

# Parents and Citizens Associations Incorporation Act 1976 No 50

[1976-50]



New South Wales

## Status Information

### Currency of version

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### Provisions in force

The provisions displayed in this version of the legislation have all commenced.

### Notes—

- **Previously named**  
Federation of Parents and Citizens Associations of New South Wales Incorporation Act 1976

### Responsible Minister

- Minister for Education and Early Learning

For full details of Ministerial responsibilities, see the [Administrative Arrangements \(Minns Ministry—Administration of Acts\) Order 2023](#).

### Authorisation

This version of the legislation is compiled and maintained in a database of legislation by the Parliamentary Counsel's Office and published on the NSW legislation website, and is certified as the form of that legislation that is correct under section 45C of the [Interpretation Act 1987](#).

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# Parents and Citizens Associations Incorporation Act 1976 No 50



New South Wales

## Contents

<b>Long title</b> .....	5
<b>Part 1 Preliminary</b> .....	5
1 Name of Act.....	5
2 Object of Act.....	5
3 Definitions .....	5
<b>Part 2 Federation of Parents and Citizens Associations of New South Wales</b> .....	6
<b>Division 1 The federation and its members</b> .....	6
4 Continuation of Federation of Parents and Citizens Associations of New South Wales .....	6
5 Status of federation .....	7
6 Federation’s functions .....	7
7 Federation’s powers .....	7
8 Membership.....	7
<b>Division 2 The constitution of the federation</b> .....	7
9 Federation’s constitution .....	7
10 Amendment of constitution .....	8
<b>Division 3 Board of management</b> .....	8
11 The board and its members.....	9

12 Functions of board .....	9
<b>Division 4 Executive committee .....</b>	<b>9</b>
12A The executive committee and its members .....	9
12B Role of executive committee .....	9
12C Election of members .....	10
12D Duration of membership .....	10
<b>Division 5 Annual general meeting of federation .....</b>	<b>10</b>
12E Annual general meeting .....	10
12F Attendance and voting at annual general meeting.....	10
<b>Division 6 Miscellaneous.....</b>	<b>11</b>
12G Execution of documents.....	11
12H Service of documents.....	11
12I Personal liability .....	11
12J Change of address.....	12
12K Publication of constitution .....	12
<b>Part 3 Incorporation of parents and citizens associations .....</b>	<b>12</b>
13 Incorporation of parents and citizens associations .....	12
14 Transfer of assets and liabilities on incorporation.....	12
15 Rules of incorporated associations .....	13
16 Names of parents and citizens associations .....	13
17 Incorporated associations to be members of federation .....	13
18 Members and officers of incorporated association not liable for debts etc of association.....	13
19 Public liability insurance .....	14
20 Financial reports .....	14
21 Cancellation of incorporation.....	14
22 Service of documents on association .....	15
23 Regulations.....	15
<b>Part 3A Election of councillors and delegates.....</b>	<b>15</b>
<b>Division 1 Preliminary .....</b>	<b>15</b>
23A Purpose of Part .....	15

23B Definitions .....	15
23C Meaning of “electorate” .....	16
<b>Division 2 Elections</b> .....	16
23D Conduct of elections—general .....	16
23E Requirements relating to electorates and representation .....	16
23F When election to be held .....	17
23G Eligibility of councillors and delegates .....	17
23H Voting for councillors and delegates .....	17
23I Role of councillor and delegate .....	17
23J Term of office of councillor and delegate .....	17
23K Vacancy in office of councillor or delegate .....	18
23L Filling vacancy in office of councillor or delegate .....	18
23M Appointment of councillor or delegate .....	18
<b>Division 3 Miscellaneous</b> .....	18
23N Cost of election .....	19
23O Regulations .....	19
<b>Part 4 Miscellaneous</b> .....	19
23P Delegation .....	19
23Q Act prevails over constitution .....	19
24 Regulations .....	19
<b>Schedule 1 Provisions relating to board and executive committee</b> .....	19
<b>Schedule 2 Savings, transitional and other provisions</b> .....	23

# Parents and Citizens Associations Incorporation Act 1976 No 50



New South Wales

An Act to provide for the incorporation of the Federation of Parents and Citizens Associations of New South Wales; and to provide for the incorporation of parents and citizens associations.

## Part 1 Preliminary

### 1 Name of Act

This Act may be cited as the *Parents and Citizens Associations Incorporation Act 1976*.

### 2 Object of Act

The object of this Act is to provide for matters relating to:

- (a) the Federation of Parents and Citizens Associations of New South Wales (the **federation**) continued in existence under section 4, and
- (b) the incorporation of parents and citizens associations, and
- (c) the election of councillors and delegates of the federation.

### 3 Definitions

(1) In this Act:

**administrator**—see clause 2 of Schedule 2.

**annual general meeting** means the annual general meeting of the federation held under section 12E.

**board** means the board of management of the federation.

**constitution** means the document, as amended from time to time in accordance with this Act, declared to be the constitution of the federation under section 9.

**councillor** means a person holding office as a councillor elected under Part 3A.

**delegate** means a person holding office as a delegate elected under Part 3A.

**Department** means the Department of Education.

**executive committee** means the executive committee of the federation.

**federation**—see section 2 (a).

**function** includes a power, authority or duty, and **exercise** a function includes perform a duty.

**government school** means a government school established under the [Education Act 1990](#).

**parent** of a student includes a guardian or other person having the custody or care of the student.

**parents and citizens association** means a parents and citizens association constituted under the [Education Act 1990](#).

**president** means the president of the executive committee.

**secretary** means the secretary of the executive committee.

**transition period** means the period starting on the day the administrator is appointed by the Minister under Schedule 2 and ending on the day that is 3 years after that day.

**Note—**

The [Interpretation Act 1987](#) contains definitions and other provisions that affect the interpretation and application of this Act.

(2) Notes included in this Act do not form part of this Act.

## **Part 2 Federation of Parents and Citizens Associations of New South Wales**

### **Division 1 The federation and its members**

#### **4 Continuation of Federation of Parents and Citizens Associations of New South Wales**

(1) Without limiting section 53 of the [Interpretation Act 1987](#), the former corporation is continued in existence as a corporation under the corporate name of Federation of Parents and Citizens Associations of New South Wales.

(2) In this section:

**former corporation** means the Federation of Parents and Citizens Associations of New South Wales constituted under this Act as in force before the commencement of the [Parents and Citizens Associations Incorporation Amendment Act 2014](#).

## **5 Status of federation**

The federation is not a NSW Government agency.

## **6 Federation's functions**

The federation's functions are as follows:

- (a) to promote public education and facilitate community involvement in public education,
- (b) to promote the interests of students, and parents of students, enrolled at government schools,
- (c) to co-operate with the Department, and community organisations having an interest in public education, in relation to matters involving public education,
- (d) to assist parents and citizens associations in carrying out their functions or activities,
- (e) other functions specified in the constitution.

## **7 Federation's powers**

- (1) The federation may exercise its powers subject to any express restriction on, or a prohibition of, the exercise of the powers under this Act or the constitution.
- (2) The federation cannot direct a parents and citizens association in relation to the exercise of any of the association's functions or activities.

## **8 Membership**

The members of the federation are:

- (a) the parents and citizens associations that have been admitted as members of the federation in accordance with this Act and the constitution, and
- (b) the persons or entities admitted as members of the federation in accordance with the constitution.

## **Division 2 The constitution of the federation**

### **9 Federation's constitution**

- (1) The Minister may, by notice published in the Gazette, declare a document prepared by or on behalf of the Minister to be the constitution of the federation.
- (2) The document declared under subsection (1), as amended from time to time in accordance with this Act, is the constitution of the federation.
- (3) The constitution may provide for the following matters:

- (a) the admission of members of the federation,
  - (b) the procedures for conducting meetings and other business of the board or executive committee,
  - (c) the procedures for electing councillors to the executive committee,
  - (d) the terms and conditions of holding office as a member of the board or executive committee,
  - (e) the procedures for the conduct of elections of councillors and delegates.
- (4) The constitution may contain an express restriction on, or a prohibition of, the federation's exercise of any of its powers, but the exercise of a power by the federation is not invalid merely because it is contrary to the restriction or prohibition.
- (5) This section does not limit the matters for which the constitution may provide.

#### **10 Amendment of constitution**

- (1) The board may, by resolution passed at a special meeting of the board, amend the constitution.
- (2) An amendment made by the board has no force or effect unless the resolution is supported by at least three-quarters of the members of the board.
- (3) In this section:

***school day*** means any day other than a Saturday, a Sunday or a day that is a holiday for government schools.

***special meeting*** of the board means a meeting of the board that is held on a school day and in relation to which a notice of the meeting:

- (a) includes the terms of the proposed resolution to amend the constitution, and
- (b) is sent to each member of the board:
  - (i) at least 20 school days before the meeting is held, and
  - (ii) by post or email to the postal address or email address last given to the board by the member.

**Note—**

The board cannot amend the constitution under this section until after the end of the transition period. During the transition period, the Minister may amend the constitution. See clause 16 of Schedule 2.

### **Division 3 Board of management**



## **11 The board and its members**

- (1) There is a board of management of the federation.
- (2) The board consists of the councillors.
- (3) Part 1 of Schedule 1 contains provisions about the procedures of the board.

## **12 Functions of board**

The board's functions are as follows:

- (a) to advise the Department and other entities about the federation's views on matters relating to public education,
- (b) to liaise with national organisations on matters relating to public education,
- (c) to implement decisions of the federation made at the annual general meeting,
- (d) to determine policies of the federation, not inconsistent with decisions of the federation made at an annual general meeting, in relation to matters involving public education,
- (e) to implement policies determined under paragraph (d).

## **Division 4 Executive committee**

### **12A The executive committee and its members**

- (1) There is an executive committee of the federation.
- (2) The executive committee consists of not more than 7 members who are councillors elected by the board in accordance with this Act and the constitution.
- (3) The board must appoint 1 of its members as the president, and 1 of its members as the secretary, of the executive committee.
- (4) The other members of the executive committee hold the offices, if any, provided for under the constitution.
- (5) Part 2 of Schedule 1 contains provisions about the membership and procedures of the executive committee.

### **12B Role of executive committee**

- (1) The executive committee is responsible for the day to day management of the federation.
- (2) Without limiting subsection (1), the executive committee has the responsibilities specified in the constitution.

### **12C Election of members**

The board is to elect the members of the executive committee as soon as practicable after the end of each election conducted under Part 3A.

### **12D Duration of membership**

- (1) A member of the executive committee holds office until the day the councillors and delegates are next elected under Part 3A, unless the office of the member sooner becomes vacant.
- (2) A councillor may be elected as a member of the executive committee more than once.

## **Division 5 Annual general meeting of federation**

### **12E Annual general meeting**

- (1) The federation is to hold an annual general meeting at the place and time determined by the executive committee.
- (2) The purpose of the annual general meeting is to determine the federation's policies and decide matters relating to the implementation of the federation's policies and other activities conducted by the federation.
- (3) The procedure for the calling of the annual general meeting and for the conduct of business at the meeting is, subject to this Act and the constitution, to be as determined by the executive committee.

### **12F Attendance and voting at annual general meeting**

- (1) The following persons are eligible to attend the annual general meeting:
  - (a) the councillors,
  - (b) the delegates,
  - (c) other persons determined by the board or permitted to attend the meeting under the constitution.
- (2) Only the councillors and delegates are entitled to vote on a motion at the annual general meeting.
- (3) The president (or, in the absence of the president, a councillor or delegate elected to chair the meeting by the other councillors and delegates present) is to preside at the annual general meeting.
- (4) The person presiding has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.
- (5) The quorum for an annual general meeting is a majority of councillors and delegates

for the time being.

- (6) A decision supported by a majority of the votes cast at an annual general meeting at which a quorum is present is a decision of the federation.

## **Division 6 Miscellaneous**

### **12G Execution of documents**

- (1) The federation may execute a document without using its seal if the document is signed by the president and secretary.
- (2) The federation may execute a document with its seal if the seal is fixed to the document and the fixing of the seal is witnessed by at least 2 members of the executive committee.
- (3) The federation may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with subsection (1) or (2).
- (4) This section does not limit the ways in which the federation may execute a document, including a deed.
- (5) This section does not authorise the federation to execute a document contrary to its constitution.

### **12H Service of documents**

- (1) A document addressed to the federation may be served on the federation:
  - (a) by leaving it at, or sending it by post to, the address of the federation's official office, or
  - (b) by delivering copies of it personally to the president or secretary, or to each of 2 other members of the executive committee, or
  - (c) in another way provided for under the constitution.
- (2) For the purposes of this section, the address of the federation's official office includes the address last notified to the Secretary of the Department by the federation under this Act.
- (3) Nothing in this section affects the operation of any provision of a law or the rules of court authorising a document to be served on the federation or a person in any other way.

### **12I Personal liability**

A matter or thing done or omitted to be done by the board or executive committee, a member of the board or executive committee or a person acting under the direction of the

board or executive committee does not, if the matter or thing was done or omitted to be done in good faith for the purpose of executing this or any other Act, subject a member or a person so acting personally to any action, liability, claim or demand.

#### **12J Change of address**

The secretary must, within 14 days after the federation changes the address of its official office, give the Secretary of the Department notice of the new address.

#### **12K Publication of constitution**

The president must ensure a copy of the constitution is available on the federation's website.

### **Part 3 Incorporation of parents and citizens associations**

#### **13 Incorporation of parents and citizens associations**

- (1) A parents and citizens association may, if it is not incorporated, apply to the Minister for incorporation under this Act.
- (2) The application is to be in writing and signed by the officers of the association.
- (3) The Minister may, by notice published in the Gazette, declare that the association is incorporated under this Act. The Minister may reject the application if satisfied that the association will not comply with the requirements of this Part.
- (4) On the publication of the notice (or on a later date specified in the notice), a body corporate with the name of the association is constituted and the unincorporated body with that name is dissolved.
- (5) The members of the incorporated association are the persons who become members in accordance with its rules. The persons who were members of the association immediately before its incorporation become members on its incorporation if qualified under the rules of the incorporated association.

#### **14 Transfer of assets and liabilities on incorporation**

When a parents and citizens association is incorporated under this Act:

- (a) the trustees of any real or personal property who, immediately before the incorporation, held that property for or on behalf of the unincorporated association are authorised to vest the property in the incorporated association freed and discharged from the trusts on which they held that property, and
- (b) any money or liquidated or unliquidated claim that, immediately before the incorporation, was payable to, or recoverable by, the unincorporated association becomes money payable to, or a claim recoverable by, the incorporated association, and

- (c) any debt due or money payable by, and any claim, liquidated or unliquidated, recoverable against, the unincorporated association or any person for or on behalf of the unincorporated association (being a debt, money or a claim due, payable or recoverable immediately before the incorporation) becomes a debt due or money payable by, or a claim recoverable against, the incorporated association, and
- (d) any proceeding that, immediately before the incorporation, was pending at the suit or on the application of the unincorporated association or any person for or on behalf of the unincorporated association becomes a proceeding pending at the suit or on the application of the incorporated association, and
- (e) any contract, agreement or undertaking entered into with, and any security given to or by any person for or on behalf of, the unincorporated association and in force immediately before the incorporation becomes a contract, agreement or undertaking entered into with, and a security given to or by, the incorporated association, and
- (f) the incorporated association may enforce and realise any security or charge in favour of the unincorporated association, or any person for or on behalf of the unincorporated association, as if it were a security or charge in favour of the incorporated association.

#### **15 Rules of incorporated associations**

- (1) The rules for the conduct of the business and affairs of a parents and citizens association incorporated under this Act are the relevant standard or model rules published by the Minister under section 117 of the *Education Act 1990*.
- (2) On incorporation under this Act, a parents and citizens association is taken to have adopted the relevant rules so published, as amended from time to time.

#### **16 Names of parents and citizens associations**

- (1) The name of a parents and citizens association incorporated under this Act is “[*name of government school in connection with which the association is constituted*] Parents and Citizens Association”.
- (2) A change in the name of the government school concerned effects a corresponding change in the name of the incorporated association.

#### **17 Incorporated associations to be members of federation**

A parents and citizens association incorporated under this Act is required to be a member of the federation.

#### **18 Members and officers of incorporated association not liable for debts etc of association**

A member or officer of a parents and citizens association incorporated under this Act is not, by reason only of being such a member or officer, liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses

of the winding up of the association.

## 19 Public liability insurance

(1) A parents and citizens association incorporated under this Act must effect and maintain approved public liability insurance, unless the association is covered by such insurance effected and maintained by the federation.

(2) In this section:

**approved insurer** means a person, or a person belonging to a class of persons:

(a) that is an approved insurer for the purposes of Part 9 of the *Strata Schemes Management Act 2015*, or

(b) approved by the Minister by order published in the Gazette.

**approved public liability insurance** means liability insurance with an approved insurer for a cover of at least \$20,000,000 or such other amount as may be prescribed by the regulations.

## 20 Financial reports

A parents and citizens association incorporated under this Act must make such financial reports about its affairs (including reports of its auditors) as are required by its rules or (subject to its rules) by the Minister.

## 21 Cancellation of incorporation

(1) The Minister may, by notice published in the Gazette, cancel the incorporation of a parents and citizens association incorporated under this Act:

(a) if the Minister has reasonable cause to believe that the association is not complying with this Act or the rules of the association, or

(b) if the association has ceased to be a member of the federation, or

(c) if the association is constituted in connection with a government school that has been closed, or

(d) if the Minister has other good cause for doing so.

(2) If the incorporation of the association is so cancelled and the winding up of the association has not commenced before the cancellation, the property of the association vests in the Minister. The debts and liabilities of that association are to be paid, its property is to be distributed and its affairs are to be wound up in accordance with the directions of the Minister.

(3) Nothing in this Act affects the winding up under any other law of a parents and citizens association incorporated under this Act.

## 22 Service of documents on association

- (1) A document may be served on a parents and citizens association incorporated under this Act by leaving it at the office of, or by sending it by post to, the government school in connection with which the association is constituted.
- (2) Nothing in this section affects:
  - (a) the power of a court to authorise a document to be served on the association in a manner not provided for by this section, or
  - (b) the operation of any law or rules of court authorising a document to be served on the association in a manner not provided for by this section.

## 23 Regulations

The regulations may make provision for or with respect to the transfer of incorporation to this Act of a parents and citizens association incorporated under the [Associations Incorporation Act 2009](#).

# Part 3A Election of councillors and delegates

## Division 1 Preliminary

### 23A Purpose of Part

The purpose of this Part is to provide for matters relating to the election of councillors and delegates.

**Note—**

Councillors are members of the board and may attend and vote at the annual general meeting of the federation. Delegates may attend and vote at the annual general meeting.

### 23B Definitions

In this Part:

**affiliate parents and citizens association** means a parents and citizens association that is a member of the federation.

**election** means an election of councillors and delegates under this Part.

**electoral commissioner** means the electoral commissioner for New South Wales appointed under the [Electoral Act 2017](#).

**electorate**—see section 23C (1).

**school** means a government school.

### **23C Meaning of “electorate”**

- (1) An **electorate** consists of:
  - (a) except as provided by paragraph (b), all the schools comprising a group of schools as shown on the document called *Federation Electoral Areas* published by the Department, or
  - (b) all the schools specified in the constitution as comprising an electorate for the purposes of this Act.
- (2) The constitution cannot specify schools as comprising an electorate for the purposes of this Act until after the end of the transition period.
- (3) While the electorates comprise a group of schools as shown on the document referred to in subsection (1) (a), the Secretary of the Department must ensure a copy of the document is available on the Department’s website.
- (4) If the constitution specifies the schools that comprise an electorate, the president must ensure that the details of the electorates are available on the federation’s website.

## **Division 2 Elections**

### **23D Conduct of elections—general**

- (1) Each election is to be administered by:
  - (a) the person prescribed by the regulations, or
  - (b) if a person is not prescribed under paragraph (a)—the electoral commissioner.
- (2) The person administering an election is the returning officer at the election.
- (3) If the electoral commissioner is the returning officer at an election, the electoral commissioner may delegate to any staff of the office of the New South Wales Electoral Commission any of the commissioner’s functions as returning officer, other than this power of delegation.
- (4) Subject to this Act, an election is to be conducted in accordance with the procedures under the constitution.

### **23E Requirements relating to electorates and representation**

- (1) There are 16 electorates for the purpose of an election.
- (2) Each school must be in an electorate and cannot be in more than 1 electorate.
- (3) One councillor and 2 delegates are to be elected for each electorate.



### **23F When election to be held**

An election is to be held:

- (a) within the period prescribed by the regulations, or
- (b) if a period is not prescribed under paragraph (a)—at least every 2 years.

### **23G Eligibility of councillors and delegates**

- (1) A person is eligible to be elected as a councillor or delegate for an electorate only if the person is:
  - (a) a parent of a student enrolled at a school in the electorate, and
  - (b) a member of an affiliate parents and citizens association of a school in the electorate.
- (2) A person's term of office as a councillor or delegate does not end merely because the councillor or delegate is no longer a person referred to in subsection (1).

### **23H Voting for councillors and delegates**

- (1) Each affiliate parents and citizens association of a school in an electorate may vote in an election for the councillor and delegates for the electorate.
- (2) Each affiliate parents and citizens association of a school in an electorate may cast 1 vote for each councillor and 1 vote for each delegate for the electorate.
- (3) To determine the vote of the affiliate parents and citizens association of a school under this section, an individual is eligible to vote only if the individual is:
  - (a) a parent of a student enrolled at the school, and
  - (b) a member of the affiliate parents and citizens association.
- (4) The procedures for the conduct of a vote of the affiliate parents and citizens association are the procedures decided by the association.

### **23I Role of councillor and delegate**

- (1) A councillor represents the councillor's electorate on the board and at the annual general meeting of the federation.
- (2) Each delegate represents the delegate's electorate at the annual general meeting of the federation.

### **23J Term of office of councillor and delegate**

- (1) A councillor or delegate holds office from the day the councillor or delegate is elected under this Part until the day the councillors and delegates are next elected under this

Part, unless the councillor's or delegate's office sooner becomes vacant.

- (2) A person may be elected as a councillor or delegate more than once.

**23K Vacancy in office of councillor or delegate**

The office of a councillor or delegate becomes vacant if the councillor or delegate:

- (a) dies, or
- (b) completes a term of office and is not re-elected, or
- (c) resigns the office by instrument in writing addressed to the board, or
- (d) becomes a mentally incapacitated person, or
- (e) was not eligible to be elected under this Part as a councillor or delegate and the board gives the councillor or delegate written notice that the office is vacated because he or she was not eligible to be elected.

**23L Filling vacancy in office of councillor or delegate**

- (1) If the office of a councillor or delegate becomes vacant (otherwise than by the expiration of a term of office), a person is, subject to this Act, to be appointed to fill the vacancy in accordance with the procedures under the constitution.
- (2) A councillor or delegate appointed under subsection (1):
  - (a) must be a person who is eligible under this Part to be elected as a councillor or delegate for the electorate in which the vacancy has occurred, and
  - (b) holds office as a councillor or delegate during the unexpired term of the vacated office.

**23M Appointment of councillor or delegate**

- (1) This section applies if, at an election, a person is not elected as the councillor or a delegate for an electorate.
- (2) A person who is eligible to be elected as the councillor or a delegate for the electorate may be appointed as the councillor or a delegate in accordance with the constitution.
- (3) A person who is appointed as the councillor or a delegate under this section is taken to have been elected as the councillor or delegate under this Part on the day the person is appointed.

**Division 3 Miscellaneous**

### **23N Cost of election**

The cost of conducting an election is payable by the federation.

### **23O Regulations**

- (1) The regulations may make provision for or with respect to the conduct of an election.
- (2) Without limiting subsection (1), the regulations may provide for requirements of the electoral commissioner relating to the conduct of an election.

## **Part 4 Miscellaneous**

### **23P Delegation**

The Minister may delegate the exercise of any function of the Minister under this Act (other than this power of delegation) to:

- (a) the Secretary of the Department, or
- (b) another employee of the Department who is a Public Service senior executive within the meaning of the [Government Sector Employment Act 2013](#).

### **23Q Act prevails over constitution**

This Act prevails to the extent of any inconsistency between this Act and the constitution.

## **24 Regulations**

The Governor may make regulations, not inconsistent with this Act, for or with respect to any matter that by this Act is required or permitted to be prescribed, or that is necessary or convenient to be prescribed, for carrying out or giving effect to this Act.

## **Schedule 1 Provisions relating to board and executive committee**

(Sections 11 (3) and 12A (5))

### **Part 1 The board**

#### **1 General procedure**

- (1) The procedure for the calling of meetings of the board and for the conduct of business at those meetings is, subject to this Act and the constitution, to be as determined by the board.
- (2) The board must hold a meeting of the board at least once every 2 months.

#### **2 Quorum**

The quorum for a meeting of the board is a majority of its members for the time being.

### **3 Presiding member**

- (1) The president (or, in the absence of the president, a person elected by the members of the board who are present at a meeting of the board) is to preside at a meeting of the board.
- (2) The presiding member has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

### **4 Voting**

- (1) A decision supported by a majority of the votes cast at a meeting of the board at which a quorum is present is the decision of the federation, other than to the extent the decision is inconsistent with this Act, the constitution or a decision of the federation made at its annual general meeting.
- (2) Subclause (1) is subject to section 10.

### **5 Transaction of business outside meetings or by telephone**

- (1) The board may, if it thinks fit, transact any of its business by the circulation of papers among all the members of the board for the time being, and a resolution in writing approved in writing by a majority of those members is taken to be a decision of the board.
- (2) The board may, if it thinks fit, transact any of its business at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting can be heard by the other members.
- (3) For the purposes of:
  - (a) the approval of a resolution under subclause (1), or
  - (b) a meeting held in accordance with subclause (2),the president and each member have the same voting rights as they have at an ordinary meeting of the board.
- (4) A resolution approved under subclause (1) is, subject to this Act, to be recorded in the minutes of the meetings of the board.
- (5) Papers may be circulated among the members for the purposes of subclause (1) by facsimile, email or other transmission of the information in the papers concerned.
- (6) Subclause (1) is subject to section 10.

## **6 First meeting**

The administrator may call the first meeting of the board in such manner as the administrator thinks fit.

## **7 Allowances**

A councillor is entitled to be paid allowances, in accordance with the constitution, for the reimbursement of costs incurred by the councillor in his or her capacity as a member of the board.

## **Part 2 The executive committee**

### **8 Terms of office**

- (1) A member of the executive committee holds office on the terms not provided for in this Act that are specified in the constitution.
- (2) A member of the executive committee is entitled to be paid allowances, in accordance with the constitution, for the reimbursement of costs incurred by the member in his or her capacity as a member.

### **9 Vacancy in office of member**

The office of a member of the executive committee becomes vacant if the member:

- (a) ceases to be a councillor, or
- (b) completes a term of office and is not re-elected by the board, or
- (c) resigns the office by instrument in writing addressed to the board, or
- (d) is absent from 3 consecutive meetings of the executive committee of which reasonable notice has been given to the member personally or by post, except on leave granted by the board or unless the member is excused by the board for having been absent from those meetings, or
- (e) is removed from office in accordance with the constitution.

### **10 President, secretary and other office holders**

- (1) The president, secretary or other office holder of the executive committee vacates the person's office if he or she:
  - (a) is removed from office by the board, or
  - (b) resigns the office by instrument in writing addressed to the board, or
  - (c) ceases to be a member of the executive committee.

- (2) The board may remove the president, secretary or other office holder from office at a meeting of the board if written notice of the resolution to remove the office holder from office has been given to each member of the board at least 1 month before the meeting is held.

#### **11 Filling of vacancy in office of member**

If the office of a member of the executive committee becomes vacant (otherwise than by the expiration of the term of office), the board is to appoint a councillor to fill the vacancy.

#### **12 General procedure**

The procedure for the calling of meetings of the executive committee and for the conduct of business at those meetings is, subject to this Act and the constitution, to be as determined by the committee.

#### **13 Quorum**

The quorum for a meeting of the executive committee is a majority of its members for the time being.

#### **14 Presiding member**

- (1) The president (or, in the absence of the president, a person elected by the members of the executive committee who are present at a meeting of the committee) is to preside at a meeting of the committee.
- (2) The presiding member has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

#### **15 Voting**

A decision supported by a majority of the votes cast at a meeting of the executive committee at which a quorum is present is the decision of the federation, other than to the extent the decision is inconsistent with this Act, the constitution or a decision of the federation made at its annual general meeting.

#### **16 Transaction of business outside meetings or by telephone**

- (1) The executive committee may, if it thinks fit, transact any of its business by the circulation of papers among all the members of the committee for the time being, and a resolution in writing approved in writing by a majority of those members is taken to be a decision of the committee.
- (2) The executive committee may, if it thinks fit, transact any of its business at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting can be heard by the other members.

(3) For the purposes of:

- (a) the approval of a resolution under subclause (1), or
- (b) a meeting held in accordance with subclause (2),

the president and each member have the same voting rights as they have at an ordinary meeting of the executive committee.

(4) A resolution approved under subclause (1) is, subject to this Act, to be recorded in the minutes of the meetings of the executive committee.

(5) Papers may be circulated among the members for the purposes of subclause (1) by facsimile, email or other transmission of the information in the papers concerned.

## **Schedule 2 Savings, transitional and other provisions**

### **Part 1 General**

#### **1 Regulations**

- (1) The regulations may contain provisions of a savings or transitional nature consequent on the enactment of the *Parents and Citizens Associations Incorporation Amendment Act 2014* or any other Act that amends this Act.
- (2) Any such provision may, if the regulations so provide, take effect from the date of commencement of the Act concerned.
- (3) To the extent to which any such provision takes effect from a date that is earlier than the date of its publication on the NSW legislation website, the provision does not operate so as:
  - (a) to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or
  - (b) to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.

### **Part 2 Provisions consequent on enactment of the *Parents and Citizens Associations Incorporation Amendment Act 2014***

#### **Division 1 Preliminary**

##### **2 Definitions**

In this Part:

**administration day** means the day the administrator of the federation is appointed by the Minister.

**administration period**—see clause 3 (2).

**administrator** means the person appointed as the administrator of the federation under this Part.

**former corporation**—see section 4 (2).

## **Division 2 Administrator**

### **3 Appointment of administrator**

- (1) The Minister may, by notice published in the Gazette, appoint a person as the administrator of the federation.
- (2) Subject to this Act, the administrator holds office for the period (the **administration period**) provided for in the administrator's instrument of appointment.
- (3) The period referred to in subclause (2) must not be more than 12 months.

### **4 Legal status and functions of administrator**

- (1) The administrator is taken to be the federation for all purposes under this Act during the administration period.
- (2) The administrator has and may exercise all the functions of the federation, the board and the executive committee.
- (3) Also, the administrator has the following functions:
  - (a) to assist in conducting the first election of councillors and delegates,
  - (b) to assist the first councillors to elect office holders of the executive committee,
  - (c) the functions specified in the administrator's instrument of appointment,
  - (d) the functions the Minister, by written notice given to the administrator, confers on the administrator for the purpose of exercising or carrying out his or her other functions and responsibilities.
- (4) Without limiting this clause, the administrator acting alone may execute a document, or execute a document as a deed, of the federation during the administration period.
- (5) Subclauses (2)–(4) apply subject to the terms and conditions on which the administrator holds office and any direction given to the administrator under clause 6.



## **5 Terms and conditions of appointment**

- (1) The administrator may be paid the remuneration and allowances decided by the Minister.
- (2) The administrator holds office on the terms and conditions, not provided by this Act, that are decided by the Minister.

## **6 Directions of Minister**

- (1) The Minister may give the administrator a written direction about the exercise of the administrator's functions or the carrying out of the administrator's responsibilities.
- (2) The administrator must comply with a direction given under subclause (1).

## **7 Obligation to give documents to administrator**

- (1) The administrator may, by notice in writing given to a person who goes out of office under clause 14, require the person to give the administrator any document in the person's possession or control that relates to the operation or business of the federation.
- (2) The notice must specify:
  - (a) the reasonable time and the reasonable way in which the document is to be given, and
  - (b) the document or type of document required to be given.
- (3) A person must not, without reasonable excuse, fail to comply with a requirement made of the person under this clause.

Maximum penalty: 10 penalty units.

## **8 Administrator not bound by constitution**

The administrator is not bound by the constitution in the exercise of the administrator's functions or the carrying out of the administrator's responsibilities.

## **9 Administrator to give report to Minister**

The administrator must, if asked by the Minister, give the Minister a written report about the exercise of the administrator's functions or the carrying out of the administrator's responsibilities.

## **10 Personal liability**

A matter or thing done or omitted to be done by the administrator or a person acting under the direction of the administrator does not, if the matter or thing was done or omitted to be done in good faith for the purpose of executing this or any other Act, subject

the administrator or a person so acting personally to any action, liability, claim or demand.

### **11 Application of Act during administration period**

This Act applies with any necessary changes for the purpose of the exercise of the functions of the federation, the board or the executive committee by the administrator during the administration period.

### **12 Regulations**

The regulations may make provision for or with respect to the administrator and the exercise of the administrator's functions or the carrying out of the administrator's responsibilities.

## **Division 3 Other provisions**

### **13 Continuation of federation membership**

A parents and citizens association, person or other entity that, immediately before the administration day, was a member of the former corporation continues to be a member of the federation.

### **14 Governing body and office holders of former corporation**

- (1) On the administration day:
  - (a) any governing body (whatever called), committee or sub-committee of the former corporation is dissolved, and
  - (b) any person who, immediately before the administration day, was the holder of an office or purported to be the holder of an office (whatever called) in a governing body, committee or sub-committee referred to in paragraph (a) goes out of office.
- (2) No compensation is payable to a person because of subclause (1).

### **15 Ending of former constitution**

When the constitution of the federation is declared under section 9, the document that, immediately before the declaration, was the constitution of the federation ceases to have any force or effect in relation to the federation.

### **16 Amendment of constitution during transition period**

- (1) The Minister may amend the constitution during the transition period by publishing notice of the amendment in the Gazette.
- (2) The Minister must give notice of the amendment to the board as soon as practicable after it is published.

- (3) Despite section 10, the board cannot amend the constitution under that section until after the end of the transition period.

**17 First annual general meeting**

Section 12E (1) does not apply in relation to the federation until the day after the end of the administration period.

**18 Public liability insurance**

Section 19 as amended by the [Parents and Citizens Associations Incorporation Amendment Act 2014](#) does not apply in relation to a parents and citizens association until the day that is 2 years after the commencement of that section.

**19 Continuation of employment**

- (1) This clause applies to a person who, immediately before the administration day, was an employee of the former corporation.
- (2) On and from the administration day, the person is taken to be employed by the federation on the same terms and conditions on which the person was employed by the former corporation.