

[008S: Incorporates alterations of 18 September 2017 in matter R2017/134]
replaces version 2 September 2016 (D2016/55)

I CERTIFY under section 161 of the Fair Work
(Registered Organisations) Act 2009 that the pages
herein numbered 1 to 29 both inclusive contain a true
and correct copy of the registered rules of The
Association of Independent Schools of South
Australia.

DELEGATE OF THE GENERAL MANAGER
FAIR WORK COMMISSION

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3. PURPOSE AND OBJECTS:

Rules of The Association of Independent Schools of South Australia

1. NAME OF ASSOCIATION:

The Association is to be known as "THE ASSOCIATION OF INDEPENDENT SCHOOLS OF SOUTH AUSTRALIA" 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 determine from time to time.

3. PURPOSE AND OBJECTS:

The purpose of the Association is to:

- 3.1 provide the highest quality services to Non-Government Schools for the advancement of high quality education and care;
- 3.2 foster, promote and sustain a climate in which Non-Government Schools remain pre-eminent in early childhood care and education, primary and secondary education;
- 3.3 represent in a professional and credible manner the interests of Non-Government Schools where they have a collective interest in:
 - 3.3.1 education and care services;
 - 3.3.2 human resource management and industrial relations;
 - 3.3.3 government policy and regulation;
 - 3.3.4 public opinion; and
 - 3.3.5 other issues as determined by the Board
- 3.4 promote and protect the interests of the Association and promote and assist Members to carry out their common extramural responsibilities by:
 - 3.4.1 promoting mutual understanding, co-operation and ethical behaviour among the Members;
 - 3.4.2 providing professional development and advice to Members;

3. PURPOSE AND OBJECTS:

- 3.4.3 representing and acting on behalf of Members in relation to governments, government authorities and political parties and providing representation on educational bodies;
 - 3.4.4 representing and promoting the interests of Non-Government Schools in the media and to the community;
 - 3.4.5 providing leadership and guidance on a wide range of curriculum initiatives and policies;
 - 3.4.6 researching and disseminating information for the benefit of Members;
 - 3.4.7 acting as a consultant upon the request of a Member or Members;
 - 3.4.8 facilitating co-operative working relationships with other sectors of education and care at State and National levels; and
 - 3.4.9 providing mutual support for the Heads of Non-Government Schools and their Governing Bodies.
- 3.5 promote and protect the interests of its Members in or in relation to employment or industrial matters or disputes by:
- 3.5.1 prosecuting or defending applications or proceedings before any court, tribunal or agency;
 - 3.5.2 ensuring that Members are adequately and properly represented in negotiations with employees, their representatives and other persons or organisations, and in proceedings of any court or tribunal;
 - 3.5.3 safeguarding the interests of its Members by all lawful means in their regular business or such ancillary activities in which they are engaged;
 - 3.5.4 ensuring that Members receive information as to the correct interpretation of the provisions of any legislation, awards, agreements, contracts or other arrangements relating to the employment of persons employed by Members;
 - 3.5.5 carrying out research and ensuring the dissemination of necessary information to Members;

5. ADMISSION OF MEMBERS:

- 3.5.6 doing all things as a registered organisation of employers as authorised by the *Fair Work (Registered Organisations) Act 2009 (Cth) (the Act)*, any regulations or orders made pursuant to that Act, or equivalent legislation; and
- 3.6 do all such other things as are incidental to or conducive to the furtherance of these objects or any of them.

4. MEMBERSHIP

The Association will consist of an unlimited number of Non-Government South Australian registered schools conducted by persons, partnerships, bodies corporate or unincorporated.

5. ADMISSION OF MEMBERS:

- 5.1. The persons, partnerships, 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 person, partnership, body corporate or unincorporated which complies with the requirements for membership set out in Rule 4 may make application for admission to membership.
- 5.3. Upon receipt of an application for membership the Association must inform the applicant in writing of:
 - 5.3.1. the financial obligations arising from membership; and
 - 5.3.2. the circumstances and the manner in which a Member may resign from the Association.
- 5.4. 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.
- 5.5. 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.

7. RESIGNATION OF MEMBER:

- 5.6. Upon receipt of an application in writing the Chief Executive must make such inquiries regarding the applicant as the Board may from time to time direct and must place the application together with their report of the result of their inquiries before the first meeting of the Board occurring after the completion of those inquiries.
- 5.7. 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 3 months.
- 5.8. Where an application for membership is approved by the Board, the Chief Executive 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.
- 5.9. This Rule will be read as being subject to the requirements and limitations imposed by sub-sections (4) and (5) of section 166 of the Act, or any equivalent provisions that may be enacted.

6. REPRESENTATION OF MEMBERS:

- 6.1. Each Member will be represented by its Principal and another nominee as determined by the Member. These individuals will hereafter be referred to as Representatives for the purposes of these Rules. The Representatives will have all the rights of the Member and do all things in the name of the Member as if the Representatives were the Member.
- 6.2. The Representatives 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. A person(s) nominated as a Representative(s) may be removed by a Member by giving written notice to the Association. The Member must substitute the removal of its Representative(s) by nominating another person or persons as its Representative(s).

7. RESIGNATION OF MEMBER:

- 7.1. A Member may resign from membership of the Association by providing written notice to the Chief Executive.
- 7.2. A notice of resignation takes effect:
 - 7.2.1. where the Member ceases to be eligible to be a Member of the Association, on the later of:
 - (a) the day on which the notice is received by the Association, and

8. CESSATION AND TERMINATION OF MEMBERSHIP:

- (b) the day specified in the notice, being a day not earlier than the day on which the Member ceases to be eligible; or
- 7.2.2. in any other case, on the later of:
 - (a) the expiration of 2 weeks after the notice is received by the Association, and
 - (b) the day specified in the notice.
- 7.3. All annual subscriptions, fees for services 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. CESSATION AND 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.
- 8.2. Upon becoming aware of any such event, the Chief Executive 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 ceases to be a Non-Government registered school;
 - 8.3.2. 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;
 - 8.3.3. if a Member has engaged in conduct which the Board considers gross misconduct or misbehaviour;
 - 8.3.4. if a Member does not observe and comply with the laws of the Commonwealth or State;
 - 8.3.5. if a Member refuses to abide by a resolution of the Board;
 - 8.3.6. if the Member fails to pay outstanding membership subscriptions, fees for services or levies for more than one month after receipt of notice that the Member is deemed to be unfinancial under Rules 26.1 and 26.2
 - 8.3.7. if the Member is a natural person who is of general bad character, or

9. BOARD POSITIONS, POWERS AND DUTIES:

- 8.3.8. if the constituent documents of a body corporate or unincorporated body are inconsistent with the purposes for which the Association was formed.
- 8.4. Immediately upon becoming aware of the happening of any of the events mentioned in Rule 8.3, the Chief Executive 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. The Board must not terminate the membership of a Member or determine that their membership has ceased unless the Board has given the Member:
 - 8.5.1. reasonable notice that the Board is considering terminating their membership or determining that their membership has ceased;
 - 8.5.2. the reasons for so considering, in sufficient detail so as to allow the Member to address those reasons; and
 - 8.5.3. a reasonable opportunity to respond to the reasons, whether in writing or in person at a Board meeting.

9. BOARD POSITIONS, POWERS AND DUTIES:

- 9.1. The Board will consist of the following members:
 - 9.1.1 four (4) Principals comprising:
 - (a) one (1) from a Primary only School;
 - (b) one (1) from a Secondary or R-12 School; and
 - (c) two (2) from any Member School; and
 - 9.1.2 four (4) Governors; and
 - 9.1.3 one (1) person who is employed by a Member as a Bursar, Business Manager or Administrator, and
 - 9.1.4 up to four (4) other persons.
- 9.2 Any Board Member who completes 12 consecutive years is not eligible to stand for re-election as a Board Member during the 3 subsequent years.
- 9.3 Subject to the provisions of Rule 27, the management of the Association will be vested in the Board and all cash in hand, cash at the bank, and all other real and personal property belonging to the Association will be under the control of the Board.

10. OFFICE BEARERS AND EXECUTIVE COMMITTEE POSITIONS, POWERS AND DUTIES:

- 9.4 The management of the business and control of the Association, subject to any decision of Members in a 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.
- 9.5 Without limiting the scope of sub-Rule 9.4, the Board may declare a Code of Conduct setting ethical standards for the conduct of Members in relation to any matter in which the Association has a legitimate interest, including without limitation the treatment of other Members. The Board may at any time in its discretion vary or rescind such a Code.
- 9.6 Within six months after the end of each Financial Year, an annual audited financial report for that year that has been prepared in accordance with the Act or equivalent legislation must be presented to a meeting of the Board for its consideration.
- 9.7 In the absence of the Chair or the Chief Executive the Board may appoint any person to act in their stead to execute any agreement, deed or document as provided by Rule 30.
- 9.8 The Board is to exercise the powers, referred to above, subject to the direction and control of the Association in Annual General or Special General Meeting.

10. OFFICE BEARERS AND EXECUTIVE COMMITTEE POSITIONS, POWERS AND DUTIES:

10.1 Office-bearers

- 10.1.1. The Office-bearers of the Association must each be a member of the Board.
- 10.1.2 The Office-bearers will comprise a Chair and Deputy Chair.
- 10.1.3 Collectively the Office-bearers will 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 Chair will call meetings of the Executive Committee. The Executive Committee may co-opt additional Board Members to the Committee.

10.2. Chair

- 10.2.1. The Chair will be the Association's Chief Officer and will preside as Chair at all meetings of the Association and the Board whether special or otherwise. The Chair has the authority usually vested in the Chair of any meeting. The Chair must keep order and direct the manner of debate upon all questions introduced and determine what questions will be discussed and in what order questions will be introduced. The Chair has the right to vote on all questions and where

10. OFFICE BEARERS AND EXECUTIVE COMMITTEE POSITIONS, POWERS AND DUTIES:

voting is equal may exercise their right to a casting vote by declaring the result of the voting.

10.2.2 Subject to Rule 9.4 the Chair of the Association has overall responsibility for the Association's accounts and finance and must certify the Association's Balance Sheet and Financial Statement as required by the Board and such other financial returns as may be required by law.

10.2.3 The Chair has subject to Rule 21.4 the power to cause any meeting of the Association, its Board and its Committees to be convened. The Chair may adjourn meetings and appoint other dates for meetings.

10.2.4. The Chair will direct the Chief Executive. The Chair may delegate their authority to the Deputy Chair. The Chair must carry out such additional duties as may be delegated to them by the Board or an Annual General or Special General Meeting of the Association.

10.3. Deputy Chair

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

10.4 Vacancy

The office of the Chair or Deputy Chair becomes vacant during their term if the person occupying that office:

10.4.1. dies; or

10.4.2. resigns their office by notice in writing to the Chief Executive.

10.5. Filling of Vacancies

Where a vacancy occurs in the office of Chair or Deputy Chair for any reason, including but not limited to death, resignation or removal:

10.5.1 the Board must fill the vacancy with a Board member; and

10.5.2 a person appointed to fill a vacancy under this sub-Rule will hold office only for the unexpired part of the original term of office which became vacant.

12. ROTATIONAL TERMS FOR BOARD MEMBERS – TRANSITIONAL PROVISIONS AND ELECTIONS FOR FOURTH GROUP OF BOARD MEMBERS:

11. TENURE OF BOARD MEMBERS AND OFFICE BEARERS:

- 11.1. Subject to Rules 10.4, 10.5 and 15, all Board members will serve for a period of 3 years, being a period commencing when their election is declared, and ending at the third Annual General Meeting held after that date.
- 11.2. Subject to Rules 10.5, 13 and 15, the Office-bearers will each hold office for a period of 1 year. Any Office-bearer who completes 3 consecutive years in that office is not eligible to stand for re-election during the 3 subsequent years.
- 11.3 The Office-bearers and other Board Members will be eligible for re-election or reappointment except as provided in Rule 9.2 and this Rule 11.

12. ROTATIONAL TERMS FOR BOARD MEMBERS – TRANSITIONAL PROVISIONS AND ELECTIONS FOR FOURTH GROUP OF BOARD MEMBERS:

- 12.1 Elected Board positions are divided into groups by the Board.
- 12.2 As at the date of approval of these Rules by the Fair Work Commission, incumbent Board Members will continue to serve their 3 year term as follows:
 - (a) members of Group 1 will have terms that end before the 2018 Annual General Meeting, and thereafter their terms will end every 3 years;
 - (b) members of Group 2 will have terms that end before the 2019 Annual General Meeting, and thereafter their terms will end every 3 years; and
 - (c) members of Group 3 will have terms that end before the 2017 Annual General Meeting and thereafter their terms will end every 3 years.
- 12.3 Elections for Board positions outlined in 9.1.4 of these Rules (hereinafter referred to as the Fourth Group) will be held on a date to be fixed by the Board, but within a period of 6 months after the date on which the Fair Work Commission approves the amendments to these Rules.
- 12.4 The members elected to fill the Fourth Group will have terms that end at the 2019 AGM, and thereafter, their terms will end every 3 years.

13. ELECTIONS: APPOINTMENT OF BOARD, OFFICE-BEARERS AND EXECUTIVE COMMITTEE:

13. ELECTIONS: APPOINTMENT OF BOARD, OFFICE-BEARERS AND EXECUTIVE COMMITTEE:

- 13.1. The Board must be elected by Members.
- 13.2 Unless an exemption is granted pursuant to the Act, each election for an office will be conducted by the Australian Electoral Commission (AEC).
- 13.3 Where an election is conducted by the AEC, the electoral official will conduct the election as if the official was the Returning Officer appointed pursuant to Rule 14.1.
- 13.4 Office-bearers must be elected in accordance with Rules 13 and 14 (inclusive), with the exception of the following:
 - (a) the Returning Officer must call for nominations 14 days prior to the first meeting of the Board following the Annual General Meeting;
 - (b) voting for all Office-bearer positions (if a vote is required) will occur at the meeting referred to in Rule 13.4(a) above by a secret ballot;
 - (c) any ballot must be conducted so that the ballot for the highest office in the hierarchical order is completed first before the ballot for the next highest office is conducted. The Returning Officer must conduct each ballot in sequence in descending order. Once a candidate is successful in a ballot, the candidate is excluded from any subsequent ballots. The hierarchical order will be (in descending order):
 - (i) Chair; and
 - (ii) Deputy Chair.
 - (d) Board Members who will be absent from the meeting referred to in Rule 13.4(a) may vote by proxy. The proxy shall be another Board Member in attendance at the meeting. The proxy must be appointed in writing, signed by the voting Board Member appointing the proxy and delivered to the Returning Officer prior to the time for the closing of nominations.
- 13.5 In respect of the election of the person pursuant to Rule 9.1.3, persons employed as Bursars, Business Managers or Administrators of each Member will form the electorate for this position, provided that the Member has delegated to these persons the right to vote for this position.
- 13.6 Elections for Board member positions whose terms of office are due to expire will take place prior to the Annual General Meeting.

14. RETURNING OFFICER:

- 14.1 The AEC will appoint a Returning Officer as permitted in accordance with the Act. The Returning Officer must not be a holder of any office of the Association, an employee of the Association or a candidate at the election.
- 14.2 The Returning Officer is responsible for the conduct of the election.

13. ELECTIONS: APPOINTMENT OF BOARD, OFFICE-BEARERS AND EXECUTIVE COMMITTEE:

- 14.3 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.
- 14.4 The Returning Officer must commence the election process at least 6 weeks before the Annual General Meeting in each year in which elections for members of the Board are to be conducted.
- 14.5 The Returning Officer must call for nominations for Board positions by providing a nomination form to the contact person of each financial Member.
- 14.6 In respect of the Board positions in Rule 9.1.4, the following provisions apply:
- 14.6.1 the Returning Officer must call for nominations by requiring the Association to post a nomination form on its website. Each candidate shall be entitled to, within five working days of the time fixed in accordance with these Rules for the close of nominations, submit to the Returning Officer a CV, Expression of Interest, photograph of the candidate and an endorsement from an existing Board Member in support of the candidature.
- 14.6.2 The Expression of Interest shall not exceed two hundred words. The Returning Officer shall reject any nomination which does not comply with this Rule and may reject any nomination which may be defamatory or in breach of the law. A candidate whose nomination is rejected shall be given not more than ten days from the close of nominations to supply a replacement nomination that complies with this Rule and remedies the defect.
- 14.6.3 The Returning Officer shall arrange the printing of the nomination in support of each candidate. The Returning Officer will include with the ballot paper delivered to each voter a copy of the nomination printed in relation to each candidate.
- 14.7 Upon calling for nominations if the Returning Officer finds any subsequent nomination to be defective they must notify the candidate of the defect and give the candidate the opportunity of remedying the defect within a period of at least 7 days.
- 14.8 If only the required number of valid nominations to fill the vacancies have been received then the Returning Officer must declare the person or persons so nominated elected unopposed to the position for which they were nominated.
- 14.9 If a Member who is entitled to vote at any election held under these Rules is absent from their usual address during a ballot, such Member may request that the Returning Officer send a ballot paper to them at an address which they nominate, and the Returning Officer must do so.
- 14.10 If more than the number of nominations required to fill any office is received an election will take place by a secret ballot which will consist of a postal vote of financial Members. The roll of voters for any ballot is to be closed 7 days before the day on which nominations for election open.

13. ELECTIONS: APPOINTMENT OF BOARD, OFFICE-BEARERS AND EXECUTIVE COMMITTEE:

14.11 The Returning Officer is required to perform the following functions:

- (a) inspect the nomination of candidates and satisfy themselves that such nominations are regular and valid;
- (b) permit a person to be appointed by each candidate as their Scrutineer of the conduct of the election process;
- (c) prepare or cause to be prepared the required number of ballot papers including the details of the duly nominated candidates in alphabetical order; and
- (d) within 14 days of the close of nominations forward by prepaid post to each financial Member of the Association one ballot paper which the Returning Officer must have previously initialled together with a declaration envelope and a prepaid envelope in accordance with the requirements of the Act or equivalent legislation.
- (e) include with each ballot paper instructions for the election including notification:
 - (i) of the closing date for receipt of the returned ballot papers, which must be no later than 28 days after the closing of nominations;
 - (ii) that the method of voting will be by placing a mark in the space next to the name/s of the candidate/s for whom the elector wish to vote;
 - (iii) that the candidate/s with the highest number of votes will be elected;
 - (iv) that if two or more candidates each receive the same number of votes the Returning Officer will decide by a lot which candidate is to be elected; and
 - (v) that a ballot paper will be informal if marked other than in accordance with this Rule.

14.12 The Returning Officer must hire or otherwise arrange for a post box or other acceptable means to which ballot papers may be forwarded and arrange so far as practicable that access to the ballot papers is limited to the Returning Officer.

14.13 After the closing date and in the presence of the appointed Scrutineer(s), the Returning Officer must:

- (a) collect all envelopes containing the ballot papers;
- (b) mark off the roll of voters the names of voters who have returned a ballot paper, ensuring that each Member has only voted once;
- (c) ensure that no votes are cast except by Members who are eligible to vote; and
- (d) count the votes for each of the candidates.

14.14 The Returning Officer must advise the Chair of the outcome of the election.

14.15 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.

15. BOARD VACANCIES:

14.16 The decision of the Returning Officer 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.

14.17 The scrutineers must do all things necessary to ensure that the conduct of the election conforms to these Rules and that the secrecy of the ballot is observed.

14.18 Scrutineers will be entitled to observe:

- (a) the posting of nomination forms;
- (b) the form and distribution of ballot forms;
- (c) the collection of ballot forms on their return;
- (d) crossing off the roll of voters the names of those Members who have returned ballot papers;
- (e) the admission and counting of votes;
- (f) the conduct of the determination of the election; and
- (g) the declaration of the ballot.

15. BOARD VACANCIES:

15.1. The office of any Board member becomes vacant if the person:

15.1.1 dies; or

15.1.2 resigns their office by notice in writing to the Chief Executive.

15.2. Removal of Board Members

A Board member may be removed from office by a majority decision of the Board if, and only if, the Board member;

15.2.1 has been found guilty of misappropriation of the funds of the Association; or

15.2.2 has been found guilty of a substantial breach of these Rules; or

15.2.3 has been found guilty of gross misbehaviour or gross neglect of duty; or

16. BOARD MEETINGS:

15.2.4 has ceased to be eligible to be a Board member of the Association under these Rules.

15.3 If the Board is considering removal of a Board member under this Rule, that Board Member must be provided with reasonable notice of the time and place of any hearing that is to be conducted, and of any action that the Board intends to take. The Board Member must also be provided with notice of the matters alleged, with sufficient detail to enable them to understand the case that has to be met and a reasonable opportunity to prepare a response and be heard in their own defence. The Board may, by special resolution, require the Board Member subject to an investigation, to be excluded from Board meetings that are held to discuss the allegations, response and determination. A Board member removed from the Board may require the Chief Executive to convene a Special General Meeting of the Association and the Board member will have the right to appeal to that meeting against their removal as a Board member. In the event of the appeal being upheld the Special General Meeting may order reinstatement of the Board member to the Board on such conditions as it considers the circumstances warrant.

15.4. Filling of Board Vacancies

Where a vacancy occurs in the Board under these Rules for any reason, including but not limited to death, resignation or removal the Board must take reasonable steps to fill vacancies as follows:

15.4.1 if the unexpired part of the term of office is 27 months or less, by the appointment by the Board of another eligible person not being a Board Member;

15.4.2 if the unexpired portion of the term of office is more than 27 months, the Returning Officer must conduct an election in accordance with Rule 13.1 so as to ensure that the vacant Board position is filled by a person who is eligible to hold that position in accordance with Rule 9.1.

15.4.3 a person appointed or elected to fill a vacancy under this sub-Rule will hold office only for the unexpired part of the original term of office which became vacant.

16. BOARD MEETINGS:

16.1. All votes will be taken by a show of hands of all Board members present and decided by simple majority provided that the Chair 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. The Board Members need not all be physically present in the same place for a meeting of the Board to be held. A meeting of the Board may be held by the Board Members communicating with each other by any technological means consented to by all of the Board Members. The consent may be a standing one. A member of the Board who participates in a meeting held in accordance with this Rule is taken to be present and entitled to vote at the meeting.

17. STANDING COMMITTEES:

- 16.2. A quorum of the Board is not less than 6 Board Members.
- 16.3. During the absence of the Chair from any meeting properly called and notified to all Board Members, the Deputy Chair must act as Chair of that meeting. In the event of the Chair and Deputy Chair both being absent, the Board Members present at the meeting must elect a Chair from within their own number.
- 16.4. The Board must meet not less than 3 times in every year and due notice of each meeting must be given by the Chief Executive to each Board Member on the instructions of the Chair fixing the time, date and place of the Meeting. An accidental omission to send a notice of meeting of the Board to a Board Member or the non-receipt of the notice by any Board Member does not invalidate the proceedings, or any resolution passed, at the meeting.

17. STANDING COMMITTEES:

- 17.1. The Board may appoint Standing Committees as it deems fit to investigate or report or deal with matters as referred to them by the Board, provided that such Standing Committees act in an advisory role only and do not have power to manage the affairs, determine policy, make, alter or rescind Rules or enforce the Rules of the Association.
 - 17.1.1 Each of the Standing Committees will consist of persons as the Board may from time to time decide.
 - 17.1.2 The Chief Executive of the Association or their nominee will be the Secretary of every Committee.
 - 17.1.3 Unless otherwise arranged by each Standing Committee, a quorum for any Committee Meeting is one half 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 of the uneven number.
 - 17.1.4 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 their stead.
 - 17.1.5 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.

19. SPECIAL GENERAL MEETING:

18. ANNUAL GENERAL MEETING:

- 18.1. An Annual General Meeting of Members will take place between 1st January and 30th June of each year. At this meeting, a report on the financial position of the Association will be presented, together with a Chair's Report.
- 18.2. Other business as the Board may refer to this meeting will 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 sub-Rule 18.5.
- 18.3. The Chief Executive must convene the Annual General Meeting of the Association by notice in writing to all Members specifying the date, time and place and the business to be transacted at the meeting. This notice must be given a minimum of 21 days prior to the Annual General Meeting.
- 18.4. 20 voting Representatives of financial Members of the Association will form a quorum at the Annual General Meeting.
- 18.5. Notwithstanding the provisions of Rule 18.2 and 18.3 any Member may also submit items of business for consideration at the Annual General Meeting provided that business is submitted in writing to the Chief Executive not less than 24 hours prior to the commencement of the Annual General Meeting.

19. SPECIAL GENERAL MEETING:

- 19.1. 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 21 days prior to the Special General Meeting.
- 19.2. A Special General Meeting of the Association may be called by requisition of 5% of the Members of the Association presented in writing to the Chief Executive specifying the subject matter to be discussed at the Special General Meeting. That subject matter may, without limitation, include giving Members the opportunity to consider the annual audited financial report for the preceding Financial Year that has been prepared in accordance with the Act or equivalent legislation.
- 19.3. Upon receipt of such requisition, the Chief Executive 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 7 days of the receipt of the requisition of that time, date and place and the business to be discussed.

21. CHIEF EXECUTIVE:

- 19.4. Only that business which is set forth in the notice of meeting can be discussed and dealt with at the Special General Meeting.
- 19.5. 20 voting Representatives of financial Members of the Association will form a quorum at a Special General Meeting.

20. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS:

- 20.1. Except as otherwise provided by these Rules, every question submitted to a General 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 General 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 Chair 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.
- 20.2. If a poll is demanded it must be taken in such manner and at such time and place as the General Meeting declares and either at once or after an interval or adjournment or otherwise, and the result of the poll will be deemed to be the resolution of the General Meeting at which the poll was demanded. The demand for a poll may be withdrawn.
- 20.3. When a poll is held each Member is entitled to one vote.
- 20.4. In the case of an equality of votes the Chair will on a show of hands and at a poll have a casting vote in addition to the vote to which they may be entitled as a voting Representative of a Member.
- 20.5. A financial Member through its Representatives is entitled to be present at and to vote on any question at any General Meeting or upon a poll or ballot or be reckoned in a quorum.
- 20.6. Voting by proxy is permitted at any General Meeting. A Representative member must appoint a proxy in a form determined by the Board.
- 20.7. A proxy instrument will be deemed to confer authority to demand or join in demanding a poll.

21. CHIEF EXECUTIVE:

- 21.1. The Board must appoint a person to the position of Chief Executive. The Chief Executive will be an employee of the Association.

21. CHIEF EXECUTIVE:

- 21.2. The Chief Executive will be responsible to the Board but will act entirely under the direction of the Chair, or in the absence of that Office-bearer, then the Office-bearer so acting. The Chair will have power to suspend the Chief Executive 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.
- 21.3. The Chief Executive will be the Public Officer of the Association for all such purposes as may be required, and will be nominated by it to sue or be sued or to issue or accept legal proceedings on behalf of the Association.
- 21.4. Without limiting the authority of the Chair under Rule 10.2.3, the Chief Executive has the overall responsibility of convening or causing to be convened all meetings of the Association, the Board and Committees. They must keep or cause to be kept a faithful record of the business transacted at all meetings of the Association, its Board and Committees. They must 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. They must conduct correspondence on behalf of the Association and except as directed by the Chair; that correspondence will be conducted in their name.
- 21.5. The Chief Executive must prepare and furnish or cause to be prepared and furnished by the appropriate office holder as required by the Act or equivalent legislation all notices and returns required by law to be given by or on behalf of the Association.
- 21.6. The Chief Executive will, subject to the direction of the Board, engage and terminate the staff of the Association and will have full charge and management of the Association's staff.
- 21.7. The Chief Executive 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, a prosecution or complaint in any court, tribunal or other body as may be established under any law of the Commonwealth or the State of South Australia.
- 21.8. The Chief Executive must carry out such other duties as may be required by these Rules or as directed by the Board from time to time.
- 21.9. During the temporary absence of the Chief Executive the Deputy Chief Executive of the Association must assume the authority and fulfil the duties of the Chief Executive upon authorisation by the Chair or, in the event of the Chair not being available, an Office-bearer.
- 21.10. The Chair in consultation with Board Members may terminate the employment of the Chief Executive where a majority resolution is passed by the Board, declaring that the Chief Executive has not performed the duties to the satisfaction of the Board.

25. FEES AND LEVIES:

21.11. Unless specified otherwise in these Rules, the Chief Executive is the person to whom must be directed all notices, applications and correspondence required or provided for under these Rules.

22. RECORDS:

The Chief Executive must cause to be kept:

- 22.1 a register of Members of the Association showing the name and postal address of each Member;
- 22.2 a list of the names and postal addresses and occupation of the persons holding offices in the Association;
- 22.3 accounts in proper form of the receipts, payments funds and effects of the Association; and
- 22.4 such other records as are prescribed or required to be kept by direction of the Board, Executive Committee or by law.

23. FINANCIAL YEAR:

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.

24. ANNUAL SUBSCRIPTION:

- 24.1 The Association's annual subscription is determined by the Board before 30th November of each year.
- 24.2. Each Member of the Association must pay, on receipt of an invoice issued by the Association, the annual subscription due.

25. FEES AND LEVIES:

- 25.1. Members may be required to pay fees for specific services as laid down by the Board from time to time.
- 25.2. Upon the authority of a resolution of Representatives 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

27. USE AND CONTROL OF FUNDS:

contribution will be due and payable within 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.

26. ARREARS AND DEBTS:

- 26.1. Annual subscriptions will be deemed to be in arrears if not paid within 60 days of the date of their becoming due, and if they remain unpaid after 60 days of the due date then the Member will be deemed to be unfinancial.
- 26.2. 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 2 calendar months the Member will be deemed to be unfinancial.
- 26.3. 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.
- 26.4. 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.
- 26.5. 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.
- 26.6. The Board has discretionary power to waive either or all of the Rules 26.3 and 26.4 in respect of any particular Member of the Association.

27. USE AND CONTROL OF FUNDS:

- 27.1. 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.
- 27.2. Any loan, grant or donation exceeding \$1,000 may be made only after approval of the Board and, such approval may only be granted if the Board has satisfied itself:-

28. AUDITORS:

- 27.2.1 that the making of such loan, grant or donation is in accordance with the requirements of all the Rules of the Association; and
- 27.2.2 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.
- 27.3. 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.
- 27.4. 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.
- 27.5. 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.
- 27.6. 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, to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

28. AUDITORS:

- 28.1. One or more auditor or auditors having the qualifications prescribed from time to time by the Act or equivalent legislation must be appointed by the Association at its Annual General Meeting.
- 28.2. 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.
- 28.3. The auditor or auditors must audit the yearly accounts of the Association prior to such accounts being presented to the Board and the auditor or auditors must report on correctness or otherwise of the yearly accounts
- 28.4. An auditor holds office from the time of their appointment until the next Annual General Meeting of the Association, unless they retire. The Board may fill any casual vacancy occurring in the office of the auditor.
- 28.5. A retiring auditor is eligible for reappointment.

32. INDEMNITY:

29. SEAL:

The common seal of the Association must be in the custody of the Chief Executive and may not be affixed to any document except as authorised by the Board.

30. AUTHORITY TO EXECUTE DOCUMENTS:

30.1. Industrial agreements 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:

30.1.1 any industrial agreement or other instrument, document or writing not required by law to be under the seal of the Association may be executed by the Chief Executive.

30.1.2 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 29.

31. ALTERATION OF RULES:

31.1. 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 30 days' notice has been given of the alterations, additions, amendments, rescissions and new Rules on a vote in favour by two-thirds of those present or by proxy, pursuant to Rule 20.1

31.2. The name of the Association or the eligibility rules of the Association may alter where the change is approved pursuant to sub-Rule 31.1 above.

32. INDEMNITY:

Every Office-bearer, Member, Chief Executive and other employee of the Association will be indemnified by the Association against all costs, losses, charges and expenses which any such Office-bearer, Member, Chief Executive or other employee incurs or becomes liable for by reason of any contract entered into, or act or deed done by them as such Office-bearer, Member, Chief Executive or other employee in the discharge of their duties, in accordance with these Rules, and any such Office-bearer, Member, or Members, Chief Executive or other employee entitled to such indemnity will on the establishment of their claim for the indemnity have a lien on the property of the Association for the amount of the indemnity.

33. WINDING UP:

33.1. Upon providing a minimum of 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.

33.2. 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) must be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

34. RESOLUTION OF DISPUTES:

All disputes between the Association and its Members arising out of the interpretation or application of these Rules will be resolved in accordance with the provisions of the Act or equivalent legislation.

35. NOTIFICATION OF INDUSTRIAL DISPUTES:

The Chief Executive will have the authority to give notification to the Fair Work Commission or any equivalent body of any industrial dispute in which the Association or any of its Members are interested or involved.

36. ASSOCIATION POLICIES AND PROCEDURES:

The Association must develop and implement policies and procedures relating to the expenditure of the Association.

37. DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS:

37.1. Each Officer of the Association must disclose to the Association any Remuneration paid to the Officer:

37.1.1. because the Officer is a member of any external board or committee (however described), if:

(a) the Officer is a member of the external board or committee only because the Officer is an Officer of the Association; or

38. DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTEREST:

- (b) the Officer was nominated for the position as a member of the external board or committee by the Association or by a Peak Council; or

37.1.2. by any Related Party of the Association in connection with the performance of the Officers' duties as an Officer.

37.2. The disclosure required by Rule 37.1 must be made to the Association:

37.2.1. as soon as practicable after the Remuneration is paid to the Officer; and

37.2.2. in writing.

37.3. The Association must disclose to the members of the Association:

37.3.1. the identity of the Officers who are the five highest paid in terms of Relevant Remuneration for the Disclosure Period, and

37.3.2. for those Officers:

- (a) a band, which may be up to \$100,000 wide, in which each of the Officer's Relevant Remuneration falls; and

- (b) either the value of the Officers' Relevant Non-Cash Benefits, or the form of the Officers' Relevant Non-Cash Benefits, for the Disclosure Period.

37.4. For the purposes of Rule 37.3, the disclosure shall be made:

37.4.1. in relation to each Financial Year;

37.4.2. within six months after the end of the Financial Year; and

37.4.3. in writing.

38. DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTEREST:

38.1. Each Officer of the Association must disclose to the Association any Material Personal Interest in a matter that:

38.1.1. the Officer has or acquires; or

39. DISCLOSURE BY ASSOCIATION OF PAYMENTS:

38.1.2. a relative of the Officer has or acquires;

that relates to the affairs of the Association.

38.2. The disclosure required by Rule 38.1 must be made to the Association:

38.2.1. as soon as practicable after the interest is acquired; and

38.2.2. in writing.

38.3. The Association must disclose to the members of the Association any interests disclosed to the Association pursuant to Rule 38.1.

38.4. For the purposes of Rule 38.3, the disclosures must be made:

38.4.1. in relation to each Financial Year;

38.4.2. within six months after the end of the Financial Year; and

38.4.3. in writing.

39. DISCLOSURE BY ASSOCIATION OF PAYMENTS:

39.1. The Association must disclose to the Members of the Association either:

39.1.1. each payment made by the Association during the Disclosure Period:

(a) to a Related Party of the Association; or

(b) to a Declared Person or Body of the Association; or

39.1.2. the total of the payments made by the Association during the Disclosure Period;

(a) to each Related Party of the Association; or

(b) to each Declared Person or Body of the Association.

41. INTERPRETATION AND DEFINITIONS:

- 39.2. Rule 39.1 does not apply to a payment made to a Related Party if:
- 39.2.1. the Related Party is an Officer of the Association; and
 - 39.2.2. the payment:
 - (a) consists of remuneration paid to the Officer by the Association; or
 - (b) is reimbursement for expenses reasonably incurred by the Officer in performing the Officer's duties.
- 39.3. Rule 39.1 does not apply to a payment made to a Related Party if the payment consists of amounts deducted by the Association from remuneration payable to Officers or employees of the Association.
- 39.4. For the purposes of Rule 39.1, the disclosures must be made;
- 39.4.1. in relation to each Financial Year;
 - 39.4.2. within six months after the end of the Financial Year; and
 - 39.4.3. in writing.

40. TRAINING:

- 40.1. Within six months after beginning to hold an office, each Officer of the Association whose duties include financial duties must complete training that has been approved by the General Manager of the Fair Work Commission under section 154C of the Act and covers each of the Officer's financial duties.

41. INTERPRETATION AND DEFINITIONS:

In these Rules unless the contrary intention appears:

- 41.1. "Declared Person or Body": is defined by section 148(5) of the Act as:
- 41.1.1. an Officer of the Association has disclosed a material personal interest under Rule 38.1; and
 - 41.1.2. the interest relates to, or is in, the person or body; and

41. INTERPRETATION AND DEFINITIONS:

- 41.1.3. the Officer has not notified the Association that the Officer no longer has the interest.
- 41.2. "Disclosure Period" means the Financial Year as defined in Rule 23 unless a shorter period is specified.
- 41.3. "Financial Duties" includes duties that relate to the financial management of the Association.
- 41.4. "Financial Year" has the meaning defined in Rule 23.
- 41.5. "General Manager" means the General Manager of the Fair Work Commission.
- 41.6. "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 governance of that school.
- 41.7. "Governor" in relation to a school means an officer of the Council, Board, corporate body of trustees, office 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 governance of that school.
- 41.8. "Junior School" means that part of an R – 12 school conducting courses of primary school study.
- 41.9 "Member" means a Non-Government South Australian registered school whose application for membership has been approved by the Board.
- 41.10. "Non-Cash Benefit" means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.
- 41.11. "Non-Government education" means the provision of courses of study in any of the years Reception to year 12, other than that provided by a Government Department of Education (or equivalent) or any other government authority.
- 41.12. "Non-Government School" means any non-government primary, secondary or R – 12 registered 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.
- 41.13. "Office" has the same meaning as defined by section 9 of the Act.

41. INTERPRETATION AND DEFINITIONS:

- 41.14. "Officer" has the same meaning as defined by section 6 of the Act.
- 41.15. "Peak Council" has the same meaning as defined by section 6 of the Act.
- 41.16. "Principal" means the person for the time being designated by the Governing Body of a school as the Principal of the school (however named) and includes a person designated as acting in the capacity during the absence or incapacity of the Principal.
- 41.17. "Primary School" means a school conducting courses of primary school study as defined by the State government of South Australia from time to time.
- 41.18. "R-12" means a school conducting courses of study that include both primary and secondary years of study.
- 41.19. "Registered School" means any school registered pursuant to the *Education and Early Childhood Services (Registration and Standards) Act 2011* (SA) or equivalent legislation.
- 41.20. "Related Party" has the same meaning as defined by section 9B of the Fair Work (Registered Organisations) Act 2009.
- 41.21. "Relevant Non-Cash Benefits" in relation to an Officer of the Association for a Disclosure Period means the Non-Cash Benefits provided to the Officer, at any time during the Disclosure Period, in connection with the performance of the Officer's duties as an Officer, by the Association or by a Related Party of the Association.
- 41.22. "Relevant Remuneration" in relation to an Officer of the Association for a Disclosure Period is the sum of the following:
- 41.22.1. any Remuneration disclosed to the Association by the Officer under Rule 37.1 during the Disclosure Period; and
 - 41.22.2. any Remuneration paid during the Disclosure Period to the Officer of the Association by the Association.
- 41.23. "Relative" in relation to a person, means:
- 41.23.1. parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or
 - 41.23.2. the spouse of the first mentioned person and includes a de facto partner of the person.

41. INTERPRETATION AND DEFINITIONS:

41.24. "Remuneration" includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but does not include a Non-Cash Benefit; and does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the Officer carrying out his or her duties.

41.25. "Secondary School" means a school conducting courses of secondary study as defined by the government of South Australia from time to time.

END OF RULES