CONSTITUTION

and

RULES

2002
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THE ASSOCIATION OF INDEPENDENT SCHOOLS OF SOUTH AUSTRALIA
INCORPORATED
CONSTITUTION AND RULES

1. NAME OF ASSOCIATION:

The Association is to be known as "The ASSOCIATION OF INDEPENDENT SCHOOLS OF SOUTH AUSTRALIA Incorporated" and is an association of Employers in connection with non-government education.

2. REGISTERED OFFICE:

The registered office of the Association will be situated at 301 Unley Road, Malvern, South Australia, 5061 or at such other place as the Board may from time to time determine.

The registered office will be open to the public between the hours of 8.45 am. to 5pm. Monday to Friday of each week, except for public holidays and for the Christmas period each year from the 24th to the 31st December.

3. PURPOSE AND OBJECTS:

The purpose of the Association is:

3.1 To represent in a professional and credible manner the interests of non-government independent schools where they have a collective interest in educational developments, industrial relations, government policy and regulation, and public opinion and
other issues as determined by the Board

3.2 To promote and protect the interests of the Association and promote and assist members to carry out their common extra-mural responsibilities.

3.2.1 To promote mutual understanding and co-operation among the MEMBERS.

3.2.2 To represent and act on behalf of MEMBERS in relation to governments, government authorities and political parties and to provide representation on educational bodies.

3.2.3 To represent and promote the interests of independent schools in the media and to the community.

3.2.4 To provide leadership and guidance on a wide range of curriculum initiatives and policies

3.2.5 To research and disseminate information for the benefit of MEMBERS.

3.2.6 To act as a consultant upon the request of a MEMBER or MEMBERS.

3.2.7 To facilitate co-operative working relationships with other sectors of education at State and National levels

3.2.8 To provide mutual support for the Heads of independent schools and their Governing Bodies.

3.2.9 To broaden educational understanding and to foster collegial understanding between MEMBERS.
3.3 To promote and protect the interests of its MEMBERS in or in relation to industrial matters or industrial disputes.

3.3.1 To prosecute or defend any applications or proceedings before any court or tribunal whatsoever and to ensure that MEMBERS are adequately and properly represented in negotiations with employee associations and organisations and in proceedings of relevant industrial courts, commissions and tribunals either Federal or State in connection with industrial disputes or industrial matters.

3.3.2 To maintain constitutional authority and the law and to use, where desirable, the means provided by law to enforce compliance with the provisions of any Act of the Commonwealth or any State or any regulation made thereunder governing or bearing upon industrial matters or industrial disputes or any industrial award, determination or agreement.

3.3.3 To safeguard the interests of its MEMBERS by all lawful means in their regular business or such ancillary activities in which they are engaged.

3.3.4 To ensure that MEMBERS receive information as to the correct interpretation of the provisions of the awards of the Australian Industrial Relations Commission and awards decisions and industrial agreements made in the Industrial Relations Commission of South Australia and of the Acts of the Commonwealth or any State and regulations made pursuant to those Acts relating to the employment of persons employed by MEMBERS.

3.3.5 To carry out necessary research and to ensure the dissemination of necessary information to MEMBERS.
3.3.6 To do all things authorised by the Industrial and Employee Relations Act 1994 as amended (S.A.) and the Workplace Relations Act, 1996 (Federal).

3.3.7 To do other things as are incidental to or conducive to the furtherance of these objects.

3.4 To purchase, take on lease or licence, or hire or otherwise acquire real or personal property of any kind whatsoever which may have the result of assisting in carrying out the objects of the Association and to sell, exchange or otherwise dispose of any real or personal property on terms as may be considered expedient and in such manner as is provided by law and these Rules.

3.5 To raise funds by mortgage of real property of the Association.

3.6 To construct, maintain and alter, lease or sub-lease any buildings, works, plant and machinery necessary or convenient for the purpose of the Association.

3.7 To act as an Organisation of Employers for the purpose of the laws of the Commonwealth of Australia and of the State of South Australia.

3.8 To affiliate with, join or enter any strategic alliance with any organisation, association, company or firm either within the Commonwealth of Australia or overseas having objects similar to or calculated to benefit MEMBERS generally and to acquire shares and interests in or lend money upon debentures or otherwise to them and to appoint representatives to them.

3.9 To raise funds for the Association by means of annual subscriptions, fees, donations, levies or other means (however so called or denominated by the Board), from or on MEMBERS or from members of the Public.
3.10 To adopt and carry out by any lawful means any procedure, policy, matter or thing that the Board may consider advisable in the interests of its MEMBERS in the maintenance and support of non-government schools.

3.11 To do all lawful things which may be incidental to any object set out in Rule 3 or conducive to the better carrying out of any of those objects and subject to any Commonwealth law or any law of the State of South Australia relating to industrial organisations and to amend these Rules in the manner set out in Rule 29 as may appear to the Board to be necessary or convenient.

3.12 To do all such other things as may be deemed advisable for the purpose of achieving and maintaining these objects or any of them.

4. MEMBERSHIP:

The Association shall consist of an unlimited number of registered Non Government schools conducted by, persons partnerships, Bodies corporate or unincorporated that are engaged in or in connection with non-government education.

5. ADMISSION OF MEMBERS:

5.1 The bodies corporate or unincorporated whose names have been entered in the Register of MEMBERS at the date of adoption of these Rules will be deemed to have fulfilled the requirements of these Rules and be MEMBERS of the Association.

5.2 Any body corporate or unincorporated which is carrying on business in or in connection with non-government education and who or which generally complies with the requirements for membership set out in Rule 4 may make application for admission to membership in the manner and form as approved from time to time. Such fees and subscriptions will accompany any such application for admission to membership of the Association as
the Board may from time to time determine and must be forwarded to the Association at the Association's Office.

5.3 Any body corporate which is a subsidiary company or corporation within a group arrangement must submit with its application for membership a schedule setting out the names and addresses of its holding company or corporation and of all other subsidiary companies or corporations in the group operating in South Australia.

5.4 Any body corporate which is a holding company or corporation in a group arrangement must submit with its application for membership a schedule setting out the names and addresses of all subsidiary companies or corporations in the group operating in South Australia.

5.5 Upon receipt of an application which is in the proper form the Executive Director must make such inquiries regarding the applicant as the Board may from time to time direct and must place the application together with his report of the result of his or her inquiries before the first meeting of the Board occurring after the completion of those inquiries.

5.6 The Board may approve the application, or may reject it or may defer it for further enquiry and/or consideration for a period not exceeding three (3) months. In the case of rejection the fee and subscription lodged with the application will be refunded.

5.7 Where an application for Membership is approved by the Board, the Executive Director must advise the applicant in writing that the application for membership has been accepted and the name will then be entered in the Register of MEMBERS.

6. NOMINATED REPRESENTATIVES:

6.1 Every MEMBER will be represented by two representatives; one being a nominee of the Governing Body of the School and the other being the Head
of the School. The Representatives of the MEMBER must be nominated in writing as being the REPRESENTATIVES of the MEMBER. The REPRESENTATIVES will have all the rights and liabilities of the MEMBER and do all things in the name of the MEMBER as if the REPRESENTATIVES were the MEMBER.

6.2 The persons nominated by the MEMBER as the REPRESENTATIVES of a MEMBER will, in all respects, be responsible for their acts and omissions to the Association insofar as the act or omission relates directly or indirectly or is incidental to the business and operations of the MEMBER.

6.3 The persons nominated as the REPRESENTATIVES of a MEMBER may be removed by that MEMBER by notice given in writing and the member must substitute another person or persons as its REPRESENTATIVES.

6.4 A MEMBER shall have only one vote at Annual General and Special General Meetings of the association. A MEMBER must nominate one of its two REPRESENTATIVES to vote at Annual General Meetings and Special Meetings of the Association.

7. **RESIGNATION OF MEMBER:**

7.1 A MEMBER may resign its Membership in the Association after the expiration of twelve (12) calendar months of having given notice of such resignation in writing addressed to the Executive Director and delivered to that Officer.

7.2 All Membership dues, annual subscriptions, fees and levies remain payable to the date on which the resignation is to take effect and any amounts outstanding are to be remitted on or before the date such resignation is to take effect.
8. **TERMINATION OF MEMBERSHIP:**

8.1 A MEMBER ceases to be a MEMBER of the Association on the occurrence of any of the following events:

8.1.1 The resignation of such MEMBER tendered pursuant to Rule 7.

8.1.2 If the MEMBER being a partnership or body corporate or unincorporated is legally dissolved.

8.1.3 If the MEMBER ceases to be a Registered School.

8.2 Upon becoming aware of any such event, the Executive Director must remove the MEMBER’S name from the Register of MEMBERS and must submit a report to this effect to the next meeting of the Board.

8.3 The Board has the power to terminate the Membership of any MEMBER subject to the provisions of Rule 8.4 upon the happening of any of the following events:

8.3.1 If the MEMBER being a body corporate is placed in liquidation or a resolution is passed or an order made for its winding up.

8.3.2 If a Receiver or a Receiver and Manager is appointed to control or manage the business or business affairs of the MEMBER.

8.3.3 If the MEMBER has ceased to be engaged in or in connection with non-government education or has not carried on any business in connection with non-government education during the previous twelve (12) months.
8.3.4 If the MEMBER knowingly and wilfully breaches or fails to comply with the constitution and rules of the Association and continues so to do after being given written notice of such breach or failure.

8.4 Immediately upon becoming aware of the happening of any of the events mentioned in the last preceding sub-rule, the Executive Director must make due enquiry and submit a report to the next meeting of the Board. The Board must then decide whether the membership of the MEMBER should cease or whether the membership may continue either unconditionally or subject to compliance with conditions as the Board may impose.

8.5 A MEMBER ceases to be a MEMBER for non-payment of annual subscription, levies or fees as provided by Rule 22 and 23.

9. OFFICE BEARERS, EXECUTIVE COMMITTEE AND THEIR POWERS AND DUTIES:

9.1 Office Bearers

9.1.1 The Office-bearers of the Association who must each be one of the elected Board Members will be the PRESIDENT, DEPUTY PRESIDENT and TREASURER which are honorary positions. They will carry out such duties individually as provided in these Rules and as may be delegated to them by the Board.

9.1.2 The Board must elect the Office Bearers every two years.

9.1.3 Collectively the Office-bearers together with the Executive Director shall form the Executive Committee and must carry out the duties delegated to them by the Board and may in cases of emergency take such action as may be deemed necessary in the interests of the Association and must report such action to the next meeting of the
Board. The **PRESIDENT** will call meetings of the Executive Committee. The Executive Committee may co-opt additional Board Members to the Committee.

9.2 President

9.2.1 The **PRESIDENT** will be the Association's Chief Officer and will preside as Chairperson at all meetings of the Association and the Board whether special or otherwise. The **PRESIDENT** has the authority usually vested in the Chairperson of any meeting. The **PRESIDENT** must keep order and direct the manner of debate upon all questions introduced and determine what questions shall be discussed and in what order questions shall be introduced. The President has the right to vote on all questions and where voting is equal may exercise his or her right to a casting vote by declaring the result of the voting.

9.2.2 The **PRESIDENT** has the power to cause any meeting of the Association, its Board and its Committees to be convened. The **PRESIDENT** may adjourn meetings and appoint other dates for meetings.

9.2.3 The **PRESIDENT** will direct the Executive Director and has the power to suspend that Officer as provided in these Rules. The **PRESIDENT** may delegate his authority to the **DEPUTY PRESIDENT**. The **PRESIDENT** must carry out such additional duties as may be delegated to him by the Board or an Annual General or Special General Meeting of the Association.

9.2.4 Any **PRESIDENT** who completes two (2) consecutive years in that office is not eligible to stand for re-election to that office during the two (2) subsequent years.
9.3 Deputy President

In the absence of the PRESIDENT, the DEPUTY PRESIDENT will act as and have the rights and powers of the PRESIDENT. The DEPUTY PRESIDENT must carry out such other duties as may be delegated to him by the PRESIDENT, the Board or a meeting of the Association.

9.4 Treasurer

Subject to Rule 10.1, the TREASURER of the Association has overall responsibility for the Association's accounts and finance and must certify the Association's Balance Sheet and Financial Statements as required by the Board and such other financial returns as may be required by law.

9.5 Vacancy

9.5.1 The office of the PRESIDENT, DEPUTY PRESIDENT or TREASURER becomes vacant if the person occupying that office:

- dies;
- resigns his office by notice in writing to the Executive Director;
- has been convicted of an indictable offence; or
- has ceased to be a representative of a MEMBER of the Association or has had his position as a representative of a MEMBER or the membership of his school terminated pursuant to these Rules.
9.5.2 In the event of a vacancy occurring in the Executive Committee, that vacancy must be filled by the appointment by the Board of a Board member of the Association and the appointee will hold office until the next election of office bearers.

9.6 Immediate Past President

The immediate past president will hold the office of Board member ex-officio for a period of two years.

10. BOARD

10.1 Subject to the provisions of Rule 25, the management of the Association will be vested in the Board and all cash in hand, cash at the bank, all other real and personal property belonging to the Association shall be under the control of the Board.

10.2 The Board will consist of 20 Board members comprising:

10.2.1 Four Heads of Schools (Heads) and four nominees of Governing Bodies (Governors) (as prescribed by Rule 6) of secondary schools or R-12 schools

10.2.2 Two Heads of Schools (Heads) and three nominees of Governing Bodies (Governors) of primary only schools (as prescribed by Rule 6); and one Head who may either be a Head of a primary school or the Head of the Junior School in an R-12 school nominated by primary only schools

10.2.3 Two persons nominated by the School Group Representatives Standing Committee, both of whom must be nominated representatives.
10.2.4 Two persons nominated by the Bursars Standing Group, both of whom must be employees of a MEMBER.

10.2.5 One person nominated by the Independent Schools Parents Council. The nominee must be from a MEMBER school.

10.2.5 Immediate Past President

10.3 The management of the business and control of the Association, subject to any decision of MEMBERS in General Meeting, is vested in the Board which may adopt such measures as it, from time to time, deems expedient for the purpose of giving effect to the objects of the Association or any of them and may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not expressly directed or required to be exercised or done by the Association in an Annual General or Special General Meeting.

10.4 In the absence of the PRESIDENT or the Executive Director the Board may appoint any person to act in his stead to execute any agreement, deed or document as provided by Rule 27.

10.5 The Board shall exercise the powers, referred to above, subject to the direction and control of the Association in Annual General or Special General Meeting.

11. TENURE OF OFFICE BEARERS

11.1 The Office Bearers and all other Board members will each hold office for a period of two (2) years.

11.2 The Office Bearers and other Board members will be eligible for re-election except as provided in Rule 9.5.
12. ELECTION OF OFFICE-BEARERS AND BOARD

12.1 Subject to clause 12.2, Board members must be elected at an Annual or Special General Meeting by a resolution of MEMBERS present and entitled to vote according to rule 18, but subject to the following limitations:

12.1.1 For the election of the Heads and the Governors pursuant to sub-rule 10.2.1, only those MEMBERS that are secondary schools or R-12 schools are eligible to vote

12.1.1.1 The votes of those MEMBERS must only be exercised in respect of the election of the Heads by the MEMBERS' REPRESENTATIVES who are the Heads of the MEMBERS as prescribed by Rule 6; and

12.1.1.2 The votes of those MEMBERS in respect of the election of the Governors must be exercised only by the MEMBERS' REPRESENTATIVES who are the nominees of the Governing Bodies of the MEMBERS as prescribed by Rule 6;

12.1.2 For the purposes of the election of the three Heads and the three Governors pursuant to sub-rule 10.2.2: only those MEMBERS that are primary only schools are eligible to vote;

12.1.2.1 The votes of those MEMBERS must only be exercised in respect of the election of the three Heads by the MEMBERS' REPRESENTATIVES who are the Heads of the MEMBERS as prescribed by rule 6; and
12.1.2.2 the votes of those MEMBERS in respect of the election of the three Governors must be exercised only by the MEMBERS' REPRESENTATIVES who are the nominees of the Governing Bodies of the MEMBERS as prescribed by rule 6;

12.1.3 In respect of the election of the representatives pursuant to Sub-Rule 10.2.3, the School Group Representatives Committee will nominate two persons and

12.1.4 In respect of the election of the two representatives pursuant to Sub-Rule 10.2.4, the Bursars Standing Group will nominate two persons

12.1.5 In respect of the election of the representative pursuant to Sub-Rule 10.2.5 the Independent Schools’ Parent Council will nominate one person.

12.2 Board members representing the School Group Representatives Standing Committee, the Bursars Standing Group and the Independent Schools Parent Council pursuant to Rules 10.2.3, 10.2.4 and 10.2.5 will be elected prior to the Annual General or Special Meeting at which the remaining members of the Board are elected

12.2.1 In respect of the nomination of the representatives pursuant to sub-Rule 10.2.3 the School Group Representatives Standing Committee will elect two persons

12.2.2 In respect of the nomination of the two representatives pursuant to sub-Rule 10.2.4, the Bursars Standing group will elect two persons; and
12.2.3 In respect of the nomination of the representative pursuant to sub-Rule 10.2.5 the Independent Schools Parents Council will elect one person.

12.3 An Honorary RETURNING OFFICER will be appointed at each Annual General Meeting for the conduct of any elections including the calling for acceptance or rejection of nominations that may be held within the Association throughout the ensuing year. The RETURNING OFFICER will not be the holder of any other office in the Association and must not be an employee of the Association and must not during the term of his office be a candidate at any election within the Association.

12.4 The RETURNING OFFICER will hold office until his successor is selected. Should the RETURNING OFFICER be unable or unwilling to act as and when required the PRESIDENT shall nominate a RETURNING OFFICER to act in his or her place.

12.5 The RETURNING OFFICER will take action and give directions as are reasonably necessary in order to ensure that no irregularities occur in connection with any election or in order to rectify any procedural defects. No person may refuse or fail to comply with any such directions or obstruct or hinder the RETURNING OFFICER or any other person in the conduct of such an election or in the taking of any such action.

12.6 Subject to the Industrial and Employee Relations Act, the decision of the RETURNING will be final and binding regarding any matter touching the validity or formality of any nomination or vote or any matter touching or concerning any election and the conduct of that election.

12.7 At least six weeks before the Annual General Meeting or any Special General Meeting in each year at which it is proposed to conduct any elections for the appointment of Board members, the RETURNING OFFICER must forward by post:
to each nominated REPRESENTATIVE of a MEMBER entitled to vote at the Annual or Special General Meeting; a Nomination Form seeking nominations for the office of Board members in the category or categories in respect of which they are entitled to make nominations and to exercise votes as prescribed by sub-rules 12.1, 12.1.1, 12.1.2, 12.1.2.1 and 12.1.2.2.

12.8 The RETURNING OFFICER must forward a notice with each Nomination Form that states:

- the closing date and time of nomination;
- those nominations will not be received by the RETURNING OFFICER after the closing date and time so fixed;
- a nomination will not be valid unless the written consent of the nominee to such nomination is attached to such form;
- the address to which the nomination and consent are to be forwarded.

12.9 At the earliest possible time and within one (1) month of the Annual General Meeting, the Board must elect from within their own number the PRESIDENT, DEPUTY PRESIDENT and the TREASURER such that the PRESIDENT and DEPUTY PRESIDENT will be representatives of Members. The TREASURER will be a Governing Body representative of a MEMBER of the Association.

13. BOARD VACANCIES

13.1 The office of any Board member become vacant if the person:

dies;

resigns his office by notice in writing to the Executive Director;
has been convicted of an indictable offence;

has ceased to be a representative of a MEMBER of the Association or the Membership of the MEMBER has been terminated pursuant to the Rules.

cesses to be a member of the School Groups Representatives Committee, Bursars Standing Group, or Parents’ Council, in the case of School Groups Representatives Committee, Bursars Standing Group and Independent Schools Parents’ Council representatives on the Board.

being a Board member nominated by the Bursars Standing Group pursuant to sub-rule 10.2.4, ceases to be employed by a MEMBER or being a Board member nominated by the School Group Representatives Committee ceases to be a member of the School Group Representatives Standing Committee pursuant to sub-Rule 10.2.3, or being a Board member nominated by the Independent Schools Parents Council ceases to be a member of the Independent Schools Parents Council pursuant to sub-rule 10.2.5.

13.2 In the event of a vacancy occurring in the Board, that vacancy must be filled by appointment by the Board of another person not being a Board member. In appointing such a Board member, the Board must have regard to the need to retain representation set out above for the election of Board members. The new Board member will hold office for the balance of the term of the Board member whose office has become vacant.

14. BOARD MEETINGS:

14.1 All votes will be taken by a show of hands of all Board members present and decided by simple majority provided that the Chairperson has, in addition to a deliberative vote, a casting vote in the event that there is an equal number of votes both for and against any motion.
14.2 A quorum of the Board is not less than seven (7) Board members.

14.3 During the absence of the PRESIDENT from any meeting properly called and notified to all Board members, the DEPUTY PRESIDENT must act as Chairperson of that meeting. In the event of the PRESIDENT and DEPUTY PRESIDENT both being absent, the Board members present at the meeting must elect a Chairperson from within their own number.

14.4 The Board must meet not less than three times in every year and due notice of each meeting must be given by the Executive Director to each Board member on the instructions of the PRESIDENT fixing the time, date and place of the Meeting.

15. STANDING GROUPS, COMMITTEES:

15.1 There are 5 Standing Groups of the Association, being:

- a Heads of Secondary or Combined Schools Group which is comprised of the secondary schools and combined schools which are MEMBERS;

- a Heads of Primary Schools Group comprised of Heads of primary schools and Heads of Junior Schools within R-12 schools, which are MEMBERS;

- a Governing Bodies Group comprised of representatives of the governing bodies of MEMBERS;

- a School Group Representatives Committee comprised of Directors or other representatives of schools systems or associated groups of MEMBERS; and

- an AISSA Bursars Standing Group comprised of Bursars and Administrators of MEMBERS.
15.1.1 Each Standing Group must elect one of its members to chair its meetings and deliberations;

15.1.2 Meetings of each, Standing Group must be held at least twice in each school year and otherwise may meet whenever the person occupying the chair of the Standing Group or the Standing Group itself considers necessary;

15.1.3 A quorum for a meeting of the Heads of Secondary schools or combined Schools Group is 8 members;

15.1.4 A quorum for a meeting of the Heads of Primary schools Group is 8 members;

15.1.5 A quorum for the Bursars Standing Group is 10 members;

15.1.6 A quorum for a meeting of the School Group Representatives Committee is 4 members

15.2 The Board may appoint Committees as it deems fit to investigate or report or deal with matters as referred to them by the Board.

15.2.1 Each of the Committees will consist of persons as the Board shall from time to time decide.

15.2.2 The Executive Director of the Association or his/ her nominee shall be the Secretary of every Group and Committee.

15.2.3 A quorum for any Committee Meeting other than the above standing groups is one half (1/2) of the number of members of that Committee and where there is an uneven number of members, a quorum is a number of members being the number equal to the next whole number above one half (1/2) of the uneven number.
15.2.4 The Board may, at any time dissolve any Committee, remove any person previously appointed by it to the Committee and replace that person by another person appointed in his stead.

15.2.5 All Committees will be deemed to have been dissolved at each Annual General Meeting but any Committee continues until the appointment of the succeeding Committee by the Board.

16. ANNUAL GENERAL MEETING

16.1 An Annual General Meeting of MEMBERS will take place between 1st January and 31st March of each year. At this meeting, the annual audited Balance Sheet and Revenue Statement will be presented, together with a PRESIDENTIAL Report. The results of the ballot for election of Board members for the ensuing year will be declared.

16.2 Other business as the Board may refer to this meeting shall also be dealt with at the Annual General Meeting provided, however, that only business which is clearly set forth on the notice of meeting may be dealt with, except for the special provision of clause 16.5.

16.3 At least twenty-one (21) days prior to the date of the Annual General Meeting, the Executive Director will forward a Notice of Meeting to reach members of the Association. The Notice of Meeting may request the attendance of the representatives of the MEMBERS of Association at the Meeting and must clearly set forth the business to be transacted.

16.4 Twenty (20) voting representatives of financial MEMBERS of the Association shall form a quorum at the Annual General Meeting.

16.5 Notwithstanding the provisions of Rule 16.2 and 16.3 any MEMBER may also submit items of business for consideration at the Annual General
Meeting provided that business is submitted in writing to the Executive Director not less than twenty-four (24) hours prior to the commencement of the Annual General Meeting

17. SPECIAL GENERAL MEETING

17.1 The Board may convene a Special General Meeting of the Association by notice in writing to all MEMBERS specifying the date, time and place and the subject matter for discussion and determination. This notice must be given a minimum of twenty-one (21) days prior to the meeting.

17.2 A Special General Meeting of the Association may be called by requisition of fourteen (14) voting representatives of financial MEMBERS of the Association presented in writing to the Executive Director specifying the subject matter to be discussed at the Special General Meeting.

17.3 Upon receipt of such requisition, the Executive Director will nominate a time, date and place for the Special General Meeting to be held and will notify all MEMBERS of the Association in writing within seven (7) days of the receipt of the requisition of that time, date and place and the business to be discussed.

17.4 Only that business which is set forth in the notice of meeting can be discussed and dealt with at the Special General Meeting.

17.5 Twenty (20) voting representatives of financial MEMBERS of the Association shall form a quorum at a Special General Meeting.

18. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

1 5 July 1999
18.1 Subject to sub-Rules 12.1 and 6.4, and except as otherwise provided by these Rules, every question submitted to a meeting will be decided in the first instance by a show of hands, in which case each financial MEMBER present through its REPRESENTATIVES or by proxy, and entitled to vote, will have one vote. At any meeting, unless a poll is demanded by at least 3 MEMBERS present through their REPRESENTATIVES or by proxy, and entitled to vote, a declaration by the Chairperson that a resolution has been carried by a particular majority, and an entry to that effect in the minute book of the Association, will be conclusive of the fact.

18.2 If a poll is demanded it must be taken in such manner and at such time and place as the meeting declares and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

18.3 When a poll is held each MEMBER is entitled to one vote.

18.4 In the case of an equality of votes the Chairperson shall on a show of hands and at a poll have a casting vote in addition to the vote to which he/she may be entitled as a voting representative of a MEMBER.

18.5 A financial MEMBER through its representatives is entitled to be present at and to vote on any question at any meeting or upon a poll or ballot or be reckoned in a quorum.

18.6 Voting by proxy is permitted at any General Meeting. Every instrument of proxy must be signed by the REPRESENTATIVE of the MEMBER nominated in accordance with Rule 6 and must be in such form as the Council may determine.

18.7 No person may be appointed a proxy who is not a representative of a MEMBER or partner in a partnership, which is a MEMBER or director or
executive officer of a body corporate or unincorporated which, is a MEMBER. The proxy instrument shall be deemed to confer authority to demand or join in demanding a poll.

19. **EXECUTIVE DIRECTOR**

19.1 The Board must appoint a person to the position of Executive Director. The Executive Director will be an employee of the Association.

19.2 The Executive Director will be responsible to the Board but will act entirely under the direction of the PRESIDENT, or in the absence of that Office-bearer, then the Office-bearer so acting. The PRESIDENT will have power to suspend the Executive Director from duty for inefficiency, misconduct, misappropriation of funds or any act which is calculated to bring discredit to the Association, and in such case must convene immediately a meeting of the Board to consider the suspension.

19.3 The Executive Director will be the Association's Chief Administrative Officer. He or she will be the Public Officer of the Association for all such purposes as may be required, and is the Officer of the Association nominated by it to sue or be sued or to issue or accept legal process on behalf of the Association.

19.4 The Executive Director will convene or cause to be convened all meetings of the Association, the Board and Committees. He or she shall keep or cause to be kept a faithful record of the business transacted at all meetings of the Association, its Board and Committees. He or she shall keep and maintain a register of members of the Association, collect all subscriptions, fees, levies or other debts payable to the Association by members or otherwise, and keep and maintain books of account as may be required by the Board or by law. He or she must conduct correspondence on behalf of the Association and except as directed by the PRESIDENT; that correspondence will be conducted in his or her name.
19.5 The Executive Director must prepare and furnish or cause to be prepared and furnished all notices and returns required by law to be given by or on behalf of the Association.

19.6 The Executive Director will be subject to the direction of the Board, engage and terminate the staff of the Association. He or she will have full charge and management of the Association's staff.

19.7 The Executive Director may be authorised (in such manner as may be directed by the Board) to bring or defend, or cause to be brought or defended any action, prosecution or complaint in any Court or Tribunal as may be established under any Industrial or Arbitration Law or any General, Civil, or Criminal Law of the Commonwealth or the State of South Australia.

19.8 The Executive Director must carry out such other duties as may be required by these Rules or directed by the Board from time to time.

19.9 During the temporary absence of the Executive Director a senior employee of the Association must assume the authority and fulfil the duties of the Executive Director upon authorization by the PRESIDENT or in the event of the PRESIDENT not being available, one of the other Office-bearers.

20. RECORDS

The Executive Director must cause to be kept:

a register of MEMBERS of the Association showing the name and address of each MEMBER.

a list of the names and postal addresses of each of the representatives of MEMBERS of the Association.
a list of the names and postal addresses and occupation of the persons holding offices in the Association.

accounts in proper form of the receipts, payments funds and effects of the Association.

such other records as are prescribed or required to be kept by direction of the Board or Executive Committee or by Law.

21. FINANCIAL YEAR

21.1 A financial year of the Association commences on the 1st day of January in each year and ends on the following 31st day of December.

22. ANNUAL SUBSCRIPTION:

22.1 Each MEMBER of the Association must pay in each year to the Association a subscription ascertained in accordance with a table of subscription dues determined by the Board before November 30th of each year and approved by MEMBERS at the next Annual General Meeting.

22.2 Each MEMBER must pay the amount of subscription prescribed by this Rule not later than sixty (60) days after the due date of the subscription becoming due.

22.3 The amount of a first year’s subscription of a MEMBER admitted during any year will be a monthly pro-rata amount of the appropriate subscription determined in accordance with this Rule.

23. FEES AND LEVIES:
23.1 MEMBERS may be required to pay fees for specific services as laid down by the Board from time to time.

23.2 Upon the authority of a resolution of representatives of financial MEMBERS entitled to vote and passed in General Meeting, the Board has the power to impose upon MEMBERS a levy or other contribution in each case for a specific purpose within the objects of the Association. Any such levy or contribution will be due and payable within thirty (30) days of the posting of a notification to the MEMBER of the decision to impose the levy or other contribution and may be recovered as if it were an unpaid subscription or levy.

24. ARREARS AND DEBTS:

24.1 ANNUAL SUBSCRIPTIONS will be deemed to be in arrears if not paid within sixty (60) days of the date of their becoming due, and if they remain unpaid after sixty (60) days of the due date then the MEMBER will be deemed to be unfinancial.

24.2 LEVIES OR FEES will be deemed to be in arrears if they remain unpaid after the date on which they become due or payable and if those levies or fees continue unpaid after a further period of two calendar (2) months the MEMBER will be deemed to be unfinancial.

24.3 Any MEMBER who is deemed to be unfinancial will have all Association services withdrawn and all rights suspended from the date that the MEMBER is deemed to be unfinancial until the amount due is paid.

24.4 In respect of the operation of this Rule the subscription, levy or fee, which is in arrears at the date on which the MEMBER is accordingly deemed to be unfinancial, will be considered to be a debt due and payable to the Association.
24.5 Any MEMBER who, following receipt of notice that it is deemed to be unfinancial, fails to discharge its debt due within one (1) calendar month will, at the expiration of that calendar month, unless the Board has determined otherwise in respect of a particular MEMBER, cease to be a member of the Association and the name of the MEMBER will be removed from the register of MEMBERS in accordance with Rule 8.

24.6 The Association may sue for and recover any debt due and payable to the Association as provided for in these Rules as an ordinary debt notwithstanding any withdrawal of Membership services or suspension or termination of or expulsion from Membership. Any action for recovery of such debt must be instituted in a court of competent jurisdiction and may be instituted without the giving of any further notice by the Association of its intention to institute such action.

24.7 The Board has discretionary power to waive either or all of the Rules 24.3 and 24.4 in respect of any particular MEMBER of the Association.

25. USE AND CONTROL OF FUNDS:

25.1 All monies received by or on behalf of the Association must be applied to the maintenance of the Association and for the purposes of its objects provided that the Board may invite its MEMBERS to voluntarily subscribe to the funds for charitable or special purposes and in any such case, those funds when received must be applied in full to the purpose for which they were subscribed.

25.2 Any loan, grant or donation exceeding $1,000 shall be made only after approval of the Board and, such approval may only be granted if the Board has satisfied itself:-

25.2.1 that the making of such loan, grant or donation is in accordance with the requirements of all the Rules of the Association; and
25.2.2 in relation to a loan, that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory.

25.3 All monies received by the Association must be paid to the credit of any account or accounts as the Board may specify from time to time and with the branch of a bank nominated by the Board for that purpose.

25.4 All cheques or bank drafts drawn against any account of the Association must be signed and counter-signed in a manner authorised by the Board.

25.5 Any portion of the Association's current funds not required immediately for expenditure may be invested by Resolution of the Board or the Executive Committee for the benefit of the Association and on behalf of the Association in any security or investment.

25.6 The income and property of the Association must be applied solely towards the promotion of the objects of the Association and no portion thereof may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to persons or relatives of persons representing members of the Association providing that nothing in this clause prevents the payment in good faith of remuneration to any officer or servant of the Association in return for any services actually rendered to the Association or reasonable and property rental for premises let by any member, servant or officer to the Association.

26. AUDITORS:

26.1 One or more auditor or auditors having the qualifications prescribed from time to time by the Industrial and Employee Relations Act 1994 (as amended) and the regulations made under the Act must be appointed by the Association at its Annual General Meeting.
26.2 The auditor or auditors will, for audit purposes only, have power at any
time to call for the production of all books, accounts and other documents
relating to the financial affairs of the Association.

26.3 The auditor or auditors must audit the yearly accounts of the Association
prior to such accounts being submitted to the Annual General Meeting and
the auditor or auditors must report on correctness or otherwise of the early
accounts

26.4 An auditor holds office from the time of his appointment until the next
Annual General Meeting of the Association, unless he or she retires. The
Board may fill any casual vacancy occurring in the office of the auditor.

26.5 A retiring auditor is eligible for reappointment.

27. SEAL:

27.1 The Board must cause to be designed and produced a common seal for the
Association, which must be in the custody of the Executive Director and
may not be used or affixed to any document except as authorised by the
Board.

27.2 Every document to which the said seal is affixed must be signed by:

27.2.1 The PRESIDENT or DEPUTY PRESIDENT, or TREASURER, of the
Association; and

27.2.2 The Executive Director or the person for the time being acting in his
or her stead or a person nominated by the Board

28. AUTHORITY TO EXECUTE DOCUMENTS:
28.1 Industrial Agreements Awards or other instruments or documents to which the Association may be a party may be made by or on behalf of the Association in the following manner:

28.1.1 Any industrial agreement award or other instrument document or writing not required by law to be under the seal of the Association may be executed by the Executive Director.

28.1.2 Any document required by law to be under the seal of the Association may be executed under the common seal of the Association in the manner prescribed in Rule 27.

29. ALTERATION OF RULES:

29.1 The Rules of the Association may be altered, added to, amended or rescinded, and new Rules may be made at an Annual General Meeting or at a Special General Meeting called for that purpose and for which a minimum of thirty (30) days' notice has been given of the alterations, additions, amendments, rescindments and new Rules on a majority vote of those present, pursuant to sub-Rule 6.4, such that no less than two-thirds (2/3) of MEMBERS are represented in that majority.

30. INDEMNITY:

30.1 Every Office Bearer, MEMBER, Executive Director and other employee of the Association shall be indemnified by the Association against all costs, losses, charges and expenses which any such Office Bearer, MEMBER, Executive Director or other employee incurs or becomes liable for by reason of any contract entered into, or act or deed done by him as such Office Bearer, MEMBER, Executive Director or other employee in the discharge of his duties, in accordance with these Rules, and any such Office Bearer, MEMBER, or MEMBERS, Executive Director or other employee entitled to such indemnity will on the establishment of his claim for the
indemnity have a lien on the property of the Association for the amount of the indemnity

31. WINDING UP:

31.1 Upon providing a minimum of sixty (60) days' notice to all financial MEMBERS of the Association of its intention, the Association may be wound up or put into liquidation on a motion whereby a majority of the MEMBERS voting who are entitled to vote pass the resolution. The vote for any such dissolution may be conducted by way of postal voting or conducted at a Special General Meeting called for the purpose of winding up or liquidation. Only one REPRESENTATIVE of each MEMBER may vote.

31.2 In the event that a vote is in favour of the dissolution of the Association, the assets of the Association (after payment of all debts of the Association and the legal and any other costs and disbursements involved in winding up the Association have been paid) will be distributed amongst the MEMBERS in proportion to the contribution made by those MEMBERS for membership during the preceding five (5) years, or to be paid to such charitable organisations approved under Section 30-15 to 30-100 of the Income Tax Assessment Act (1997).

32. INTERPRETATION AND DEFINITIONS:

32.1 Unless the context of the Rules otherwise provides, a reference in these rules to the male gender shall be interpreted as encompassing a reference to the female gender.

32.2 In these rules unless the contrary intention appears:

"non-government school" means any non-government school, which is not carried on for profit of individuals and is not administered by a
Government Department of Education (or equivalent) or any other Government authority.

"primary school" means a school conducting courses of study that includes at least one of the years Reception 1, 2, 3, 4, 5, 6 and 7 but not years 8 and above.

"secondary school" means a school conducting courses of study that includes at least one of the years - 8, 9, 10, 11 and 12.

"R-12" means a school conducting courses of study that include BOTH primary and secondary years of study.

"registered school" means any school registered pursuant to the Education Act 1972 as amended.

"governing body" in relation to a school means the Council, School Board, Corporate Body, Board of Trustees, Officer or Member of a Religious Order or other body or person in which or in whom is vested for the time being the responsibility for the government of that school.

33. RESOLUTION OF DISPUTES

Subject to the Industrial and Employee Relations Act 1994 (as amended), all disputes between the Association and its MEMBERS arising out of the interpretation or application of these rules will be resolved by a member of the Industrial Relations Commission of South Australia ("Commission") to be appointed by the President or Acting President of the Commission on the application of either the Association or a MEMBER.