

1. Objectives and Benefits

- 1.1 The objectives for State and Territory Chapters (“Chapters”) of PESA will be aligned with the vision, missions and goals of PESA.
- 1.2 Within each state or territory, each financial individual and institutional PESA member will by default be members of that state or territory’s Chapter. Chapters will provide support to the PESA Board (“Board”) on developments within the Chapter’s home state or territory and promote the objectives of PESA.
- 1.3 The objectives of each Chapter will include:
 - advocating for PESA’s vision, mission and goals;
 - helping grow PESA’s Institutional and Individual memberships;
 - to provide networking services to schools, inviting PESA and non-PESA members to talk and share curriculum and practice ideas and contentions
 - developing an understanding of business, market and industry trends within the fields of Positive Psychology, Positive Education and Wellbeing;
 - providing ‘wise counsel’ (specifically, non-binding strategic advice), on issues raised by the Board or which may come to the attention of the Chapter;
 - providing the Board with insights and ideas which can only come from grass-roots experience;
 - encouraging and supporting the exploration of new ideas and opportunities for the Association;
 - and
 - generally acting as a resource and support for the Board.
- 1.4 The Board acknowledges the benefits of establishing Chapters in all states and territories of Australia, including:
 - drawing on the skills and knowledge of Chapter members who may have practical experience in growing an Association, developing business cases and project management;
 - enhancing PESA’s reputation and credibility;
 - enhancing PESA member confidence; and
 - attracting members by demonstrating a commitment to PESA’s growth.

It is the intention of the Board that PESA will promote and support the establishment of State and Territory Chapters to provide local support for PESA members, and to advancing Positive Education across Australia in accordance with PESA’s mission.

2. Organising Committee

- 2.1 An Organising Committee will be appointed for each Chapter, comprising a minimum of 5 and a maximum of 15 members. Organising Committee members must be financial, individual PESA members.
- 2.2 Organising Committee members should be committed to advancing Positive Education, and the vision, missions and goals of PESA.
- 2.3 Where possible, Organising Committee members will represent a diversity of backgrounds, including government, religious-affiliated and independent schools and tertiary institutions, and may include, without limitation, school principals, teachers, academics, health professionals, and parents.

- 2.4.1 Organising Committee membership shall continue for 24 months, and will renew automatically unless:
- the Organising committee member withdraws;
 - additional nominations for committee membership are received which will exceed the maximum membership set out in clause 2.1; or
 - the Board terminates an individual's membership.
- 2.4.2 At the end of each committee's 24-month term, the PESA CEO will call for committee nominations amongst the PESA membership. If nominations exceed the maximum membership set out in clause 2.1, the PESA CEO in collaboration with the sitting Chapter Chair, will determine the committee membership, having regard to the constraints and aims of this Charter.
- 2.5.1 Each Organising Committee will include a Chair, Vice-Chair, Treasurer and Secretary.
- 2.5.2 At the commencement of each Organising Committee's term, or in any other case where an office bearer role falls vacant, the PESA CEO will call for nominations for office-bearers amongst the committee members. Nominees will be automatically appointed unless nominations for any office bearer role exceed the number of available positions, in which case the PESA CEO will conduct a ballot of the committee members, which shall determine office-bearers for the ensuing term.
- 2.5.3 Each office-bearer shall hold office for the duration of the current committee's term. No person may hold an office bearer role for more than 3 consecutive terms.,
- 2.6 The Organising Committee Secretary will provide a list of Organising Committee members and office-bearers to the Board on an annual basis and committee membership will be listed on the PESA website.
- 2.7 The PESA CEO shall have the final say in authorising Organising Committee membership, and office bearer roles, to promote the objectives expressed in this Charter.
- 2.8 Any conflicts of interest must immediately be reported to the PESA CEO, who may take reasonable action to allay any such conflict, including requiring the member to recuse him/herself from any Organising Committee discussions or decisions, or terminating that individual's Organising Committee membership.

3. Roles and Responsibilities of Organising Committee Members

- 3.1 Each Organising Committee member shall diligently and prudently support the vision, missions and goals of PESA and, in doing so, shall:
- advocate for PESA's vision, mission and goals, and support PESA's Strategic Plan, attached as Appendix 1
 - help grow PESA's Institutional and Individual memberships across government, religious-affiliated and independent schools;
 - promote networking and collaboration between a state or territory's government, religious-affiliated and independent schools;
 - develop an understanding of business, market and industry trends within the fields of Positive Psychology, Positive Education and Wellbeing;
 - provide 'wise counsel' (specifically, non-binding strategic advice), on issues raised by the Board or which may come to the attention of the Chapter;

- aim to plan, run and promote at least one local PESA branded conference;
 - aim to plan, run and promote other events from time to time which promote and teach the principles of Positive Psychology and/or Positive Education;
 - provide the Board with insights and ideas which can only come from grass-roots experience;
 - encourage and support the exploration of new ideas and opportunities for PESA; and
 - generally, act as a resource and support for the Board.
- 3.2 The Board acknowledges that Organising Committee members act as volunteers, not employees nor contractors, and as such members will provide support to PESA at reasonable times and subject to the constraints of each Organising Committee members' employment and personal circumstances.
- 3.3 Organising Committee members acknowledge that, as volunteers, they will not be remunerated by PESA. However, if any reasonable expenditure is incurred by any member in as a result of their role on the Organising Committee with the prior written consent of the PESA CEO, the member will be entitled to reimbursement of the expense.
- 3.4 Organising Committee members do not have the authority to act on behalf of PESA, nor the Board; nor shall they act or hold themselves out as de-facto Board members. Each Organising Committee member shall indemnify PESA against any loss or damage PESA may incur as the result of a contravention of this provision, or any material contravention of this Charter.

4. Meetings of Chapter Organising Committees

- 4.1 The Organising Committees of each Chapter will meet regularly, and no less than four times per year.
- 4.2 A quorum of at least 60% of Organising Committee members are required to attend each meeting or the meeting will be postponed to a later date until a quorum can be achieved. Organising Committee members will be considered in attendance if they participate in a meeting via telephone or video-conference, with the prior consent of the Chair.
- 4.3 At least 10 days prior to an Organising Committee meeting, the Secretary will advise all Organising Committee members and the PESA CEO of the meeting date, venue and time. The Secretary will circulate a draft agenda at that time. If Organising Committee members wish for an item to be added to the agenda, they must advise the Secretary in writing at least 7 days prior to the meeting date.
- 4.4 The Secretary will take minutes of the meeting, and circulate the minutes to Organising Committee members, the Board and CEO within 10 days after the meeting date.
- 4.5 Any actions or recommendations of the Organising Committee which require the approval of the Board will be considered by the Board at its earliest convenience and the outcome communicated to the Secretary in writing. The Board will consider recommendations and requests of each Organising Committee but is under no obligation to implement any, or all, of those recommendations or requests.
- 4.6 Board members and the PESA CEO will be welcome to attend, and address, any Organising Committee meetings if they wish.

5. Termination of Organising Committee Membership and Disbanding of Chapters

- 5.1 An Organising Committee member may resign from an Organising Committee by written notice to the Organising Committee Chair.

- 5.2 The Board reserves the right to disband an Organising Committee where, in the reasonable opinion of the Board, the Organising Committee has failed to comply, or to substantially meet its objectives as set out in this Charter, or has otherwise acted in a way contrary to PESA's interests. The Board will provide written notice of its intention to disband the Organising Committee to the Organising Committee Chair, specifying the reasons for its intention to disband the Organising Committee. The Chair may respond to the notice within 21 days of receipt, showing reason why the Organising Committee should not be disbanded. The Board will take due consideration of the response, if any, and will advise the Chair of its decision as soon as practicable. The Board will act reasonably in exercising its rights under this provision.
- 5.3 The Board reserves the right to terminate an individual's membership of an Organising Committee where:
- (a) in the reasonable opinion of the Board, that member has failed to comply with this Charter or has otherwise acted in a way contrary to PESA's interests; or
 - (b) Where the individual has failed to attend (either in person or via teleconference) 50% or more of the scheduled meetings in any 12-month period.

6. Financial

- 6.1 Where an Organising Committee intends to run an event which may:
- (a) incur expenses, a written submission must be made to the PESA CEO for approval prior to committing to or incurring any expenditure; or
 - (b) generate revenue, a budget must be submitted by the Treasurer to the PESA CEO for approval at least 30 days prior to the event.
- 6.2 Where any expenditure is incurred, as approved under clause 6.1(a), the Treasurer will forward an invoice to the PESA CEO for payment. This invoice may be on the letterhead of the host school or other organisation which incurred the expense or to which payment is due.
- 6.3 All revenue generated at such events (net of approved expenses), together with a final budget report, must be remitted to PESA in a timely manner. PESA may use these funds as the Board sees fit, but as an overarching principle, it is the Board's preference for those funds to be used to support the growth of State and Territory Chapters and the running of local events by the Chapter which generated that revenue, and to lead, promote, and foster the implementation and development of Positive Education in accordance with PESA's mission.