

***NSW Primary Principals’ Association***

***Inc.***

**CONSTITUTION**

**OF THE**

**N.S.W.PRIMARY PRINCIPALS’ ASSOCIATION**

***Draft proposed amendments for consideration (see below)***

***May / June 2018:***

1. ***6.2 Following the findings of the Executive Review Working Party, the purpose of this amendment to create a second Deputy President position is to allow more effective leadership and co-ordination of the business of the Association, in light of increased demands and workload.***
2. ***7.0 and associated references relating to allowing newly appointed Principals School Leadership who are no longer a substantive principal and previously qualified for membership of the Association, to continue their membership and continue to receive all entitlements of membership***

*Ratified A.G.M. 25/10/17*

**CONSTITUTION OF
THE N.S.W. PRIMARY PRINCIPALS’
ASSOCIATION**

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***NSW Primary Principals’***

***Association Inc.***

[***www.nswppa.org.au***](http://www.nswppa.org.au)

**CONSTITUTION**

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1. **NAME**

The Organisation will be known as the New South Wales Primary Principals' Association Inc., herein called the Association.

1. **THE NATURE OF THE ORGANISATION**

This Association is an Association of Primary Principals. Its prime function is to be the peak advisory body on matters relating to primary education in NSW, to the Secretary of the N.S.W. Department of Education (DoE). The Association will work for the improvement and enhancement of public education, to seek additional resources and to improve Principals’ leadership and educational skills through professional development activities. A Memorandum of Understanding will operate between the Secretary and the Association and be reviewed as required.

1. **OBJECTS**
	1. The Association is a charitable institution established to support, develop and strengthen educational leadership capabilities in New South Wales. The Association will achieve this object by:
		1. enhancing the capacity of school leaders in New South Wales;
		2. identifying and shaping future trends and policy in education;
		3. persuading and influencing key stakeholders in the pursuit of educational excellence;
		4. providing a platform for educational leaders and individuals who have an interest in educational leadership to share discourse and research;
		5. responding to contemporary issues and public interests through the provision of a wide range of expert publications and research;
		6. creating strong, significant learning communities of educational leaders; and
		7. anything ancillary to the objects set out in 3.1.1 to 3.1.6.
2. **INCOME AND PROPERTY**
	1. The income and property of the Association will only be applied towards the promotion of the objects of the Association.
	2. No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any member of the Association. However nothing in this Constitution will prevent payment in faith to a member of the Association:
		1. in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
		2. of interest at a rate not exceeding the current bank overdraft rates of interest for moneys lent to the Association; or
		3. of reasonable and proper rent for premises leased by any member of the Association to the Association.
3. **REMUNERATION OF STATE COUNCIL MEMBERS**
	1. No payment shall be made to any member of the State Council (except any member of the State Council in their capacity as an employee of the Association) other than the payment:
		1. of out of pocket expenses incurred by the member of the State Council in the performance of any duty as a member of the State Council where the amount payable does not exceed an amount previously approved by the State Council; and
		2. for any service rendered to the Association by the member of the State Council in a professional or technical capacity, other than in the capacity as member of the State Council, where:
			1. the provision of the service has the prior approval of the State Council; and
			2. the amount payable is approved by the State Council and is not more than an amount which commercially would be reasonable for the service.
4. **GOVERNANCE OF THE ASSOCIATION**
	1. **STATE COUNCIL**
		1. The affairs of the Association will be conducted by a governing State Council consisting of elected Association Executive Officers and Area Delegates to State Council.
		2. The STATE COUNCIL will:
			1. consider and where appropriate deal with issues that have potential statewide significance and impact when referred by Area Councils **(see 6.7.2.4);**
			2. prepare policy and position papers on educational management, welfare and professional issues affecting Primary Principals and their schools;
			3. undertake the study of significant educational and school management matters and communicate recommendations to the Secretary of the DoE;
			4. liaise, as appropriate, with other professional or community groups or organisations whose views and activities affect the development and standing of the NSW public education system;
			5. nominate Principals to represent the Association on:
				1. Australian Government Primary Principals’ Association (AGPPA). This will generally be the President of the Association or nominee and one other representative.
				2. Australian Primary Principals' Association (APPA). This will generally be the President of the Association or nominee.
				3. Statutory Boards;
				4. Committees of Review;
				5. Advisory Committees; and
				6. Other Committees as requested;
			6. establish Standing Committees for:
				1. Annual Conference;
				2. Legal Issues;
				3. Dispute Resolution;
				4. Promotion of Public Education;
				5. Constitution; and
				6. Others as determined by State Council;
			7. establish and appoint the members and chairpersons of the Association's Reference Groups to liaise with the key DoE Directorates; **(See 6.4)**
			8. establish sub committees and working parties for specific purposes as required;
			9. receive and monitor reports from representatives outlined in **6.1.2.5 and 6.1.2.6** above, and then take or advise on necessary action;
			10. request and commission individuals, groups or Area Councils to deal with particular matters as the need arises;
			11. develop and administer a program of statewide awards and grants for Primary Principals;
			12. appoint a Returning Officer **(See 10.5)** who will not become a candidate for any election over which he or she may be required to preside;
			13. invite the Association’s Immediate Past President to take up a position as an officer of the Association enabled to attend State Council, Executive and other Association Meetings with speaking rights, but with no voting rights. The position will be active until the conclusion of the next State Council Meeting after the Annual General Meeting, in the year in which elections are held, to facilitate successful operational handover.
			14. intervene in the operations of Area Councils in the event of a breach of the Constitution; and
			15. conduct its business and functions in accordance with the objects of the Association.

***Following the findings of the Executive Review Working Party, the purpose of this amendment to create a second Deputy President position is to allow more effective leadership and co-ordination of the business of the Association, in light of increased demands and workload.***

* 1. **EXECUTIVE OF THE STATE ASSOCIATION**
		1. The Executive of the State Association will be elected by the total membership of the Association and consist of:
			1. President;
			2. **2 Deputy Presidents;**
			3. 6 Vice Presidents;
			4. Secretary; and
			5. Treasurer
		2. The EXECUTIVE will:
			1. conduct the affairs of the Association between meetings of State Council in consultation and with the assistance of other members of the Association as required;
			2. deal with matters of urgency;
			3. represent the Association as required;
			4. effect any business identified at State Council Meetings;
			5. meet with the Secretary of the DoE, the Minister for Education and peak educational organisations as appropriate;
			6. control and administer the funds of the Association;
			7. make regular reports to State Council and the membership on its activities and actions;
			8. support the welfare of the Association’s Principals;
			9. allocate the following executive duties to members of the Executive:
				1. overseeing the Association’s Reference Groups, Working Parties & Standing Committees;
				2. liaising with specific Reference Groups, Working Parties & Standing Committees;
				3. co-ordinating the preparation and distribution of the Association’s publications; and
				4. liaising with Area Councils in specific Regions.
			10. ensure that all decisions made at meetings of the State Council and the Executive are enacted promptly;
			11. arrange the communication of all notices to members and Area Delegates to State Council and Executive by due dates;
			12. actively monitor the financial transactions and accounts of the Association;
			13. request and commission individuals, groups or Area Councils to deal with particular matters or fill specific roles as the need arises.
		3. The PRESIDENT will:
			1. attend all meetings of Executive and State Council;
			2. be the chief officer of the Association and will be an ex-officio member of all Association Reference Groups, Working Parties & Standing Committees and Sub­committees established by State Council;
			3. unless nominating another member, be the public spokesperson for the Association in all matters on which a statement of the policy or opinion of the Association is necessary, in accordance with the objects of the Association;
			4. unless otherwise provided for in this Constitution, chair all State Council Meetings and the Annual General Meeting of the Association. This authority can be delegated to the **Deputy Presidents** or other appropriate person; and
			5. following consultation, determine agendas for State Council Meetings, Executive Meetings and the Annual General Meeting of the Association.
		4. **The DEPUTY PRESIDENTS will:**
			1. attend all meetings of Executive and State Council;
			2. substitute for the President in the President's absence or when otherwise directed by the President;
			3. co-ordinate and liaise with all members representing the Association on external boards and advisory committees; and
			4. attend to all other duties as agreed by State Council.
		5. The VICE PRESIDENTS will:
			1. attend all meetings of Executive and State Council;
			2. substitute for the **Deputy Presidents as required;**
			3. be prepared to undertake duties such as researching information to support the Association, recording minutes, acting as an executive officer of the Association, acting as Website Manager of the Association; and
			4. attend to all other duties as agreed by State Council.
		6. The SECRETARY will:
			1. be the Public Officer of the Association;
			2. attend all meetings of Executive and State Council;
			3. communicate agendas for State Council Meetings, Executive Meetings and the Annual General Meeting of the Association in consultation with the Website Manager;
			4. maintain files of correspondence, prepare correspondence as directed by State Council and Executive and present a report on correspondence sent and received, at each meeting of the Executive;
			5. prepare and maintain the Register of Life Members and Fellows of the Association;
			6. attend to other duties as agreed by State Council;
			7. except as otherwise provided by this Constitution keep in custody or under control records, books and other documents relating to the Association and make these available for inspection by a member of the Association at any reasonable hour;
			8. keep in custody the common seal of the Association and ensure that the affixing of the common seal is attested to by the signatures of 2 members of State Council; and
			9. record the Minutes and keep a record of attendance at State Council Meetings, General Meetings, Special General Meetings, Executive Meetings and the Annual General Meeting of the Association.
		7. The TREASURER will:
			1. attend all meetings of Executive and State Council;
			2. receive all monies on behalf of the Association, ensure that monies are banked, that accounts are verified and paid;
			3. maintain comprehensive records of all financial transactions of the Association and make such records available as required by the Constitution;
			4. carefully monitor the level of the Association's finances and present progress reports of the Association's financial position at each State Council meeting;
			5. prepare an audited annual financial report and balance sheet for adoption at the Annual General Meeting;
			6. in consultation with State Council prepare a proposed budget for presentation at the Annual General Meeting. Included in this budget will be a recommendation for the annual affiliation fee to State Council for the ensuing year;
			7. attend to other duties as agreed to by State Council;
			8. organise payment for accommodation, venue, catering and travel costs for State Council Meetings and other meetings as required by the Executive;
			9. utilise and monitor electronic banking methods when appropriate, including direct deposit of Association funds for legitimate claims **(See 4.0 and 13.2)**; and
			10. prepare and table, at each State Council meeting and at each Executive meeting, a report on all financial transactions of the Association.
		8. The IMMEDIATE PAST PRESIDENT will:
			1. provide advice and support to the President, Executive and State Council;
			2. attend all meetings of State Council;
			3. attend other meetings as determined by Executive and State Council;
			4. fulfil the role until the conclusion of the next State Council Meeting after the Annual General Meeting in the year in which elections are held; and
			5. attend to other duties as agreed by Executive and/or State Council.
		9. The EXECUTIVE OFFICER will:
			1. be appointed in a part-time casual employment capacity;
			2. be appointed by State Council, following the submission of an Expression of Interest to, and recommendation by, State Executive;
			3. fulfil the role as described and determined from time to time by State Council, following recommendation by State Executive, which may include:
				1. organise accommodation, venue, catering and travel for State Executive, State Council and other Association Meetings as required;
				2. provide working support for the State Executive, State Council and other Association groups as required;
				3. assist the treasurer to utilise electronic banking methods when appropriate, including direct deposit of Association funds for legitimate claims; and
			4. be accountable to State Council, liaise on a regular basis with the State President and provide reports to State Council and State Executive as required; and
			5. be based at the NSWPPA Office and/or other locations as determined by State Executive.
	2. **AREA DELEGATES TO STATE COUNCIL**
		1. Each Area Council shall be represented on State Council by an Area Delegate who shall be elected by each Area Council. **(See 6.7.2.2)**
		2. AREA DELEGATES TO STATE COUNCIL will:
			1. represent their respective Area Councils at all meetings of State Council;
			2. report directly to the Executive and membership of their respective Area Councils all decisions, initiatives and requests of the State Council, including the provision of copies of the minutes, guest speakers’ notes and Position Papers;
			3. provide:
				1. Matters for inclusion on State Council agendas;
				2. Area Council responses to State Council surveys and general requests for information; and
				3. Area Council electronic updates for the Association’s database as changes occur, or when requested, in consultation with the Area Council President;
			4. as required, chair, participate on, or contribute to, the Association's Reference Groups, Standing Committees, Sub-committees and Working Parties established by State Council; and
			5. generally be one of the Area Council representatives on the relevant Regional Advisory Group.
	3. **ASSOCIATION REFERENCE GROUPS**
		1. State Council will establish, appoint members and chairpersons of the

Association's Reference Groups.

* + 1. The ASSOCIATION'S REFERENCE GROUPS will:
			1. be responsible to State Council and report as directed;
			2. meet as convened by the chairperson, wherever possible before the end of Week 4 each Term;
			3. contribute to the preparation of Association policy and position papers relating to priority areas in primary education;
			4. collate and represent concerns, opinions, suggestions and recommendations from membership to the appropriate DoE Directorate;
			5. communicate, through reports to members, the outcomes of discussions and consultations;
			6. provide advice on Association policy to DoE Directors and respond to requests from Directors for advice; and
			7. operate through the Executive Liaison Officer appointed by Executive.
		2. Meetings of the representative members of the Association's Reference Groups with the appropriate Directorate and/or DoE senior officers will occur as required.
		3. Any member of the Association may nominate to be the Area Contact for the Association's Reference Groups.
		4. Appointments to a Reference Group will be for a maximum of three consecutive terms of office, each of two years, on a specific Reference Group, subject to State Council approval. At the conclusion of each two year term of office, if there has not been a minimum 30% change to the composition of that Reference Group, then the longest serving 30% of the membership of that Reference Group will be selected to stand down at the conclusion of the Term 1 State Council meeting. Replacement representatives will be determined as in **6.4.6**.
		5. Reference Groups will comprise one representative from each Region. These representatives will be nominated at the relevant Term 1 State Council meeting by Area Council Presidents, from the list of Area Contacts determined at the previous Term 4 Area Council Meetings and be subject to State Council approval.
		6. Reference Group Chairpersons will be nominated by the relevant Reference Group, when a vacancy occurs, and be subjected to ongoing State Council approval.
	1. **WORKING PARTIES, STANDING COMMITTEES AND SUB-**

**COMMITTEES OF STATE COUNCIL**

* + 1. State Council will establish Working Parties, Standing Committees and Sub-committees as necessary to accomplish specific tasks. Membership of these groups will be determined by State Council, following recommendations by State Executive from Expressions of Interest received.
		2. The WORKING PARTIES, STANDING COMMITTEES and SUB-COMMITTEES will:
			1. be responsible to State Council and report as directed; and
			2. meet as convened by the chairperson appointed by State Council.
		3. Working Party, Standing Committee and Sub-Committee Chairpersons will be
		nominated by the relevant Group, when a vacancy occurs, and be subjected to ongoing State Council approval.
	1. **STATE CONFERENCE**
		1. The Association will conduct an Annual State Conference at which the Annual General Meeting of the Association will be held, providing that the Annual Conference is held in Term 4 **(see 9.5)**.
		2. State Council will appoint a Conference Standing Committee to organise and convene an Annual State Primary Principals' Conference which will include in its program the Annual General Meeting of the Association plus time to conduct any general business for which due notice has been given.
	2. **AREA PRIMARY PRINCIPALS' COUNCILS**
		1. Area Primary Principals’ Councils will operate across the state. Their prime function is to be the peak advisory body on matters related to primary education for their area.
		2. The AREA COUNCILS will:
			1. operate under the Constitution and Standing Orders adopted by the Association;
			2. elect, from members within their Area, an Executive consisting of:
				1. President;
				2. Deputy President;
				3. Secretary;
				4. Treasurer;
				5. Area Delegate to State Council **(see 11.3.6)**; and
				6. Other officers as considered necessary by the Area Council.
			3. provide a regular forum for the discussion of educational leadership and management, professional development and welfare matters pertaining to Primary Principals within their area;
			4. deal with matters relevant to their own Area but may refer matters with potential statewide implication or impact, to State Council for consideration; **(See 6.1.2.1)**
			5. as and if required, convene a Combined Area Management Committee to conduct a Combined Area Conference, once a term, for the purposes of important functions of the Association, including professional development, collegial support and welfare matters;
			6. ensure that all decisions made at meetings of the Area Council and the Area Executive are enacted promptly;
			7. nominate representatives on a Regional Advisory Group (RAG) who will meet each Term, together with representatives of the other Area Councils in each Region, with the relevant Executive Director and other Senior DoE Officers. The representatives will generally be the Area President and the Area State Council Delegate; and
			8. determine an Area Contact for each State Reference Group.
		3. The AREA PRESIDENT will:
			1. chair all meetings of the Area Council;
			2. ensure that the Area Delegate informs all members of the decisions and policy positions adopted by State Council;
			3. ensure that the Area Delegate communicates member reaction to State Council on matters referred by State Council;
			4. certify the status of representatives to the Association's Reference Groups and Committees as requested;
			5. be one of the alternate cheque signatories to the Area Council bank account;
			6. generally be one of the Area Council representatives on the relevant Regional Advisory Group; and
			7. in consultation with the Area Council Delegate enter, on the Association database, no earlier than Term 4 State Council Meeting and no later than the end of Term 4, the elected Executive for their Area, the Area Delegate to State Council, Merit Selection Panel nominees and an Area Contact for each State Reference Group and provide Area Council electronic updates for the Association’s database as changes occur throughout the year, or when requested.
		4. The AREA DEPUTY PRESIDENT will:
			1. substitute for the President in the President's absence due to illness, unavailability or as otherwise directed by the President;
			2. be one of the alternate cheque signatories to the Area Council bank account; and
			3. be responsible for the establishment of effective Principal welfare strategies through Communication, Advice and Trust Networks.
		5. The AREA SECRETARY will:
			1. prepare agendas, keep and maintain minutes of all Area meetings and make them available to their Area Council members within fourteen (14) days and, if required, to State Council;
			2. maintain files of correspondence and prepare correspondence for their Area Council;
			3. be one of the alternate cheque signatories to the Area Council bank account; and
			4. keep a record of attendance at all Area Council Meetings.
		6. The AREA TREASURER will:
			1. receive all monies on behalf of the Area Council, ensure that monies are banked in an Area Council bank account and that accounts are verified and paid;
			2. maintain comprehensive records of all financial transactions of the Area Council and make such records available as required by the Constitution;
			3. carefully monitor the level of the Area Council's finances and present progress reports of the financial position at each Area Council meeting;
			4. present an annual financial report and balance sheet, after auditing, to the last Area Council Meeting for each year;
			5. present an audited financial report of their Area Council to the first State Council meeting of each year;
			6. be one of the cheque signatories to the Area Council's bank account;
			7. prepare and maintain a complete Membership Register of all financial members of their Area Council; and
			8. prepare and forward to the State Council Executive and State Treasurer, on or before 30 April each year, a list of registered financial members, as required by this Constitution. **(See 7.2)**
		7. The AREA STATE COUNCIL DELEGATE **(See 6.3)**
	3. **ALLIANCES**
		1. **Leadership Alliance** – the Association may form part of a Leadership Alliance with the NSW Secondary Principals’ Council (NSWSPC) and the DoE, with a charter to develop and promote leadership within the profession. The Association will generally be represented by the President, or nominee and other representatives.
		2. **Futures Alliance** – the Association may form part of a Futures Alliance with the NSW Secondary Principals’ Council (NSWSPC) and the DoE, with a charter to discuss collaborative approaches to policy development and implementation across Public Education in NSW. The Association will generally be represented by the President, or nominee and other representatives.
		3. **Public Education Alliance** – the Association may form part of a Public Education Alliance with the NSW Secondary Principals’ Council (NSWSPC), the NSW Teachers Federation, the Federation of P&C Associations and the Public School Principals’ Forum. This strategic alliance aims to promote public education in the broader community. The Association will generally be represented by the President, or nominee and one other representative.

***The purpose of this amendment is to allow newly appointed Principals School Leadership who are no longer a substantive principal and previously qualified for membership of the Association, to continue their membership and continue to receive all entitlements of membership (see 7.3 below).***

1. **MEMBERSHIP**
	1. **A person is qualified to be a member of the Association if, within the N.S.W. DoE:**
		1. **the person is substantively appointed to the position of Primary Principal and may be school or non-school based; OR**
		2. **the person is substantively appointed to the position of Principal of a School for Specific Purposes or Central School; OR**
		3. **the person is in receipt of a Relieving Principal Allowance; OR**
		4. **the person is in charge of an Environmental Education Centre or
		Hospital School; OR**
		5. **the person is in the role of Principal School Leadership and previously qualified for membership as above.**

**AND**

* + 1. **the person has paid the State Membership Fee and been registered
		as a Member of an Area Primary Principals’ Council affiliated with the Association. OR**
		2. **the person has paid the State Membership Fee and is in a non-**
		**school-based position.**
	1. **REGISTER OF MEMBERS**
		1. A Register of Members of the Association will be kept by the State Council Executive.
		2. The Register of Members of the Association will be compiled from the list of registered financial members provided by each Area Council in Term One and then updated as required throughout the year.
	2. **ENTITLEMENTS OF MEMBERSHIP**
		1. A right, privilege or obligation which a person has by reason of being a member of the Association is not capable of being transferred or transmitted to another person and terminates on cessation of the person’s membership. Subject to the provisions of this Constitution, all Principals listed in the Association's Register of Members as financial will:
			1. have a right to participate in all votes related to the election of office bearers within the Association and to nominate for any position within the Association;
			2. be entitled to attend and participate in the Annual General Meeting of the Association in accordance with **9.5** of this Constitution;
			3. receive notices, reports, newsletters, journals as they are published;
			4. be entitled to seek advice and assistance from the Association on matters of concern or personal welfare;
			5. after meeting any associated costs, attend Annual State Conference and other professional development activities of the Association;
			6. upon written request to the Secretary be entitled to inspect, by appointment, all books, documents, records and property of the Association;
			7. have the right to be consulted and have input into the decision making processes of the Association through Area and State Council structures; and have access to the Association’s website.
	3. **ASSOCIATION EXPECTATION OF MEMBERS**
		1. It will be expected that members will:
			1. undertake to abide by the Constitution of the Association;
			2. assume responsibility for the development and implementation of Association policies;
			3. be expected to contribute to the Association's Reference Groups, working parties, preparation of submissions, respond to surveys and assist with the collection of supporting evidence on a wide range of issues;
			4. promote the membership of the Association; and abide by the Association's Code of Ethics **(See 8.0)**
	4. **APPOINTMENT OF PROXIES**
		1. No member is to be entitled to appoint another member as proxy.
	5. **CESSATION OF MEMBERSHIP**
		1. A person ceases to be a member of the Association if the person:
			1. dies;
			2. no longer qualifies for membership under **7.1**; or
			3. resigns membership or is expelled from the Association.
	6. **RESOLUTION OF INTERNAL DISPUTES**
		1. Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred in the first instance to the Association’s Dispute Resolution Standing Committee, then if required, to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
	7. **DISCIPLINING OF MEMBERS**
		1. A complaint may be made by any member of the Association that some other member of the Association:
			1. has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
			2. has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
		2. On receiving such a complaint the State Executive, acting on behalf of State Council of the Association, will refer the matter in the first instance to the Association’s Dispute Resolution Standing Committee which:
			1. must cause notice of the complaint to be served on the member concerned;
			2. must give the member at least 14 days from the time the notice is served within which to make submissions to the Standing Committee in connection with the complaint; and
			3. must take into consideration any submissions made by the member/s in connection with the complaint.
		3. The State Council may, by resolution of two thirds (2/3) majority, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, to or by the Standing Committee, it is satisfied that the facts alleged in the complaint have been proved under **7.8.1**.
		4. If the State Council expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the State Council for having taken that action and of the member’s right of appeal under **7.8.6**
		5. The expulsion or suspension does not take effect:
			1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
			2. if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under **7.8.6**, whichever is the later.
		6. **RIGHT OF APPEAL OF DISCIPLINED MEMBER**
			1. A member may appeal to the Association in special general meeting **(see 9.7)** against a resolution of the State Council under **7.8**, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
			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.
			3. On receipt of a notice from a member under **7.8.6.1**, the Secretary must notify the State Council which is to convene, through the President, a special general meeting of the Association **(see 9.7)** to be held within 28 days after the date on which the Secretary received the notice. At a special general meeting of the Association **(see 9.7)** convened under **7.8.6.3:**
				1. no business other than the question of the appeal is to be transacted;
				2. the State Council and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
				3. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked or referred to a community justice centre for mediation. **(see 7.7.1)**
			4. If at the special general meeting the Association **(see 9.7)** passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
	8. **LIFE MEMBERSHIP, FELLOWSHIP, AWARDS AND RECOGNITION**
		1. Life Membership of the Association may be bestowed upon a retired member and/or a member in their final year of employment in the teaching service, whose service to Education and to the Association is both long standing and exemplary.
		2. Fellowship of the Association may be bestowed upon a member whose service to Education and to the Association is both long standing and exemplary.
		3. In assessing nominations for Life membership or Fellowship, the following criteria should be addressed:
			1. a minimum period of five years’ service to the Association;
			2. consideration of the level of service to the Association through outstanding contributions at State or Area level to:
				1. administration and management of the Association;
				2. representation on state committees / working parties;
				3. preparation of papers on behalf of the Association; and
				4. general representation of the Association.
			3. When a member, who has previously received a Fellowship, has retired, or is in their final year of service as a Principal, State Council may consider changing that member’s Fellowship to Life Membership, following a request from an Area Council or State Executive.
			4. Nominations for Life Membership and/or Fellowship must be made through an Area Council, or through State Executive, by any member and forwarded to the Secretary of the Association before the Term 2 State Council meeting.
			5. The outcome of the nomination will be determined through the voting of State Council, following recommendations by State Executive and then presented at the next Annual Conference.
		4. Recognition of Life Membership or Fellowship will occur through the presentation of a Life Member or Fellowship Member badge and citation at the Annual State Conference.
		5. Life Membership will entitle the recipient to:
			1. honorary annual membership of the Association;
			2. daily attendance at Annual Conference at cost; and
			3. attendance at a special function, held during Annual Conference, as a guest of the Association.
			4. Recognition of outstanding service to Public Education and the Association, may be given to members who have made a significant contribution in areas such as professional leadership, high quality educational programs, programs that have made a difference to Aboriginal students or communities, programs that have made a difference in the areas of social justice and equity.
			5. Award recipients will be determined through the voting of State Council,
			following recommendations by State Executive and then presented at the next Annual Conference.
			6. A Certificate of Meritorious Service may be awarded to a member who has made an outstanding contribution to an Area Council, Reference Group or Standing Committee. Nominations for this Certificate may be made by any of these groups or State Executive, as appropriate.
1. **CODE OF ETHICS**
	1. **All members of the Association will abide by the following Code of Ethics:**
		1. The education of all children is the raison d'etre of Principals.
		2. The leadership of the Principal realises this philosophy within each school.
		3. The Principal engenders a culture that values the rights of children, staff, parents and the community.
		4. The vision of the Principal is based on the values of integrity, honesty, and a dedication to learning.
		5. Principals preserve inviolate the trust of their positions.
2. **MEETINGS OF THE ASSOCIATION**
	1. **GENERAL PROCEDURES FOR ALL MEETINGS**
		1. All Meetings of the Association may be held during school hours as part of the business of Principals. These meetings will be held in accordance with the Standing Orders of the Association.
		2. At all Meetings of the Association, a record of all those in attendance will be kept and confirmed and / or amended as part of the record of such meetings.
		3. The chair of a meeting may invite any person who is not a member of the Association to attend and address a meeting.
	2. **STATE COUNCIL MEETINGS**
		1. State Council will meet at least once per term, unless determined otherwise.
		2. State Council, at its final meeting each year will determine the dates and venues for the regular meetings of the succeeding year. The quorum for a meeting of State Council will be the presence of fifty percent (50%) of Area Delegates to State Council and at least six (6) members of the Executive. **(See 9.8)**
		3. Extraordinary meetings of State Council may be called by the Secretary on request of the President or by written request of fifty percent (50%) of members of State Council. Five working days’ notice must be given to Council members for extraordinary meetings.
		4. All meetings of State Council will be conducted according to the Standing Orders adopted by the Association.
		5. All matters for inclusion on the agenda of State Council should reach the Secretary of the Association ten (10) days before the scheduled meeting date.
		6. Unless otherwise stated in the Constitution, all decisions at meetings of State Council will be decided on the basis of a simple majority vote, with each member present having a single vote. A tied vote will result in the motion before the chair being defeated.
		7. The person appointed to take minutes will record the minutes of all State Council meetings which will be issued to all members of the State Council within fourteen (14) days of the conclusion of the meeting. Area Delegates to State Council will make copies available to all other members of their Area Council.
	3. **EXECUTIVE MEETINGS**
		1. The Association Executive will meet at least once between meetings of the State Council.
		2. The quorum for an Association Executive meeting will be six (6) members of the Executive. **(Refer 9.8)**
		3. Voting at Association Executive meetings will be by simple majority with each member present entitled to one vote. A tied vote will result in the motion before the chair being defeated.
	4. **AREA COUNCIL MEETINGS**
		1. Area Councils will establish procedures and conduct meetings in accordance with methods adopted at State Council meetings as outlined in this Constitution. The quorum for a meeting of an Area Council will be the presence of fifty percent (50%) of Area Council members and at least fifty percent (50%) of the members of the Area Council Executive. **(Refer 9.8)**
		2. Area Councils may meet twice a term to allow members the right to partake in the business of the Association and to receive regular reports from the Area Delegate to State Council and other representatives from the governing agencies of the Association.
		3. Extraordinary meetings of an Area Council may be called by the Secretary on request of the President or by written request of fifty percent (50%) of members of the Area Council. Five working days’ notice must be given to Council members for extraordinary meetings.
		4. As and if required Area Councils may nominate members to a management committee to organise and present Combined Area Conferences for the purpose of professional enrichment, training and development, collegial support and welfare matters. **(See 6.7.2)**
	5. **ANNUAL GENERAL MEETING**
		1. An Annual General meeting will be held each year in conjunction with the Annual State Conference, providing that the Annual Conference is held in Term 4, and must be advertised at least forty two (42) days prior to the meeting. The Annual General Meeting is to be held in Term 4.
		2. Any member may attend the Annual General Meeting but voting rights will be extended only to approved delegates nominated by each Area Council fourteen (14) days in advance of the meeting or in cases of unforeseen circumstance the advised alternate delegate.
		3. Each Area Council will be entitled to two (2) approved delegates. The quorum for the Annual General Meeting will be the presence of fifty percent (50%) of Area Delegates and at least six (6) members of the Executive. **(Refer 9.8)**
		4. The agenda for the Annual General Meeting will include:
			1. reports on membership and activities for the previous year;
			2. presentation of the audited Financial Report from State Council for the previous year;
			3. consideration of the State Council budget for the ensuing year and determination of the annual affiliation fee to State Council for the next year;
			4. appointment of the auditor for the ensuing year;
			5. changes to the Constitution, for which due notice has been given in accordance with this Constitution;
			6. announcement of new Life Members, Fellowships and other Award recipients will be made at an Awards Ceremony as an adjunct to the A.G.M.; and
			7. declaration of the office bearers for the next term of office, when relevant.
		5. All decisions of the Annual General Meeting will be binding on all members of the Association.
		6. The Annual General Meeting may direct that in the case of a major issue a secret ballot of all members of the Association be held to resolve the particular matter.
		7. All items for inclusion on the Agenda must reach the Secretary of the Association thirty (30) days before the meeting and notified to all Area Councils at least twenty (21) days prior to the Annual General Meeting.
	6. **GENERAL MEETING OF THE ASSOCIATION**
		1. Following the Annual General Meeting of the Association a General Meeting of the Association will be held at State Conference, in accordance with the Standing Orders of the Association.
		2. General business pertaining to the Association for which thirty-days’ (30) notice has been given and then circulated to all Area Councils at least twenty-one days (21) before the meeting will be included on the agenda. General business pertaining to the Association may be raised from the floor of the General Meeting and, where applicable, these items may form a recommendation to State Council.
		3. Any member may attend the General Meeting but voting rights will be extended only to approved delegates nominated by each Area Council fourteen (14) days in advance of the meeting or in cases of unforeseen circumstance the advised alternate delegate.
		4. Each Area Council will be entitled to two (2) approved delegates. The quorum for the General Meeting will be the presence of fifty percent (50%) of Area Delegates and at least six (6) members of the Executive. **(Refer 9.8)**
	7. **SPECIAL GENERAL MEETING OF THE ASSOCIATION**
		1. A Special General Meeting of the Association to consider an amendment to the Constitution, or to consider action as outlined in **7.8.6**, may be called by the Secretary of the Association on request of the President or by written request of 90 members of the Association.
		2. Notice of motion of any proposed amendment to the Constitution must be lodged in writing to the Secretary of the Association at least thirty (30) days prior to the date of the meeting and then circulated to all Area Councils at least twenty one (21) days prior to the meeting.
		3. Any member may attend a Special General Meeting of the Association but voting rights will be extended only to approved delegates nominated by each Area Council fourteen (14) days in advance of the meeting or in cases of unforeseen circumstance the advised alternate delegate.
		4. Each Area Council will be entitled to two (2) approved delegates at the Special General meeting. The quorum for the Special General Meeting will be the presence of fifty percent (50%) of Area Delegates and at least six (6) members of the Executive. **(Refer 9.8)**
	8. **LACK OF A QUORUM**
		1. No business is to be transacted at any meeting of the Association unless a quorum, as specified in this Constitution for that meeting, is present. **(Refer 9.2 through 9.7)**.
		2. If, within an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
		3. If at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the meeting is to be dissolved.
3. **ELECTIONS FOR STATE EXECUTIVE AND NOMINATION OF RETURNING OFFICER**
	1. **TENURE OF OFFICE**
		1. All Association Executive will be elected for a period of two (2) years.
		2. Association Executive may not serve in the same office for more than four consecutive years, except in circumstances described in **10.4.1**.
	2. **NOMINATIONS FOR STATE EXECUTIVE POSITIONS**
		1. The Returning Officer will call for nominations for all Association Executive positions at least fifty two (52) days prior to the Annual General Meeting in the years that elections are held.
		2. Nominations must be submitted on the nomination form provided by the
		Association.
		3. Nominations will close 3.00pm fourteen (14) days after nominations have been called.
		4. A nominee for any Association Executive position will be a financial member of the Association as verified by the Area Council President or his/her nominee.
		5. Nominees will be required to submit a policy statement of no greater length than five hundred (500) words, which addresses the objects of the Association and the furtherance of those objects as well as a current photograph of the nominee.
		6. Nominees may nominate a scrutineer to attend the count of the poll.
	3. **CONDUCTING A BALLOT FOR STATE EXECUTIVE POSITIONS**
		1. Where more than one nomination is received for an Association Executive position a secret ballot of all members will be conducted, by electronic means, within twenty (20) days of the close of nominations. The close of the poll will be at 3.00pm, fourteen (14) days after the voting forms are dispatched to all financial members and this closing date will be shown on the voting forms.
		2. The Preferential System of voting will be used in all elections conducted by the Association.
		3. The Returning Officer will prepare voting forms which list candidates in an order determined by the public draw of their names. The voting forms, together with the nominees' policy statements **(see 10.2.5)** will be sent to all eligible voters by electronic means.
		4. Failure to send a voting form to a member will not in itself invalidate an election unless wilful intent on behalf of an officer of the State Council can be determined.
		5. The Returning Officer will receive the returned electronic votes and check that the vote is from an eligible member.
		6. The Returning Officer will use the preferential procedures to determine the successful candidate.
		7. The Returning Officer shall determine the validity of votes according to State Electoral Office definitions.
		8. Where a candidate has been eliminated by election to a higher position, the next preference shown on the ballot of each vote will be regarded as the operative vote. The order of counting the poll will be:
			1. President; **Deputy Presidents;** 6 Vice Presidents; Secretary; Treasurer.
		9. Nominated scrutineers may attend the count of the poll but must not interfere with the conduct of the count. All concerns should be directed to the Returning Officer before the tally of the count.
		10. The poll will be declared by the Returning Officer at the end of the count and announced at the Annual General Meeting of the Association.
		11. All nomination forms and voting forms will be filed electronically by the Returning Officer for a period of 3 months from the ballot closing date and then destroyed.
	4. **NO NOMINATION FOR STATE EXECUTIVE POSITIONS**
		1. In the event that there is no nomination for an Association Executive position by the due date, the following procedure will apply:
			1. The Returning Officer will immediately call for nominations for the unfilled position and it will be filled in accordance with procedures outlined in **10.2 and 10.3**; and
			2. If the incumbent is unwilling or unable to continue in the position until the new ballot has been declared, the President or his/her nominee will assume the responsibilities of the position until it is filled in accordance with procedures outlined in **10.4.1.**
	5. **NOMINATIONS FOR STATE RETURNING OFFICER**
		1. In June of the year following the Executive elections, the Secretary will call for expressions of interest for the position of Returning Officer for the Association. Following this, the Executive will make a recommendation to the Term 2 State Council who will then appoint the Returning Officer.
	6. **TRANSFER OF OFFICE**
		1. STATE EXECUTIVE. The official transfer of Executive responsibilities will take place at the conclusion of the Annual State Conference at which the Annual General Meeting is held in the year elections are conducted.
4. **ELECTIONS FOR EXECUTIVE OFFICERS OF AREA COUNCILS**
	1. **TENURE OF OFFICE**
		1. All Executive Officers of Area Councils including the Area Delegate to State Council will be elected annually.
		2. Executive Officers including Area Delegates to State Council may not serve in the same office for more than four consecutive years, except in circumstances described in **11.4.1**.
	2. **NOMINATIONS FOR EXECUTIVE POSITIONS OF AREA COUNCILS**
		1. Each Area Council will appoint a Returning Officer to conduct Area Council elections that will be conducted at the last Area meeting of the year and decided by secret ballot.
		2. The Returning Officer will call for nominations for all Executive positions at least fourteen (14) days prior to the last Area Council meeting each year.
		3. Nominations will close 3.00pm on the day prior to the last Area Council meeting of the year.
		4. A nominee for any Executive position will be a financial member of the
		Association as verified by the Area Council records.
		5. Nominees may nominate a scrutineer to attend the count of the poll.
	3. **CONDUCTING A BALLOT**
		1. Where more than one nomination is received for an Executive position a secret ballot of all members of the Area Council will be conducted.
		2. The Preferential System of voting will be used in all elections.
		3. The Returning Officer will prepare ballot papers which list candidates in an order determined by the public draw of their names.
		4. Area Council will appoint two members, who are not candidates, to act as tellers and together with the Returning Officer they will use preferential procedures to determine the successful candidate.
		5. Where a candidate has been eliminated by election to a higher position, the next preference shown on the ballot of each vote will be regarded as the operative vote. The order of counting the poll will be:
			1. President; Deputy President; Secretary; Treasurer; Other officers determined by the Area Council.
		6. The Area Delegate to State Council will be elected from the floor of the meeting immediately following the election of the other Executive. The Area Delegate to State Council may or may not be one of the already elected Executive of the Area Council.
		7. Nominated scrutineers may attend the count of the poll but must not interfere with the conduct of the count. All concerns should be directed to the Returning Officer before the tally of the count.
		8. The poll will be declared by the Returning Officer at the end of the count.
	4. **NO NOMINATION FOR A POSITION**
		1. In the event that there is no nomination for an Executive position by the due date, the following procedure will apply:
			1. The Returning Officer will immediately call for nominations for the unfilled position which will be filled from the floor of the meeting; and
			2. If the position remains unfilled the President or his/her nominee will assume the responsibilities of the position until it is filled.
	5. **TRANSFER OF OFFICE**
		1. The official transfer of Executive responsibilities will take place at the conclusion of Term 4.
5. **VACANCIES**
	1. **LEAVE OF ABSENCE OF AN EXECUTIVE MEMBER FROM THE STATE COUNCIL OF THE ASSOCIATION**
		1. Leave of absence for a member of the Association's Executive may be granted for periods no longer than three (3) consecutive Ordinary State Council meetings. A leave of absence for an Association's Executive will be reviewed prior to the third consecutive meeting of State Council. Unless there are mitigating circumstances, as determined by State Council, a further leave of absence will not be granted.
		2. When an Executive vacancy for a position other than President occurs through a leave of absence, the position will be filled by State Council electing a member of the Council to that position for the period of leave.
		3. Where the President is on leave of absence, **a Deputy President** will assume the role and responsibilities.
		4. The vacant Deputy President's position will be filled by a Vice President nominated by the State Council. The vacancy thus created for the Vice President will be filled as in **12.1.2**.
	2. **EXTRAORDINARY VACANCY IN AN EXECUTIVE POSITION OF THE STATE COUNCIL OF THE ASSOCIATION**
		1. An extraordinary vacancy occurring on the Executive may occur due to one of the following:
			1. resignation, retirement, expulsion or death of the elected member; or
			2. the creation of an additional position on the Executive by changing the Constitution subject to the provisions of the Constitution;
		2. Where the position of President is declared vacant during a term of office, **a Deputy President** will vacate his / her position and assume the roles and responsibilities of President for the remainder of the term of office. **The selection of which Deputy President assumes the role of President will be determined by a secret ballot of the State Executive, subject to ratification by State Council.**
		3. Where **a** position of Deputy President is declared vacant during a term of office, the Vice President nominated by State Council will vacate his / her position and assume the roles and responsibilities of Deputy President for the remainder of the term of office.
		4. When an Executive position is declared vacant during a term of office for positions other than President or Deputy President, the position will be filled in the interim by the State Council electing a member of the Council to the position for the remainder of the term of office, provided that the period does not exceed three (3) ordinary State Council meetings. In situations where the interim period does exceed three (3) ordinary State Council meetings, a ballot for the position must be held in accordance with **10.2 and 10.3** of this Constitution. The member subsequently elected will hold office until the next Annual General Meeting.
		5. A candidate for any declared vacancy currently occupying an Executive position on State Council will relinquish that position which will be declared a vacant position and filled as in **12.2.4**.
6. **FINANCE**
	1. **MEMBERSHIP & AFFILIATION FEES**
		1. The Association will be supported by an annual membership fee paid by each member, through direct salary deduction. The membership fee will be determined at each Annual General Meeting of the Association.
		2. State Council may impose an additional levy on members in order to meet extra-ordinary financial demands on the Association, following approval by at least a two-thirds majority of the members of State Council.
	2. **MANAGEMENT OF ASSOCIATION FUNDS**
		1. The Association Treasurer will operate such accounts as determined by State Council. The signatory will be the Treasurer. The method of operation will be for the Treasurer to sign for the operation of the General and Conference Accounts only. These operations may include electronic banking. **(See 6.2.7)**
		2. All reasonable costs incurred by Members of the State Council or their schools in exercising the functions of the Association, will be met following approval by the State Council.
		3. Records of all funds received and expended by State Council, will be kept in an acceptable manner. Such records will be audited annually and the Auditor's Statement together with the records of receipts and expenditure will be presented at the Annual General Meeting of the Association for adoption and retention for a period of seven (7) years. Audit costs will be borne by State Council.
		4. The Association's financial year will operate over a 12-month period on and between 1st September and 31st August the following year.
		5. The assets and income of the Association shall be supplied solely in the
		furtherance of its Objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
		6. The Association may utilise appropriate premises for the purpose of an
		Association office and meeting venue.
		7. Funding to support the operation of these premises will be part of the
		Association’s budget.
	3. **DEPARTMENT OF EDUCATION (DoE) FUNDING**
		1. The Association will receive an annual grant from the DoE to assist in the administration and management of the Association, State Council meetings, Annual State Conference, consultation expenses for the Association representatives, Area Council meetings and professional development activities at all levels of the Association. Funding for relief days for teaching Principals to attend meetings and conferences is part of the DoE global allocation to those schools.
		2. The Association may disburse, from funds collected from Area Councils, an amount to each Area, determined at the first State Council meeting each year, to assist Area Councils in their operations.
	4. **MANAGEMENT OF AREA COUNCIL FUNDS**
		1. Area Council funds will comprise:
			1. an Area Council Membership Fee to be determined by each Area Council;
			2. State Council disbursements; and
			3. sponsorship as obtained by Area Councils.
		2. Area Councils will use their funds for:
			1. Area Council administration, management, training and development; and
			2. Area Council meetings as well as Combined Area Conferences, as and if required by Principals.
		3. The Area Council Treasurer will operate such accounts as determined by the Area Council. The signatories will be the Area Treasurer, Area President, Area Deputy President, and Area Secretary. The method of operation will be for any two (2) to sign.
		4. All reasonable costs incurred by members of the Area Council or their schools in exercising the functions of the Area Council, will be met following approval by the Area Council.
		5. Records of all funds received and expended by the Area Council will be kept in an acceptable manner.
		6. Such records will be audited annually.
		7. The Auditor's Statement, along with the Statement of Receipts and Expenditure, will be presented at the first meeting of State Council each year.
		8. Audit costs will be borne by Area Councils.
	5. **MEMBERS’ LIABILITIES**
		1. The liability of a member of the Association 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 as required by **13.4.1.1.**
	6. **INSURANCE**
		1. The Association will take out and maintain a Public Liability Policy.
7. **AMENDMENTS TO THE CONSTITUTION**
	1. Amendments to the Constitution can be made only at an Annual General Meeting or Special General Meeting of the Association called for the purpose of amending the Constitution.
	2. Amendments to the Constitution may be proposed by Area Councils, a General Meeting of State Council or the Association Executive.
	3. Notice of motion of any proposed amendment to the Constitution must be
	lodged in writing to the Secretary of the State Association at least thirty (30) days prior to the date of the meeting and then circulated to all Area Councils at least twenty one (21) days prior to the meeting. The Notice(s) of motion may also be placed on the website.
	4. The adoption of a proposed amendment to the Constitution of the Association will require the support of three quarters majority of approved delegates present at the Annual General Meeting or at a Special General Meeting of the Association called to consider an amendment(s) to the Constitution.
	5. The Annual General Meeting or Special General Meeting may direct a secret
	ballot of all Association members to consider an Amendment to the Constitution. In the event of such, a three quarter majority of all registered members who vote would be required to adopt the Amendment.
8. **DISSOLUTION OF THE ASSOCIATION**
	1. The Association may be dissolved with the support of a three quarters majority of all financial members who vote, following notice of motion issued to all members of the Association three (3) months in advance of conducting a poll.
	2. Should a motion for dissolution of the Association be carried, the
	Association's Executive will continue its administrative function for three (3) months from the date of the motion for dissolution. Any assets remaining after that date will be administered by the Association's Executive until such time as all matters are finalized.
9. **DISBURSEMENT OF FUNDS**
	1. **WINDING UP**
		1. If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst the members of the Association, but will be given or transferred to another institution(s) or corporation(s) which has:
			1. objects which are similar to the objects of the Association;
			2. a constitution which requires its income and property to be applied in promoting its objects; and
			3. a constitution which prohibits it from paying its income and property amongst its members to an extent at least as great as imposed on the Association by **4.0**.
		2. The identity of the corporation or institution is to be determined by special resolution of the members of the Association and approved by the Department Secretary at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of New South Wales for determination.

**This Constitution was last amended and ratified at the Annual General Meeting of the
N.S.W.P.P.A. on 25th October, 2017**