

SCIENCE TEACHERS' ASSOCIATION  
OF NEW SOUTH WALES INC

CONSTITUTION

ABN 44 677 048 086

Y0432401 Incorporation Number under the Associations Incorporation Act 2009  
NSW

ADOPTED

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# SCIENCE TEACHERS' ASSOCIATION OF NEW SOUTH WALES INC

## CONSTITUTION

### 1. Definitions

#### 1.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:

**Act** means the Associations Incorporation Act 2009 of New South Wales as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Association.

**Appointed Councillor** means a Councillor appointed by the Council pursuant to clause 6.15

**Association** means Science Teachers' Association of New South Wales Incorporated

**Council** means the committee of management described in Part 6 of this Constitution

**Director-General** means

- a. the Commissioner for Fair Trading, Department of Finance and Services, or
- b. if there is no such position in the Department, the Director-General of the Department.

**Elected Councillor** means the Councillors elected by the Members in accordance with this Constitution

**In Writing or Written** means printing, typewriting and all other means of representing or reproducing words in visible form.

**K-12** means Kindergarten to Year 12 school grades

**Non-metropolitan** means an area outside of the Hunter, Illawarra or Sydney region as defined by the Australian Bureau of Statistics or its replacement organisation.

**Person** includes natural persons, as well as schools, partnerships, associations and corporations unincorporated and incorporated by Ordinance, Act of Parliament or registration

**Public Officer** means the person appointed by Council as the Public Officer of the Association as required under the Act

**Representative** means a natural person appointed to represent a Member (that Member not being a natural person) as described in clause 5.12.

1.2. The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2. Name and incorporation

2.1. The name of the Association is Science Teachers' Association of New South Wales Incorporated.

2.2. The Association is incorporated under the Associations Incorporation Act of NSW.

3. Objects

3.1. The object of the Association is to advance education through assisting the profession of science teaching in all regions of NSW.

3.2. The Association may only exercise the powers given to it under the Act to carry out the objects in this Constitution and to do all things incidental or convenient in relation to the exercise of power including, but not limited to:

- a. initiating actions and to influence decision making in areas pertinent to science teaching by communicating policy and advice to relevant individuals, organisations and the media;
- b. providing learning opportunities and professional development for science education;
- c. providing publications and resources;
- d. creating and maintaining a governance system that ensures the Association remains viable and effective;
- e. developing and maintaining partnerships and sponsorships;
- f. supporting an interest in and to be a member of the national peak body of science teachers.

4. Not-for-profit organisation

4.1. The Association must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividend or distribution of profits.

4.2. Clause 4.1 does not prevent the Association from making a payment as reimbursement, granting an honorarium, to any officer(s) or employee(s) of the Association, or any Member(s), in return for services rendered, or expenses incurred on behalf of the Association.

5. Membership

### **Qualifications of Membership**

5.1. A person is qualified to be a Member of the Association if, and only if, the person:

- a. has been nominated for membership of the Association as provided by this Constitution; and
- b. has been approved for membership of the Association by the Council.

### **Membership categories**

- 5.2. **Individual Membership:** Individual Members may attend general meetings and shall be entitled to vote. Every individual accepted as an Individual Member shall be one of the following:
  - a. a practising teacher of science in an educational institution; or
  - b. a person who in the opinion of Council is interested in the advancement of science teaching.
- 5.3. **Joint Membership:** Any two members domiciled at the same address may be accepted as Joint Members and shall pay a single subscription as determined by Council from time to time. Each member shall have full voting rights but mailing will only be supplied per joint membership.
- 5.4. **Student Membership:** Student Members may attend general meetings and shall be entitled to vote. Every individual accepted as a Student Member shall be undertaking a preservice course of instruction in an accredited training authority in preparation for teaching science.
- 5.5. **Life Membership:** Life Members may attend general meetings and shall be entitled to vote. Life Members shall not be liable for any annual subscription. Every person accepted as a Life Member shall be a Member who, in opinion of the Association, has given exemplary service to the Association. Such a person shall be appointed by the Association at a general meeting, notice of which for that purpose has been given.
- 5.6. **Retiree Membership:** Retiree Members may attend general meetings and shall be entitled to vote. Every person accepted as a Retiree Member shall be a person who is no longer in employment as a science educator, teacher or lecturer.
- 5.7. **Primary School Associate:** Each Primary School Associate shall be entitled to vote and speak at general meetings through their Representative. Each Primary School Associate shall be entitled to 1 vote for each question proposed at general meetings. Any employees within the Primary School Associate may attend general meetings as observers. Any primary school may apply to join as a Primary School Associate.
- 5.8. **Secondary Faculty Associate:** Each Secondary Faculty Associate shall be entitled to vote and speak at general meetings through their Representative. Each Secondary Faculty Associate shall be entitled to 1 vote for each question proposed at general meetings. Any employees within the Secondary Faculty Associate may attend general meetings as observers. Any secondary school or K-12 school may apply to join as a Secondary Faculty Associate.
- 5.9. **Corporate Associate:** One Representative of each Corporate Associate may attend general meetings but shall not be entitled to vote. A Corporate Associate is a corporate body appointed to membership by the Council.

- 5.10. ***Honorary Membership:*** Honorary Members may attend general meetings but shall not be entitled to vote. Honorary Members are appointed by Council for a period of one year. Every person appointed as a Honorary Member shall be a person temporarily resident of N.S.W., associated with science education but not employed as a teacher or lecturer. An Honorary Member shall not be liable for an annual subscription. The membership of an Honorary Member may be terminated at any time by Council.
- 5.11. ***Laboratory Technicians Membership:*** Laboratory Technicians may attend general meetings and shall be entitled to vote. Every person accepted as a Laboratory Technician Member shall be a person currently employed in the position of laboratory technician in a school or science education institution.

### **Representatives**

- 5.12. A Representative as mentioned in the preceding clauses must be a natural person who:
- a. in the case of Primary School Associate and Secondary Faculty School Associate, is an employee within that school;
  - b. in the case of Corporate Associate, an employee within that corporate body.

### **Applying for Membership**

- 5.13. An application for membership of the Association:
- a. shall be made by the applicant in the form and manner as may be from time to time prescribed by the Council;
  - b. shall be accompanied by payment of the membership fee as prescribed by the Council; and
  - c. shall be lodged with the Association.
- 5.14. The Council will consider each application for membership at the next meeting of the Council after the application is received. The Council reserves the right to determine whether to approve or reject the application
- 5.15. Where the Council determines to approve an application for membership the Association shall, as soon as practicable after that determination, notify the applicant of that approval. The Council may delegate the authority to approve an application for membership.
- 5.16. Following approval of an application by the Council, the Association shall enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant becomes a Member of the Association.
- 5.17. Where the Council rejects an application for membership the Association shall within 28 days of the resolution rejecting the application notify the applicant of that rejection and return to the applicant any fees paid. The Council shall not be required to give reasons for, nor enter into correspondence relating to, the rejection.

## **Cessation of Membership**

- 5.18. A person ceases to be a Member of the Association if a person:
- a. dies;
  - b. resigns that membership;
  - c. is expelled from the Association;
  - d. fails to pay membership fees by February 28th in accordance with this Constitution;
  - e. ceases to meet the criteria and qualifications of membership; or
  - f. ceases operations or becomes insolvent as defined in the Corporations Act 2001 of the Commonwealth, where the Member is a school or corporate body.

## **Membership entitlements not transferrable**

- 5.19. A right, privilege or obligation which a person has by reason of being a Member of the Association:
- a. is not capable of being transferred or transmitted to another person; and
  - b. terminates upon cessation of the person's membership.

## **Resignation of Membership**

- 5.20. A Member of the Association may resign from membership of the Association by giving notice in writing of the Member's intention to resign.
- 5.21. Where a Member of the Association ceases to be Member pursuant to clause 5.20, and in every other case where a Member ceases to hold membership, the Association shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

## **Register of Members**

- 5.22. The Association shall establish and maintain a register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a Member.
- 5.23. The register of Members shall be kept at the principal place of administration of the Association. The register shall be open for inspection by any Member, subject to that Member having made an appointment with the Association for this purpose.
- 5.24. If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 5.25. A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- b. any other purpose necessary to comply with a requirement of the Act.

### **Membership fees**

- 5.26. Membership fees, levies and charges and the time and manner of payment of such fees, levies and charges are as determined by the Council from time to time.

### **Members' liabilities**

- 5.27. The liability of a Member 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 respect of membership of the Association.

### **Disciplining of Members**

- 5.28. Where the Council is of the opinion that a 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 the Association,

the Council may, by resolution:

- c. expel the Member from the Association; or
  - d. suspend the Member from membership of the Association for a specified period.
- 5.29. A resolution of the Council under clause 5.28 is of no effect unless the Council, at a meeting held not earlier than 28 days after service on the Member of a notice under clause 5.30, confirms the resolution in accordance with this clause.
- 5.30. Where the Council passes a resolution under clause 5.28, the Association shall, as soon as practicable, cause a notice in writing to be served on the Member:
- a. setting out the resolution of the Council and the grounds on which it is based;
  - b. stating that the Member may address the Council at a meeting to be held not earlier than 28 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 Council at or prior to the date of that meeting written representations relating to the resolution.



- 5.31. At a meeting of the Council held as referred to in clause 5.30, the Council shall—
- a. give the Member an opportunity to make oral representations;
  - b. give due consideration to any written representations submitted to the Council by the Member at or prior to the meeting; and
  - c. by resolution determine whether to confirm or to revoke the resolution made pursuant to clause 5.28.
- 5.32. Where the Council confirms a resolution under clause 5.31, the Association shall, within 7 days after that confirmation, by notice in writing inform the Member of the fact.

### **Right of appeal of disciplined Member**

- 5.33. A Member may appeal to the Association in general meeting against a resolution of the Council under clause 5.31, within 28 days after notice of the resolution is served on the Member, by lodging with the Association a notice to that effect.
- 5.34. 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.
- 5.35. On receipt of a notice from a Member under clause 5.33, the Council is to convene a general meeting of the Association to be held within 45 days after the date on which the Association received the notice.
- 5.36. At a general meeting of the Association convened under clause 5.35:
- a. no business other than the question of the appeal is to be transacted, and
  - b. the Council and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5.37. The appeal is to be determined by a simple majority of the votes cast.
6. The Council

### **Powers of Council**

- 6.1. The business and affairs of the Association shall be administered by the Council which shall, subject to the Act and this Constitution:
- a. control and manage the affairs of the Association;
  - b. exercise all the functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by general meeting of Members of the Association; and
  - c. have power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

- 6.2. The Council may from time to time delegate any of its powers other than this power to delegate to Committees. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Council.
- 6.3. The Council 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 the Association. These by-laws are binding on the Council and the Members.

### **Composition of Council**

- 6.4. The Council shall comprise up to 9 Councillors, being up to 8 Elected and up to 1 Appointed Councillor.

### **Qualifications to be Elected Councillor**

- 6.5. An individual is eligible for election as a Councillor if they belong to a membership category of natural persons with an entitlement to vote at general meetings pursuant to this Constitution. For avoidance of doubt, Representatives of Primary School Associates, Secondary Faculty Associates and Corporate Associates are not eligible for election as Councillors.
- 6.6. Paid officers of the Association may not be elected members of Council.

### **Elections**

- 6.7. There will be a staggered rotational system of election of Elected Councillors such that on the 31<sup>st</sup> day of December each year, up to 4 Councillors elected 2 years prior will finish their term.
- 6.8. Elected Councillors will take office from the 1<sup>st</sup> day of January following the ballot and will serve 2 year terms but subject to this Constitution will be eligible for re-election.
- 6.9. Elected Councillors shall be elected by postal ballot held every year in Term Four of the School Year.
- 6.10. Prior to each election, the Council will:
  - a. appoint a Returning Officer
  - b. set a delivery date for ballot papers
  - c. set a closing date for the ballot.
- 6.11. The Returning Officer will conduct the ballot on behalf of the Association. Their role includes:
  - a. receiving and validating the nominations
  - b. distributing the ballot forms to Members in the manner and time prescribed by the Council
  - c. ensuring safe keeping of returned ballot papers
  - d. counting the ballot and informing candidates and Council of the results.
- 6.12. Nominations of candidates for election as Councillors:
  - a. shall be made in writing; and

- b. shall be received by the Returning Officer by the specified date which will be a minimum of 28 days prior to the distribution of the ballot forms; and
  - c. be accompanied by an appropriate supporting statement of up to 250 words which will accompany the ballot form.
- 6.13. If the number of nominations received is not more than the number of positions to be filled on the Council, the candidates nominated shall be deemed elected and no ballot will be conducted for those positions. Any position remaining vacant when nominations close shall be deemed a casual vacancy.
- 6.14. Voting for Elected Councillors shall be by secret, non-preferential ballot.

### **Appointed Councillors**

- 6.15. The Elected Councillors may, by resolution passed by at least two-thirds majority of the Elected Councillors, appoint up to one additional person as an Appointed Councillor to serve on the Council at any one time, where appropriate skill, experience, knowledge or regional/rural representation is sought.
- 6.16. An Appointed Councillor may be, but is not required to be, a Member of the Association. The appointed councillor is a non voting member of council if they are not a member of STANSW
- 6.17. An Appointed Councillor shall hold office for a term determined by the Council not exceeding 1 year but will be eligible for re-appointment.

### **Term limit of Councillors**

- 6.18. Elected and Appointed Councillors may not serve more than ten successive years except by special resolution of the Association in an Annual General Meeting.
- 6.19. A Councillor who serves ten consecutive years is not eligible to serve on Council again until 12 months following the expiration of their most recent term of office.

### **Transitional provisions**

- 6.20. In the transition from the 9 Councillors elected prior to the acceptance of this Constitution, the 5 Councillors who have served the longest shall be eligible to seek re-election and commence new terms on 1 January 2015. The 4 Councillors who have served least time shall be eligible to seek re-election and commence new terms on 1 January 2016.

### **Casual vacancies**

- 6.21. Any casual vacancy occurring in Council pursuant to clause 6.23 or vacancy due to insufficient nominations may be filled by the Council from the membership of the Association.
- 6.22. In the event of the Council filling a casual vacancy, the term of the new Councillor shall be for as long as the vacating Councillor would have retained office if no vacancy occurred.
- 6.23. A casual vacancy occurs in Council if the Councillor:

- a. dies;
- b. ceases to meet the criteria outlined in clauses 6.5 and 6.6.
- c. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
- d. resigns office by notice in writing given to the Association;
- e. is removed from office under clause 6.24;
- f. becomes a mentally incapacitated person;
- g. is absent without the consent of the Council from all meetings of the Council held during a period of 6 consecutive months;
- h. 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
- i. is prohibited from being a director of a company by an order made under the Corporations Act 2001 of the Commonwealth.

### **Removal of Councillor**

- 6.24. The Association in a general meeting may by resolution remove any member of the Council from the office of Council before the expiration of the Councillor's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Councillor so removed.
- 6.25. Where a member of the Council to whom a proposed resolution referred to in clause 6.24 relates makes representations in writing to the President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the President may send a copy of the representations to each Member of the Association or, if they are not so sent, the Councillor is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

### **Office Bearers**

- 6.26. The Office Bearers of the Association are as follows:
  - a. President
  - b. Vice-President
  - c. Treasurer.
- 6.27. The position of Office Bearers will be appointed by the Council from amongst the Councillors at the first Council meeting held on or after the 1st day of January each year, or at any time a vacancy arises.
- 6.28. Subject to this Constitution, Office Bearers will hold their position until the first Council meeting in the following year or until they cease to be a Councillor.
- 6.29. A President may not serve more than 4 successive years as President, except by resolution of the Council passed by at least two-thirds majority.

- 6.30. A President who serves 4 successive years is still eligible for re-election or re-appointment as a Councillor, subject to 6.18.

### **Meetings of the Council**

- 6.31. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit but shall meet at least 4 times in each period of 12 months.
- 6.32. No business shall be transacted by the Council unless a quorum is present. The quorum for a meeting of Council shall be at least half of the Council as then constituted, (rounded up if not a whole number).
- 6.33. Subject to clause 6.32, the Council may act despite any vacancy on the Council.
- 6.34. At all meetings of the Council, the President, or Vice-President in the absence of the President, shall be Chairperson. In the absence of both President and Vice-President, or in the event of their unwillingness to chair the meeting, Council shall elect one of its members to be Chairperson.
- 6.35. The President alone, or any 3 members of the Council, may convene a meeting of the Council.
- 6.36. A resolution is passed if at least a majority of votes are cast in favour of it, unless specified otherwise in this Constitution.
- 6.37. The Council must ensure that minutes are made of all Council meetings and decisions made by electronic communication pursuant to clause 6.41.
- 6.38. Oral, written or electronic (including fax) notice of a meeting of the Council shall be given by the Association to each member of the Council at least 7 days or such other period as may be unanimously agreed upon by the members of the Council before the time appointed for the holding of the meeting.
- 6.39. A Councillor who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that Councillor and the Councillors present at the meeting to clearly and simultaneously communicate with each other.
- 6.40. A Councillor participating in a Council meeting as permitted under clause 6.39 is taken to be present at the meeting and, if the Councillor votes at the meeting, is taken to have voted in person.

### **Resolutions made not in meetings**

- 6.41. When necessary Council may consider and pass a resolution without a Council meeting being held. The resolution may be passed by written or electronic communication, provided the number of Councillors who vote on the matter equals or exceeds the number for a quorum.
- 6.42. The resolution is passed if at least a majority of votes are in favour of the resolution.
- 6.43. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the Councillors.

The document may be in the form of a facsimile transmission or electronic communication.

- 6.44. Any document referred to in clause 6.43 must be sent to all Councillors who are entitled to vote on the resolution, at least 4 days prior to the deadline for them to cast their vote.

### **Validity of acts**

- 6.45. Any act or thing done or suffered, or purporting to have been done or suffered, by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council.

### **Conflict of interest**

- 6.46. A Councillor who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.
- 6.47. The Councillor—
- a. must not be present while the matter is being considered at the meeting; and
  - b. must not vote on the matter.
- 6.48. This clause does not apply to a material personal interest—
- a. that exists only because the Councillor belongs to a class of persons for whose benefit the Association is established; or
  - b. that the Councillor has in common with all, or a substantial proportion of, the Members of the Association.

## **7. General Meetings**

### **Calling of General Meetings**

- 7.1. An Annual General Meeting of Members will be held within 6 months after the end of each financial year. The time and place of this meeting will be determined by the Council.
- 7.2. The Council may whenever it thinks fit convene a Special General Meeting of the Association.
- 7.3. A Special General Meeting of the Members will also be convened by the Council upon the request of not less than 5% of Members entitled to vote at general meetings or 20 Members entitled to vote at general meetings, whichever is the higher number.
- 7.4. A request for a Special General Meeting:
- a. must state the purpose or purposes of the meeting, and
  - b. must be signed by the Members making the request, and
  - c. must be lodged with the Association, and
  - d. may consist of several documents in a similar form, each signed by one or more of the Members making the request.

- 7.5. If the Council fails to give notice of a Special General Meeting within 1 month after the date on which a request for the meeting is lodged with the Association, any one or more of the Members who made the request may convene a Special General Meeting to be held not later than 3 months after that date.
- 7.6. A Special General Meeting convened by a Member or Members as referred to in clause 7.5 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.
- 7.7. A general meeting may be held at two or more venues simultaneously using any technology that gives Members a reasonable opportunity to participate.

### **Notice of General Meetings**

- 7.8. Notice of a general meeting must be given to each Member at least 21 days prior to the meeting.
- 7.9. Notice of a general meeting must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 7.10. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to any person entitled to notice, does not invalidate any resolution passed at that meeting.
- 7.11. An Annual General Meeting shall be specified as such in the notice convening it.

### **Business at General Meetings**

- 7.12. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted pursuant to clause 7.13.
- 7.13. In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall include the following:
  - a. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - b. to receive from the Council reports from the activities of the Association during the last preceding financial year;
  - c. the appointment of an auditor;
  - d. to receive and to consider any financial statement or report required to be submitted to Members under the Act.

### **Quorum at General Meetings**

- 7.14. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.

- 7.15. The quorum shall be the number of voting Members equal to the number of Councillors in office at the time plus 2. *[for example, if 9 Councillors in office, then quorum is 9+2=11)*

### **Chair at General Meetings**

- 7.16. The President shall chair each general meeting.
- 7.17. 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 preside as chairperson of the meeting (in order of precedence):
- a. the Vice-President;
  - b. the Treasurer;
  - c. any other Councillor present who has been appointed as chair by those other Councillors present; or
  - d. a Member present chosen by a majority of the Members present.

### **Adjournment**

- 7.18. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
- a. in the case of a meeting convened at the request of Members — the meeting must be dissolved;
  - b. in any other case — the meeting must be adjourned to another date, time and place as determined by the Chair.
- 7.19. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under clause 7.18.b the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.
- 7.20. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjournment meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 7.21. Where a general meeting is adjourned for 28 days or more, the Association shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 7.22. Except as provided in clause 7.21 notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **Cancellation of General Meetings**

- 7.23. Except in the case of a general meeting called at the request of Members, the Council may by resolution, cancel, postpone or change the venue of a general meeting at any time prior to the date on which it is to be held. The Council must give notice of the postponement,



cancellation or change of venue to all persons entitled to receive notices of a general meeting.

### **Making of decisions**

- 7.24. A question arising at a general meeting of the Association is to be determined by either:
- a. a show of hands, or
  - b. if on the motion of the chairperson or if 3 or more Members present at the meeting decide that the question should be determined by a poll, a poll.
- 7.25. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 7.26. If the question is to be determined by a poll, the poll is to be conducted in accordance with the directions of the chairperson.

### **Special resolutions**

- 7.27. A resolution of the Association is a special resolution if:
- a. it is supported by at least three-quarters of the votes cast by Members of the Association who, under this Constitution, are entitled to vote on the proposed resolution; or
  - b. where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Director-General.

### **Appointment of proxies**

- 7.28. Each Member shall be entitled to appoint another Member or Representative as proxy by notice given to the Association no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- 7.29. The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.
- 7.30. In the event of a Member not nominating a particular person as proxy on the proxy form, the proxy shall be exercised by the Chair.

### **Voting**

- 7.31. Upon any question arising at a general meeting of the Association a Member has one vote only.
- 7.32. All votes shall be given personally, by a Representative, or by proxy.
- 7.33. In the case of an equality of votes on a question at a general meeting, the question is decided in the negative.

- 7.34. A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.

### **Postal voting**

- 7.35. No resolution shall be determined by a postal ballot unless determined by the Council. If the Council so determines, the postal ballot shall be conducted under the procedures set by the Council from time to time and in accordance with the Act.

### **Minutes of General Meetings**

- 7.36. The Council must ensure that minutes are taken and kept of each general meeting.

8. Miscellaneous

### **Branches**

- 8.1. The Council will determine the number and geographic distribution of branches according to the needs of the Association and requests of support from its Members.
- 8.2. A Branch Liaison Officer will be appointed by the Council to support the needs of the branches and non-metropolitan Members.

### **Service of notices**

- 8.3. A notice may be given on behalf of the Association by a Councillor, Public Officer, or solicitor for the Association.
- 8.4. A notice may be served on or given to the Association by:
- a. delivering it to the street address or posting it to the postal address of the registered office of the Association; or
  - b. or by electronic means of transmission to the email address or facsimile number of the Association.
- 8.5. A notice may be served on or given to a Member either personally or by sending it by post or by electronic means of transmission to the Member's address or details shown in the register of Members.
- 8.6. For the purpose of this Constitution, 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 Member or Association, and
  - b. in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post, and
  - c. in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **Financial year**

- 8.7. The financial year of the Association commences on the 1st day of January and ends on the 31st day of December on the same calendar year.

### **Accounts and Auditors**

- 8.8. At the Annual General Meeting a qualified auditor shall be appointed for the purpose of auditing all the accounts of the Association for the ensuing year. Where the appointed auditor is unavailable, an auditor will be appointed by the Council.
- 8.9. An audited Income and Expenditure Account and an audited Balance Sheet shall be laid before the Association at the Annual General Meeting for the 12 months ending on the previous 31st day of December.

### **Funds – Source**

- 8.10. The funds of the Association shall be derived from entrance fees and annual subscriptions of Members, donations, investments, sponsorship, sale of goods, advertising and such other sources as the Council determines.
- 8.11. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

### **Funds – Management**

- 8.12. The funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Council determines.
- 8.13. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Members of the Council or employees of the Association, being Councillors or employees authorised to do so by the Council.

### **Custody and inspection of books etc**

- 8.14. Except as otherwise provided by this Constitution, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.
- 8.15. Members may, by prior appointment with the Association, inspect free of charge —
- a. subject to clauses 5.24 and 5.25, the register of Members;
  - b. the minutes of general meetings;
  - c. subject to clause 8.16, the financial records, books and other financial documents of the Association.
- 8.16. The Council may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 8.17. Subject to clauses 8.16, 5.24 and 5.25, a Member may make a copy of any of the other records of the Association referred to in this rule and

the Association may charge a reasonable fee for provision of a copy of such a record.

### **Resolution of disputes**

- 8.18. A dispute between a Member and another Member (in their capacity as Members) of the association, or a dispute between a Member or Members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- 8.19. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 8.20. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

### **Dissolution of the Association**

- 8.21. If upon the dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to an institution or institutions:
  - a. having objects similar or in part similar to the objects of the Association;
  - b. which is exempt from income tax;
  - c. required by its constitution to apply its profits or other income in promoting its objects; and
  - d. whose constitution shall prohibit the distribution of its income and property among its members.
- 8.22. Such institution or institutions to be determined by the Members of the Association at or before the time of dissolution.

### **Alteration of Constitution**

- 8.23. This Constitution may be altered, rescinded or added to only by a special resolution of the Association.

Appendix 1 Form of appointment of proxy

Science Teachers' Association of New South Wales  
(incorporated under the Associations Incorporation Act 2009)

I.....  
(full name)

of.....  
(address)

being a Member of Science Teachers' Association of New South Wales  
Incorporated hereby appoint

.....  
(indicate "Chair" or full name of Member.)

of  
.....  
(address – not required if "Chair" is the proxy )

being a Member of that incorporated association, as my proxy to vote for me on  
my behalf at the general meeting of the Association (annual general meeting or  
special general meeting, as the case may be) to be held on the  
..... day of ..... and at any adjournment of that  
meeting.

\* My proxy is authorised to vote in favour of / against (delete as  
appropriate) the resolution (insert details).

(\* To be inserted if desired).

.....  
(Signature of Member appointing proxy)

Date.....

NOTE: A proxy may not be given to a person who is not a Member or  
Representative.