



QUEENSLAND COUNCIL OF PARENTS AND CITIZENS' ASSOCIATIONS INC.

CONSTITUTION

QCPCA CONSTITUTION

CONTENT

- 1. INTERPRETATION**
- 2. NAME**
- 3. OBJECTS**
- 4. POWERS**
- 5. CLASSES OF MEMBERSHIP**
- 6. AFFILIATION FEES**
- 7. ACCEPTANCE OF MEMBERSHIP**
- 8. TERMINATION OR SUSPENSION OF MEMBERSHIP**
- 9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**
- 10. REGISTER OF MEMBERS**
- 11. GOVERNMENT**
- 12. STATE EXECUTIVE COMMITTEE**
- 13. ELECTIONS**
- 14. RESIGNATION OR REMOVAL FROM OFFICE**
- 15. VACANCIES ON STATE EXECUTIVE**
- 16. FUNCTIONS OF STATE EXECUTIVE**
- 17. REGIONAL COUNCILS**
- 18. MEETINGS**
- 19. QUORUMS**
- 20. OBSERVERS**
- 21. REPRESENTATION AT MEETINGS**
- 22. VOTING**
- 23. ALTERATIONS TO THE CONSTITUTION**
- 24. COMMON SEAL**
- 25. FINANCE AND AUDIT**
- 26. DISSOLUTION OF STATE COUNCIL**

1 INTERPRETATION

- 1.1 In this Constitution, unless a contrary definition is stated:
 - 1.1.1 “**Act**” is the Associations Incorporations Act 1981 (‘the Act’).
 - 1.1.2 “**Affiliated member**” means any eligible Parents and Citizens' Association, which has fulfilled the requirements for membership as set out hereunder.
 - 1.1.3 “**Alternate delegate**” means a person who has been nominated by a Regional Council to represent a State Executive Member at a meeting of State Executive.
 - 1.1.4 “**Associate member**” means a person or organisation accepted by State Council as such.
 - 1.1.5 “**Delegate**” means a person who has been elected by an affiliated member or Regional Council to represent it at meetings of State Council, or by an affiliated member to represent it at meetings of Regional Council, who is entitled to vote.
 - 1.1.6 “**Designated district**” means a geographical area of the State surrounding a city, town or group of towns as defined by State Council on the recommendation of State Executive.
 - 1.1.7 “**Prescribed**” means prescribed under the By Laws established by State Executive.
 - 1.1.8 “**Regional Councils**” mean organisational bodies of State Council set up to carry out the business of State Council in accordance with Section 17.
 - 1.1.9 “**State Council**” is the Queensland Council of Parents and Citizens' Association Inc.
 - 1.1.10 “**State Executive**” is the Executive Committee of State Council appointed pursuant to this constitution.
- 1.2 “**Meetings of State Council**” shall be the physical presence of delegates at a Special General Meeting or its Annual Conference.
- 1.3 “**Meetings of State Executive**” and “**Meetings of Regional Councils**” are constituted in the following manner:
 - 1.3.1 the physical presence of the members of State Executive or Regional Council or their alternate delegates, in the same place; or
 - 1.3.2 the electronic communication simultaneously (defined as “teleconferencing”) by members of State Executive or Regional Council or their alternate delegates; or
 - 1.3.3 a combination of 1.3.1 and 1.3.2 of members of State Executive or Regional Council or their alternate delegates, with the proviso that the number of members present, physically or by teleconferencing or a combination of both, shall be a quorum.
- 1.4 A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.
- 1.5 Words importing the singular number only, include the plural number and vice versa.

2 NAME

- 2.1 The name of the organisation shall be “Queensland Council of Parents and Citizens’ Associations Inc”.

3 OBJECTS

- 3.1 The objects for which State Council is established shall be to:
 - 3.1.1 represent and co-ordinate the activities of Parents and Citizens' Associations in Queensland Government schools;
 - 3.1.2 foster and encourage the activities of Parents and Citizens' Associations in the interests of school students;
 - 3.1.3 be involved in all areas of education affecting the student, the parent, the school and the community;

- 3.1.4 co-operate with State education authorities and other bodies having objects similar to those of State Council;
- 3.1.5 promote closer co-operation between teachers, students and parents;
- 3.1.6 win general support for the objects of State Council;
- 3.1.7 be non-sectarian and non-party political.

4 POWERS

- 4.1 The powers of State Council shall be to:
 - 4.1.1 establish Regional Councils on the recommendation of State Executive.
 - 4.1.2 administer the funds and other assets and liabilities of State Council;
 - 4.1.3 receive and expend funds to enable State Council to carry out its objects;
 - 4.1.4 subscribe to, become a member of, donate to and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of State Council where such association or organisation prohibits the distribution of its income and property among its members.
 - 4.1.5 purchase, sell, lease or take in exchange, hire and otherwise deal in or acquire any lands, buildings, easements or property, real and personal, and any rights or privileges that may be required for the purposes of, or capable of being conveniently used in connection with, any of the objects of State Council; provided that in case State Council shall take or hold property which may be subject to any trusts State Council shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - 4.1.6 enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of State Council; to obtain from such Government or authority any rights, privileges and concessions which State Council may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - 4.1.7 appoint, employ, suspend or remove such staff as may be needed for the objects of State Council;
 - 4.1.8 construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which are needed to advance State Council's interests, and to contribute to the construction, improvement, maintenance, development, alteration or control thereof;
 - 4.1.9 invest the money of State Council not immediately required, to the benefit of State Council and its objects, provided that no monies shall be invested unless it is with a corporation carrying on the business of borrowing money.
 - 4.1.10 raise or borrow money, or obtain other financial accommodation or credit, either alone or with any other person, in any manner and on such terms as State Executive (or, if State Council in a Meeting so determines, State Council) thinks fit. In addition, to repay such money and/ any other debt or liability of State Council by providing mortgages, charges or other securities over all or any of the real or personal property of State Council;
 - 4.1.11 take or hold mortgages, liens or charges, to pay for the purchase price, or any unpaid balance of the purchase price, of any part of State Council's property of whatsoever kind sold by State Council, or any money due to State Council from purchasers and others;
 - 4.1.12 obtain funds for State Council, in the shape of donations, annual subscriptions or otherwise;
 - 4.1.13 print, publish or produce any newspapers, periodicals, books, audio-visual or any other material desirable for the promotion of the objects of State Council;

- 4.1.14 do all such things as are incidental or conducive to the attainment of the objects and the exercise of powers of State Council, subject to the Associations Incorporation Act.
- 4.1.15 award Life Membership on the recommendation of State Executive to persons for meritorious service to, and on behalf of, State Council.
- 4.1.16 allow State Council to become a registered training organisation for its affiliates.
- 4.1.17 discipline or remove a member, a regional council or an individual officially representing State Council, subject to the provisions of this Constitution.

5 CLASSES OF MEMBERSHIP

5.1 AFFILIATED MEMBERS

- 5.1.1 PARENTS AND CITIZENS' ASSOCIATIONS (hereinafter referred to as "Associations") established in Queensland in accordance with legislation are eligible to affiliate as members with State Council.

5.2 ASSOCIATE MEMBERS

- 5.2.1 ASSOCIATE MEMBERSHIP may be granted by State Council on terms determined by State Executive to individuals or associations incorporated or unincorporated.
- 5.2.2 A person or association shall not be eligible for associate membership unless they have an interest in and subscribe to the objects of State Council. Such a member has no voting rights and may have speaking rights at any meeting provided that the Chairperson so permits.

5.3 LIFE MEMBERS

- 5.3.1 LIFE MEMBERSHIP may be awarded on the recommendation of State Executive Committee to persons for meritorious service to, and on behalf of, State Council.

6 AFFILIATION FEES

- 6.1 Eligible Associations seeking affiliated membership shall be required to pay affiliation fees to State Council but not to their respective Regional Councils.
- 6.2 State Council, at each Annual General Meeting, shall set affiliation fees using guidelines determined by State Executive and adopted by that Annual General Meeting.
- 6.3 Associate Members and Life Members shall not be required to pay affiliation fees to State or Regional Council.

7 ACCEPTANCE OF MEMBERSHIP

- 7.1 Application for all classes of membership shall be in writing to the State Secretary.
- 7.2 Applications for membership shall be initially accepted by State Executive, but shall be subject to ratification by State Council and the applicants informed by the State Secretary in writing.
- 7.3 Associations shall be entitled to maintain their affiliation with State Council upon receipt by the State Secretary of their annual affiliation fees.

8 TERMINATION OR SUSPENSION OF MEMBERSHIP

- 8.1 A member may terminate membership of State Council at any time by giving notice in writing to the State Secretary. Termination shall take place on the date of receipt of the notice by the State Secretary unless an earlier date is specified in the notice when it shall take effect on the earlier date.
- 8.2 If the affiliation fees of an Association are in arrears for a period of two (2) months, such affiliation shall be suspended automatically until the fees are paid. All voting rights will be suspended during the period of time that the affiliation of that Association is suspended.
- 8.3 The membership of an Affiliate or Associate Member may be terminated by State Executive if the Affiliate or Associate Member has in the opinion of State Executive persistently and willfully acted in a manner prejudicial to the interests and objects of State Council.

9 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 State Executive, in accordance with any prescribed grievance procedures and in compliance with the rules of procedural fairness, shall determine any appeal against suspension or termination of membership of State Council and its determination shall be final, conclusive and binding on all parties and members.

10 REGISTER OF MEMBERS

- 10.1 State Executive shall maintain an accurate register of members, which shall include the names, addresses and current status of membership.
- 10.2 The register of members shall be open for inspection at all reasonable times upon written request to the State Secretary.

11 GOVERNMENT

- 11.1 The supreme governing body of State Council shall be the Annual General Meeting of delegates elected from affiliated Associations, Regional Councils and Life Members, convened and constituted as described hereunder.
- 11.2 Except as otherwise provided and subject to resolutions carried at any Annual General Meeting, State Executive shall have the general control and management of the administration of the affairs, property and funds of State Council between Annual General Meetings.
- 11.3 The Office Bearers of State Council corporately shall deal with the business of State Council between meetings of State Executive but all their decisions must be tabled and ratified at the next meeting of State Executive.

12 STATE EXECUTIVE COMMITTEE

- 12.1 State Executive Committee of State Council (hereinafter referred to as the 'State Executive') is the Executive Committee of State Council and shall consist of five (5) persons to be known as Office Bearers:
- 12.1.1 A President;
 - 12.1.2 A Secretary;
 - 12.1.3 A Treasurer;
 - 12.1.4 Two (2) Vice-Presidents;
- 12.2 A number of Executive Committee members elected by their Regional Councils on the basis of one representative for each Regional Council.
- 12.3 The State Executive may at any time and from time to time appoint a person to be an adjunct member of the State Executive.
- 12.4 No person shall be appointed an adjunct member unless:-
- a) The appointment is for a specific period not exceeding 3 years
 - b) The basis and purpose for the appointment has been recorded in the minutes of the State Executive.
- 12.5 An adjunct member has no right to vote at any meeting of the State Executive but has the right to speak to any motion.
- 12.6 There shall be no more than 3 adjunct members at any one time.
- 12.7 An adjunct member may only attend a State Executive meeting on the prior invitation of the State Executive.
- 12.8 Subject to the provisions of Clauses 12.3 to 12.7 inclusive, an adjunct member shall be a member of the State Executive for all purposes of this Constitution.

13 ELECTIONS

13.1 ELECTION OF OFFICE BEARERS OF STATE COUNCIL AND REGIONAL COUNCILS

- 13.1.1 Office Bearers shall retire from office at the time all positions are declared vacant prior to the conduct of the poll for the election of the incoming Office Bearers at the Annual General Meeting.
- 13.1.2 Retiring Office Bearers shall be eligible upon nomination for re-election to the same office for a maximum of three consecutive full terms of office from Annual General Meeting to Annual General Meeting.
- 13.1.3 Any delegate of an affiliate or Regional Council who is willing to accept nomination and who attends the Annual Conference shall be eligible for election as an Office Bearer with the proviso that:
 - 13.1.3.1 subject to the approval of the Annual Conference, any such delegate who may be unable to attend annual conference for special reasons shall be eligible for election if he/she has previously indicated his/her willingness in writing.
- 13.1.4 A Life Member shall not be eligible for election as an Office Bearer of State Council or Regional Council unless he/she is a delegate.
- 13.1.5 Each nomination shall be in writing and signed by the nominee, proposer and seconder, and shall be lodged with the Returning Officer by the time appointed by the Annual General Meeting.
- 13.1.6 Voting for the election of Office Bearers shall be by secret ballot using an optional preferential system.

13.2 ELECTION OF STATE EXECUTIVE MEMBERS

- 13.2.1 Members of State Executive shall retire from office at the time all positions are declared vacant prior to the conduct of the poll at the annual general meeting for the election of the incoming Office Bearers.
- 13.2.2 Retiring State Executive Members shall be eligible upon nomination for re-election by their Regional Council for a maximum of three (3) consecutive terms of office from Annual General Meeting to Annual General Meeting.
- 13.2.3 Should a member of State Executive be elected as an Officer from the floor of the Annual Conference, then the vacancy created on State Executive shall be filled by election from the same Regional Council.
- 13.2.4 In the event that a Regional Council does not nominate sufficient representatives to fill the positions allocated to it on State Executive by the time of the Annual Conference, then an election will be held at the time of other elections during the Annual Conference to fill these vacancies. Nominations for these positions shall be accepted only from delegates of Associations or Regional Councils from the relevant region.
- 13.2.5 Any delegate of an Association who is willing to accept nomination and who attends their Regional Council meeting, shall be eligible for election to State Executive with the proviso that:
 - 13.2.5.1 subject to the approval of the Regional Council meeting, any such delegate who may be unable to attend for special reasons shall be eligible for election if he/she has previously indicated his/her willingness in writing.
- 13.2.6 A Life Member shall not be eligible for election to State Executive unless he/she is a delegate of an Association and is willing to accept nomination and attends the Regional Council meeting.

14 RESIGNATION OR REMOVAL FROM OFFICE

- 14.1 Any member of State Executive may resign from office at any time by giving notice in writing to the State Secretary. Such resignation shall take place on the date of receipt of the notice by the State Secretary unless an earlier date is specified in the notice when it shall take effect on the earlier date.

- 14.2 State Executive shall declare vacant the position of any member of State Executive who in the opinion of State Executive has shown incompetence or culpable neglect in the discharge of duties, or who is considered under the Act not to be a fit and proper person to continue as a member. A two-thirds majority vote of State Executive members present at a special meeting of State Executive called for that purpose shall be required. At any such meeting the member shall be given the opportunity to present his/her case fully whether orally or in writing. Voting on this issue shall be by secret ballot. The reason for any such declaration shall be stated. There shall be no appeal against the declaring of such a vacancy by State Executive. The next reserve delegate elected by the relevant Regional Council shall automatically be appointed as the new member to take effect as from the commencement of the day following the meeting.
- 14.3 Automatic removal from office – The position of any member of State Executive absent from three consecutive State Executive meetings without leave of absence or excuse considered reasonable in the opinion of State Executive, shall automatically become vacant.

15 VACANCIES ON STATE EXECUTIVE

- 15.1 In the event that all positions on State Executive are not filled at the Annual General Meeting, and whenever a vacancy occurs between Annual General Meetings, State Executive shall have the power to fill such vacancies by nomination from the same Regional Council as where the vacancy occurred.
- 15.2 The continuing members of State Executive may act despite a casual vacancy and any decision by State Executive where there has been a casual vacancy shall, during the course of that casual vacancy, be valid and of full effect.
- 15.3 If the number of State Executive members is less than the number fixed under these rules for a quorum of State Executive, the continuing members may act only to:
 - 15.3.1 increase the number of State Executive members to the number required for a quorum or
 - 15.3.2 convene a general meeting of State Council.

16 FUNCTIONS OF STATE EXECUTIVE

- 16.1 Subject to the Act, State Executive shall have authority to interpret the meaning of these rules and any matter relating to State Council on which these rules are silent.
- 16.2 State Executive shall exercise all powers of State Council to acquire real or personal property, to raise or borrow money or obtain any other financial accommodation or credit, and to mortgage, charge or give other securities over all or any of the real or personal property of State Council to secure the repayment of money raised or borrowed or the payment of any other debt or liability of State Council.
- 16.3 State Executive shall be empowered to establish a Secretariat of State Council and to employ staff or consultants on a full or part time basis in accordance with the By-Laws of State Council.
- 16.4 State Executive shall report the proceedings of its meetings to its members through minutes circulated by the State Secretary.
- 16.5 Meetings of State Executive may be conducted by any of the three methods referred to in Clause 1.3.
- 16.6 State Executive members shall be entitled to one (1) vote on each motion at a meeting of State Executive.
- 16.7 Members of State Executive shall not vote in respect of any issue with State Council, or any matter arising from that issue, where a conflict of interest exists or could reasonably arise. The Member shall advise State Executive of the conflict or apparent conflict and shall leave the relevant meeting and remain outside the meeting room until the meeting shall have concluded its deliberations on that issue.
- 16.8 State Executive shall be responsible for making and promulgating By-Laws for State Council and Standing Orders for the conduct of business consistent with this Constitution;

and that any By-Law and Standing Order may be set aside by vote of a majority of those present and entitled to vote at any meeting.

- 16.9 State Executive shall approve the General Rules, By-Laws and Standing Orders of a Regional Council.
- 16.10 State Executive shall be responsible for ensuring that copies of this Constitution, By-Laws and Standing Orders are made readily available to members.
- 16.11 State Executive shall provide for the safe custody of books, documents, instruments of title and securities of State Council.
- 16.12 State Executive shall attempt to resolve disputes between members, Regional Councils or individuals officially representing State Council, by implementing a Grievance Committee in accordance with prescribed grievance procedures under its By-Laws to resolve such disputes.
- 16.13 State Executive shall have the power to discipline Regional Councils or individuals officially representing State Council in accordance with prescribed disciplinary procedures, and in the event that any of the actions listed below are taken they will comply with the rules of procedural fairness and natural justice, and rights of appeal may be utilised.
 - 16.13.1 Where State Executive determines that, in its opinion, a Regional Council or an individual —
 - (a) has persistently refused or neglected to comply with a provision of the Constitution or By-Laws; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of State Council;

State Executive shall, by resolution-

- (a) move a motion of censure against the Regional Council or an individual; or
- (b) suspend any such rights and privileges as State Executive may determine for a specified period; or
- (c) terminate the Regional Council or remove the individual from the representation.

17 REGIONAL COUNCILS

- 17.1 To assist State Council in the discharge of its functions, State Council shall, on the recommendation of State Executive, establish Regional Councils.
- 17.2 Regional Councils shall be set up in designated districts as determined from time to time by State Executive.
- 17.3 The objects of the Regional Council shall be those of State Council appropriate to that region and the Regional Council shall be an extension of State Council in that place.
- 17.4 Regional Councils shall be functionally and financially accountable to State Council and its State Executive. However:
 - 17.4.1 Regional Councils may propose their own By-Laws and Standing Orders, which shall be consistent with the Constitution, By-Laws and Standing Orders of State Council and approved by State Executive.
 - 17.4.2 in the absence of its own By-laws and Standing Orders, meetings of Regional Council shall be conducted in accordance with the Constitution and Standing Orders of State Council.
 - 17.4.3 Regional Councils may set up Branches or appoint Area Co-ordinators, with the approval of State Executive and ratified by State Council at the Annual Conference, to further the interests of the Regional Council and State Council.
- 17.5 Funds of each Regional Council shall be administered by the Regional Council according to State Council By-Laws but all funds shall remain under the control of State Council.

- 17.6 No portion of the income and property of the Regional Council shall be distributed directly or indirectly by way of dividend, bonus, honoraria or otherwise by way of profit to or amongst the members of the Regional Council.
- 17.7 The quorum for all Regional Council meetings shall be 8 per cent (to the nearest whole number) of the Affiliated members of State Council determined by the boundaries set by State Executive.
- 17.8 Where an elected delegate to a meeting of a Regional Council represents more than one affiliate, they shall hold no more than two votes on any motion.

18 MEETINGS

- 18.1 In meetings of State Council, State Executive or Regional Council, the President shall occupy the chair, but shall have the discretion to delegate this responsibility to any of the Vice-Presidents for all or part of the meeting. In the absence of the President, the Vice-Presidents shall decide who of their number shall occupy the chair. In the absence of the President and all the Vice-Presidents (or where the Vice-Presidents cannot agree), the meeting shall elect its own chairperson.
- 18.2 If within half an hour from the time appointed for the commencement of a meeting a quorum is not present, the meeting, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as may be determined, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those present and entitled to vote shall be the quorum.
- 18.3 The Chairperson shall, at the direction of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.4 A delegate at any meeting of State Council shall not vote in respect of any issue with State Council, or any matter arising from that issue, where a conflict of interest exists or could reasonably arise. The delegate shall advise State Council of the conflict or apparent conflict and shall leave the relevant meeting and remain outside the meeting room until the meeting shall have concluded its deliberations on that issue.
- 18.5 All meetings shall be conducted in accordance with Standing Orders as prescribed in the By-Laws set by the State Executive. In the event of any dispute as to the said rules or their interpretation, reference shall be made to "Guide for Meetings" by N E Renton, current edition and "Guide for Voluntary Organisations" by N E Renton. The Chairperson's ruling as to its interpretation and implementation shall be binding on all persons present at the meeting.

18.6 ANNUAL GENERAL MEETING

- 18.6.1 State Council shall hold an Annual General Meeting hereinafter to be known as "Annual Conference", in accordance with the provisions of the Act.
- 18.6.2 The Annual Conference shall be held within six (6) months of the close of the financial year at a time determined by State Executive.
- 18.6.3 Members shall be notified of the timing of Annual Conference by the State Secretary at least six (6) months before the Conference is held.
- 18.6.4 The Annual Conference shall perform the following functions:
 - 18.6.4.1 Review the work of State Executive;
 - 18.6.4.2 Establish and review Policy of State Council;
 - 18.6.4.3 Elect the Office Bearers and confirm the election of State Executive Committee members elected by Regional Councils;
 - 18.6.4.4 Appoint the Auditor who shall be suitably qualified according to the Act and who shall not be an individual member or delegate;
 - 18.6.4.5 Receive the audited Statement of Accounts;

- 18.6.4.6 Set the rates and conditions of affiliation fees;
- 18.6.4.7 Ratify the establishment or dissolution of Organisational Bodies;
- 18.6.4.8 Act as the governing body of State Council in dealing with all matters specified in the Constitution.
- 18.6.5 The business of the Annual Conference shall be conducted in any manner determined during the first session of the Conference.
 - 18.6.5.1 Any business listed for consideration by the Annual Conference and not completed at Annual Conference shall be undertaken by State Executive.
- 18.6.6 Annual Conference shall be made up of:
 - 18.6.6.1 delegates from Affiliated Associations (refer to Clause 21.1)
 - 18.6.6.2 delegates from each Regional Council (refer to Clause 21.2), which shall include the elected Committee Members to State Executive.
 - 18.6.6.3 retiring State Executive Committee Members who are not re-elected delegates of a Regional Council or an Association.
 - 18.6.6.4 Life Members.
 - 18.6.6.5 Observers & Associate Members

18.7 STATE EXECUTIVE MEETINGS

- 18.7.1 State Executive shall meet at least 6 times per year and shall meet more often on its own resolution. At least three (3) of these meetings each year shall be arranged to ensure the physical presence of as many as possible, in which case travel and accommodation costs shall be borne by State Council.
- 18.7.2 In the event that a State Executive Member is not available to attend a State Executive Meeting, then a Regional Council may nominate an alternate delegate to represent it who shall be entitled to carry out all of the functions of a State Executive Member at that meeting.

18.8 SPECIAL MEETINGS

- 18.8.1 Special General Meetings of State Council:
 - 18.8.1.1 Shall be convened by the State Secretary upon the initiative of the President, a resolution of State Executive or the written request of at least five (5) Regional Councils.
 - 18.8.1.2 The State Secretary shall give at least fourteen (14) days notice of a Special General Meeting to all members in writing.
 - 18.8.1.3 Only those matters set out in the notice convening a Special General Meeting may be discussed at that meeting.
- 18.8.2 Special Meetings of State Executive:
 - 18.8.2.1 Shall be convened by the State Secretary upon a request by the President or any four (4) members of State Executive.
 - 18.8.2.2 The State Secretary shall give at least fourteen (14) days notice of a Special Meeting of State Executive to all members in writing.
 - 18.8.2.3 Only those matters set out in the notice convening a Special Meeting may be discussed at that meeting.

19 QUORUMS

- 19.1 Annual Conference and Special General Meetings of State Council – 55 delegates.
- 19.2 State Executive Committee – a number equal to 50 percent plus one (1) of members.

20 OBSERVERS

- 20.1 All members affiliated with State Council may nominate any number of persons to attend any Regional Council, State Executive Committee Meeting, Special General Meeting or Annual Conference of State Council as observers.
- 20.2 Observers shall have the right to speak with the approval of the Chairperson but they may not propose or second motions or vote.

21 REPRESENTATION AT MEETINGS

- 21.1 Each affiliated Association may elect up to two (2) delegates from its own members to represent it at general meetings of its associated Regional Council and one (1) delegate to State Council.
- 21.2 Each Regional Council shall be eligible to elect a number of delegates to represent it at meetings of State Council in any particular financial year, as determined by State Executive based on the number of schools with Affiliated Associations in its Region and student enrolments (based on Education Queensland data) at 30th September of the preceding year.
- 21.3 Life Members may attend meetings of State Council and Regional Councils formed in the education district and QCPCA region respectively (or their equivalent) in which that person resides, and shall have full voting rights.
- 21.4 Affiliates and Regional Councils shall notify the appropriate Secretary in writing, of the appointment or withdrawal and replacement of their delegates to an Annual General Meeting.
- 21.5 A retiring State Executive member who is not a registered delegate of an Association or Regional Council may fully participate and be entitled to one (1) vote on each motion until the time of the expiration of his/her term on the State Executive which occurs when all positions are declared vacant.

22 VOTING

- 22.1 Voting at any Meeting of State Council shall be by a show of voting slips except where the Constitution states otherwise or where not less than one-third (1/3) of those present and entitled to vote demand a secret ballot, in which event such demand shall be carried out in the manner directed by the Chairperson.
- 22.2 Elected delegates to Annual Conference shall be entitled to one (1) vote only on each motion.
- 22.3 State Executive Members shall be entitled to one (1) vote on each motion at a meeting of State Executive.
- 22.4 State Life Members shall be entitled to 1 (one) vote on each motion at Annual Conference or at a meeting of a Regional Council where they reside.
- 22.5 Voting for alterations to this Constitution shall require a 75% majority of those present and entitled to vote to effect the alteration.
- 22.6 Voting for Policy change requires a simple majority of those present and entitled to vote to effect the change.
- 22.7 Casting vote shall be given to the Chairperson in the event of a tied vote.
- 22.8 A vote by proxy is not a valid vote.
- 22.9 In special circumstances where it is deemed important by State Executive to the business of State Council, State Executive Members who are not physically present and have no official alternate may cast their vote on elections or decisions by way of teleconference, fax or email.

23 ALTERATIONS TO THE CONSTITUTION

- 23.1 Subject to the provisions of the Act, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at Annual Conference.
- 23.2 Notice of any alteration to the Constitution shall be submitted in writing by any member to be received by the State Secretary not less than three (3) calendar months before the Annual

Conference and all proposed alterations shall be reviewed by the Honorary Solicitor before notice to members.

- 23.3 Duly recorded written notice of any motion to amend the constitution shall be despatched to all members not less than one (1) calendar month before the Annual Conference.
- 23.4 The State Secretary of State Council shall, within one (1) month after the passing of a motion to alter the Constitution, proceed with giving notice of the alteration in accordance with the Act.
- 23.5 Such amendment, rescission or addition shall be valid and take effect from when approved under the Act.

24 COMMON SEAL

- 24.1 State Executive shall provide for a Common Seal and for its safe custody.
- 24.2 The Common Seal shall only be used by the authority of State Executive and every instrument to which the Seal is affixed shall be signed by a member of State Executive and shall be counter signed by the State Secretary or by a second member of State Executive or by some other person appointed by State Executive for that purpose.

25 FINANCE AND AUDIT

- 25.1 The financial year of State Council and its Regional Councils shall close on 30th June each year.
- 25.2 The funds of State Council shall be banked in the name of State Council in such licensed bank as State Executive may from time to time direct.
- 25.3 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of State Council and the particulars usually shown in accounting records of a like nature.
- 25.4 All monies shall be banked as soon as practicable after receipt thereof.
- 25.5 Cheques shall be crossed "Not Negotiable Account Payee Only".
- 25.6 State Executive shall determine the amount of petty cash that shall be kept on the imprest system.
- 25.7 All expenditure shall be approved or ratified at a State Executive meeting.
- 25.8 As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
 - 25.8.1 the income and expenditure for the financial year last ended; and
 - 25.8.2 the assets and liabilities of State Council at the close of that year.
- 25.9 All such statements shall be examined by the auditor who shall present his/her report upon such audit to the State Secretary prior to the holding of the Annual Conference.
- 25.10 The assets and income of State Council shall be applied solely in the furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the affiliates of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 25.11 Members of State Executive and Regional Executive Committees shall not be entitled to receive any payment by way of wages, salaries, honoraria or contract fees for services rendered to State Council.
- 25.12 All amounts of twenty dollars (\$20.00) or more shall be paid by an audited approved electronic funds transfer process (EFT) or by cheque signed by any two (2) of the Office Bearers a. President, b. Secretary, c. Treasurer, d. another member authorised from time to time by the State Executive, in conjunction with an Office Bearer.

26 DISSOLUTION OF STATE COUNCIL

- 26.1 State Council shall be dissolved if:
 - 26.1.1 the current number of financial affiliated Associations reduces to fewer than 55; or

- 26.1.2 three-quarters of those present and entitled to vote at a Special General Meeting called to consider the question of dissolution, vote to dissolve State Council by special resolution. Such a Special General Meeting may only be called on three (3) months written notice to all members by the State Secretary.
- 26.2 If State Council shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after clearing all its debts and liabilities, any records, property, monies or other assets (“assets”), they shall be passed over to be held in trust by the Minister responsible for Education within State Schools, until a new State parent body shall be formed for State schools, when the assets shall be passed to the new body.