



Australian Professional Snowsport Instructors  
Association Incorporated

Constitution

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# 1 Preliminary

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## 1.1 Definitions

In this constitution:

**Administrator** means an employee or employees of the APSI duly appointed to conduct the functions as set out in this Constitution;

**APSI** means Australian Professional Snowsport Instructors Association Incorporated;

**ASAA** means Australian Ski Areas Association;

**ASAA Representative** means a representative of the ASAA;

**Board** has the meaning given to it in clause 4.2;

**Committee** has the meaning given to it in clause 6.2;

**Executive** has the meaning given to it in clause 4.4;

**General Manager** has the meaning given to it in clause 5.6;

**Member** has the meaning given to it in clause 3.1;

**President** has the meaning given to it in clause 5.3;

**Public Officer** has the meaning given to it in clause 5.2;

**Register** has the meaning given to it in clause 3.7;

**Special General Meeting** means a general meeting of the association other than an annual general meeting;

**Technical Director** means the technical directors as employed by the APSI from time to time;

**Technical Director Representative** has the meaning given to it in clause 5.7;

**the Act** means the *Associations Incorporation Act 2009*;

**the Regulation** means the *Associations Incorporation Regulation 2016*;

**Treasurer** has the meaning given to it in clause 5.5; and

**Vice President** has the meaning given to it in clause 5.4.

## 1.2 Interpretation

In this document, unless the context requires otherwise:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) the provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

# 2 Aims

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- (a) To promote, develop, co-ordinate and conduct education, training, accreditation and other programs and projects related to snow sport instruction and APSI activities.

- (b) To raise the levels and standards of instruction in snow sports.
- (c) To provide opportunities for Members to maximise their potential by developing their skills.
- (d) To co-operate with and assist any organisation having objects and purposes similar to those of the APSI in any manner which may further the interests and promotion of snow sports instruction or the APSI throughout the community, government, media, corporate sector, international snow sports events and related activities.

### **3 Membership**

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#### **3.1 Membership generally**

A person is eligible to be a Member of the APSI if:

- (a) the person is a natural person; and
- (b) the person has applied and been approved for Membership of the APSI; and
- (c) has met the financial requirements of Membership.

#### **3.2 Application for Membership**

- (a) An application for Membership must be:
  - (i) from the applicant, in writing on the form prescribed from time to time by the Board and lodged with the APSI; and
  - (ii) accompanied by the appropriate fee as determined by the Board.
- (b) By applying for Membership an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the APSI including this Constitution.

#### **3.3 Discretion to Accept or Reject Application**

- (a) The APSI, may accept or reject an application whether the applicant has complied with the requirements in clause 3.2 or not. The APSI shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the APSI accepts an application, the applicant shall become a Member. The Register shall be amended accordingly as soon as practicable.
- (c) Where the APSI rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the APSI. No reasons for rejection need be given.
- (d) There is no right of appeal where the Board rejects an application for Membership, whether a new application or a renewal application.

#### **3.4 Cessation of Membership**

- (a) A person ceases to be a Member of the APSI if the person or organisation (as applicable):
  - (i) dies; or
  - (ii) resigns Membership; or
  - (iii) is expelled from the APSI; or
  - (iv) has not met the financial requirements of Membership.

- (b) Membership of the APSI may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including failure to comply with the Regulations or any By Laws or any resolutions or determinations made or passed by the Board.

### **3.5 Membership entitlements not transferable**

A right, privilege or obligation of a Member of the APSI:

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

### **3.6 Resignation of Membership**

- (a) A Member of the APSI may resign from Membership of the APSI by first giving to the Administrator written notice of at least 1 month (or any other period that the Board 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.
- (b) If a Member of the APSI ceases to be a Member under subclause (a), and in every other case where a Member ceases to hold Membership, the Administrator must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.
- (c) A Member is not entitled to a refund upon resignation and remains liable to APSI for any moneys owing by the Member at the date of the resignation.

### **3.7 Register of Members**

The Public Officer of the APSI must establish and maintain a register of Members of the APSI (whether in written or electronic form) specifying:

- (a) the full name and address of the Member;
- (b) the category of Membership of the Member;
- (c) the date on which the Member became a Member;
- (d) if applicable, the email address of a Member;
- (e) any other information determined by the Board; and
- (f) where applicable, the date of cessation of membership of a Member.

### **3.8 Inspection of Register**

- (a) Having regard to privacy and confidentiality considerations, inspection of the register will only be available as required by the Act.
- (b) If permitted, only an extract of the register, excluding the address and other direct contact details of any Member, shall be made available for inspection (but not copying) by Members.

### **3.9 Use of Register**

Subject to the Act, confidentiality considerations and privacy laws, the register may be used by the APSI solely to further the APSI, as the Board considers appropriate.

### **3.10 Members' liabilities**

The liability of a Member of the APSI to contribute towards the payment of the debts and liabilities of the APSI or the costs, charges and expenses of the winding up of the APSI is limited to the amount, if any, unpaid by the Member in respect of membership of the APSI as required by clause 3.1(c).

### **3.11 Grievance Policy**

The complaints and grievance procedure set out in the APSI Complaints and Grievance Management Policy applies to all disputes arising under this Constitution between a Member and the APSI.

### **3.12 Disciplinary proceedings**

- (a) A complaint may be made to the Board by any person that is a Member of the APSI or if the Board is of the opinion that the Member:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the APSI; or
  - (iii) brought themselves or the APSI into disrepute.
- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Board decides to deal with the complaint, the Board will deal with the complaint in accordance with the APSI Complaints and Grievance Management Policy as amended from time to time.

## **4 The Board**

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### **4.1 Powers of the Board**

Subject to the Act, the Regulations and this constitution and to any resolution passed by the APSI in an Annual General Meeting or Special General Meeting, the Board may:

- (a) control and manage the affairs of the APSI as defined within the Constitution and By Laws subject only to the overriding powers of the Annual General Meeting;
- (b) make and repeal By Laws at any time as it may deem necessary for the proper conduct and administration of APSI;
- (c) delegate all or any of its power to the Executive, or to any committee of the APSI. Such delegation may be made generally or for a particular purpose and may at any time be withdrawn;
- (d) consider declaring vacant the position of any Board Member who is reported to be in breach of attendance requirements and to fill that or any office becoming vacant before the expiration of the office; or
- (e) reinstate a person who has been expelled or suspended.

### **4.2 Composition and Membership of Board**

- (a) The Board is to consist of:
  - (i) the President;
  - (ii) the Vice President;
  - (iii) the Treasurer;
  - (iv) the ASAA Representative Member;
  - (v) three ordinary Members (who must not be employees of the APSI);
  - (vi) the General Manager (APSI employee with no voting rights); and

- (vii) the Technical Director Representative (APSI employee with no voting rights).
- (b) The total number of Board Members is to be 9.
- (c) A Board Member may not hold more than 1 office.
- (d) Each Member of the Board holds office, subject to this constitution, until their tenure expires or they retire, resign or are otherwise removed from their office.

#### **4.3 Terms of election**

- (a) President – four years.
- (b) Vice President – two year.
- (c) Treasurer – four years.
- (d) Technical Director Representative – one year.
- (e) ASAA Representative Member – two year.
- (f) ordinary members – two years.
- (g) There is no maximum number of consecutive terms for which a Board Member may hold office.

#### **4.4 Composition and Membership of Executive**

The Executive of the APSI is as follows:

- (a) the President;
- (b) the Vice President;
- (c) the Treasurer; and
- (d) one ordinary member of the Board, as elected by the Board.

#### **4.5 Election of Board Members**

- (a) Nominations of candidates for election as Board Members of the APSI:
  - (i) must be made in writing, signed by two Members of the APSI and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (ii) must be delivered to the Administrator of the APSI at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected.
- (c) If insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (g) A person nominated as a candidate for election for the Board must be a Member of the APSI.



## **5 Appointments and Officers**

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### **5.1 Appointments**

- (a) The Auditor may be appointed at the Annual General Meeting.
- (b) The Board shall appoint:
  - (i) any employee;
  - (ii) Public Officer; or
  - (iii) Honorary solicitor.

### **5.2 Public Officer**

- (a) It is the duty of the Public Officer to keep minutes of:
  - (i) all appointments of the Board; and
  - (ii) the names of Members of the Board present at a Board meeting or at an Annual General Meeting or Special General Meeting; and
  - (iii) all proceedings at Board meetings, Special General Meeting or Annual General Meeting.
- (b) It is the duty of the Public Officer to undertake the annual returns as required by the NSW Department of Fair Trading.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting (or approved as the Board may direct).

### **5.3 President**

The President is elected from the general Membership of the APSI.

### **5.4 Vice President**

The Vice President is elected from the general Membership of the APSI.

### **5.5 Treasurer**

- (a) The Treasurer is elected from the general Membership of the APSI.
- (b) It is the duty of the Treasurer of the APSI to oversee the Administrator to ensure:
  - (i) that all money due to the APSI is collected and received and that all payments authorised by the APSI are made; and
  - (ii) that correct books and accounts are kept showing the financial affairs of the APSI, including full details of all receipts and expenditure connected with the activities of the APSI.

### **5.6 General Manager**

The General Manager is:

- (a) an employee of the APSI;
- (b) appointed by the Board;
- (c) with no voting rights on the Board.

### **5.7 Technical Director Representative**

- (a) The Technical Director Representative on the Board is to be appointed by the Technical Directors from time to time.

- (b) If the Technical Directors do not appoint a representative, the Board may appoint the Technical Director Representative.

## **5.8 Removal of Board Members**

- (a) The APSI in Special General Meeting or Annual General Meeting may by resolution remove any Member of the Board from the office before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- (b) If a Member of the Board to whom a proposed resolution referred to in subclause (a) relates makes representations in writing to the President or Vice President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the APSI, the President or the Vice President may send a copy of the representations to each Member of the APSI or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **5.9 Casual vacancies**

- (a) In the event of a casual vacancy occurring in the Membership of the Board, the Board may appoint a Member of the APSI to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the earlier of:
  - (i) The commencement of the Annual General Meeting the next following year after the date of the appointment; or
  - (ii) the re-election of the office.
- (b) A casual vacancy in the office of a Member of the Board occurs if the Member:
  - (i) dies; or
  - (ii) ceases to be a Member of the APSI; or
  - (iii) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
  - (iv) resigns office by notice in writing given to the Administrator; or
  - (v) is removed from office under clause 5.8; or
  - (vi) becomes a mentally incapacitated person; or
  - (vii) is absent without the consent of the Board from 3 consecutive meetings of the Board; or
  - (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - (ix) 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.

## **6 Board meetings**

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### **6.1 General conduct**

- (a) The Board must meet at least twice in each period of 12 months at such place and time as the Board may determine.

- (b) Additional meetings of the Board may be convened by any Member of the Board.
- (c) Oral or written notice of a meeting of the Board must be given by the Administrator to each Member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under clause (c) 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 which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (e) Any five Members of the Board with voting rights constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) Any three Members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (g) No business is to be transacted by the Board 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 a time agreed upon by the Executive.
- (h) 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.
- (i) At a meeting of the Board:
  - (i) the President or, in the President's absence, the Vice-President is to preside; or
  - (ii) if the President and the Vice-President are absent or unwilling to act, such one of the remaining Members of the Board as may be chosen by the Members present at the meeting is to preside.

## 6.2 Delegation by Board to Committee

- (a) The Board may, by instrument in writing, delegate to one or more committees (consisting of such Member or Members of the APSI as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Board by the Act or by any other law, (**Committee**).
- (b) A function the exercise of which has been delegated to a Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- (c) 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.
- (d) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a 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 Board.

- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A Committee may meet and adjourn as it thinks proper.

### **6.3 Use of technology**

- (a) The Board and any Committee meetings may be held at 2 or more venues using any technology approved by the Board or Committee that gives each of the Board's and Committee's Members a reasonable opportunity to participate.
- (b) A Board or Committee Member who participates in a Board or Committee meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **6.4 Voting and decisions**

- (a) Questions arising at a meeting of the Board or of any committee appointed by the Board are to be determined by a majority of the votes of Members of the Board or Committee present at the meeting.
- (b) Each Member present at a meeting of the Board or of any Committee appointed by the Board (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.
- (c) Subject to clause 6.1(e), the Board may act despite any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or Committee.

## **7 Part 4 – General meetings**

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### **7.1 Annual General Meeting - holding of**

- (a) The APSI must hold its Annual General Meetings:
  - (i) within 6 months after the close of the APSI's financial year; or
  - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **7.2 Annual General Meeting - calling of and business at**

- (a) The Annual General Meeting of the APSI is, subject to the Act and this Constitution, is to be convened on such date and at such place and time as the Board thinks fit.
- (a) In addition to any other business which may be transacted at an Annual General Meeting the business of an Annual General Meeting is to include the following:
  - (i) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) to receive from the Board reports on the activities of the APSI during the last preceding financial year;
  - (iii) to elect Board Members of the APSI;

- (iv) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (b) An Annual General Meeting must be specified as such in the notice convening it.

### **7.3 Special General meetings - calling of**

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the APSI.
- (b) The Board must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a Special General Meeting of the APSI.
- (c) A requisition of Members for a Special General Meeting:
  - (i) must be in writing;
  - (ii) must state the purpose or purposes of the meeting;
  - (iii) must be signed by the Members making the requisition;
  - (iv) must be lodged with the Administrator; and
  - (v) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Board 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 Administrator, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by a Member or Members as referred to in clause 7.3(d) must be convened as nearly as is practicable in the same manner as Annual General Meetings are convened by the Board.
- (f) For the purposes of clause 7.3(c):
  - (i) a requisition may be in electronic form; and
  - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **7.4 Notice**

- (a) Except if the nature of the business proposed to be dealt with at a Special General Meeting requires a special resolution of the APSI, the Administrator must, at least 14 days before the date fixed for the holding of the 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.
- (b) If the nature of the business proposed to be dealt with at a Special General Meeting requires a special resolution of the APSI, the Administrator must, at least 21 days before the date fixed for the holding of the Special General Meeting, cause notice to be given to each Member specifying, in addition to the matter required under clause 7.4(a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 7.2(b).
- (d) A Member desiring to bring any business before a Special General Meeting may give notice in writing of that business to the Administrator who must

include that business in the next notice calling a Special General Meeting given after receipt of the notice from the Member.

### **7.5 Quorum for Special General Meetings**

- (a) No item of business is to be transacted at a Special General Meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) Thirty Members present (being Members entitled under this constitution to vote at a Special General Meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of Members, is to be dissolved; and
  - (ii) in any other case, is to stand adjourned to a time to be confirmed by the Executive 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.
- (d) 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 5) are to constitute a quorum.

### **7.6 Presiding Member**

- (a) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each Annual General Meeting or Special General Meeting of the APSI.
- (b) 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.

### **7.7 Adjournment**

- (a) The chairperson of a Special General Meeting or Annual 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.
- (b) If a Special General Meeting or Annual General Meeting is adjourned for 14 days or more, the Administrator must give written or oral notice of the adjourned meeting to each Member of the APSI stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 7.7(a) and 7.7(b), notice of an adjournment of a Special General Meeting or Annual General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **7.8 Making of decisions**

- (a) A question arising at a Special General Meeting or Annual General Meeting of the APSI is to be determined by either:
  - (i) a show of hands; or

- (ii) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the APSI, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **7.9 Special resolutions**

A special resolution may only be passed by the APSI in accordance with section 39 of the Act.

## **7.10 Voting**

- (a) On any question arising at a Special General Meeting or Annual General Meeting of the APSI a Member has one vote only.
- (b) In the case of an equality of votes on a question in writing, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A Member is not entitled to vote at any Special General Meeting or Annual General Meeting of the APSI unless all money due and payable by the Member to the APSI has been paid.

## **7.11 Proxy votes**

- (a) A Member shall be entitled to appoint in writing a natural person who is also a Member of the APSI to be their proxy and attend and vote at any Annual General Meeting or Special General Meeting of the APSI.
- (b) Proxy votes must be recorded on the APSI Proxy Vote form as amended from time to time and available on the APSI website or office and be delivered to the Administrator two clear business days before any meeting.

## **7.12 Postal ballots**

- (a) The APSI may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal.
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **7.13 Use of technology at general meetings**

- (a) A Special General Meeting or Annual General Meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's Members a reasonable opportunity to participate.
- (b) A Member of an association who participates in a Special General Meeting or Annual General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **8 Miscellaneous**

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### **8.1 Insurance**

The APSI may effect and maintain insurance.

### **8.2 Funds - source**

- (a) The funds of the APSI are to be derived from course fees, sales of merchandise, annual subscriptions of Members, donations and, subject to any resolution passed by the APSI in Special General Meeting, such other sources as the Board determines.
- (b) All money received by the APSI must be deposited as soon as practicable and without deduction to the credit of the APSI's bank or other authorised deposit-taking institution account.
- (c) The APSI must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **8.3 Funds - management**

- (a) Subject to any resolution passed by the APSI in a Special General Meeting or Annual General Meeting, the funds of the APSI are to be used in pursuance of the objects of the APSI in such manner as the Board determines.
- (b) All cheques, electronic banking transactions, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the Executive.

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

An application to the Director-General for registration of a change in the APSI's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board Member.

### **8.5 Custody of books etc**

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the APSI.

### **8.6 Inspection of books**

- (a) The following documents must be open to inspection, free of charge, by a Member of the APSI at any reasonable hour:
  - (i) records, books and other financial documents of the APSI;
  - (ii) this constitution;
  - (iii) minutes of all Board meetings and in writings of the APSI.
- (b) A Member of the APSI may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than \$1 for each page copied.

### **8.7 Service of notices**

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally; or
  - (ii) by sending it by pre-paid post to the address of the person; or



- (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (ii) 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
  - (iii) in the case of a notice sent by facsimile transmission or some other form of 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.

### **8.8 Financial year**

The financial year of the APSI is:

- (a) the period of time commencing on the date of incorporation of the APSI and ending on the following 31 December; and
- (b) each period of 12 months after the expiration of the previous financial year of the APSI, commencing on 1 January and ending on the following 31 December.

### **8.9 Association is non-profit**

- (a) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.

### **8.10 Distribution of property on winding up of association**

- (a) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual Members.
- (b) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

**Appendix 1**

**Nomination Form for the Board of the APSI**

(incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of proposer]

of .....

[address]

being a Member of the abovenamed incorporated association hereby nominate

.....(Insert Name of Nominee) for the

(Position Title)..... of the APSI Board

for the elections to be held at the Annual General Meeting of the APSI

.....  
*Signature of nominee* Date

I, .....

[full name]

.....  
*Signature of proposer* Date

I, .....

[full name]

I, .....a Member of the APSI, second the nomination of the applicant for nomination to the Board of the APSI.

.....  
*Signature of seconder* Date