

**PEDORTHIC ASSOCIATION OF  
AUSTRALIA INCORPORATED  
CONSTITUTION -  
RULES OF ASSOCIATION**



**PEDORTHIC ASSOCIATION  
OF AUSTRALIA**

**VERSION 6  
OCTOBER 2021**

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## CONSTITUTION AND RULES OF THE PEDORTHIC ASSOCIATION OF AUSTRALIA (INC.) (INCORPORATED UNDER NSW ASSOCIATIONS INCORPORATION ACT 1984)

### 2. The Name

The name of the body is “Pedorthic Association of Australia (Inc.)”

### 3. Definitions and Interpretations

- a. “Act” means the Associations Incorporation Act 1984.
- b. “Association” means the Pedorthic Association of Australia (Inc.).
- c. “Board of Directors” means the Board of Directors of governance or control of the Association referred to in the Constitution, Rules or Model Rules.
- d. “President” means – in relation to the proceedings at a Board of Directors Meeting or General Meeting, the person presiding at the Board of Directors Meeting or General Meetings in accordance with Constitution, Rules or Model Rules, OR if that person is unable to perform his or her function, a Vice-President.
- e. “Public Officer” is a position required by the *Associations Incorporation Act 1984*.
- f. “Secretary” means the Secretary referred to in the Constitution, Rules or Model Rules.
- g. “State” means a State of Australia or the Australian Nation, unless the context otherwise requires.
- h. “The Vice-President” means the Vice-President referred to in the Constitution, Rules or Model Rules.
- i. “The Seal” means the common seal of the Association.
- j. “The Treasurer” means the Treasurer referred to in the Constitution, Rules or Model Rules.
- k. “He” means he or she or they.
- l. “Model Rules” means the document entitled “The Model Rules” obtained from The NSW Consumer Affairs regarding incorporated associations.
- m. “Writing” expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, e-mail, computer generated files and other modes of representing or reproducing words in a visible form.
- n. “Australian Pedorthists Registration Board Committee” / “APRB” / “APRB Committee” means Sub-Committee of PAA that manages administration and procedures for certification and re-certification of pedorthists in Australia (certification is given to individuals not organisations) and investigates all complaints received by the PAA.
- o. “Criteria” or “the Criteria for Certification in Pedorthics” means The Criteria for Certification in Pedorthics prepared by the Pedorthic Association of Australia Inc.
- p. APRB Procedures means the document which the APRB Committee operate by.

### 4. Objectives

## Activity

The Pedorthic Association of Australia will:

- a) Administer, serve, and attend as one national body on all issues relating to pedorthic footwear and orthotic appliances specific to the foot/ankle in all their forms and procedures including assessment, manufacture, dispensing, modification, repair and other matters related to the human body in particular the lower limb, the neuromuscular, vascular, and skeletal system in cooperation with other State, national and international bodies, offering appropriate guidance and advice to these bodies to avoid unwitting duplication of effort and to encourage maximum use of resources.
- b) Stimulate and engage in an exchange of information among the members and others through gathering and dispersing information through publications, correspondence, exhibits and conferences or otherwise.
- c) Stimulate and engage in and assist efforts to coordinate or guide research, development and evaluation activities related to pedorthic footwear and appliances and orthoses throughout Australia.
- d) Encourage, guide, support the efforts of all those responsible for the education and training of the professions involved and when needed correlate and/or actively participate in these activities throughout Australia.
- e) Encourage, guide, and support efforts and activities of all those responsible for care of patients involving these important fields, to collaborate with bodies, associations and organisations relating to the care of such patients and when requested, correlate these activities in Australia.
- f) Undertake appropriate projects, training, and professional development to encourage and facilitate high level uniform practice by development of standards for nomenclature; curricula, design of devices, techniques, and processes, testing and by involvement in all appropriate aspects of patient care, research and development, evaluation, education, and training.
- g) Provide accreditation and self-regulation of the profession of Pedorthics in Australia through the APRB Committee that will oversee and maintain a register of Certified Persons.

## Purpose

Solely for the purpose of carrying out the objectives:

- a) To subscribe to, become a member of, and cooperate with or amalgamate with any other association or organisation whether incorporated or not, whose objectives are similar to those of the Association.
- b) To buy, sell and deal in all kinds of apparatus and all kinds of provisions required by the members of the Association or persons frequenting the Association's premises.
- c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easement, or property, real and personal and any rights or privileges which may be requisite for

the purposes of, or capable of being conveniently used in connection with, any of the objectives of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- d) Conduct surveys when appropriate.
- e) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objectives and to obtain from any such government or authority any rights, privileges and concessions which the Association may think is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- f) To appoint, employ, remove, or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- g) To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute, subsidise, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- h) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- i) To borrow or raise or secure the payment of money in such a manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present or future) and to purchase, redeem or pay off such securities.
- j) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- k) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- l) To take or hold mortgages, loans, and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- m) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives.
- n) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- o) To transfer all or any part of the property, assets, liabilities, and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

- p) To make donations for patriotic or charitable purposes provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which, if an objective of the Association, would make it a trade union within the meaning of the Trade Union Act.

## **5. Income and Property**

- a) The income and property of the Association whence so ever derived shall be applied solely towards promotion of the objectives of the Association as set forth in this memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by the way of dividends, bonus or otherwise, to the members of the Association.
- b) Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for the goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph.
- c) And provided further that nothing herein contained shall prevent the payment in good faith of a reasonable and proper fee to a member in recognition of service to the Association, but so that such a fee shall be subject to the prior approval of the members of the Association in General Meeting.

## **6. The Liability of the Members**

- a) The liability of a member of the Association to contribute towards then payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 13.

## **7. Winding up or Dissolution of the Association**

- a) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Association and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by the virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

## **8. Funds Management**

- a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objectives of the Association in such a manner as the Committee determines.
- b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Directors or employees of the Association, being members or employees authorised to do so by the Directors.
- c) True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules for the time being in force, shall be open to the inspection of the members.

## 9. Membership

- a) The Pedorthic Association of Australia will primarily embrace the key stakeholders involved in pedorthic footwear, pedorthic appliances, and orthoses specific to the foot/ankle in all their forms and procedures including assessment, manufacture, dispensing, modification, repair of orthoses and rehabilitation, in the care of patients, research and development, evaluation and education and training.
  - i. who are able to support the Association in the pursuit of the objectives; and
  - ii. has its application for membership approved by the Board.
- b) It will also include as members the patients and individuals with specific interest in this field.
- c) Each class and subclass provide for life membership status.

## 10. Classes of membership

There are ten (10) classes of membership to the Association:

- a) A Certified Pedorthist Custom Maker (CPedCM Au) Member is an individual who, pursuant to Chapter 8:
  - i. is certified by the APRB Committee and fulfils the requirements of CPedCM Au as set out in the Criteria for Certification in Pedorthics
  - ii. satisfies the continuing professional development requirements set out in the Criteria for Certification in Pedorthics specific to CPedCM Au
  - iii. satisfies the Recency of Practice requirements as set out in the Recency and Resumption of Practice Policy
  - iv. can serve as director and officer of the Association; and
  - v. has voting rights at annual, general, special general and other meetings of the Association.
- b) A **Certified Pedorthist (CPed Au) Member** is an individual who, pursuant to Chapter 8:
  - i. is certified by APRB Committee and fulfils the requirements of CPed Au as set out in the Criteria for Certification in Pedorthics
  - ii. satisfies the continuing professional development requirements set out in the Criteria for Certification in Pedorthics specific to CPed Au

- iii. satisfies the Recency of Practice requirements as set out in the Recency and Resumption of Practice Policy
  - iv. can serve as director and officer of the Association; and
  - v. has no voting rights at annual, general, special general and other meetings of the Association. (CPed Au members admitted and registered prior to 22 October 2021 will retain voting rights, any new CPed Au member admitted following 22 October 2021 will have no voting right.)
- c) A Certified Pedorthic Retailer (CRetPed Au) Member is an individual who, pursuant to Chapter 8:
- i. is certified by the APRB Committee and fulfils the requirements of CRetPed Au as set out in the Criteria for Certification in Pedorthics
  - ii. satisfies the continuing professional development requirements set out in the Criteria for Certification in Pedorthics specific to CRetPed Au
  - iii. satisfies the Recency of Practice requirements as set out in the Recency and Resumption of Practice Policy
  - iv. can serve as director and officer of the Association; and
  - v. has no voting rights at annual, general, special general and other meetings of the Association. (CRetPed Au members admitted and registered at this classification prior to 22 October 2021 will retain voting rights, any new CRetPed Au member admitted and registered following 22 October 2021 will have no voting rights).
- d) A **Provisional Member** is an individual who, pursuant to Chapter 8:
- i. does not currently satisfy the Recency of Practice requirements as set out in the Recency and Resumption of Practice Policy
  - ii. is enrolled in the PAA Resumption of Practice Program
  - iii. can serve as director and officer of the Association; and
  - iv. has no voting rights at annual, general, special general and other meetings of the Association.
- e) An **Non-Certified Member** is an individual who pursuant to Chapter 8:
- i. can serve as director and officer of the Association; and
  - ii. has no voting rights at annual, general, special general and other meetings of the Association.
  - iii. This member class is now closed to new persons.
- f) A **Special Interest Member** is an individual who, pursuant to Chapter 8:
- i. is actively interested in pedorthics
  - ii. can serve as director and officer of the Association; and
  - iii. has no voting rights at annual, general, special general and other meetings of the Association.
- g) A **Student Member** is an individual who, pursuant to Chapter 8:
- i. is currently enrolled in a PAA accredited tertiary programme
  - ii. cannot serve as director and officer of the Association; and
  - iii. has no voting rights at annual, general, special general and other meetings of the Association.
- h) A **Retired Member** is an individual who, pursuant to Chapter 8:
- i. has retired from the Pedorthic profession and is not currently practising as a pedorthist
  - ii. can serve as director and officer of the Association; and
  - iii. has no voting rights at annual, general, special general and other meetings of the Association.



- i) A **Life Member** is an individual who, pursuant to Chapter 8:
  - i. is a professional member specifically honoured for dedication to the pedorthic industry and awarded life membership by the Association
  - ii. can serve as director and officer of the Association; and
  - iii. A CPedCM Au member, as well as a CRetPed Au and/or a CPed Au member admitted and registered prior to 22 October 2021, that is transferred to Life Membership has voting rights at annual, general, special general and other meetings of the Association. All other Life Member has no voting rights at annual, general, special general and other meetings of the Association.
- j) A **Sustaining Member** is a body corporate member who, pursuant to Chapter 8:
  - i. is affiliated with, participates in, or supports the field of pedorthics
  - ii. cannot serve as director and officer of the Association
  - iii. has no voting rights at annual, general, special general and other meetings of the Association

## 11. Register of Members

- a) The Secretary of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- c) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Committee, that other amount.

## 12. Application and Acceptance for Membership

- a) The application for membership shall be made in writing, signed by the applicant and shall be in such form as the Board from time to time prescribes. At the next meeting of the Board of Directors after the receipt of any applications for membership, such applications shall be considered by the Board of Directors, who shall thereupon determine upon the admission or rejection of the applicant and in the case of admission thereupon determine the class of such membership. In no case shall the Board of Directors be required to give any reason for the rejection of an applicant, or the class of membership so determined.
- b) At or prior to the next meeting of the Board after the receipt of any applications for membership, such applications shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the application and in the case of admission thereupon determine the class of such membership. In no case shall the Board be required to give any reason for the rejection of an applicant, or the class of membership so determined.
- c) When an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of his acceptance and unless previously paid a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual

subscription the applicant shall become a member of the Association provided nevertheless that if such payment is not made within two calendar months after the date of the notice, the Board of Directors may in its discretion cancel its acceptance of the applicant for membership of the Association.

### **13. Entrance Fee and Annual Subscriptions**

- a) The entrance fee and annual subscriptions payable by members of the Association shall be determined by the Board of Directors. The Board may from time to time waive or reduce the annual subscription of any member if, in the opinion of the Board of Directors the financial circumstances of such member, warrants such waiver or reduction.
- b) All annual subscriptions shall become due and payable by the start of the financial year.

### **14. Conduct of Members and Terminating of Membership**

- a) Certified Members (CPedCM AU, CPed Au and CRetPed Au) are to maintain all aspects of registration in accordance with the relevant certification level specified in the Criteria for Certification in Pedorthics, PAA Continuing Professional Development (CPD) and annual requirement, and the Recency and Resumption of Practice Policy.
- b) If a member's subscription is overdue for two (2) months or more, then a notice of default stating the member's current lapsing membership position shall be sent by the Secretary or Treasurer. If after seven (7) days the member's arrears are not forth with, all this member's rights and privileges are deemed to be ceased. The Board of Directors may reinstate the member on payment of all arrears if the Directors passes a resolution to do so.
- c) At any time, a member may resign his membership of the Association, by giving notice in writing to the Secretary. He or she shall continue to be liable for (all) any arrears due and annual subscriptions unpaid at the date of his resignation and for all other moneys due by him to the Association.

### **15. Complaints, Professional Misconduct and Disciplining of Members**

- a) Complaints against individual Members or the Board of Directors will be in accordance with the PAA Complaints Policy. Any person, including any member of the public, may lodge a complaint against a Member or the Board of Directors which may include but not are not limited to allegations that a Member or the Board of Directors has:
  - i. persistently refused or neglected to comply with a provision or provisions of this Constitution;
  - ii. persistently refused or neglected to comply with a provision or provisions of this Rules of Association;
  - iii. persistently refused or neglected to comply with PAA policies or codes of conduct or ethics or standards or criteria or by-laws;
  - iv. been guilty of any conduct which, in the opinion of the PAA is unbecoming of a Member or prejudicial to the interests of the PAA.

- b) Incidents of alleged professional misconduct involving Certified Members or other Members shall be referred by the PAA in accordance with the PAA Complaints Policy for resolution and action in accordance with the PAA Code of Conduct and Standards.

## **16. The Board of Directors**

- a) The Board of Directors will be established and represented as follows:
- A maximum of nine (9) members
  - A minimum of four (4) Active CPed members two (2) of which are CPedCM Au
  - More than 50% of the members of the Board of Directors shall be certified members
  - No more than 50% of the members may be associated with a single company, franchise or branding group

or as established by subsequent Board of Directors.

- b) The Board of Directors positions will be elected from the membership of the Association.
- c) The Board of Directors may invite a maximum of two (2) persons to be part of the Board of Directors due to an ex-officio role within the Association.
- d) The Board of Directors positions will be for a period of twenty-four (24) months at which time they will become vacant. Elections will be held at each Annual General Meeting for half the members of the Board of Directors and for any positions that have been temporarily filled as a result of a resignation or vacancy on the Board of Directors.
- e) The Board of Directors shall have the general control and management of the Association.
- f) The Board of Directors will maintain the Rules of the Association including Continuing Education and other matters in accordance with and not in conflict with this constitution.
- g) A casual vacancy on the Board of Directors shall not prevent the Board of Directors from exercising the powers as stated under “the Board of Directors”.
- h) Board of Directors members shall hold office until the second following Annual General Meeting when they shall retire, but they shall be eligible for re-election.
- i) The President, Vice-President, Secretary and Treasurer will be elected by and from within the Board of Directors.
- j) The President shall be a Certified Pedorthist Custom Maker (CPedCM Au) Member.

## **17. Delegated by Directors to Sub-Committee**

- a) Apart from the Australian Pedorthists Registration Board (APRB) Committee the Board of Directors may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association as the Directors see fit) the exercise of such of the functions of the Directors as are specified in the instrument, other than:
- this power of delegation; and

- a function which is a duty imposed on the Directors by the Act or by any other law.
- b) A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstance, as may be specified in the instrument of delegation.
- d) Despite any delegation under this rule, the Board of Directors may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board of Directors.
- f) The Board of Directors may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- g) A Sub-Committee may meet and adjourn, as it thinks proper.
- h) A Sub-Committee may invite members and/or other interested parties to take an active role in the activities and decisions of the Sub-Committee, however the Chair of the Sub-Committee shall always be a member of the Association.
- i) The make-up of a Sub-Committee need not reflect the balance of membership classifications required of the Board of Directors.
- j) The Australian Pedorthists Registration Board (APRB) Committee is established and proceeds under the rules and procedures as outlined in The Australian Pedorthists Registration Board Committee Procedure.

## **18. Board of Directors Elections**

The election of positions on the Board of Directors shall take place in the following manner:

- a) Not less than twenty-eight (28) clear days prior to the date fixed by the Board of Directors for the holding of the Annual General Meeting, members shall be notified in writing of the date of the meeting and in the notice advised of the requirements of these rules for the nominations of members for election to the Board of Directors.
- b) Any two (2) full members of the Association shall be at liberty to nominate any other such member to serve as a Board of Directors member.
- c) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least twenty-one (21) clear days before the Annual General Meeting at which the election is to take place. The nomination may be taken from the floor at the AGM.

- d) A list of the candidates' names in alphabetical order with the proposer's and seconder's names shall be provided to each member of the Association at least fourteen (14) days before the Annual General Meeting.
- e) Each member present in person or by proxy at the Annual or Special General Meeting shall be entitled to vote.
- f) Each member present in person or by proxy at the Annual or Special General Meeting shall be entitled to vote for each Board of Directors position.
- g) The candidate for each position on the Board of Directors who received the highest number of votes shall be declared elected to that position on the Board of Directors.
- h) In the case of a draw in the highest number of votes, a 2<sup>nd</sup> ballot, and 3<sup>rd</sup>, if necessary, will take place upon which if a draw is still the case then the position for which the ballot is being taken remains vacant.
- i) In the event that there is only one nomination for a position on the Board of Directors, that candidate shall be deemed elected to that office.
- j) In case no member has been nominated for a position the members in the General Meeting shall forthwith elect a member to that position on the Board of Directors from among the members present.
- k) The position of a member of the Board shall become vacant if the member is directly or indirectly interested with more than four (4) other board members in any contract or proposed contract and a conflict of interest may occur.

## **19. Vacancies in Positions on the Board of Directors**

- a) The Board of Directors shall have power at any time, and from time to time, appoint any member of the Association to the Board of Directors to fill a vacancy in a position on the Board of Directors in accordance with Rule 15. Any person so appointed shall hold office only until next Annual General Meeting.
- b) The Annual General meeting may hold an election for the vacant position in accordance with Rule 15.
- c) The Board of Directors may co-opt any member as a Director on the Board. Any such appointment is terminated at the next Annual General Meeting.
- d) The position of a member of the Board of Directors shall become vacant if the member:
  - Is in accordance with Rule 15d.
  - After a resolution of 2/3 majority of members present at an Extraordinary General Meeting provided that the Board of Directors member shall be given at least fourteen (14) days' notice, that a motion is to be put to an Extraordinary General Meeting of the Association that they be removed from their position on the Board of Directors AND that the member shall be given an opportunity to make written or oral submissions regarding his proposed removal and matters relevant there to.

- Becomes bankrupt or makes any arrangement or composition with his creditors generally.
- Becomes prohibited from being a director of a company by reason of any order made under the Companies Act.
- Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- Resigns his position by notice in writing to the President of the Board of Directors.
- For more than six (6) months is absent without permission of the Board of Directors from meetings of the Board of Directors held during that period.
- Holds any office of profit under the Association.
- Ceases to be a member of the Association.
- Is directly or indirectly interested in any contract or proposed contract with the Association, or alternatively may apply for suspension for a period of up to six (6) months. Suspension may be reversed when the interest has ceased for a period exceeding six (6) weeks.

## 20. Duties of President

- a) Subject to this rule, the President shall preside at all General Meetings and Board of Directors meetings as President.
- b) In the event of the absence from:
  - A General Meeting of:
    - i. the President, the Vice-President; or
    - ii. both the President and the Vice-President, a member elected by the other members present at the General Meeting.
  - A Board of Directors meeting of:
    - i. the President, the Vice-President; or
    - ii. both the President and the Vice-President, a member of the Board of Directors elected by the other members present at the General Meeting.

shall preside at the General Meeting or Board of Directors meeting as the case requires.

## 21. Duties of Vice-President

The Vice-President shall:

- a) Take on the role of the President when that person is not available.
- b) Perform such other duties that provide support to the President.

## 22. Duties of Secretary

The Secretary shall:

- a) Coordinate the correspondence of the Association.

- b) Keep full and correct minutes of the proceedings of the Board of Directors and of the Association.
- c) Gain President's signature on all minutes of any meeting presided over.
- d) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required to be kept and maintained by or in the custody of, the Treasurer.
- e) Perform such other duties as are imposed by those rules on the Secretary including the requirements of the Act for the duties of the Public Officer.

## **23. Duties of Treasurer**

The Treasurer shall:

- a) Be responsible for the receipt of all moneys paid to or received by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association.
- b) Pay all moneys referred to in paragraph one (1) into such account or accounts of the Association as the Board of Directors may from time to time direct.
- c) Make payment from the funds of the Association with the authority of a General Meeting or of the Board of Directors and in doing so ensure that all cheques are signed by a Board of Directors member other than himself or herself.
- d) Collect and receive all money due to the Association and all payments authorised by the Association are made.
- e) Keep correct books and accounts showing financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- f) Whenever directed to do so by the President of the Board of Directors submit to the Board of Directors report, balance sheet or financial statement in accordance with that direction.
- g) Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraph four (4) and five (5) and,
- h) Perform such other duties as are imposed by these rules on the Treasurer.

## **24. Board of Directors Procedures**

- a) The Board of Directors shall meet for the dispatch of business not less than once in each three (3) calendar months and the President may at any time convene a meeting of the Board of Directors.
- b) The Secretary receiving a notice under rule 13.c (cessation of membership), convene a special Board of Directors meeting for the purpose of dealing with the matter to which the notice relates, shall:

- state in that request the purpose for which the special Board of Directors meeting concerned is required; and sign on request.
  - notify complainant under rule 13.d
- c) The convening of a meeting may be by conferencing in person or electronically via fax, phone, modem, or other means.
- d) Each Board of Directors member has a deliberative vote.
- e) A question at a Board of Directors meeting shall be decided by majority of members, but if there is an equality of votes, the person presiding at the Board of Directors meeting shall have casting vote addition to their deliberative vote.
- f) At a Board of Directors meeting five (5) Board of Directors members constitute a quorum.
- g) Subject to these rules, the procedures and order of business to be followed at a Board of Directors meeting shall be determined by the Board of Directors members present at the Board of Directors meeting.
- h) A Board of Directors member having any direct or indirect pecuniary interest referred to in the Act shall comply with that section and rule 17.4.(i) of these rules.

## 25. General Meeting

- a) The Board of Directors:
- May at any time convene a Special General Meeting.
  - Shall convene Annual General Meetings at least once in each calendar year and within six (6) months after the expiration of each financial year of the Association.
  - Shall within sixty (60) days of receiving a request in writing to do so from not less than 5% of the total membership and three (3) Board of Directors members and, convene a Special General Meeting for the purpose specified in that request.
- b) If a Special General Meeting is not convened within the relevant period of sixty (60) days the member who made the request concerned may themselves convene a Special General Meeting as if they were the Board of Directors; or
- c) When a Special General Meeting is convened under sub rule b) above:
- the Board of Directors shall ensure that the members or member convening the Special General Meeting are supplied free of charge with particulars of all members; and
  - the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.
- d) Subject to sub rule **f)iii)**, the Secretary shall give to all members not less than fourteen (14) days notice of a General Meeting and of any motions to be moved at the General Meeting.



- e) A notice given under sub rule d) shall specify:
- when and where the General Meeting concerned is to be held, and
  - particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- f) In the case of an Annual General Meeting, the order in which business is to be transacted is:
- i. first, the consideration of the accounts and reports of the Board of Directors,
  - ii. second, the election of Board of Directors members to replace outgoing Board of Directors members, and
  - iii. third, any other business requiring consideration by the Association in a General Meeting.
- g) The Secretary shall give to all members not less than twenty-one (21) days notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
- h) The Secretary may give a notice under sub rule d) or f) by:
- serving it on a member personally, or
  - sending it by post to a member at the address of the member appearing in the register of members.
  - sending it by email to a member at the email address of the member appearing in the register of members.
- i) When a notice is sent by post under sub rule h), sending of the notice shall be deemed to be properly affected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **26. Quorum Proceedings at General Meeting**

- a) At a General Meeting fifteen (15) of current voting members or 25% of current voting members, whichever is lesser, present in person or by proxy constitutes a quorum.
- b) If within thirty (30) minutes after the time specified for the holding of a General Meeting in a notice given under rule 22.d or 22.g:
- as a result of a request or notice referred to in rule 22.a or as a result of action taken under rule 22.c a quorum is not present, the General Meeting lapses; or
  - otherwise, than as a result of a request notice or action referred to in paragraph (a) the General Meeting stands adjourned to a named time in the same week and to the same venue.
- c) If within thirty (30) minutes of the time appointed by sub rule b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

- d) The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- e) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- f) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under rule 22.f of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- g) At a General Meeting:
  - i. voting at any General Meeting will be restricted to one vote per member
  - ii. an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - iii. a special resolution put to the vote shall be passed by a majority which comprises at least three-quarters of such members of the Association as being entitled to do so, vote person or proxy at a General Meeting of which at least twenty-eight (28) days written notice specifying the intention to propose the special resolution as a special resolution.
- h) A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution there at shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule g) iii).
- i) At a General Meeting, a poll may be demanded by the President at the General Meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.

## **27. Alteration of Objectives and Rules**

- a) The objectives and/or laws of this constitution may be altered, rescinded or added to only by a special resolution.
- b) A member shall be required to give twenty-eight (28) days' notice in writing, prior to the Annual General Meeting of such proposed motion to the Secretary stating which rule or rules it is the intention to add, amend or delete and the nature of such amendment, and the Secretary shall inform all members in writing accordingly at least fourteen (14) days prior to the meeting at which such a motion is to be presented.

## **28. Common Seal**

- a) The common seal of the Association must be kept in the custody of the Public Officer.

- b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two (2) members of the Directors or of one (1) member of the Directors and of the Public Officer or Secretary.

## 29. Review of Documents

This Constitution will be reviewed from time to time as required. This will generally be at least every five years.

Last approved: October 2021

This version replaces the previous version approved October 2020.

## 30. Glossary

The following glossary of terms applies across all PAA governance documents:

**Advice:** Provision of information, education, guidance and/or recommendations regarding foot health, foot care, footwear, pedorthic footwear and orthotic appliances.

**AGM:** Annual General Meeting.

**ANTA:** Australian National Training Authority or succeeding organisations. a statutory authority operating between 1992-2005 that focussed on vocational education and training (VET).

**Appeal:** A written request to review a PAA or APRB Committee decision.

**Appeal Committee:** A committee nominated by the PAA Board to manage the appeals process.

**Applicant:** An individual who has applied for membership with the PAA or certification/re-certification.

**APRB Committee Chair/Committee Chair:** A member of the APRB Committee responsible for administering the certification process and maintaining the pedorthic register.

**APRB Committee Members:** A managing committee of five (5) individuals nominated and endorsed at the PAA AGM. Each Committee member is elected for three (3) years.

**Australian Pedorthists Registration Board (APRB) Committee or APRB Committee:** A PAA sub-committee that manages certification of pedorthists in Australia and investigates all complaints received by the PAA.

**Bachelor program:** A higher education program accredited by the PAA Board to deliver pedorthic education.

**Board of Directors:** The body responsible for governance of the PAA.

**Certification:** The formal recognition and registration process of pedorthists in Australia.

**Certification Panel:** A panel of examiners that reviews certification applications and makes a decision regarding an applicant's competency and suitability for certification.

**Certified Person:** An individual formally recognised and registered by the APRB Committee including Certified Pedorthic Retailer, Certified Pedorthist and/or Certified Pedorthist Custom Maker.

**Complaint:** Any expression of concern, dissatisfaction or disagreement with a decision or action made by the PAA, APRB, certified pedorthists or other members, the quality or delivery of service or the conduct of another person.

**Criteria for Certification in Pedorthics or Criteria:** The program prepared by the PAA which sets out the requirements and processes for pedorthic certification and re-certification in Australia.

**Custom-made:** Unique and made specifically for an individual.

**Evidence-based or evidence:** Valid and reliable information that is supported by rigorous research.

**Fabricated or fabricates:** All aspects involved in producing an orthotic appliance or pedorthic footwear. Similar terms include “manufactures”, “makes” or “custom-makes.”

**Informed consent or consent:** A voluntary decision by an individual agreeing to a treatment or intervention following provision of comprehensive, accurate, relevant and clear information.

**Investigating Officer** – The person delegated by the APRB Committee to investigate a complaint and provide a report to the APRB Committee Chair.

**IVO:** Internationaler Verband Orthopaedieschuhtechnik (IVO), also known as the International Association of Pedorthics, of which the PAA is a member.

**Orthotic Appliances:** An appliance worn on the body to reduce or prevent deformity or to provide support, relieve pain and facilitate movement such as foot and lower limb orthoses, foot orthotics, orthomechanical devices, ankle foot orthoses (AFOs), knee ankle foot orthoses (KAFOs), compression garments, splints, below knee walkers, controlled ankle movement (CAM) walkers, moonboots, Charcot Restraint Orthotic Walkers (CROW), ankle braces, and drop foot braces.

**Patient:** a recipient of pedorthic care, products and services. Includes terms such as client, user, recipient of service, insured person, consumer, beneficiary or participant. The term may include stakeholders who represent the patient such as carers, support people, family members, partners, workers and/or guardians.

**Patient- or person-centred care:** Care that involves identifying and understanding what is important to the patient, establishing trust and mutual respect and working together to share decision-making,

**Pedorthic Association of Australia (PAA) or Association or PAA:** A voluntary fee-based membership organisation and peak representative body for pedorthists in Australia.

**Pedorthic Footwear:** Footwear specially designed, fabricated and/ or modified to improve health and mobility, reduce discomfort and/or minimise the propensity for lower limb impairment in the future. Similar terms include medical grade, orthopaedic, therapeutic, extra-depth or surgical footwear.

**Pedorthic Register:** A list of certified persons maintained by the APRB Committee.

**Pedorthics** - The professional field concerned with the provision of pedorthic footwear, orthotic appliances and appropriate advice to a patient after assessment and analysis of the patient's condition(s). Includes the provision of prefabricated footwear, alteration and modification of prefabricated footwear, custom-designed and fabricated pedorthic footwear and orthotic appliances, and advice on the need and application of pedorthic footwear and orthotic appliances.

**Pedorthic Services:** Strategies to improve, maintain or promote patient health and mobility that includes advice regarding foot health care, footwear, and orthotic appliances and/or provision of prefabricated or custom-made pedorthic footwear, prefabricated or custom-made orthotic appliances and/or footwear modifications. Includes the terms “pedorthic care” and “pedorthic intervention.”

**Pedorthist:** A person trained in Pedorthics who provides pedorthic footwear and orthotic appliances, pedorthic advice and pedorthic services.

**Practice:** Work performed in any role, whether remunerated or not, in which an individual uses their skills or knowledge to contribute to the safe and effective delivery of pedorthic services.

**Prefabricated:** Industrially manufactured and not custom-made to individual specifications. Similar terms include “ready-made”, “off-the-shelf” and “over-the-counter”.

**Recent:** An individual who has utilised their professional knowledge and skills in activities that meet the definition of practice since qualifying as a pedorthic retailer or pedorthist.

**Re-certification:** The process of renewing pedorthic certification in Australia.

**Registrar of Pedorthists or Registrar:** The agency that credentials individuals as certified pedorthists. The Registrar is the APRB Committee.

**Relevant Regulatory Body:** Includes any department or nominated individual, or body empowered by the Government of the Commonwealth of Australia, States and Territories and local councils.

**Review Board:** A panel of representatives from which the Certification Panel is drawn.

**TCF Training Package:** Textiles, Clothing and Footwear (TCF) Training Package Medical Grade Footwear LMT07 as endorsed by the National Training Quality Council 2008 or later versions endorsed by the relevant government authority and PAA.

**VET:** Vocational education and training.