



**Institute of Retired Senior  
Educational Administrators  
Incorporated  
(IRSEA)**

ABN 78 259 388 090

**Constitution**

**December 2022**

<b>Version control</b>		
<b>Version</b>	<b>Status</b>	<b>Summary of changes</b>
May 2001	ARISSEA Constitution	First ARISSEA constitution as amended in 2001 prior to establishment of IRSEA as an incorporated association.
March 2016	IRSEA constitution as submitted to and registered by NSW Fair Trading. Formally approved at IRSEA AGM 2016	The culmination of discussion with members and amendments by the executive committee including alignment with the Incorporated Associations Act and Regulation. Confirmed the name change to IRSEA. Initially submitted to NSW Fair Trading in February with the application for incorporation
June 2021	New constitution submitted to and registered by NSW Fair Trading. Approved at IRSEA AGM 4 June 2021	Aligned financial year with membership year. Added ABN and other amendments such as the use of electronic technologies. Changes required by the Incorporated Associations Regulation of 2016 guidelines. Numerous changes to allow the executive committee greater flexibility in deciding meeting dates and the use of electronic technologies.
December 2022	New constitution submitted to and registered by NSW Fair Trading. Approved at IRSEA general meeting 9 December 2022	Changes required by and suggested classifications in the new Associations Incorporation Regulation 2022. Addition and definitions of new membership categories. Revised management of financial members and subscriptions in arrears. Other rewording and less substantive matters.

The incorporation of IRSEA was registered on 3 March 2016: INC1600308

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## **Part 1: Name and objects**

### **1 Name of the organisation**

The name of the organisation is the Institute of Retired Senior Educational Administrators Inc.

The Institute is commonly referred to by the acronym IRSEA.

In the past, this organisation has been known as The Old Brigade, Association of Ex-Inspectors of Schools, Association of Retired Inspectors of Schools, and Association of Retired Inspectors of Schools and Senior Educational Administrators.

### **2 Mission Statement and Objects**

2.1 IRSEA enriches the lives of retired Senior Educational Administrators through engagement, collegiality, friendship and support while deploying its intellectual capacity and educational expertise for the betterment of public education in New South Wales.

2.2 The objects of the Institute are to:

- (a) preserve friendship and a sense of identity among those senior men and women who have spent their professional endeavours in the field of public education
- (b) provide whatever donations and other support to Stewart House, Harbord, New South Wales, or any other non-profit tax-exempt charitable organisation for children, as may be determined at each Annual General Meeting of the Institute
- (c) provide members with a forum for the discussion of educational issues
- (d) offer the benefits of the members' experience and wisdom to policy makers and senior officers in public education and to the wider community
- (e) provide support that may enhance the welfare and quality of life of members in regard to retirement matters
- (f) contribute to the body of knowledge about the evolution of public education in New South Wales, Australia.

## **Part 2: Membership**

### **3 Membership eligibility**

3.1 A person is eligible to be a member of the Institute if the person:

- (a) was at any time during their career in education or training employed as a senior educational administrator within the New South Wales State government education and training departments, and
- (b) has formally ceased that employment and has reached an age considered appropriate by the committee, notwithstanding any further employment, and
- (c) has been approved for membership of the Institute in accordance with clause 4.

3.2 The Institute may create special categories of membership with limited rights including Associate and Honorary memberships, and Life membership, as defined in Part 6 of this constitution.

### **4 Becoming a member**

4.1 A person may be identified as a potential member of the Institute by:

- (a) invitation from a member of the committee of the Institute
- (b) nomination by a member of the Institute to the committee
- (c) personal application to the committee of the Institute in written or electronic form.

- 4.2 A person seeking membership of the Institute by invitation, nomination or personal application must complete an application form in the form required by the committee and must lodge them in written or electronic form with the Secretary of the Institute, and must pay the annual subscription by the method specified on the application form.
- 4.3 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the committee. The committee is to determine whether to approve or to reject the application, in accordance with the definitions in Part 6, Clause 48.
- 4.4 As soon as practicable after the committee makes that determination, the Secretary must:
- (a) notify the applicant in writing that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee did not approve the application, the Treasurer must immediately refund the annual subscription paid.
- 4.5 When the membership is approved and the annual subscription has been paid, the Membership Officer must enter the applicant's name in the register of members. Once the name has been entered in the register, the applicant becomes a member of the Institute.
- 4.6 The committee may award special categories of membership to appropriate persons, including Associate membership and Honorary membership as defined in Part 6 of this constitution.
- 4.7 The Institute, in general meeting, by resolution, may award Life membership to appropriate members, as defined in Part 6 of this constitution.

## **5 Cessation of membership**

A person ceases to be a member of the Institute if the person:

- (a) dies, or
- (b) resigns membership in writing to the Secretary, or
- (c) is terminated from membership of the Institute in accordance with the provisions of this constitution, or
- (d) fails to pay, despite one or more reminders, the annual membership subscription under clause 9.2 within 12 months of the due date.

## **6 Membership entitlements are not transferable**

A right, privilege or obligation that a person has by reason of being a member of the Institute:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## **7 Resignation of membership**

- 7.1 A member of the Institute may resign from membership of the Institute by first giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 7.2 If a member of the Institute ceases to be a member under subclause 7.1, and in every other case where a member ceases to hold membership, the Membership Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8 Register of members**

- 8.1 The Membership Officer of the Institute must establish and maintain a register of members called the Institute Contact Directory.
- (a) The register may be in written or electronic form.

- (b) The register must include for each member the member's full name, postal or residential address, telephone number and email address, together with the date on which the person became a member and the date on which the person ceased to be a member.
- 8.2 The register of members must be kept securely in New South Wales at the Membership Officer's address and available at the Institute's official address.
- 8.3 The register of members must be open for inspection, free of charge, by any member of the Institute at any reasonable hour.
- 8.4 If the register is kept in electronic form, it must be able to be converted to hard copy.
- 8.5 A member of the Institute may obtain a hard copy of any part of the register on payment of a fee determined by the committee for each page copied or an electronic copy at no cost.
- 8.6 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 8.7 A member must not use information about another member obtained from the register to contact or send material to that person, other than for:
  - (a) the purposes of sending the person an Institute newsletter, a notice of a meeting or other event or material relating to the Institute, or
  - (b) making a personal telephone call or other contact with a former colleague, or
  - (c) any other purpose necessary to comply with a requirement of any legislation.

## **9 Annual subscriptions**

- 9.1 There is no entrance fee for membership of the Institute, other than the annual subscription.
- 9.2 The annual subscription payable by members for each membership year (1 January to 31 December) shall be determined by members, on the recommendation of the committee, at a general meeting and shall remain in effect until amended by resolution at a subsequent general meeting.
  - (a) Membership subscriptions are due on 1 January and payable by the date of the Annual General Meeting each year.
  - (b) There is no provision for proportional subscriptions for memberships of less than 12 months, and subscriptions are not refundable.
  - (c) For members who join the Institute in the last quarter of the membership year, the subscription fee will cover from the joining date and the following membership year.
- 9.3 The committee may waive the annual subscription fee for individual members under special circumstances as determined by the committee.
- 9.4 With each annual subscription renewal, members will be invited to make a voluntary donation of an amount determined by themselves to Stewart House or other non-profit tax-exempt charitable organisation for children, as may be determined at each Annual General Meeting of the Institute.
- 9.5 The committee shall determine the format of the annual subscription renewal form.

## **10 Member's liability**

The liability of a member of the Institute to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount, if any, of the member's unpaid annual subscription as required by clause 9.



## **11 Resolution of disputes**

- 11.1 A dispute between a member and the Institute or between members of the Institute in their capacity as members, is to be referred to the committee for within - Institute mediation by a person or persons selected by the committee.
- 11.2 If a dispute is not resolved by mediation within three months of the referral to mediation, the committee is to make a determination or, if considered appropriate, refer the matter to a general meeting for determination.

## **12 Disciplining of members**

- 12.1 A complaint may be made to the committee by any person that a member of the Institute:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Institute.
- 12.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3 If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 12.4 The committee may, by resolution, expel the member from the Institute or suspend the member from membership of the Institute if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 12.5 If the committee expels or suspends a member, the Secretary must, within 14 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 committee for having taken that action and of the member's right of appeal under clause 13.
- 12.6 The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if, within that period, the member exercises the right of appeal, unless and until the Institute confirms the resolution made under subclause 12.4, whichever is the later.
- 12.7 Clauses 12 and 13 apply to all categories of membership.

## **13 Right of appeal of disciplined member**

- 13.1 A member may appeal to the Institute in general meeting against a resolution of the committee under subclause 12.4, within 14 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 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.
- 13.3 On receipt of a notice from a member under subclause 13.1, the Secretary must notify the committee. The committee is to convene a general meeting of the Institute to be held within 28 days after the date on which the Secretary received the notice.
- 13.4 At a general meeting of the Institute convened under subclause 13.3:
  - (a) no business other than the question of the appeal is to be transacted

- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both
  - (c) the members present in person are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (d) proxy votes are not permitted.
  - (e) members who participate in the meeting by teleconference or video conference are unable to vote due to requirements of the secret ballot.
- 13.5 The appeal is to be determined by a simple majority of votes cast by members of the Institute present at the general meeting.

## **Part 3: The committee**

### **14 Powers of the committee**

Subject to the Act and the Regulation, this constitution and to any resolution passed by the Institute in general meeting, the committee:

- (a) is to control and manage the affairs of the Institute, and
- (b) is to appoint a member as the Institute's Public Officer in accordance with the Act, and
- (c) may exercise all such functions as may be exercised by the Institute, other than those functions that are required by this constitution to be exercised by the Institute in general meeting, and
- (d) has power to do all things that are necessary or convenient for the proper management of the affairs of the Institute, and to advance the Institute's mission and objectives.

### **15 Composition and membership of committee**

15.1 The committee may also be known as the executive committee, the executive or the management committee.

15.2 The committee is to consist of:

- (a) the office-bearers of the Institute, and
- (b) such number of ordinary committee members as are from time to time decided by the committee and affirmed by the Institute at a general meeting.

15.3 The office-bearers of the Institute are as follows:

- (a) President
- (b) Immediate Past-President
- (c) Vice-President
- (d) Secretary
- (e) Treasurer
- (f) Newsletter Editor
- (g) Membership Officer
- (h) Welfare Coordinator
- (i) Luncheons Coordinator
- (j) Stewart House Contact

15.4 A committee member may hold up to two offices (other than both the President and Vice-President offices).

15.5 Subject to this constitution, a member of the committee holds office from the day the member is elected until immediately before the next annual general meeting.

- 15.6 Each member of the committee is eligible for re-election at annual general meetings with no limitation on the number of terms that the same person may hold an office, except that a person may hold the President position for only one year, other than as in subclause 15.8.
- 15.7 The President will become the Immediate Past President at the end of their term in office and the Vice-President will become the President without further election.
- 15.8 If the Vice-President is not available to become the President, the next President is to be elected at the annual general meeting of the Institute under clause 16. In this case, the previous President may stand for re-election at the annual general meeting for one additional term.
- 15.9 On their request, members of the Institute may attend one or more of the committee meetings as observers. As observers they have no formal vote and are bound by the same requirements of disclosure of interests, and of confidentiality, as committee members.

## **16 Election of committee members**

- 16.1 Any member of the Institute, other than Associate and Honorary members, may be nominated as a candidate for election as an officer bearer or ordinary committee member.
- 16.2 Nominations of candidates for election as office-bearers of the Institute or as ordinary committee members must be:
  - (a) made in writing, signed by at least two members of the Institute, not including the candidate, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) given to the Secretary of the Institute at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 16.3 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 16.4 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 16.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.6 If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held.
- 16.7 The secret ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 16.8 The election is to be conducted by a member of the Institute acting as the Returning Officer who:
  - (a) is to be appointed by the President, and
  - (b) is not a candidate for a contested position, and
  - (c) does not have any serious conflict of interest in respect to any ballot.
- 16.9 If a ballot results in two candidates receiving the same number of votes, the secret ballot will be conducted a second time. If a result is not achieved, the election will be determined by a coin toss by the Returning Officer.

## **17 Roles of committee members**

It is the duty of all members of the committee to carry out their functions for the benefit, so far as practicable, of the Institute and in good faith with due care and diligence.

### **17.1 President**

It is the duty of the President to:

- (a) ensure that committee and general meetings are run effectively and in accordance with this constitution
- (b) chair committee and general meetings, except where unavailable or circumstances make it inappropriate
- (c) provide a President's report at each committee meeting and annual general meeting, and for each Institute newsletter
- (d) represent the Institute, as appropriate.

### **17.2 Immediate Past-President**

It is the duty of the Immediate Past-President to:

- (a) offer support and guidance to the President and Vice-President

### **17.3 Vice-President**

It is the duty of the Vice-President to:

- (a) take the role of the President when the President is unavailable
- (b) identify prospective members of the Institute and promote membership
- (c) prepare to take on the role of President in the following year.

### **17.4 Secretary**

It is the duty of the Secretary to:

- (a) as soon as practicable after being appointed as Secretary, lodge notice with the Institute of their address
- (b) arrange the agenda for meetings in consultation with the President
- (c) provide a secretary's report at each committee meeting and annual general meeting
- (d) keep and maintain minutes in written or electronic form of:
  - (i) all appointments of office-bearers and members of the committee
  - (ii) the names of members of the committee present at a committee meeting and of members at a general meeting
  - (iii) all proceedings at committee meetings and general meetings
- (e) maintain a register of any conflicts of interest notified by committee members at a committee meeting or by members at a general meeting
- (f) ensure that the minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting, either on hard copy or by electronic means.

### **17.5 Treasurer**

It is the duty of the Treasurer to ensure that:

- (a) all money due to the Institute is collected, received and deposited and that all payments authorised by the Institute are made

- (b) correct books and accounts are kept showing the financial affairs of the Institute, including full details of all receipts and expenditure connected with the activities of the Institute
- (c) a register of members of the Institute is kept that accurately records the annual subscription payments of the members to the Institute
- (d) the Institute's and members' personal donations through the Institute are forwarded to Stewart House or other charity designated by the annual general meeting
- (e) financial statements are available at each committee and general meeting
- (f) complete and lodge an Annual Summary of Financial Affairs with NSW Fair Trading.

### **17.6 Newsletter Editor**

It is the duty of the Newsletter Editor to:

- (a) produce a number of Institute newsletters each calendar year as determined by the committee.
- (b) call for members' contributions to the newsletter, and edit and publish selected items in the newsletter
- (c) arrange the despatch of the Institute newsletters to members by email or post.

### **17.7 Membership Officer**

It is the duty of the Membership Officer to:

- (a) set up and maintain a secure and accurate register of members of the Institute known as the Institute Contact Directory.
- (b) provide reports on the Institute's membership to the committee and the annual general meeting.

### **17.8 Welfare Coordinator**

It is the duty of the Welfare Coordinator to:

- (a) bring issues concerning the welfare of Institute members to the attention of the committee and general meetings
- (b) represent the Institute in contacts with members over welfare matters, including the offering of the Institute's condolences where appropriate
- (c) provide reports to the committee and general meetings on serious illnesses and deaths amongst members of the Institute and their close family, where known.

### **17.9 Luncheons Coordinator**

It is the duty of the Luncheons Coordinator to:

- (a) organise luncheon meetings to be held on dates determined by the committee, at a venue agreed by the committee
- (b) recommend venues for and costs of luncheon meetings
- (c) receive registrations and payments from members for luncheon meetings and keep appropriate records
- (d) ensure that the payments to the venue(s) are made as required.

### **17.10 Stewart House Contact**

It is the duty of the Stewart House Contact to:

- (a) represent the Institute in activities related to the Institute's support for Stewart House
- (b) keep members of the Institute informed of significant developments at Stewart House and possible areas for the Institute's action, as appropriate
- (c) inform the Institute of the activities of the Friends of Stewart House through general meetings and the Institute's newsletter, as appropriate.

### **17.11 Ordinary committee members**

It is the duty of Ordinary Committee Members to:

- (a) attend committee and general meetings, and
- (b) support the efficient, effective and equitable management of the Institute.

## **18 Casual vacancies**

- 18.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint another member of the Institute to fill the vacancy, other than a vacancy arising from the removal from office of a committee member. Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.
- 18.2 A casual vacancy in the membership of the committee occurs if a committee member:
- (a) dies, or
  - (b) ceases to be a member of the Institute, or
  - (c) resigns office by notice in writing given to the Secretary, or
  - (d) is absent without the consent of the committee from three consecutive meetings of the committee, or
  - (e) becomes a mentally incapacitated person, or
  - (f) is removed from office under clause 19, or
  - (g) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months or an offence involving child abuse, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19 Removal of committee members**

- 19.1 The Institute in general meeting may by resolution remove a member of the committee from the office of member at any time and may appoint another member to hold office for the balance of the committee member's term of office.
- 19.2 If a member of the committee to whom a proposed resolution referred to in subclause 19.1 relates may give a written statement (not exceeding a reasonable length) to the Secretary or President and request that the committee sends a copy of the statement to each member of the Institute at least seven days before the general meeting at which the proposed resolution will be considered. If the committee fails to send a copy of the statement received, the statement must be read aloud by the chairperson of the general meeting at which the proposed resolution will be considered.

## **20 Committee meetings and quorum**

- 20.1 The committee must meet at least three times in each period of 12 months at such place(s) and time(s) as the committee may determine.
- 20.2 Additional meetings of the committee may be convened by the President or by any member of the committee.
- 20.3 A committee meeting may be held at two or more venues using any technology approved by the committee that gives each committee member a reasonable opportunity to participate and to be taken as present in person.
- 20.4 Oral, written or electronic notice of a meeting of the committee must be given by the Secretary to each member of the committee at least two weeks (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 20.5 Notice of a meeting given under subclause 20.4 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- 20.6 Any five individual members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 20.7 If the number of available committee members is less than five, the existing committee members may appoint enough Institute members to establish a quorum until the next annual general meeting.
- 20.8 No business is to be transacted by the committee unless a quorum is present and if, within half 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.
- 20.9 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.10 At a meeting of the committee:
  - (a) the President or, in the President's absence, the Vice-President is to preside, or
  - (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the committee may be chosen by the members present at the meeting to preside.
- 20.11 The committee may transact its business by electronic or other means.
  - (a) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
  - (b) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
  - (c) The committee may transact its business at a meeting at which one or more committee members participate by telephone or other electronic means, provided that a member who speaks on a matter can be heard by the other members.
  - (d) At a meeting conducted by electronic means, the member presiding and each other member have the same voting rights as they would at any meeting of the committee.
  - (e) If urgent matters arise between meetings, the President may authorise discussion, voting and decision-making by electronic or other means.
  - (f) A resolution approved by the majority of committee members must be recorded in the minutes of the meetings of the committee.

## **21 Delegation by the committee to a sub-committee**

- 21.1 The committee may delegate in writing to one or more sub-committees (consisting of such member or members of the Institute as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function that is a duty imposed on the committee by any law.
- 21.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 21.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 21.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 21.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 21.7 A sub-committee may meet and adjourn as it thinks proper.
- 21.8 In general, sub-committees must report to each meeting of the full committee.

## **22 Voting and decisions**

- 22.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 22.2 Members of the committee or sub-committee who may have a real or perceived conflict of interest regarding a matter must declare that conflict of interest and must exclude themselves from any discussion and or vote on the matter unless the committee or sub-committee specifically agrees that the member may be part of the discussion and / or vote.
- 22.3 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 22.4 Subject to clause 20.6 regarding a quorum, the committee or sub-committee may act despite any vacancy on the committee.
- 22.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **23 Disclosure of interests**

- 23.1 Members of the committee must disclose any direct or indirect interest in decisions that could hinder or could reasonably be perceived to hinder the member from performing their duties on the committee.
- 23.2 The Secretary must keep a register of disclosures of interest with the register of committee members.
- 23.3 A committee member who has a real or perceived conflict of interest is to excuse themselves from that part of any meeting where a relevant matter is discussed and is not



to take part in any vote on the matter, except when the committee unanimously requests that they remain present and vote.

## **Part 4: General meetings**

### **24 Annual general meetings**

- 24.1 The Institute must hold its annual general meeting:
- (a) within six months after the close of the Institute's financial year, or
  - (b) within such later time as may be prescribed by the Regulation or allowed by NSW Fair Trading.
- 24.2 The annual general meeting of the Institute is, subject to the Act and to subclause 24.1, to be convened on such date and at such place and time as the committee thinks fit.
- 24.3 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to:
- (a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
  - (b) receive from the committee reports on the activities of the Institute during the immediately preceding financial year
  - (c) elect office-bearers of the Institute and ordinary committee members
  - (d) receive and consider any financial statement or report required to be submitted to members under the Act.
- 24.4 An annual general meeting must be specified as such in the notice convening it.
- 24.5 In circumstances that restrict members from attending a face-to-face meeting, the committee may use any technology it thinks fit to consult members.

### **25 General meetings**

- 25.1 In addition to the annual general meeting, the Institute will normally conduct general meetings at least twice each year on such dates and at such places and times as the committee thinks fit.
- 25.2 In circumstances that restrict members from attending a face-to-face meeting, the committee may use any technology it thinks fit to consult members.

### **26 Special general meetings**

- 26.1 The committee may, whenever it thinks fit, convene a special general meeting of the Institute.
- 26.2 The committee must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting of the Institute.
- 26.3 A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.

- 26.5 A special general meeting convened by a member or members as referred to in subclause 26.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **27 Notice of general meetings**

- 27.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matters required under subclause 27.1, the intention to propose the resolution as a special resolution.
- 27.3 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 27.4 Any member present at a general meeting may, without notice, bring any item of business before the meeting and/or propose amendments to resolutions. The presiding chairperson at the meeting will decide whether the matter is to be discussed at that meeting or placed on the agenda for the next meeting.

## **28 Quorum for general meetings**

- 28.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 28.2 Ten members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least five) are to constitute a quorum.

## **29 Presiding member at general meetings**

- 29.1 The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Institute.
- 29.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **30 Adjournment of general meetings**

- 30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 30.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written, oral or electronic notice at least one day before the adjourned meeting to each member of the Institute stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

### **31 Making of decisions at general meetings**

- 31.1 A question arising at a general meeting of the Institute is to be determined by either:
- (a) a show of hands, or
  - (b) a written ballot, if so decided by the chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot.
- 31.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect made in the minute book of the Institute, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.3 If the question is to be determined by a written ballot, the ballot may be conducted using any technology that the committee thinks fit and is to be conducted in accordance with the directions of the chairperson.

### **32 Special resolutions**

- 32.1 A special resolution may be passed by the Institute in accordance with the Act:
- (a) at a general meeting of the Institute of which notice has been given to its members no later than 21 days before the date on which the meeting is held, and
  - (b) if it is supported by at least three-quarters of the votes cast by members of the Institute who, under this constitution, are entitled to vote on the proposed resolution and are present and voting.
- 32.2 A notice referred to in subclause 32.1(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

### **33 Voting at a general meeting**

- 33.1 On any question arising at a general meeting of the Institute a member has one vote only.
- 33.2 In the case of equal votes for and against on a question at a general meeting (other than the election of committee members), the chairperson of the meeting is entitled to exercise a second or casting vote. The chairperson may agree or decline to exercise this entitlement.
- 33.3 A member is not entitled to vote at any general meeting of the Institute unless they are a financial member or has been appointed as a Life Member.
- 33.4 Proxy voting must not be undertaken at or in respect of a meeting.
- 33.5 The Institute may hold an electronic and / or postal ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- 33.6 An electronic or postal ballot is to be conducted in accordance with Schedule 2 to the Associations Incorporation Regulation.

### **34. Transaction of business by electronic means**

- 34.1 A general meeting may be held at two or more venues, and may be held at which one or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 34.2 A member who participates in a general meeting using electronic means is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

- 34.3 The Institute may transact its business by the circulation of papers, including by electronic means, among all members of the Institute.
- 34.4 If the Institute transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Institute made at a general meeting.

## **Part 5: Miscellaneous**

### **35 Non-profitability**

The Institute must apply its funds and assets solely in pursuance of the objects of the Institute and must not conduct its affairs so as to provide a pecuniary gain for any of its members, provided that nothing shall prevent the payment in good faith of reimbursement of approved expenses incurred on behalf of the Institute.

### **36 Standing resolutions**

The Institute may, by a majority decision of members present and voting, adopt standing resolutions not inconsistent with this constitution, embodying additional provisions for the management of the Institute. Such standing resolutions shall be amended from time to time as provided therein.

### **37 Insurance**

- 37.1 The Institute may effect and maintain insurance as appropriate for the Institute's assets and liabilities and personal liability of committee members.

### **38 Source of funds**

- 38.1 The funds of the Institute are to be derived from annual subscriptions of members, interest on fixed deposits, sales of publications, donations and, subject to any resolution passed by the Institute in general meeting, such other sources as the committee determines.
- 38.2 All money received by the Institute must be deposited as soon as practicable and without deduction to the credit of the Institute's bank.
- 38.3 On request by the payer, the Institute must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 38.4 All money received by the Institute as donations to Stewart House or other non-profit tax-exempt charitable organisation for children must be transferred to the organisation as soon as practicable after receiving the money and appropriate receipts obtained for distribution to the donors.

### **39 Management of funds**

- 39.1 Subject to any resolution passed by the Institute in general meeting, the funds of the Institute are to be used in pursuance of the objects of the Institute in such manner as the committee determines.
- 39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee, being members authorised to do so by the committee.

### **40 Change of name, objects and constitution**

- 40.1 Prior to changes of name, objects and constitution of this Institute, the committee is to consult widely with the membership, seek responses and input from members and then seek the approval of the Institute in general meeting.
- 40.2 Changes of name, objects and constitution can only be made by special resolution approved at a general meeting of this Institute, a quorum being present, by the affirmation of not less than three quarters of the members present and voting.

- 40.3 Once a change is approved by the Institute, an application to register the change of objects or constitution is to be made to NSW Fair Trading in accordance with the Act.

## **41 Custody of books, records and other documents**

Except as otherwise provided by this constitution, all records, books and other documents must be kept in New South Wales at the Institute's official address in the custody of the Public Officer.

## **42 Inspection of books, records and other documents**

- 42.1 The following documents must be open to inspection, free of charge, by a member of the Institute at any reasonable hour:
- (a) records, books and other financial documents of the Institute
  - (b) register of members
  - (c) register of committee members
  - (d) register of disclosure of interests
  - (e) this constitution
  - (f) minutes of all committee meetings and general meetings of the Institute.
- 42.2 A member of the Institute may obtain a hard copy of any of the documents referred to in subclause 42.1 on payment of a fee determined by the committee for each page copied.
- 42.3 Copies of any of the documents referred to in subclause 42.1 may be delivered to the member who requests them by electronic transmission to an address specified by the person for the receipt of documents.
- 42.4 Despite subclauses 42.1, 42.2 and 42.3, the committee may refuse to permit a member of the Institute to inspect or obtain a copy of records of the Institute that relate to confidential, personal, commercial, legal, employment or other matters or where to do so may be prejudicial to the interests of the Institute.

## **43 Service of notices**

- 43.1 For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- 43.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **44 Financial year**

The financial year of the Institute is each period of 12 months after the expiration of the previous financial year of the Institute, commencing on 1 January and ending on the following 31 December.

#### 45 Membership year

The membership year of the Institute is each period of 12 months commencing on 1 January and ending the following 31 December.

#### 46 Dissolution and winding up

In the event of the winding up of the Institute, any surplus assets of the Institute that remain after satisfaction of all its debts and liabilities, shall not be distributed among its members, but shall be given or transferred to Stewart House, Harbord, New South Wales, or any other non-profit tax-exempt charitable organisation for children, as may be determined at the final Annual General Meeting of the Institute.

#### 47 Privacy of information

The Institute is required to comply with the Privacy Act 1988 (Cth). The Institute collects members' personal information to enable it to achieve the objects specified in this constitution. The Institute may make members' personal information available to other members under the conditions of clause 8. The Institute will not make members' personal information available to third parties other than as required by law.

### Part 6: Definitions

#### 48 In this constitution:

**Associate Member** means a current senior educational administrator employed at chief education officer level or above in the Department of Education or equivalent levels in TAFE, who is approaching retirement or has signalled an intention to retire, and who has been approved for Associate Membership by the committee following application to the Secretary of the Institute. While Associate Members pay no subscription fees and have no voting rights, they enjoy some of the benefits of the Institute including invitations to luncheon meetings, important communications from the organisation, and may contribute to IRSEA educational discussions and discourse. Associate Membership is seen as preliminary to full membership of IRSEA upon the retirement of the senior administrator.

**Committee** means the executive committee, executive or committee of management that manages the affairs of the Institute.

**Committee member** means an office-bearer or ordinary member who has been elected or appointed to the IRSEA committee.

**General meeting** means any properly convened meeting of the members of the Institute.

**Special general meetings** and the **Annual General Meeting** are general meetings with particular purposes.

**Honorary Member** means a current senior educational administrator of the Department of Education or TAFE who is recognised by the committee as having made a significant and outstanding contribution to the operational success of IRSEA and is seen as a true champion of the organisation. In addition, individuals from other organisations who are deemed by the committee as worthy of this honour may also be offered this rare category of membership. Honorary Members pay no subscription fees and do not have voting rights. Honorary members are entitled to all other benefits, opportunities and experiences provided by the Institute.

**Institute** means the Institute of Retired Senior Educational Administrators, and the alternative names under which this Institute has been or is known as listed in clause 1.

**IRSEA** means the Institute of Retired Senior Educational Administrators.

**Life Member** means a rare award to an existing IRSEA member who, through their long-term, dedicated commitment and outstanding contribution, has made a profound and positive impact on the life of the organisation. A Life Member is broadly and unequivocally acknowledged as deserving of this recognition by the Institute. Life Members pay no annual subscriptions, have full voting rights and enjoy, in perpetuity, all benefits and privileges bestowed by the Institute, as well as adjunct status to the IRSEA committee.

**Member** means a former senior educational administrator who was employed at chief education officer level or above in the NSW Department of Education or equivalent levels in NSW TAFE (including other names of these departments) and who has retired, resigned, or otherwise left such employment, and has reached an age deemed appropriate for a retired officer, notwithstanding any further employment. Through a process of application, a member has been approved by the IRSEA committee for membership. Members are entitled to the full range of benefits, opportunities and experiences provided by the Institute.

**Office-bearer** means a member of the committee who has a specific role and is elected to that position by the members or appointed by the committee to fill a casual vacancy.

**Person** means a 'natural person' - an individual and not an organisation or other entity.

**Retired senior educational administrator** means a senior educational administrator who has retired, resigned or otherwise separated from their employment with the NSW Department of Education or NSW TAFE (including other names of these departments), and has reached an age considered appropriate by the committee, notwithstanding any further employment.

**Senior educational administrator** means any person who holds or has held a non-school based position at the level of chief education officer (Education Teaching Service) or higher during that person's career in the NSW Department of Education or equivalent position in NSW TAFE (including other names of these departments).

**the Act** means the Associations Incorporation Act 2009 and any amendments.

**the Regulation** means the Associations Incorporation Regulation 2022 and any amendments.

**their** means a person in the singular (her or his) as well as persons in the plural, as appropriate to the context.

**49** In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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