and/or speak at a General Meeting.

PART D - BOARD OF DIRECTORS

33. Powers of the Board

- 33.1. The Board will govern the business and affairs of APPA and may exercise all powers and do all such things that may be exercised or done by APPA, except for anything which must be exercised by APPA in General Meeting as required by the Act or by this Constitution.
- 33.2. The Board may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of APPA. Such by-laws are binding on the Board and the Members.
- 33.3. Any question, issue or dispute relating to or arising in consequence from this Constitution will be determined by the Board.

34. Delegation of powers

- 34.1. The Board may delegate any of its powers and/or functions, other than powers required by law to be dealt with by the Board, to one or more committees or any employee of APPA or any other person as the Board thinks fit.
- 34.2. In exercising any powers so delegated, the committee or person must comply with any terms and conditions set by the Board.

35. Number of Directors

- 35.1. The Board shall comprise:
- a. up to 3 Appointed Directors – each National Sector Association may appoint 1 Appointed Director;
 - b. up to 3 Elected Directors comprising –
 - i. 1 Elected Director elected by the Member Associations including the relevant National Sector Association in the government sector;
 - ii. 1 Elected Director elected by the Member Associations including the relevant National Sector Association in the catholic sector; and
 - iii. 1 Elected Director elected by the Member Associations including the relevant National Sector Association in the independent sector;
 - c. A President elected by the Member Associations; and
 - d. A Deputy President elected by the Member Associations.

- 35.2. The President and Deputy President shall not be Appointed Directors or Elected Directors. In the event that an individual holding office as an Appointed Director or Elected Director is elected as President or Deputy President by the Member Associations, they shall cease to be an Appointed Director or Elected Director if they accept the position of President or Deputy President.

36. Director eligibility

- 36.1. Each Director must be, at the time of initial appointment or initial election, an eligible voting member of a Member Association or person holding a position of director (or equivalent) of a Member Association.

37. Elections

- 37.1. Elections for the 3 Elected Director positions, the President and the Deputy President will be held every second year.
- 37.2. Elections will be held in accordance with procedures determined by the Board and set out in the by-laws.

38. Appointed Directors

- 38.1. A National Sector Association must notify APPA of the individual it is appointing to the Board in the manner and timing as prescribed by the Board from time to time.

39. Terms of office

- 39.1. Elected Directors will hold office for a Term but if eligible may be re-elected or re-appointed.
- 39.2. Appointed Directors will hold office for a Term but if eligible may be re-appointed.
- 39.3. The President and the Deputy President will hold office from the commencement of a Term but if eligible may be re-elected or re-appointed.
- 39.4. There will be a term limit on the President of 3 consecutive terms. Upon serving 3 consecutive terms of 2 years each as President, an individual may stand again as President after a period of 2 years has expired following the expiration of their third term.

40. Alternate Directors

- 40.1. Alternate Directors are not permitted.

41. Casual vacancies

- 41.1. In the event of a casual vacancy occurring on the Board, the vacancy may be filled:

- a. in the case of an Appointed Director, by the relevant National Sector Association appointing a replacement;
 - b. in the case of an Elected Director, by the Member Associations of the relevant sector electing another member of the National Advisory Council from the same sector as the vacating Director;
 - c. in the case of the President or Deputy President, by the Board holding an election in accordance with clause 37.2.
- 41.2. Any individual so appointed to fill a vacancy will hold office for the remainder of the Term of that vacancy.
- 41.3. The Board may act even if there are vacancies on the Board. However, if the number of Directors is reduced below the minimum number required by the Act, the continuing Directors may only act:
- a. in an emergency;
 - b. for the purposes of appointing additional Directors up to the minimum number; or
 - c. to convene a General Meeting.
- 41.4. A Director may resign by written notice given to the Company Secretary. The resignation will take effect at the time indicated in the notice provided that the time is not earlier than the date that the Company Secretary receives the notice.
- 41.5. The office of a Director becomes vacant if the Director:
- a. dies;
 - b. is an Appointed Director and the National Sector Association that appointed them ceases to be Member Association;
 - c. becomes bankrupt or makes any arrangement or composition with creditors generally;
 - d. is prohibited from being a director of a company under the Act.
 - e. resigns their office in accordance with clause 41.4;
 - f. is removed from office pursuant to 42.1;
 - g. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - h. is absent from all meetings of the Board held during a period of six months, unless at the next Board meeting the Board resolves otherwise;
 - i. is convicted on indictment of an offence and the Board does not at the next meeting after that conviction resolve to confirm the Director's appointment to the office of Director; or
 - j. fails to disclose a material personal interest in breach of the law unless at the next Board meeting the Board resolves otherwise.

42. Removal of Director

- 42.1. Member Associations may by resolution in a General Meeting remove any Director from office in accordance with the Act.

43. Payments to Directors

- 43.1. The Board may resolve to pay remuneration to any Director for ordinary services as a Director including services performed by a Director in their position as President. However, the total amount paid in any year to all Directors must not exceed the maximum amount fixed by the Member Associations in General Meeting.
- 43.2. A Director is also entitled to receive payments for:
- a. out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; or
 - b. any service rendered to APPA by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is on reasonable commercial terms.
- 43.3. Any such payment under clause 43.2 is in addition to the maximum amount fixed by Member Associations in General Meeting under clause 43.1.

PART E - BOARD MEETINGS

44. Calling of Board meetings

- 44.1. The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings at such place and time as the Board may determine.
- 44.2. Any 2 or more Directors, or the President alone, may call a Board meeting at any time. The Company Secretary must convene a Board meeting on the request of any 2 or more Directors or the President.

45. Notice

- 45.1. Subject to clause 45.2, all Directors should be given at least 7 days notice of a Board meeting.
- 45.2. In cases of urgency, a meeting can be held without notice being given in accordance with clause 45.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 45.3. Notice may be given orally or in writing and using any technology.

46. Quorum

- 46.1. No business will be transacted at a meeting of the Board unless a quorum is present. The quorum for a meeting of the Board will be half of the number of Directors currently in office, rounded up if not a whole number.

47. Chair

- 47.1. At a meeting of the Board, the President will preside as Chair. If the President is absent or is unwilling to act, then the Deputy President will preside and if the Deputy President is not present or is unwilling to act, the remaining Directors must choose another Director to preside as Chair at the meeting.

48. Voting and decisions

- 48.1. Subject to clause 14, decisions made at a meeting of the Board will be determined by a majority of votes cast by Directors present and eligible to vote at the meeting. Each Director has 1 vote.
- 48.2. In the event of an equality of votes on any question, the motion will not be carried and the Chair does not have a second or casting vote.

49. Conflict of interest

- 49.1. A Director who has an interest in a matter being considered by the Board must disclose the nature and extent of that interest to the Board.
- 49.2. Unless permitted to do so by the Act, a Director who has a material personal interest must not be present while the matter is being considered at a meeting and must not vote on the matter.

50. Use of technology

- 50.1. A Board meeting may be held using any technology consented to by all the Directors. The consent may be a standing one.
- 50.2. A Director may only withdraw their consent to the use of technology proposed for a Board meeting if they do so at least 48 hours before the meeting.
- 50.3. A Board meeting held by means of technology is taken to be held at the place where Chair of the meeting is, or at such other place as determined by the Chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.
- 50.4. A Director who participates in a Board meeting permitted under clause 50.1 is taken to be present at the meeting.

51. Resolutions made outside Board meetings

- 51.1. The Board may pass a resolution without a Board meeting being held. The resolution may be passed by written or electronic communication.

- 51.2. The resolution is passed if at least a majority of Directors entitled to vote on the resolution sign or authorise a document stating that they are in favour of the resolution proposed. The resolution is taken to be passed when the last Director who constitutes a majority in favour signs or authorises the document.
- 51.3. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the Directors. The document may be in the form of a facsimile transmission or electronic communication.

52. Validity of acts

- 52.1. Any act done by the Board is valid and effective despite any defect that may afterwards be discovered in the appointment or qualification of any Director.
- 52.2. A procedural defect in decisions made by the Board will not result in such decisions being invalidated.

PART F - NATIONAL ADVISORY COUNCIL

- 52.3. The National Advisory Council comprises:
- a. the President;
 - b. the Deputy President; and
 - c. a delegate appointed by each Member Association except for the Member Association to which the Deputy President belongs or represents.
- 52.4. On the request of the Board, the National Advisory Council will provide advice on priority areas, policy formation and on other matters that impact on the work of primary school principals and school communities.
- 52.5. The National Advisory Council will determine its own procedures for conducting its meetings and business and will keep minutes of all proceedings.
- 52.6. The National Advisory Council may invite associations that are not Member Associations to attend a meeting of the Council as observers.

PART G - RECORDS

53. Minutes

- 53.1. The Board must ensure that minutes are made and kept of
- a. proceedings and resolutions of Board meetings;
 - b. proceedings and resolutions of General Meetings of Members;
 - c. resolutions passed by the Board without a meeting held; and
 - d. proceedings and resolutions of any committees of the Board.

54. Registers

- 54.1. APPA must keep all registers required by this Constitution and the Act.
- 54.2. The registers must be made available as required by the Act.

55. Financial records

- 55.1. The Company must keep financial records that correctly record and explain its transactions, financial position and performance and enable financial statements to be prepared as required by the Act.

56. Financial year

- 56.1. The financial year is the year ending 31 December or such other date as the Board shall determine.

57. Auditor

- 57.1. If required by the Act, the Board must have the financial records of APPA audited.
- 57.2. Any auditor appointed must be an independent person who satisfies the requirements under the Act.

58. Inspection of records

- 58.1. A Member Association or an Honorary Life Member is not entitled to inspect the records and documents of APPA unless authorised by the Board or the Act.

PART H - ADMINISTRATION

59. Company Secretary

- 59.1. There must be at least 1 Company Secretary appointed by the Board on any terms as the Board sees fit. The Board may remove or terminate such appointment.

60. Alteration of Constitution

- 60.1. This Constitution may only be altered by Special Resolution in accordance with the Act.

61. Notices

- 61.1. Any notice required to be given to a Member under this Constitution may be given:
- a. by handing the notice personally to the Member, in the case of an Honorary Life Member;
 - b. by handing the notice to personally to a Representative, in the case of a Member Association, unless the Member Association has indicated that it does not wish its Representative to receive notices on its behalf;
 - c. by sending it by post to the Member Association or Honorary Life Member at the address recorded in the Register of Members; or
 - d. by email or facsimile transmission to an address or number provided by the Member Association or Honorary Life Member.
- 61.2. Any notice required to be given to APPA may be given:
- a. by sending the notice by post to the registered address; or
 - b. by leaving the notice at the registered address; or
 - c. by email to the email address nominated by APPA for that purpose; or
 - d. by facsimile transmission to the facsimile number of APPA.
- 61.3. A notice is taken, unless the contrary is proved, to have been given or served:
- a. in the case of a notice given or served personally, on the date on which it is received by the Representative, Honorary Life Member or APPA;
 - b. in the case of a notice sent by post, on the next business day after posting; and
 - c. in the case of a notice sent by electronic or facsimile transmission, on the date it was sent.

62. Indemnity and insurance

- 62.1. For the purposes of clauses 62.2, 62.3, 62.4 and 62.5, *officer* has the same meaning as in the Act including a person who is or has been a Director or Company Secretary of APPA.
- 62.2. To the extent permitted by law, APPA may indemnify each officer and past officer against all liabilities incurred by the person as an officer of APPA, except for a liability:
- a. owed to APPA or a related body corporate;
 - b. for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - c. arising out of conduct involving a lack of good faith.
- 62.3. To the extent permitted by law, APPA may indemnify each officer and past officer against reasonable legal costs incurred in defending an action for a liability incurred as an officer of APPA, except for legal costs incurred:
- a. in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clause 62.2;
 - b. in defending or resisting criminal proceedings in which the person is found guilty;
 - c. in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this sub-clause (c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order);
 - d. in connection with proceedings for relief to the person under the Act in which the court denies the relief.
- 62.4. Subject to clause 62.5, APPA may purchase and maintain insurance or agree to pay a premium for a contract insuring a person who is or has been an officer of APPA against a liability incurred by the person as an officer of APPA.
- 62.5. APPA must not pay, or agree to pay, a premium for a contract insuring a person who is or has been an officer APPA against a liability other than one for legal costs arising out of:
- a. conduct involving a willful breach of duty in relation to APPA; or
 - b. a contravention of section 182 or 183 of the Act.

63. Seal and execution of documents

- 63.1. If APPA has a common seal, the seal will be kept in the custody of the Company Secretary or his/her nominee.

- 63.2. The seal will not be affixed to any instrument except by authority of the Board and the affixing thereof will be attested by the signatures of 2 Directors or a Director and the Company Secretary and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- 63.3. Notwithstanding clauses 63.1 and 63.2, APPA may execute a document without use of the seal or in any other manner as permitted by law.

64. Jurisdiction

- 64.1. All Members submit to the non-exclusive jurisdiction of the Supreme Court of the Australian Capital Territory, the Federal Court of Australia and the Court that may hear appeals from those Courts.

65. Winding Up

Contribution of Members on winding up

- 65.1. Each Member Association and Honorary Life Member must contribute up to the guarantee amount in the event of APPA being wound up while they are a Member, or within 1 year after their membership ceases. The guarantee amount is limited to \$2.00.
- 65.2. The contribution is for:
- payment of the APPA's debts and liabilities contracted before their membership ceased;
 - the costs of winding up; and
 - the adjustment of the rights of the contributories among themselves.

Distribution of property on winding up

- 65.3. In the event of the winding up or the cancellation of the incorporation of APPA, the surplus assets of APPA must not be distributed to any Member Associations as a Member or to any Honorary Life Members.
- 65.4. Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that:
- has similar objects to APPA and whose constitution requires it to apply its income in promoting those objects; and
 - whose constitution prohibits it from making distributions to its members to at least the same extent as in clause 6.
- 65.5. The body to which the surplus assets are to be given is to be determined by Member Associations at or before the time of winding up, or failing that, by the Board at or before the time of winding up, and failing such determination, by application to a court that has jurisdiction in the matter.