

CONSTITUTION

Relationships and Sexuality Education Alliance

1. Name

The name of the Association is the Australian Capital Territory Relationships and Sexuality Education Alliance Incorporated ('RSEA')

2. Interpretation

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

3. Definitions

In this Constitution, unless the contrary intention appears:

"ACT"	means the Australian Capital Territory
"affiliated body"	has the meaning given by Clause 10 of this Constitution
"Alliance"	means the ACT Relationships and Sexuality Alliance
"member"	has the meaning given by Clause 8 of this Constitution
"office bearers"	means the President, Vice President, Secretary and Treasurer
"policy"	means the considered formulation of the collective views of the Alliance on issues of significance to relationships and sexuality education in the ACT as agreed at a Policy Conference
"Policy Conference"	has the meaning given by Clause 22 of this Constitution
"representative"	has the meaning given by Clause 14 of this Constitution
"Relationships and sexuality education"	means an education programme that includes the features listed in the Constitution's Core Principles
"RSE"	means comprehensive relationships and sexuality education
"RSEA"	means the ACT Relationships and Sexuality Education Alliance
"secretary"	means the Secretary of the Alliance
"Territory"	means the Australian Capital Territory
"the Act"	means the <i>Associations Incorporation Act 1991</i> (ACT)

4. Mission and Core principles

The mission of the Alliance is to bring together partner organisations and advocates, and harness their collective influence to pursue universal access to comprehensive RSE for all children and young people in the ACT.

The core principles of the Alliance are:

- (a) All children and young people are entitled to access accurate, age-appropriate and comprehensive RSE which takes a positive approach to human sexuality and promotes wellbeing, autonomy, safety, equality, inclusivity and respect;
- (b) RSE is a specialist field and should be evidence-based, expert-informed and evaluated;
- (c) RSE must meet the needs of all pupils with their diverse experiences, including those with special educational needs and disabilities;
- (d) RSE is the joint responsibility of schools, parents, carers and communities and is an important element of young people's development.
- (e) Schools, teachers and education professionals have a key role in the delivery of RSE and must be equipped with the relevant skills, training and means to deliver RSE;
- (f) Parents and caregivers must be engaged collaboratively at an early stage in RSE delivery, to keep them informed about what their children will be learning and how they can contribute.

The Alliance adheres to a definition of comprehensive RSE that includes the following features:

- (a) Utilises multiple sites of intervention;
- (b) Is holistic, age-appropriate, repeated and consistent, including themes of;
 - o Reproduction and families
 - o Expressing boundaries/consent
 - o Social/emotional development (friendships/relationships) (including gender roles and their diversity)
 - o Bodies (including puberty)
- (c) Starts in early childhood;
- (d) Promotes diversity and inclusivity;
- (e) Promotes a positive approach to sexuality;
- (f) Is appropriately modified for particular groups;
- (g) Incorporates protection and evaluation mechanisms.

5. Objects and Purposes

The objects and purposes of the Alliance include:

- (a) Advocating for universal access to comprehensive RSE, recognising the human and educational rights of all children. All other Objects and Purposes are to be focused toward this goal.
- (b) Forming a not for profit organisation to encourage close cooperation and the exchange of information and ideas on RSE between teachers, parents, carers, students and the community;
- (c) Ensuring RSE is firmly embedded into local government policies and public understanding;
- (d) Supporting professionals to be well informed and competent as appropriate to commission, plan, teach, evaluate and research RSE;
- (e) Identifying, exploring and responding to new themes emerging in practice, policy and research, nationally and internationally;
- (f) Engaging parents, caregivers, children and young people and community members to collaborate in advocating for universal access to comprehensive RSE.

6. Functions

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

- (a) Advocacy for universal access to comprehensive RSE;
- (b) Any national, state, territory or local government policies that may be relevant to RSE;
- (c) Other matters affecting the development, delivery or administration of RSE in ACT schools;
- (d) Undertaking and/or contributing to research on matters relating to RSE in the ACT;
- (e) Initiating and/or cooperating with other organisations, in projects concerned with promoting community interest and activity relating to RSE in the ACT.

7. Powers

The powers of the Alliance are:

- (a) To set fees for affiliation with the Alliance;
- (b) To borrow and raise money in such manner and on such terms as the Alliance may direct or approve by resolution passed by two-thirds of members or their representatives present and entitled to vote at a General meeting of which due notice has been given;
- (c) To approve an annual budget for each financial year;
- (d) To make gifts, subscriptions or donations to any fund, association or institution consistent with the objects and purposes of this Alliance; to publish materials for the promotion of the objects and purposes of the Alliance;
- (e) To engage and employ staff on a full time, part-time or casual basis as approved by the Alliance;
- (f) To do all other things necessary, incidental or conducive to the attainment of the above objects and purposes.

8. Membership

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

9. Finances

Funding Sources

- (a) The Alliance may receive funding from:
 - i. Affiliation fees paid by members and associate members;
 - ii. Government departments in the form of grants;
 - iii. Other grant-based funding;
 - iv. Fees for services provided;
 - v. Donations.

Financial Management

- (a)
 - i. The financial year of the Alliance shall be from 1 July to 30 June next.
 - ii. Subject to any resolution passed by the Alliance in General Meetings, the funds of the Alliance must be expended according to the annual budget and must be used for the objects and purposes of the Alliance;

- iii. Funds received shall be deposited into appropriate accounts as resolved by the Executive Committee;
- iv. All cheques, drafts, bills of exchange, electronic banking transactions, promissory notes and other negotiable instruments must be signed by any two members of the Executive Committee or employees authorised to do so by the Executive Committee;
- v. The Executive Committee may approve impress advances and use of a credit card to no more than three officers and/or employees of the Alliance. The Executive Committee is to determine and monitor the terms of use of any such cards.

10. Affiliation

- (a) The Alliance shall consist of affiliated bodies and individuals as defined in Clause 10(b) and admitted to membership in accordance with this clause.
- (b) Any:
 - i. body of citizens, the objects and purposes of which are consistent with those of the Alliance and its core principles; or,
 - ii. individual who commits to promote the objects and purposes of the Alliance and its core principles;
 shall be eligible to become affiliated with the Alliance;
- (c) Any body or individual wishing to become affiliated with the Alliance shall apply in writing to the Secretary and upon the Alliance being satisfied as to its eligibility such body or individual shall be admitted as an affiliated body on payment of the affiliation fee;
- (d) Any affiliated body or individual whose fees are more than twelve months in arrears shall not participate in the affairs of the Alliance;
- (e) Affiliation shall terminate, automatically:
 - i. When fees are two years or more in arrears;
 - ii. Upon the dissolution or winding up of any affiliated body; or
 - iii. Upon receipt of written notice of disaffiliation.
- (f) Any affiliated body or individual whose membership has terminated under Clause 10(e)(i) or (iii) shall not be reaffiliated with the Alliance until an arrears of fees have been paid in full, unless, because of extenuating circumstances the Alliance determines otherwise.

Commented [e1]: And eligible to vote at Alliance meetings

11. Affiliation Fee

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

12. Associate Membership

- (a) Associate membership is open to any organisation, body or individual party with an interest in RSE in the ACT.
- (b) Associate membership entitles the organisation, body or individual party to:
 - i. Have one representative attend meetings of the Alliance, participate in debate but not to vote; and
 - ii. Receive all circulars and correspondence sent to affiliated bodies.
- (b) The affiliation fee for Associate Members shall be determined by the Alliance from time to time.

13. Associate Fee

Associate fees for the calendar year shall be fixed by the Alliance from time to time, and shall be payable annually by 30 June of the year they become payable.

14. Life Membership

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

15. Representation of affiliated bodies

- (a) An affiliated body shall be entitled to no more than two representatives on the Alliance.
- (b) Affiliated bodies may appoint alternate representatives. In the absence of any representative from an affiliated body at any meeting of the Alliance the alternate representative shall represent their organisation or body for the time being in the same manner as the regular representative.
- (c) Affiliated bodies shall notify the Secretary of the name and contact details of their representative within 14 days of any changes.

16. Limited Liability of Affiliate and Associate Members

The liability of a member (affiliates and associates) to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by clauses 11 and 12.

Commented [e2]: Do we want to charge all members fees or just affiliates?

17. Disclosure of members' interests

- (a) In accordance with sections 65 and 65A of the Act, a member must disclose a material personal interest in a matter under consideration by the Alliance as soon as possible to:
 - i. the Executive Committee; and
 - ii. must be recorded in the minutes of a general meeting.
- (b) A member does not need to disclose a material personal interest:
 - i. that exists **only** because the member:
 - 1. is an employee of the Alliance; or
 - 2. is a member of a class of people for whose benefit the Alliance is established; or

where the interest is one held in common with all, or a substantial proportion of, the members of the Alliance.

- (c) Disclosure of material personal interest(s) to the Executive Committee and general meeting must detail:
 - i. the nature and extent of the interest; and
 - ii. the relation of interest to the activities of the Alliance; and
 - iii. identify any interest in a contract or proposed contract.
- (d) A member with a material personal interest in a matter under consideration of the Alliance must not:
 - i. be present while the matter is being considered, or
 - ii. vote on the matter.
- (e) Where a disclosure has been made in accordance with sub-clauses (a) to (d) above or is not required in accordance with clause 16 of these rules:
 - i. a contract does not need to be avoided by the Alliance; and
 - ii. the member is not liable to account for profits derived from the contract.

Commented [MK3]: ??

Commented [e4R3]: From the Assn Incorpor Act ss 65, 65A

18. Alternate Dispute Resolution Procedure

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- (a) This procedure will be used to resolve a dispute arising between:
 - i. a member and another member of the Alliance; or
 - ii. a member and the Alliance.
- (b) A member must not initiate a dispute resolution procedure in relation to a matter that is the subject of a disciplinary procedure (under clause 18) until the disciplinary procedure is complete.
- (c) Once a dispute resolution procedure is initiated, disciplinary action cannot begin until the dispute is resolved.
- (d) Parties must attempt to resolve a dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (e) If parties are unable to resolve the dispute between themselves within 28 days, all parties must within 10 days:
 - i. notify the committee of the dispute; and
 - ii. agree to or request the appointment of a mediator; and
 - iii. attempt in good faith to resolve the dispute by mediation.
- (f) The mediator must be:
 - i. a person chosen by agreement between the parties; or
 - ii. where the parties cannot agree on a mediator:
 - a person appointed by the committee for disputes between a member and another member; or
 - a person appointed by the RSEA
- (g) The mediator appointed may be a member or former member of the Alliance, but must not be a person who:
 - i. has a personal interest in the dispute; or
 - ii. is biased in favour of or against any party.
- (h) The mediation process must:
 - i. give each party every opportunity to be heard; and
 - ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure that natural justice is provided to the parties throughout the mediation process.
- (i) The mediator must not determine the dispute.

- (j) If mediation does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

19. Managing non-compliance and prejudicial behaviour

- (a) If the Executive Committee is of the opinion that a member has, of itself or acting through its delegate(s) —
- i. persistently refused or neglected to comply with a provision of this constitution or the By-Laws made under it; or
 - ii. persistently and wilfully acted in a manner prejudicial to the interests of the Alliance;
- the Executive Committee may, by resolution —
- i. suspend a member or member representative's right to speak and vote at RSEA meetings; or
 - ii. suspend the member from the rights and privileges of membership of the Alliance, as that the Executive Committee may decide, for a specified period.
- (b) A resolution of the Executive Committee under subsection (a) is of no effect unless the Executive Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (c), confirms the resolution in accordance with this section.
- (c) If the committee passes a resolution under subsection (a), the Secretary must, as soon as practicable, serve a written notice on the member or, if the member is an organisation or body, the representative and President of that organisation or body—
- i. setting out the resolution of the Executive Committee and the grounds on which it is based; and
 - ii. stating that the member or, if the member is an organisation or body, its representative, may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - iii. stating the date, place and time of that meeting; and
 - iv. informing the member or, if the member is an organisation or body, the representative of that organisation or body:
 - (1) attend and speak at that meeting;
 - (2) submit to the Executive Committee at or before the date of that meeting written representations relating to the resolution.
- (d) Subject to the Act, section 50, at a meeting of the Executive Committee mentioned in subsection (b), the Executive Committee must—
- i. give to the member or representative mentioned in subsection (a) an opportunity to make oral representations; and
 - ii. give due consideration to any written representations submitted to the Executive Committee at or before the meeting; and
 - iii. by resolution decide whether to confirm or to revoke the resolution of the Executive Committee made under subsection (a).
- (e) If the Executive Committee confirms a resolution under subsection (a), the Secretary of Alliance must, within 7 days after that confirmation, by written notice inform the member or, if the member is an

Commented [MK6]: Review formatting and check if these are the right actions for this Alliance, and adopt some of the language of the sample constitution

organisation or body, the representative and President of that organisation or body of that confirmation and of the member's right of appeal.

- (f) A resolution confirmed by the Executive Committee under subsection (e) does not take effect—
- i. 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
 - ii. if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with Clause 18 (e).

20. Right to Appeal

- (a) A member or its representative may appeal to a General Meeting of the Alliance against a resolution of the committee that is confirmed under Clause 16 or 18, within 7 days after notice of the resolution is served on the member or, if the member is an organisation or body, the representative and President of that organisation or body, by lodging with the Secretary a notice to that effect.
- (b) On receipt of a notice under subsection (a), the Secretary must notify the Executive Committee, which must call a general meeting of the Alliance to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (c) Subject to the Act, section 50, at a general meeting of the Alliance called under subsection (b)—
- i. no business other than the question of the appeal may be transacted; and
 - ii. the Executive Committee and the member or representative must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - iii. the members present must vote by secret ballot on the question of whether the resolution made under Clause 16 or 18 should be confirmed or revoked.
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Clause 16 or 18, that resolution is confirmed.
- (e) If the meeting fails to pass the proposed resolution, the member dealt with in that resolution continue to have full rights under this constitution.

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21. Management

- (a) There shall be an Executive Committee of the Alliance.
- (b) The Executive Committee shall act upon and in accordance with decisions of and directives from Policy Conference and General Meetings of the Alliance provided they are within the Objects and Powers of the Alliance.
- (c) The Executive Committee shall otherwise have responsibility and authority for the management of the affairs of the Alliance subject to the provisions of this Constitution.
- (d) The Executive Committee of the Alliance shall comprise the following positions from affiliate members:
- i. the President;
 - ii. two Vice-Presidents;
 - iii. the Secretary;
 - iv. the Treasurer;
 - v. up to four affiliate members.

Commented [MK10]: More? Less?

- (e) The members of the Executive Committee elected at the Annual General Meeting, shall take office or function as members of the Executive Committee as appropriate, from and including the day after their election or appointment. Subject to this Constitution, they shall continue to hold office or serve as members of the Executive Committee until other persons who are eligible to succeed them are elected or appointed, or they are no longer eligible to serve by resignation or for any other reason.
- (f) No person may occupy the position of President for more than three (3) consecutive years.
- (g) The Executive Committee shall have the discretionary power to co-opt, in an advisory capacity and for a specific purpose only, any person(s) who may or may not be a representative. That person may be co-opted for any period of time until the next election for the Executive Committee.
- (h) A member of the Executive Committee shall not be removed from office except at a Special General Meeting of the Alliance convened for that purpose.
- (i) A member of the Executive Committee shall be deemed to have vacated their office if they are absent without leave or reasonable cause from four consecutive meetings including meetings of the Alliance and the Executive Committee.
- (j) In the event of any position on the Executive Committee becoming vacant, such vacancy shall be filled by election of which due notice has been given, at the next General Meeting of the Alliance. The person so elected shall hold office until the next ensuing Annual General Meeting, subject to this Constitution.
- (k) The Executive Committee shall meet as required but at least once every seventy days, in person, by teleconference or video conference.
- (l) The Executive Committee, following its election at the Annual General Meeting, shall review the authorised signatories to the Alliance's accounts and the procedure for the management of the Alliance's finances in accordance with the Australian Accounting Standards.
- (m) The Alliance may establish at Policy Conference or at a General or Executive Committee Meeting any sub-committee deemed necessary, to operate in the manner determined by that meeting.
- (n) In a situation where the President considers a decision is required before it is practicable to arrange a meeting of the Executive Committee, the President shall make such a decision on behalf of the Executive Committee provided previous agreement is obtained of two other members of the Executive Committee, at least one of whom shall, if practicable, be a Vice President.
- (o) The Executive Committee shall, at its first meeting following the Annual General Meeting, appoint one of its Officers who is resident in the ACT to be the Public Officer pursuant to the ACT Associations Incorporation Act subject to that Officer acknowledging in writing that they note and accept the duties and responsibilities of that office as set out in the Associations Incorporation Act. That Officer shall forthwith act in accordance with the requirements of that Act in relation to their appointment.

Commented [MK11]: Or no limit? Or another timeframe?

Commented [e12]: Timeframe once per quarter – usually 4 times per year but maybe more.

The Secretary

- (p) The Secretary, through the Executive Committee shall ensure that:
 - i. correspondence is dealt with including distributing correspondence or copies thereof to members of the Executive Committee or delegates as appropriate;
 - ii. correspondence is prepared as required by the Alliance and the Executive Committee;
 - iii. copies of all correspondence are kept for a period as determined by the Executive Committee;
 - iv. notice is given in accordance with this Constitution, and any bylaws made under it, of any meetings of the Alliance or sponsored by the Alliance;
 - v. in consultation with the President, the decisions of Policy Conference, General or Executive Committee Meetings of the Alliance are implemented;

- vi. a register of affiliated bodies, their representatives and alternate representative is maintained;
- vii. minutes are kept of Policy Conference, all General and Executive Committee and other formal meetings held in the name of the Alliance;
- viii. members or their representative receives copies of the Minutes of all General Meetings before the next General Meeting.

The Treasurer

Commented [MK13]: Review

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

22. Audit or financial review

Financial records of the Alliance must be reviewed or audited to comply with the *Associations Incorporation Act 1991* at least 14 days before the Annual General Meeting.

Reviewer is a person who –is not an officer of the Assn and has not prepared or assisted in the preparation of the accounts.

Commented [MK14]: TBC

Commented [e15]: Ss 74-78, s 70B definition of small association + revenue less than \$400K

Commented [e16R15]: Need to consider the level of detail here. Wont require auditing for a while.

23. Policy

- (a) The Alliance Policy provides the framework within which the Alliance representatives are to operate.
- (b) The Alliance Policy may only be agreed at a duly called Policy Conference.

- (c) The Executive Committee shall call a Policy Conference each year.
 - i. The date, time and place of the Policy Conference shall be determined by the Executive Committee.
 - ii. The Policy Conference shall not exceed one (1) days' duration.
 - iii. At least two (2) months' notice of the time, date and place of the Policy Conference shall be given in writing to all affiliated members.
- (d) The Alliance may agree upon interim policy at a General meeting provided that:
 - i. at least two months' notice of the motion to amend or propose new policy is given, in writing, to all affiliated members; and.
 - ii. interim policy be subject to ratification, amendment or rejection at the next policy conference.
- (e) A document detailing the Alliance policy shall be made available to all affiliated members following each policy conference.

23. General Meetings

Annual General Meetings

- (a) Annual General Meetings
 - i. The Annual General Meeting of the Alliance shall be held in the month of November in lieu of the regular monthly meeting at such place and at such time as the Executive Committee determines.
 - ii. The President shall present to each Annual General Meeting of the Alliance a written report outlining the activities and achievements of the Alliance during the year since the previous Annual General Meeting, and any other pertinent matters.
 - iii. The Treasurer shall present to each Annual General Meeting of the Alliance in writing:
 - 1. The Treasurer's Report and Statements referred to in Clause 20 (q)(vi) above; and
 - 2. the Auditor's certificate and report on the audit of the books, accounts, the above statements and the finances of the Alliance for the financial year preceding the Annual General meeting.
 - iv. The agenda of the Annual General Meeting shall be:
 - 1. Apologies
 - 2. Minutes of previous Annual General Meeting
 - 3. Matters arising there from
 - 4. President's report (to be in writing)
 - 5. Treasurer's report (to be in writing)
 - 6. Election of office bearers and other Executive Committee members and representatives to external bodies.
 - 7. Appointment of an Auditor and if appropriate fixing of audit fees
 - 8. Urgent general business
 - 9. Other items of which due notice has been given.
 - v. The Alliance may hold the AGM in person, by teleconference, by videoconference or by a combination of these methods.

Commented [e17]: 1st AGM within 18 months of incorporating.
Can be a different month – within 5 months from the end of the financial year.

Commented [e18]: We need to have this for each type of meeting just in case (COVID) etc.

Special General Meetings

- (b) Special General meetings
- i. The Executive Committee shall call a Special General Meeting when not less than four affiliated members request such a meeting in a written notice, specifying the purpose(s), given to the Secretary.
 - ii. A Special General Meeting shall be held on a date not later than 28 days after the date on which the notice in (i) above was given to the Secretary.
 - iii. The Executive Committee shall notify all affiliated members of the date, place, time and purpose(s) fixed for the Special General Meeting.
 - iv. The Alliance may hold a special general meeting in person, by teleconference, by videoconference or by a combination of these methods.

Commented [e19]: We need to have this for each type of meeting just in case (COVID) etc.

Other General Meetings

- (c) Other General Meetings
- i. The Secretary shall convene a General Meeting of the Alliance at least once every quarter.
 - ii. Subject to clause 22(c) the Executive Committee may convene a meeting of the Alliance when it considers it necessary and should aim to hold 2 additional meetings beyond those required under (i) above.
 - iii. The Alliance may hold the AGM in person, by teleconference, by videoconference or by a combination of these methods.

Commented [MK20]: Do we need this?

Commented [e21]: We need to have this for each type of meeting just in case (COVID) etc.

Notice of Meetings

- (d) Notice of Meetings
- i. The Secretary shall give to each affiliated member not less than 28 clear days notice of the time, date and place fixed for the holding of the Annual or any other general meetings, except Special or reconvened General Meetings.
 - ii. The Secretary shall give ten (10) clear days, or less if agreed by five affiliated members, notice of the time, date, place and business to be transacted at a Special General Meeting.
 - iii. At least fourteen clear days notice shall be given of a motion on notice at any General Meeting, except Special General Meetings. Motions can be moved from the floor in the course of any meeting, except those convened to hear an appeal against a disciplinary action.

Commented [e22]: I have made this 28 (std). Don't think we need 'clear' days, just 28 days.

Commented [e23]: This is a large number?

Conduct of Meetings

- (e) Conduct of Meetings
- i. The President, or in his/her absence, one of the Vice-Presidents shall chair all the Alliance and Executive Committee meetings unless the meeting decides that an alternative Chairperson shall assume that responsibility.

- ii. If at the expiry of half an hour after the time fixed for holding any General or Executive Committee meeting, a quorum is not present, the meeting shall stand adjourned to a date to be fixed by the Executive Committee, being not later than 21 clear days from the date set for the adjourned meeting. The Secretary shall then notify each affiliated member in the case of General Meetings, or each Executive member in the case of Executive Meetings, of the time, place and date of the adjourned meeting.
- iii. If at a reconvened adjourned General or Executive Committee meeting, a quorum is not present within half an hour of the time for the holding of the meeting, the representatives present shall constitute a quorum.
- iv. All Executive committee and general meetings shall be conducted in accordance with the Bylaws of the Alliance.

24. Quorum

(a) At any General Meeting and at Policy Conference, and subject to Clause 23 (e) (iii) above, 1 representative from each of at least six (6) different affiliated members shall constitute a quorum.

(b) At any meeting of the Executive Committee **four** (4) members shall constitute a quorum provided two are office bearers, one of which is the President or a Vice President.

(c) Any representative accessing a General, Policy or Executive meeting via tele or video conferencing shall be deemed to be present for that meeting and count towards the quorum.

Commented [e24]: I've changed from 5 to 4 given our size.

25. Voting at Meetings

(a) Each representative at a General Meeting or Policy Conference, and each member of the Executive Committee at Executive Meetings is entitled to only one vote on each motion put to the meeting, irrespective of the number of affiliated members such representative represents.

(b) The Chairperson presiding at any meeting has a deliberative vote and does not have a casting vote.

(c) In the event of an equality of votes, a motion shall be deemed to have been lost.

(d) Voting shall be by those present and able to vote by a show of hands or by voice for those on teleconferencing, but if one third of representatives present so request, voting on any motion shall be conducted by secret ballot except for those on tele or video conferencing.

26. Elections

(a) The Executive Committee shall be elected from persons who are representatives or alternate representatives of affiliated members at the time of the elections.

(b) Nominations for the Executive Committee shall be called for 14 clear days before the date of the election.

(c) Nominations shall be in writing signed by a nominator and a seconder, both of whom must be representatives of an affiliated member at the date of nomination, accepted in writing by the nominee, and be

Commented [MK25]: Do we need to provide for the first election (noting no members are yet affiliated under this Constitution)?

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

(d) Where only sufficient, representatives are nominated to fill the respective vacancies those nominees shall be declared by the Chairperson or Returning Officer to be elected.

(e) Where insufficient nominations are received to fill all vacancies, nominations shall be called for at the election meeting to fill the remaining vacancies. If nominations are still not forthcoming the Executive Committee may invite a person to fill any remaining vacancy or continue to call for nominations and elect a candidate when available.

(f) If more than one nomination is received for a particular office or vacancy the representatives attending the meeting shall elect the required number of nominees by secret ballot.

(g) Voting shall be by an optional preferential system to be decided by the Executive Committee.

(f) During elections the chair shall be occupied by a representative who is not a candidate in the election and is not affiliated with a school which has a candidate in the election.

28. Election of The Alliance Representatives to Other Bodies

Commented [MK26]: Check

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

29. By-Laws

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

30. Postal Address

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

31. Administrative Office Address

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

32. Service of notice

For these rules, the Association may serve a notice on a member by giving it to the individual, sending it by post to the member at the member's address or emailing it to the member as shown in the register of members.

Note: For how documents may be served, see the Legislation Act, pt 19.5.

Commented [MK27]: To complete - Take from sample constitution

33. Relationship with Affiliates

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

34. Custody of Records

Subject to the Act, the regulation and these rules, the Secretary will arrange for the Alliance to provide safe and secure storage of all records, books, and other documents relating to the Association.

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

35. Inspection of Books

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

(Note alternate wording - (a) The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.)

Commented [MK28]: Take from sample constitution

36. Public Statements

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

37. Dissolution of the Alliance

- (a) The Alliance shall not be dissolved except on the vote of delegates representing two-thirds of the Alliance's affiliated bodies present at a Special General Meeting called for that purpose.
- (b) The assets of the Alliance on winding up, will only be transferred to another not for profit organisation.
- (c) The last elected officers of the Association will be responsible, along with the school Principal, for the winding up of the Association. This will include producing a final audited statement of financial affairs, paying of all debts, notification to the ACT Office of Regulatory Services, transfer of all assets to a like organisation as nominated in 39 above.
- (d) The records of the Association should be retained in the safe custody for at least 5 years.

Commented [MK29]: To complete -take from 42 of sample constitution

39. Amendment of this Constitution

- (a) At least twenty eight (28) days' notice in writing must be given of any meeting at which proposals to amend this Constitution will be considered. The notification must include the full text of the proposed amendment and a statement of the reasons for and the background of the proposed changes.
- (b) This Constitution may be amended at a Special General Meeting of the Alliance upon the majority of seventy-five per cent of the members present, and entitled to vote.
- (c) An amendment to the objects and purposes of the Alliance shall not be effective until approved by Access Canberra.

Commented [MK30]: To complete - Incorporate some things from clause 37 sample constitution

Commented [e31]: Might also say by relevant ACT authority (could also need to submit to ACNC if the Alliance becomes a registered not-for-profit).

40. Action required at first meeting

- (1) At the first general meeting of the Association, the Alliance must pass a special resolution nominating:
 - (a) another Association for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b); in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
 - (c) an Association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).