



FAIR WORK  
COMMISSION

13 May 2016

Ms Carolyn Grantskalns  
Chief Executive Officer  
Association of Independent Schools of South Australia  
301 Unley Road  
MALVERN SA 5061

cc. Ms Sonia Albertini, Senior Legal Consultant

Dear Ms Grantskalns,

**Re: Alterations of Rules – Association of Independent Schools of South Australia - s159  
Fair Work (Registered Organisations) Act 2009 - (R2016/57)**

I refer to the above application which was lodged with the Fair Work Commission on 11 April 2016. The application included a notice of particulars of alteration to the rules of the organisation.

The alterations, with the exception of those identified in the Decision, have been certified and the Delegate's certificate is attached.

Yours sincerely

Stephen Kellett  
Senior Adviser  
Regulatory Compliance Branch



## DECISION

*Fair Work (Registered Organisations) Act 2009*  
s.159—Alteration of other rules of organisation

### **Association of Independent Schools of South Australia** (R2016/57)

MR ENRIGHT

MELBOURNE, 13 MAY 2016

*Alteration of other rules of organisation.*

[1] On 11 April 2016 the Association of Independent Schools of South Australia [‘the organisation’] lodged with the Fair Work Commission a notice and declaration setting out particulars of alterations to the rules of the organisation.

[2] The particulars set out alterations, including renumbering<sup>1</sup>, to rules 1, 2, 3, 5, 6, 7, 8, 9, 10, 11, 11A, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40 and 41 of the rules of the organisation.

[3] On 11 May 2016, the organisation gave consent under subsection 159(2) of the *Fair Work (Registered Organisations) Act 2009* (‘the Act’) for the Delegate to make various amendments to the alterations, as set out in Attachment A to this Decision, for the purpose of correcting typographical, clerical or formal errors.

[4] On the information contained in the notice, I am satisfied the alterations have been made under the rules of the organisation.

[5] There were three alterations which I found did not meet criteria about which I must be satisfied.

[6] The first was the alteration to sub-rule 7.2.1, consisting of the deletion of the words “where the Member ceases to be eligible to be a Member of the Association”. Rule 7 deals with the resignation of a member of the organisation. The current rule reflects substantively the wording of sub-section 174(2) of the Act, which sets out the various times at which a notice of resignation from membership may take effect. That sub-section distinguishes between (a) the case where a member resigns because he or she ceases to be eligible to become a member of the organisation and (b) in any other case. The alternative times at which a notice of resignation may take effect in each case are not identical. The effect of the deletion of the words “where the Member ceases to be eligible to be a Member of the Association” is, in my view, to render unclear the meaning of the words “in any other case”

---

<sup>1</sup> The provisions of rule 11A were replaced and the replacement provisions renumbered as rule 12; the provisions of rule 12 were altered and the altered provisions arranged in part as rule number 13, and in part as rule number 14; the provisions of existing rules 13 to 39 inclusive, whether or not otherwise altered, were consequently renumbered as rules 15 to 41 respectively.

applying to the second set of alternative times, and render unclear when the first set of alternative times applies. In that sense, in my view, the alteration could be said to have the effect that the rule no longer makes a provision required by the Act.

[7] The second was that part of the alteration to Rule 40<sup>2</sup>, which consisted of the deletion of the words “covers each of the Officer’s financial duties”. Rule 40 deals with the Training that is referred to in section 154D of the Act, and with the obligations of officers with financial duties with regard to it. Sub-section 154D(1)(b) explicitly provides that rules must require each officer whose duties relate to the financial management of the organisation to undertake training “that covers each of the officer’s financial duties”. That this requirement is not encompassed by the other requirement that the rules must require each such officer to undertake “training approved by the General Manager under section 154C” is evident from the fact that the two provisions are separate, and from the fact that it is conceivable that training might be approved but might not, in its application in any individual case, cover all the financial duties of that individual. Unless the wording of a rule conveys the meaning that the Act appears to require to be explicitly conveyed, then the rule cannot, in my view be said to make such provision required by the Act. The effect of the deletion of the words “covers each of the Officer’s financial duties” is, in my view, that the rule no longer makes a provision required by the Act.

[8] In both these instances, my refusal to certify means that the deleted words are retained as they appear in the equivalent clauses of the existing rules.

[9] The third alteration I find fails to meet a required criterion was the addition of new sub-paragraph 8.3.3. This sub-paragraph describes an event that is intended to permit the Board to exercise a power to terminate the membership of a member of the organisation. The relevant parts of sub-rule 8.3 provide as follows:

“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:

.....

8.3.3 If the Member has engaged in conduct which the Board considers has brought or is likely to bring the Member itself, the Association or any Member(s) of the Association into disrepute or is otherwise prejudicial to the interests of the Association or its Members or some of them.”

The sub-rule refers to “Rule 8.4”. That sub-rule provides as follows:

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 such conditions as the Board may impose.

Another sub-rule, 8.5, provides that the Board must not terminate the membership of a member unless the Board has given the member (1) notice that it is considering terminating the member’s membership, (2) the reasons for considering it in sufficient detail so as to allow the member to address the reasons, and (3) reasonable opportunity to respond to the reasons.

---

<sup>2</sup> This was numbered rule 38 in the existing rules

[10] Sub-rules 8.4 and 8.5 provide for a procedure to be followed before a decision about removing a member from membership is implemented, but they are not in question here, and do not change the character of sub-rule 8.3.3. The problem I have to consider is whether sub-rule 8.3.3 provides a reasonable basis for the exercise of power in rule 8.3 in the first place.

[11] The problem with sub-rule 8.3.3 is that it does not describe or define conduct in sufficiently clear terms that would enable a member to know with certainty what conduct that member would have to avoid. The conduct is merely expressed as that which the Board itself considers has brought, or is likely to bring, the member itself, the Association or any member into disrepute. Disrepute is not defined. There is no indication of how repute or good reputation becomes disrepute, or how it would be measured, nor whether disrepute of the member concerned is the same kind of effect or character or gravity as that of disrepute of the Association, or of another member. Moreover there is no indication of what might be considered prejudicial to the Association's interests, or to the interests of all or some of the members, or what makes conduct prejudicial.

[12] The list of cases where a Court has found disciplinary rules unreasonable, 'tyrannical' or oppressive because the misconduct or offences, acts or omissions subject to penalty were vague or uncertain is long.<sup>3</sup> For example, in *Wiseman v Professional Radio and Electronics Institute of Australasia*, the Court had to consider a rule that made the circulating of a report that the governing council considered "detrimental to the well-being" of the Institute an offence for which various penalties could be imposed, and said:

"No objective standards are laid down to describe conduct which may be detrimental to the well-being of the institute and thus there are no standards by which a member is able to decide whether his proposed activity is contrary to the provisions of r. 15. The standards, if any, are purely subjective to the members of the governing council. Further the governing council is both prosecutor and judge. The proscribed conduct is so vague and uncertain that it is impossible for a member to know in advance whether he is committing an offence or not. In this manner the rule is oppressive in the sense of its ordinary meaning of unjustly burdensome or harsh. Further the rule is unreasonable in the sense that it goes beyond what is fair or equitable."<sup>4</sup>

In *Re John Buchanek and Jones and ors*<sup>5</sup> the Court said:

"Rules which leave vague the content of offences, so that the guilt of a person charged under them depends upon the collective opinion of a domestic tribunal are likely to offend against s.196 of the Act, on the ground that they impose conditions, obligations or restrictions that are oppressive, unreasonable or unjust."

In *Wishart v Australian Builders Labourers Federation* [1960] 2 FLR, the Court considered a similar rule to sub-rule 8.3.3, being a rule where a member could be removed from membership if he had "*done any act calculated to weaken, injure or destroy the federation or*

<sup>3</sup> Cf. *Thornton v MacKay* (1946) 56 C.A.R. 561 (Cth Ct. of Arbitrn, O'Mara J.); *Kenney v Operative Painters and Decorators Union of Australia* (1955) 81 C.A.R. 166 (Cth Ct. of Arbitrn, F.C.); *Hardiman v Transport Workers Union of Australia* (1954) 80 C.A.R. 232 (Cth Ct. of Arbitrn, F.C.); *Maxwell v Boilermakers Society of Australia* (1964) 7 FLR 155 (Cth Indus. Ct. F.C.); *MacKenzie v Administrative and Clerical Officers' Association, Commonwealth Public Service* (1962) (Cth. Indus. Ct. F.C.); *Cassidy v Amalgamated Postal Workers' Union of Australia* (1967) 11 FLR 124 (Cth. Indus. Ct. F.C.); *Wiseman v Professional Radio and Electronics Institute of Australasia* (1978) FCA 31; *Cameron v. Australian Workers' Union* (1959) 2 FLR 45, at pp 84-86, in the judgment of Morgan J., and the cases cited by his Honour at p 85.

<sup>4</sup> *Wiseman, op.cit.* 17 (at p35)

<sup>5</sup> [1989] FCA 134 (26 April 1989) Gray J.

*its reputation.....*”etc. The Court thought because the rule imposed penalties the word “calculated” had to be construed narrowly and thus meant “designed to” as opposed to “likely to”, but in thus arguing, it recognised that had the rule meant to cover acts merely *likely to*, as opposed to *designed to*, injure or destroy the federation, it would have been too wide, “exceedingly vague and uncertain in meaning”.<sup>6</sup> However, the Court thought the words “weaken.....its reputation” too vague, and would not prevent differences of opinion as to what would fall within the prohibition. The Court went on to conclude that “*the prohibition of conduct calculated to weaken, injure or destroy the reputation of an organisation would....unduly stifle criticism*” and it disallowed that part of the rule.

*Kenney v Operative Painters and Decorators Union of Australia* (1955) 81 CAR 166, and *MacKenzie v Administrative and Clerical Officers’ Association, Commonwealth Public Service* (1962) 5 FLR 342, are also two decisions where the Court held that rules that punished members, in the former case, “for conduct inimical to the interests of the organisation” or in the latter case, “for conduct, past or continuing, which it (i.e. the committee) considers inimical to the interests of the association” were unreasonable because vague and uncertain.

[13] Having considered the wording of sub-rule 8.3.3 in the light of directly relevant precedents<sup>7</sup> I find the sub-rule offends sub-section 142(1)(c) in imposing on members of the organisation conditions, obligations or restrictions that, having regard to Parliament’s intention in enacting the Act, and the objects of the Act and the Fair Work Act, are oppressive, unreasonable or unjust.

[14] The Court, in *Re Food Preservers’ Union of Australia* [1988] FCA 76 affirmed the scope of a Registrar’s power under the *Conciliation and Arbitration Act 1904* to sever part of a rule for the purposes of refusing certification where the meaning of the remaining rule alterations certified was not affected. This principle has not been rendered inapplicable by anything in the current Act. Accordingly, since I cannot be satisfied that the alteration to sub-rule 7.2, so much of the alteration to sub-rule 40 that deleted the words identified in paragraph [7] of this Decision, and new sub-rule 8.3.3 are not contrary to law, and since the remaining rule alterations can operate as the organisation intended them, I have decided to sever the offending alterations from my determination and formally refuse them.

[15] In my opinion, the remaining alterations comply with and are not contrary to the *Fair Work (Registered Organisations) Act 2009*, the *Fair Work Act 2009*, modern awards and enterprise agreements, and are not otherwise contrary to law. I certify accordingly under subsection 159(1) of the *Fair Work (Registered Organisations) Act 2009*.

---

<sup>6</sup> *Wishart*, p.551

<sup>7</sup> In addition to the Court decisions already listed, see also Registrar’s Precedent 117.6 *Australian Boot Trade Employees’ Federation* 29-09-75 23V 184 – A rule which empowered Branch Executive to impose penalties upon any member found guilty of “acting contrary to the principles of unionism” or “acting in such a way as to prejudice the interest of the Federation” was considered vague and uncertain in meaning as to what acts or omissions constitute offences under and refused certification.



DELEGATE OF THE GENERAL MANAGER

Printed by authority of the Commonwealth Government Printer

<Price code A, PR580308>

**ATTACHMENT A**

- 1) The reference “9.2” in sub-rule 10.2.2 corrected to “9.4”
- 2) The reference “9.1.1” in sub-rule 15.4.2 corrected to “9.1”
- 3) The words “*being a period commencing when their election is declared*” being retained in sub-rule 11.1
- 4) The word “*the*” inserted before the word “Act” in sub-rule 40.1
- 5) The word “*the*” inserted before the word “Act” in sub-rule 41.14

**From:** KELLETT, Stephen  
**Sent:** Friday, 13 May 2016 10:20 PM  
**To:** grantskalnsc@ais.sa.edu.au; Sonia Albertini (albertinis@ais.sa.edu.au)  
**Cc:** CarterL@ais.sa.edu.au  
**Subject:** Rule alterations - R2016/57 - copy of rules

Dear Carolyn, Sonia,

Please see attached Word.docx and .pdf versions of the rules as certified today.

Yours sincerely

STEPHEN KELLETT  
Regulatory Compliance Branch  
**FAIR WORK COMMISSION**

80 William Street  
EAST SYDNEY NSW 2011

(ph) (02) 6746 3283  
(email) [stephen.kellett@fwc.gov.au](mailto:stephen.kellett@fwc.gov.au)



copy of rulebook  
certified 13 May 2016



copy of rulebook  
certified 13 May 2016



**From:** KELLETT, Stephen  
**Sent:** Friday, 13 May 2016 2:35 PM  
**To:** grantskalnsc@ais.sa.edu.au; Sonia Albertini (albertinis@ais.sa.edu.au)  
**Cc:** CarterL@ais.sa.edu.au  
**Subject:** Rule alterations - R2016/57 - certified

Dear Carolyn,

Please see attached my letter and a copy of the Delegate's Decision in relation to the above matter. A copy of the new certified rules will be forwarded shortly.

Yours sincerely

STEPHEN KELLETT  
Regulatory Compliance Branch  
**FAIR WORK COMMISSION**

80 William Street  
EAST SYDNEY NSW 2011

(ph) (02) 6746 3283  
(email) [stephen.kellett@fwc.gov.au](mailto:stephen.kellett@fwc.gov.au)



Decision AISSA  
R2016 57 (final).pdf



AISSA R2016 57  
letter (final).pdf

**From:** Sonia Albertini [mailto:albertinis@ais.sa.edu.au]  
**Sent:** Thursday, 12 May 2016 10:24 AM  
**To:** KELLETT, Stephen  
**Cc:** Carolyn Grantskalns; Lynn Carter  
**Subject:** FW: Rule alterations - R2016/57 - confirmation of website Notice

Dear Stephen,

Thank you for your assistance to date.

We can advise that the AISSA has complied with regulation 126(1)(b) of the Act by publishing on its website that the Notice of particulars of alteration to the rules and application has been lodged with the Fair Work Commission. We also invite you to click [here](#) should you wish to view it.

Please advise if you require any further information.

Kind regards,

**Sonia Albertini**  
Senior Legal Consultant

301 Unley Road Malvern SA 5061  
T: 08 8179 1424 M: 0407 752 500 F: 08 8373 1116  
albertinis@ais.sa.edu.au www.ais.sa.edu.au



**From:** Carolyn Grantskalns [mailto:grantskalnsc@ais.sa.edu.au]  
**Sent:** Wednesday, 11 May 2016 6:55 PM  
**To:** KELLETT, Stephen  
**Cc:** Sonia Albertini  
**Subject:** Re: Rule alterations - R2016/57

Dear Stephen

Thank you for this summary of our discussion today. It is accurate and we will, with your assistance as suggested, proceed as outlined in your message.

Thank you  
Carolyn

Carolyn Grantskalns  
Chief Executive  
Association of Independent Schools SA

**From:** KELLETT, Stephen  
**Sent:** Wednesday, 11 May 2016 4:39 PM  
**To:** 'grantskalnsc@ais.sa.edu.au'  
**Cc:** Sonia Albertini (albertinis@ais.sa.edu.au)  
**Subject:** Rule alterations - R2016/57

Dear Carolyn,

I refer to our discussion this afternoon in relation to the rule alterations lodged on 11 April. My understanding from that discussion is as follows:-

1. that the Association gives its consent, pursuant to subsection 159(2) of the Fair Work (Registered Organisations) Act 2009, to the General Manager of FWC to correct the following typographical, clerical or formal errors:
  - I. The reference "9.2" in sub-rule 10.2.2 shall be corrected to "9.4";
  - II. The reference "9.1.1" in sub-rule 15.4.2 shall be corrected to "9.1"
  - III. The deletion of the words "*being a period commencing when their election is declared*" from sub-rule 11.1, so that the words are retained;
  - IV. The word "the" shall be inserted immediately before the word "Act" in both sub-rules 40.1 and 41.14.
2. that the Association notes my recommendation that the General Manager sever from the alterations and disregard/not certify, as not meeting the criterion of subsection 142(1)(a) (i.e. the requirement not to fail to make provision required by this Act)
  - I. The deletion of the words "*where the Member ceases to be eligible to become a Member of the Association*" from sub-rule 7.2.1, so that the words are retained;
  - II. The deletion of the words "*covers each of the Officer's financial duties*" from sub-rule 40.1, so that the words are retained.
3. that the Association notes my recommendation that the General Manager sever and not certify proposed sub-rule 8.3.3 as not meeting, as currently worded, the criterion of subsection 142(1)(c) (i.e. the requirement that a rule must not impose on members conditions, obligations or restrictions that having regard to Parliament's intention and the objects of the Act are oppressive, unreasonable or unjust);
4. that the Association will design, with FWC's assistance, another rule that will address its concerns but will be worded so as to pass the test of s142(1)(c) and relevant established principles;
5. that the Association will make a separate application to the Fair Work Commission under section 158, to seek and obtain approval of its alteration to Rule 4, which is the eligibility rule of the Association.

I also wish to acknowledge that it was my oversight, when examining the draft rules in October last year, not to have identified earlier the problem with the wording of sub-rule 8.3.3.

Finally, I will, as discussed, send a separate email in relation to the documentary requirements for the s158 application.

Your sincerely

STEPHEN KELLETT  
Regulatory Compliance Branch  
**FAIR WORK COMMISSION**

80 William Street  
EAST SYDNEY NSW 2011

(ph) (02) 6746 3283  
(email) [stephen.kellett@fwc.gov.au](mailto:stephen.kellett@fwc.gov.au)

**From:** Lynn Carter [<mailto:CarterL@ais.sa.edu.au>]  
**Sent:** Monday, 11 April 2016 2:58 PM  
**To:** Orgs  
**Cc:** Carolyn Grantskalns; Sonia Albertini  
**Subject:** SK - ON CMS - R2016/57 - AISSA - Alteration to Rules

Dear Sir or Madam

Please find attached a Declaration and its attachments by way of application to alter the Rules of the Association of Independent Schools of South Australia (the **AISSA**), for lodgement with the Commission.

I confirm that a notice will be posted on the AISSA's website to indicate that this application to amend the AISSA's Rules has been lodged with the Commission.

If you have any questions regarding the attached, please contact us.

Yours faithfully  
Lynn

**LYNN CARTER**  
EXECUTIVE ASSISTANT TO CAROLYN GRANTSKALNS

301 Unley Road Malvern SA 5061  
T: 08 8179 1402 F: 08 8373 1116  
[carterl@ais.sa.edu.au](mailto:carterl@ais.sa.edu.au)  
[www.ais.sa.edu.au](http://www.ais.sa.edu.au)



Declaration &  
Schedule A.pdf

**DECLARATION OF AUTHORISED OFFICER in accordance with Regulation 126 *Fair Work (Registered Organisations) Regulations 2009***

**ALTERATION OF OTHER RULES OF ORGANISATIONS in accordance with section 159 of the *Fair Work (Registered Organisations) Act 2009***

I, Kym Wallent, c/o 301 Unley Road Malvern, South Australia 5061, am the Chair of the Association of Independent Schools of South Australia and am authorised to give this notice of particulars of alterations to the rules of the Association of Independent Schools of South Australia and to make this declaration as required by Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*.

1. I declare that the alterations were made in accordance with the rules of the Association of Independent Schools of South Australia (**Association**).
2. The particulars of the rule alterations are attached to this declaration and labelled 'Schedule A'.
3. The actions taken under the rules to make this alteration were as follows:
  - (a) The rules of the Association were altered in accordance with Rule 29;
  - (b) Rule 29 provides as follows:

*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 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 6.4;*

*29.2 The name of the Association or the eligibility rules of the Association may alter where the change is approved pursuant to sub-Rule 29.1.*

- (c) It is specifically noted that the Association did not seek to alter its name or eligibility rules.
- (d) The Chief Executive called for the Association's Annual General Meeting by sending an email to the Association's Members on 29 February 2016.
- (e) The email to Members provided the following:
  - a. date, time and place of the Annual General Meeting; and
  - b. 30 days' notice of the proposed alteration to the Association's Rules and included a copy of the proposed rule changes, which is labelled Schedule A.
- (f) The AGM was held on 30 March 2016.
- (g) In order for a quorum to be formed at the Annual General Meeting, 20 voting Representatives must be present.

- (h) 41 member schools were represented at the AGM. Current membership is 95 member schools. As such the meeting was quorate.
  - (i) All voting Representatives present at the Annual General Meeting voted in support of the alteration to the Rules.
4. I declare that the particulars set out in this notice are true and correct to the best of my knowledge and belief.

Signed and dated by an officer.

*K W M T 8 April 2016*

*[PLEASE NOTE: This declaration must be submitted to the Fair Work Commission within **35 days** of the changes being transacted by the organisation. It must be accompanied by the 'particulars', which are the details of the rule changes. It can be submitted to [orgs@fwc.gov.au](mailto:orgs@fwc.gov.au). If the organisation has a website, a notice must be put up on the website that this application has been lodged with the Fair Work Commission and this should be mentioned in the email.]*



## **SCHEDULE A**

Please find attached the following:

1. Report detailing the amendments to the AISSA Constitution;
2. the AISSA Constitution marked up to reflect changes; and
3. a clean copy of the revised AISSA Constitution.

**SCHEDULE A – ITEM 1.**

**AMENDMENTS TO THE AISSA CONSTITUTION**

\*This report does not include changes to formatting, numbering, grammar or typographic errors except where changes give rise to substantive matters

CURRENT RULE	PROPOSED CHANGE	CONSEQUENCES ARISING FROM PROPOSED CHANGE
Rule 2 Registered Office (Proposed Rule 2)	The Association seeks to delete the references to the hours of operation.	The <i>Fair Work (Registered Organisations) Act 2009 (Cth)</i> ( <b>the Act</b> ) does not require the Association to stipulate the office’s hours of operation. Accordingly, there is no reportable consequence arising from its deletion.
Rule 3 Purpose and Objects (Proposed Rule 3)	The Association proposes to delete sub rules 3.6 to 3.13 (inclusive) in so far as they relate to the Association’s ability to deal with real property. The Association is, under the proposed sub rules 3.5.6, 3.6 and 27, able to deal with real property in accordance with the Act.	There are no immediate consequences as the Constitution continues to enable the Association to deal with real property in accordance with the Act.
Rule 4 Membership (Proposed Rule 4)	The Association proposes to delete the words ‘that are engaged in or in connection with Non-Government Education in South Australia’.	This deletion provides greater clarity regarding eligibility. It does not reduce, alter or limit the conditions of eligibility already in existence.
Rule 5 Admission of Membership (Proposed Rule 5)	The Association proposes to delete the following words or phrases: <ul style="list-style-type: none"> <li>• ‘carry on business in or in connection with Non-Government Education and who or which’ (sub rule 5.2);</li> <li>• ‘operating in South Australia’ (sub rule 5.4 and 5.5);</li> <li>• ‘which is’ and ‘in the proper form’ (sub rule 5.6);</li> <li>• ‘In the case of rejection the fee and subscription lodged with the application will be refunded’ (sub rule 5.7).</li> </ul> The Association proposes to insert the word ‘in writing’ in substitution for the words ‘in proper form’, as appears in sub rule 5.6.	The insertion of the words ‘in writing’ permits the Association to maintain document control in respect of membership admissions. All other alterations are in keeping with legislation and the Association’s preference to provide greater clarity regarding eligibility. The reference to ‘fee refund’ is irrelevant because in practice, a fee is not payable at the time of application, thus sub rule 5.7 has been deleted.
Rule 6 Representation of Members (Proposed Rules 6 and 20)	The Association proposes to delete words or phrases such as ‘Governing Body of the School, ‘Head of the School’ and ‘liabilities’. The reference to voting rights has been moved to proposed Rule 20 where it is more appropriately dealt with. The Association proposes to insert the following: <ul style="list-style-type: none"> <li>• that each Member be represented by its Principal and another nominee chosen by the Member;</li> <li>• the requirement to provide nominations of representatives in writing.</li> </ul>	The changes provide greater clarity regarding Member representation, positions held and voting rights. The Association seeks to adopt titles and names of positions commonly used in the education sector. The Association seeks to ensure that each representative is not held personally liable for the conduct of the Member school. In respect of voting rights, it is specifically noted that they are applicable at the Annual General and Special General Meetings but these rules have been relocated to Rule 20, where they are properly dealt with.

**SCHEDULE A – ITEM 1.**

<b>CURRENT RULE</b>	<b>PROPOSED CHANGE</b>	<b>CONSEQUENCES ARISING FROM PROPOSED CHANGE</b>
<p>Rule 8 Termination of Membership (Proposed Rule 8)</p>	<p>The Association seeks to insert the following:</p> <ul style="list-style-type: none"> <li>• ‘Cessation and’ in the title; and powers so that the Board can terminate a Member who has engaged in conduct that brings the Member itself, the Association or any Member(s) of the Association into disrepute or is otherwise prejudicial to the interests of the Association or its Members or some of them (proposed Rule 8.3.3).</li> </ul>	<p>The title has been altered and proposed Rule 8.3.3 inserted to provide greater clarity to reflect the Board’s power to terminate in circumstances where a Member’s conduct is considered to put be detrimental or prejudicial.</p>
<p>Rule 9 Office-bearers, Executive Committee and their powers and duties (Proposed Rule 10)</p>	<p>The Association seeks to delete the electorate held by the Treasurer.</p>	<p>The Act does not require the Association to appoint a Treasurer. The current Treasurer’s 12-month term (and appointment as a Board member) will lapse prior to the AGM and therefore, there will be no reportable consequences arising from its deletion.</p> <p>It is also important to note that the Board, Chair and Deputy Chair are vested with the financial responsibilities of the Association and these responsibilities will continue under the proposed Constitution.</p>
<p>Rule 10 Board (Proposed Rule 9)</p>	<p>The Association seeks to make a number of significant changes to the structure of the Board. They are:</p> <ul style="list-style-type: none"> <li>• election of 4 Principals comprising 1 from a Primary Only School, 1 from a Secondary or R – 12 School and 2 from any Member school (in lieu of 2 Heads of a Secondary School or R-12 School, 1 Head of School of a Primary Only School and 1 Head of either a Secondary or Primary School);</li> <li>• the Association will retain the election of 4 Governors but there will no longer be a requirement that 2 be from a Secondary School and 2 from a Primary only School;</li> <li>• introduction of the election of up to 4 other persons, subject to the pre-requisite nomination requirements outlined in the proposed Rule 13; and</li> <li>• allowing all elected Board Members to have voting rights.</li> </ul> <p>This Rule will be re-numbered and include the insertion of a clause dealing with tenure for each Board Member such that Board Members will serve for a period of 3 years.</p> <p>The Rule also cross-references to a proposed rule that provides that any Board Member who completes 12 consecutive years is not</p>	<p>The consequent changes to the proposed structure are as follows:</p> <ul style="list-style-type: none"> <li>• abolition of a Board Member who is a person who is employed as a Director or other representative of a school system or who is a representative of a group of Members; and</li> <li>• abolition of two persons appointed by the Board who may be, but are not required to be, Representatives of a Member and who do not have voting rights.</li> </ul> <p>It is specifically noted that the incumbent Board Members will continue to serve their 3-year term in accordance with the rotational terms set out in the proposed Rule 12.</p> <p>In respect of tenure, the consequences of the proposed changes are identical to those referred to above, in respect of current Rule 9.</p>

**SCHEDULE A – ITEM 1.**

<b>CURRENT RULE</b>	<b>PROPOSED CHANGE</b>	<b>CONSEQUENCES ARISING FROM PROPOSED CHANGE</b>
	eligible to stand for re-election as a Board Member during the 3 subsequent years (see proposed Rule 9.2).	
Rule 11A Introduction of rotational terms for Board Members (Proposed Rule 12)	The Association seeks to amend the rotational terms of its Board Members following the completion of the initial phase following its registration under the Act. The Association considers it important to outline the division of 'Groups' implemented following its registration, to enable greater clarity and understanding of the election process.	The insertion of 'groups' provides greater clarity regarding the election process. It does not reduce, alter or limit the rotational terms already in existence.
Rule 12 Election and Appointment of Office-bearers and Board (Proposed Rule 13 and 14)	The Association has amended this Rule to comply with the requirements under the Act which requires the Australian Electoral Commission (AEC) to conduct elections. As stated above (current Rule 10), the Association seeks to include a procedure for the AEC and the Returning Officer to receive nominations for the group comprising '4 other persons'. The Association also seeks to include a clause regarding absent voting to allow each Member to cast a vote.	Apart from the insertion of the nomination procedure for the group comprising '4 other persons', the proposed Rule does not alter, limit or reduce the current entitlements under the Act or current Constitution.
Rule 13 Board Vacancies (Proposed rule 15)	The Association seeks to amend this Rule so that it must 'take reasonable steps to fill Board vacancies' rather than having an obligation to do so. The reason for this amendment is to take into account a circumstance where the Association, while it has taken reasonable steps to fill a vacancy, has been unsuccessful in doing so.	There are no immediate consequences arising from this amendment.
Rule 14 Board Meetings (Proposed Rule 16)	As stated in the commentary regarding Rule 10, the Association seeks to remove the reference to non-voting rights of Board members.	This amendment proposes to give all Board members voting rights.
Rule 15 Standing Committees (Proposed Rule 17)	The Association seeks to insert a provision permitting the Standing Committee to otherwise arrange the manner in which the quorum is met.	This Rule continues to require a quorum of one half of the Committee members, unless otherwise arranged by each Standing Committee. Accordingly, there are no immediate consequences arising from this amendment.
Rule 16 Annual General Meeting (Proposed Rule 18)	The Association seeks to extend the period in which the Annual General Meeting will take place such that it will be required to occur between 1 January and 30 June (instead of 1 January and 31 March).	This amendment enables the Association to adhere to its financial reporting requirements under the Act. Accordingly, there are no immediate consequences arising from this amendment.
Rule 19 Chief Executive (Proposed Rule 21)	The Association seeks to grant the Deputy Chief Executive the right to assume the authority and fulfil the duties of the Chief Executive, during the Chief Executive's absence.	This amendment has been made to reflect the current practice. Also, given that the Deputy Chief Executive is the most senior employee, there are no immediate consequences arising from the amendment.

**SCHEDULE A – ITEM 1.**

<b>CURRENT RULE</b>	<b>PROPOSED CHANGE</b>	<b>CONSEQUENCES ARISING FROM PROPOSED CHANGE</b>
	This amendment will therefore require the substitution of Deputy Chief Executive in the place of ‘senior employee’.	
Rule 22 Annual Subscription (Proposed Rule 24)	The Association seeks to refine the existing requirements set out in this clause so that they are not superfluous. Further, the amendment seeks to reflect what occurs in the Association’s current practice i.e., Members are invoiced and required to make one payment rather than payments by instalments.	The refinement of this clause has been made to reflect the current practice. It does not reduce, alter or limit the Association’s or Members’ existing obligations or requirements in respect of payment.
Rule 27 Seal (Proposed Rule 29)	The Association seeks to amend the requirement that only the Chair, Deputy Chair, Treasurer, Chief Executive or person acting as Chief Executive can affix the seal. The Association seeks to amend this Rule to allow the Board the discretion to determine who may affix the Association’s seal to any document.	These amendments seek to give the Board greater discretion in respect of affixing the seal to allow for greater efficiency in the proper execution of documentation. The amendments do not reduce, alter or limit any existing requirements under the Constitution.
Rule 39 Definitions (Proposed Rule 41)	As a result of legislative changes and the proposed amendments outlined in this table, the Association seeks to amend the definitions clause. Accordingly, the following amendments and insertions are proposed: <ul style="list-style-type: none"> <li>• refinement of ‘Governor’ in relation to a school to mean 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;</li> <li>• refinement of ‘Junior School’ to mean that part of an R-12 school conducting courses of primary school study;</li> <li>• insertion of ‘Member’ to mean a non-government South Australian registered school whose application for membership has been approved by the Board;</li> <li>• insertion of ‘Principal’ to mean 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;</li> <li>• refinement of ‘Primary School’ to mean a school conducting courses of primary school study as defined by the State government of South Australia from time to time;</li> </ul>	

**SCHEDULE A – ITEM 1.**

<b>CURRENT RULE</b>	<b>PROPOSED CHANGE</b>	<b>CONSEQUENCES ARISING FROM PROPOSED CHANGE</b>
	<ul style="list-style-type: none"><li>• replacement of 'Education Act 1972' within the definition of 'Registered School' so that it refers to the applicable legislation being 'Education and Early Childhood Services (Registration and Standards) Act 2011 (SA);</li><li>• inclusion of 'defacto partner' in the definition of 'Relative';</li><li>• refinement of 'Secondary School' to mean a school conducting courses of secondary study as defined by the government of South Australia from time to time; and</li><li>• replacement of School Assistance Act 2008 in the definition of 'School System; so that it refers to the applicable legislation being the 'Australian Education Act 2013 (Cth)'. </li></ul>	

A I S S A



ASSOCIATION *of*  
INDEPENDENT  
SCHOOLS *of* SA

---

**CONSTITUTION**

and

**RULES**

**November 2013**

---

\_\_\_\_\_ **[DATE TO BE INSERTED]**

---

## TABLE OF CONTENTS

[TO BE INSERTED]

<b>Heading</b>	<b>Page</b>
1. NAME OF ASSOCIATION:	1
2. REGISTERED OFFICE:	1
3. PURPOSE AND OBJECTS:	1
4. MEMBERSHIP:	5
5. ADMISSION OF MEMBERS:	5
6. NOMINATED REPRESENTATIVES:	6
7. RESIGNATION OF MEMBER:	7
8. TERMINATION OF MEMBERSHIP:	8
9. OFFICE BEARERS, EXECUTIVE COMMITTEE AND THEIR POWERS AND DUTIES:	9
10. BOARD	14
11. TENURE OF BOARD MEMBERS AND OFFICE BEARERS:	15
11A. INTRODUCTION OF ROTATIONAL TERMS FOR BOARD MEMBERS:	16
12. ELECTION AND APPOINTMENT OF OFFICE BEARERS AND BOARD:	16
13. BOARD VACANCIES:	23
14. BOARD MEETINGS:	25
15. STANDING COMMITTEES:	26
16. ANNUAL GENERAL MEETING:	27
17. SPECIAL GENERAL MEETING:	28
18. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS:	29
19. CHIEF EXECUTIVE:	30
20. RECORDS:	31
21. FINANCIAL YEAR:	32
22. ANNUAL SUBSCRIPTION:	32
23. FEES AND LEVIES:	33
24. ARREARS AND DEBTS:	33
25. USE AND CONTROL OF FUNDS:	34
26. AUDITORS:	35
27. SEAL:	36
28. AUTHORITY TO EXECUTE DOCUMENTS:	36
29. ALTERATION OF RULES:	37
30. INDEMNITY:	37
31. WINDING UP:	38



32.	RESOLUTION OF DISPUTES:	38
33.	NOTIFICATION OF INDUSTRIAL DISPUTES	38
34.	ASSOCIATION POLICIES AND PROCEDURES	39
35.	DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS	39
36.	DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTEREST	40
37.	DISCLOSURE BY ASSOCIATION OF PAYMENTS	41
38.	TRAINING	42
39.	INTERPRETATION AND DEFINITIONS:	42

## SCHEDULE A – ITEM 2.

### THE ASSOCIATION OF INDEPENDENT SCHOOLS OF SOUTH AUSTRALIA

#### CONSTITUTION AND RULES

1. NAME OF ASSOCIATION:

The Association is to be known as "The ASSOCIATION OF INDEPENDENT SCHOOLS OF SOUTH AUSTRALIA" and is an association of ~~Employer~~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 ~~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.~~

~~5.3.~~ 5.3. PURPOSE AND OBJECTS:

The purpose of the Association is to:

- 3.1 ~~To~~ provide the highest quality services to Non-Government Schools for the advancement of high quality education and care~~;~~
- 3.2 ~~To~~ 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 ~~To~~ represent in a professional and credible manner the interests of Non-Government Schools where they have a collective interest in~~;~~
  - ~~1.3.3.1~~ 1.3.3.1 education and care services;
  - ~~2.3.3.2~~ 2.3.3.2 human resource management and industrial relations;
  - ~~3.3.3.3~~ 3.3.3.3 government policy and regulation;

4.3.3.4 public opinion; and

5.3.3.5 other issues as determined by the Board;

3.4 ~~To~~ 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;
- 3.4.3 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 ~~provide~~providing mutual support for the Heads of Non-Government Schools and their Governing Bodies;

3.5 ~~To~~ 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;
- 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

~~3.6.0~~ ~~doing any~~ do all such other things as are incidental to or conducive to the furtherance of ~~that object~~.

~~3.8~~ ~~—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 these 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.~~

~~3.10~~ ~~—To raise funds by mortgage of real property of the Association.~~

~~3.12~~ ~~—To construct, maintain and alter, lease or sub-lease any buildings, works, plant and machinery necessary or convenient for the purpose of the Association.~~

~~3.14~~ ~~—To act as an organisation of employers pursuant to the laws of the Commonwealth of Australia and/or the State of South Australia.~~

~~3.163.6 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 or any of them and to appoint representatives to them.~~

~~6.0 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.~~

~~7.0 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.~~

~~8.0 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 registered 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.~~

~~9.0 To do all such other things as may be deemed advisable for the purpose of achieving and maintaining these objects or any of them.~~

#### 11.4. MEMBERSHIP:

~~\_\_\_\_\_~~ The Association will consist of an unlimited number of Non-Government South Australian registered schools conducted by persons, partnerships, bodies corporate or unincorporated ~~that are engaged in or in connection with Non-Government Education in South Australia.~~

#### 12.5. ADMISSION OF MEMBERS:

12.1.5.1. 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.

12.2.5.2. Any person, partnership, body corporate or unincorporated which ~~is carrying on business in or in connection with Non-Government Education and who or which~~ complies with the requirements for membership set out in Rule 43.1 may

make application for admission to membership.

~~12.3.5.3.~~ Upon receipt of an application for membership the Association must inform the applicant in writing of:

~~12.3.1.5.3.1.~~ \_\_\_\_\_ the financial obligations arising from membership; and

~~12.3.2.5.3.2.~~ \_\_\_\_\_ the circumstances and the manner in which a Member may resign from the Association.

~~12.4.5.4.~~ 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 ~~operating in South Australia.~~

~~12.5.5.5.~~ 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 ~~operating in South Australia.~~

~~12.6.5.6.~~ Upon receipt of an application ~~which is in the proper form~~ 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.

~~12.7.5.7.~~ 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. ~~In the case of rejection the fee and subscription lodged with the application will be refunded.~~

~~12.8.5.8.~~ Where an application for ~~Membership~~ 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.

~~12.9.5.9.~~ 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 ~~Fair Work (Registered~~

Organisations) Act 2009 Act, or any equivalent provisions that may be enacted.

~~13. NOMINATED REPRESENTATIVES:~~

~~6. Every REPRESENTATION OF MEMBERS~~

~~13.1.6.1. Each~~ Member will be represented by ~~two Representatives; one being a its~~ Principal and another nominee ~~of the Governing Body of the School and the other being the Head of the School. The Representatives of as determined by~~ the Member ~~must. These individuals will hereafter,~~ be ~~nominated in writing referred to as being the~~ Representatives for the purposes of the Member. ~~these Rules.~~ 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.

~~13.2.6.2. 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.

~~13.3.6.3. The persons~~ A person(s) nominated as ~~the Representatives of a Member a~~ Representative(s) may be removed by ~~that~~ a Member by giving written notice ~~given in writing and to~~ the Association. The Member must substitute the removal of its Representative(s) by nominating another person or persons as its Representatives. ~~Representative(s).~~

~~14.0. A Member will 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. A Member may, at its option, provide a standing nomination that applies until revoked by notice in writing, or a nomination only in respect of a meeting or meetings specified in the nomination.~~

~~16.7. RESIGNATION OF MEMBER:~~

~~16.1.7.1. A Member may resign~~ Membership from membership of the Association by providing written notice to the Chief Executive.

~~16.1.~~—A notice of resignation takes effect:

~~16.1.2.7.2.~~ ~~where the Member ceases to be eligible to be a Member of the Association,~~ on the later of:

~~7.2.1.~~ \_\_\_\_\_ :

- (a) the day on which the notice is received by the Association, and
- (b) the day specified in the notice, being a day not earlier than the day on which the Member ceases to be eligible; or

~~16.1.3.7.2.2.~~ \_\_\_\_\_ 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.

~~16.2.7.3.~~ 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.

#### ~~17.8.~~ CESSATION AND TERMINATION OF MEMBERSHIP

~~17.1.8.1.~~ A Member ceases to be a Member of the Association on the occurrence of any of the following events:

~~17.1.1.8.1.1.~~ \_\_\_\_\_ The resignation of such Member tendered pursuant to Rule ~~7.1.1.~~

~~17.1.2.8.1.2.~~ \_\_\_\_\_ If the Member, being a partnership or body corporate or unincorporated, is legally dissolved.

~~17.2.8.2.~~ 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.

~~17.3.8.3.~~ 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:



~~17.3.2. If~~ the Member ceases to be a ~~Registered School~~.

~~17.3.3.8.3.1. 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 12 months.~~registered school;

~~17.3.4.8.3.2. 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 the Member has engaged in conduct which the Board considers has brought or is likely to bring the Member itself, the Association or any Member(s) of the Association into disrepute or is otherwise prejudicial to the interests of the Association or its Members or some of them~~;

~~17.3.5.8.3.4. 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 ~~24.1, 24.2 or 24.3.~~26.1 and 26.2;

~~17.3.6.8.3.5. If~~ the Member is a natural person who is of general bad character; or

~~17.3.7.8.3.6. If~~ the constituent documents of a body corporate or unincorporated body are inconsistent with the purposes for which the Association was formed.

~~17.4.8.4.~~ Immediately upon becoming aware of the happening of any of the events mentioned in ~~the last preceding sub-~~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 such conditions as the Board may impose.

~~17.5.8.5.~~ The Board must not terminate the membership of a Member or determine that

their membership has ceased unless the Board has given the Member:

~~17.5.2.8.5.1.~~ the Board has given the Member reasonable notice that the Board is considering terminating their membership or determining that their membership has ceased;

~~17.5.3.8.5.2.~~ the Board has given the Member the reasons for so considering, in sufficient detail so as to allow the Member to address those reasons; and

~~17.5.4.8.5.3.~~ the Board has given the Member a reasonable opportunity to respond to the reasons, whether in writing or in person at a Board meeting.

~~18.9.~~ **OFFICE BEARERS, EXECUTIVE COMMITTEE AND THEIR BOARD POSITIONS,**  
POWERS AND DUTIES:

9.1. The Board will consist of the following members:

~~18.1.1.1. Office bearers~~

~~18.1.2.—The Office bearers of the Association who must each be one of the elected Board members will be the Chair, Deputy Chair 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~~

~~18.1.3.—The Office bearers must be elected by and from the Board every year. The provisions of Rule 12 will apply mutatis mutandis, except that:~~

~~(a) (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 9.1.2(a) by a secret ballot;~~

~~(a)~~ ~~(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):~~

~~(1) Chair~~

~~1.1.~~ ~~(2) Deputy Chair~~

~~(3) Treasurer.~~

~~18.1.11. 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. The voting members of the Executive Committee will be the Office-bearers only. Any co-opted Board Members will have an advisory role only.~~

~~18.1. Chair~~

~~18.1.13.1.1.1. 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 voting is equal may exercise their right to a casting vote by declaring the result of the voting.~~

~~18.1.14.1.1.1. The Chair has 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.~~

~~18.1.15. The Chair must keep or cause to be kept a Register of Members of the Association.~~

~~18.1.17.1.1.1. 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.~~

9.1.1. Any Chair 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.

~~18.1.18.9.2.~~ Any Board Member who completes 312 consecutive years ~~in that office~~ is not eligible to stand for re-election ~~to that office~~ as a Board Member during the 3 subsequent years.

~~18.2. 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.~~

~~18.5. 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.~~

~~18.7.1.1. Vacancy~~

~~The office of the Chair, Deputy Chair or Treasurer becomes vacant if the person occupying that office:~~

~~18.10.0.1.1.1. \_\_\_\_\_ dies; or~~

~~18.11.0.1.1.1. \_\_\_\_\_ resigns their office by notice in writing to the Chief Executive.~~

~~18.12. Removal of Officers~~

~~An Office bearer of the Association may be removed from office by a majority decision of the Board if, and only if, the Office bearer:~~

~~18.15.0. has been found guilty of misappropriation of the funds of the Association; or~~

~~18.16.0. has been found guilty of a substantial breach of these Rules; or~~

~~18.17.0. has been found guilty of gross misbehaviour or gross neglect of duty; or~~

~~18.18.0. has ceased to be eligible to be an Office bearer of the Association under these Rules.~~

~~If the Board is considering removal of an Office bearer under this Rule, they must be provided with reasonable notice of the time and place of any hearing that is to be conducted, and of the action that the Board intends to take. They 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. An Office bearer removed from office may require the Chief Executive to convene a Special General Meeting of the Association, and the Office bearer will have the right to appeal to that meeting against their removal from office. In the event of the appeal being upheld the Special General Meeting may order reinstatement of the Office bearer to their office on such conditions as it considers the circumstances warrant.~~

~~18.20.1.1. Filling of Vacancies~~

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

~~18.22.0. the vacancy must be filled by the appointment by the Board of an elected Board member;~~

~~18.24.0.1.1.1. 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.~~

## ~~18. BOARD~~

~~18.26.9.3. Subject to the provisions of Rule 25,27, 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.~~

~~18.27.1.1. The Board will consist of the following members:~~

~~18.28.0. Two Heads of Schools (Heads) and two nominees of Governing Bodies (Governors) (as prescribed by Rule 6) of Secondary Schools or R-12 schools~~

~~18.29.0. One Head of School (Head) and two nominees of Governing Bodies (Governors) of Primary Schools (as prescribed by Rule 6); and one Head who may either be the Head of a Primary School or the Head of a Junior School, provided that nominations for this position can only be made by Members who are Primary Schools~~

~~18.30.0. One person who is employed as a Director or other representative of a School System or who is a representative of a Group of Members.~~

~~18.31.0. One person who is employed by a Member as a Bursar, Business Manager or Administrator, and~~

~~18.32.0. Two persons appointed by the Board who may be, but are not required to be, Representatives of a Member. In accordance with Rule 14.5, these persons will not have voting rights on the Board.~~

~~18.33.9.4. 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. ~~10.3A~~ Without limiting the scope of sub-Rule ~~10.3~~,1.1, 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. ~~10.3B~~ 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 ~~Fair Work (Registered Organisations) Act 2009~~Act or equivalent legislation must be presented to a meeting of the Board for its consideration.

~~18.34~~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 ~~27~~.1.1.

~~18.35~~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 voting is equal may exercise their right to a casting vote by declaring the result of the voting.

10.2.2. Subject to Rule 9.2, 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 Statements 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.

19.11. TENURE OF BOARD MEMBERS AND OFFICE-BEARERS:

19.1.11.1. Subject to Rules ~~9.5, 11A and 13~~, all Board members (except those who are appointed pursuant to Rule 10.2.5) ~~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 pursuant to Rule 16.1~~, and ending at the third Annual General Meeting held after that date.

19.2.11.2. Subject to ~~Rule 11A~~ Rules 10.5, 0 and 15, the Office-Bearers ~~bearers~~ will each hold office for a period of 1 year, ~~being a period commencing when their~~. Any Office-bearer who completes 3 consecutive years in that office is not eligible to stand for re-election ~~is declared pursuant to Rule 9.1.2~~, and ending ~~at to that office during the first meeting of the Board held after the following year's Annual General Meeting~~ 3 subsequent years.

~~19.4.~~ Subject to Rule 11A, the Board Members who are appointed pursuant to Rule 10.2.5 will serve for a period of 1 year, being a period commencing when they are appointed, and ending at the first meeting of the Board held after the following year's Annual General Meeting

19.5.11.3. The Office-Bearers ~~bearers~~ and other Board ~~members~~ Members will

be eligible for re-election or reappointment except as provided in Rule 9.2.5 and  
this Rule 11.

12. ~~**11A.**~~ ~~**INTRODUCTION OF**~~ **ROTATIONAL TERMS FOR BOARD MEMBERS**;  
TRANSITIONAL PROVISIONS AND ELECTIONS FOR FOURTH GROUP OF BOARD MEMBERS

~~11A.1~~ New elections for all elected Board positions will be held within a period of three months after the date on which the Association has become registered under the *Fair Work (Registered Organisations) Act 2009*, at a date to be fixed by the Board. Until such elections are held, existing Board members and Office holders will remain in office in accordance with the Rules that applied prior to this Rule taking effect.

~~11A.2~~ For the purpose of the new elections, the ten elected Board positions will be divided into 3 groups. The composition of the groups must be decided by the Board at least 6 weeks before the holding of the election referred to in Rule 11A.1.

12.1. ~~**11A.3**~~ ~~**The members elected to fill the first group of 3 positions**~~ 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 ~~at~~ before the ~~first~~ 2018 Annual General Meeting ~~after the Rule 11A.1 election. Thereafter, the, and thereafter their~~ terms ~~for this group~~ will ~~be~~ end every 3 years ~~in accordance with Rule 11.1.~~

(b) ~~**11A.4**~~ ~~**The**~~ members ~~elected to fill the second group of 3 positions~~ Group 2 will have terms that end ~~at~~ before the ~~second~~ 2019 Annual General Meeting ~~after the Rule 11A.1 election. Thereafter, the, and thereafter their~~ terms ~~for this group~~ will ~~be~~ end every 3 years ~~in accordance with Rule 11.1.~~; and

(c) ~~**11A.5**~~ ~~**The**~~ members ~~elected to fill the third group of 4~~

~~positions~~ Group 3 will have terms that end ~~at~~ before the ~~third~~ 2017 Annual General Meeting ~~after the Rule 11A.1 election. Thereafter, the, and thereafter their~~ terms ~~for this group~~ will ~~be~~ end every 3 years ~~in accordance with Rule 11.1.~~

~~12.3. 11A.6 During~~ 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 ~~over~~ of 6 months after the date on which ~~rotational 3-year~~ the Fair Work Commission approves the amendments to these Rules.

~~12.4.~~ The members elected to fill the Fourth Group will have terms ~~are being~~ ~~introduced in accordance with this Rule~~ that end at the 2019 AGM, and thereafter, ~~the composition of the Board must continue to meet the requirements of Rule 10.2~~ their terms will end every 3 years.

~~11A.7~~ In the event that a special election needs to be held other than at an Annual General Meeting in accordance with Rule 11A.1, then:

~~11A.7.1~~ The election will be conducted in accordance with the provisions of Rule 12, except that Rule 12.2 will not apply, and that in lieu of Rule 12.5 the Returning Officer must commence the election process at least 6 weeks before the election date set by the Board.

~~11A.7.2~~ Once advised of the election result by the Returning Officer, the Chair must take reasonable steps to communicate the result to all Members.

~~11A.7.3~~ At the first Board meeting after the special election, a new election must be held for the Office bearers. The election must be conducted in accordance with Rule 9.1.2, except that the reference in Rule 9.1.2(a) to the Annual General Meeting is to taken to be a reference to the special election. The newly elected Office bearers will hold office until the first meeting of the Board following the next Annual General Meeting.

~~11A.7.4~~ At the first Board meeting after the special election, the Board must appoint the two non-voting members referred to in Rule 10.2.5. Those non-voting members will hold office until the first

meeting of the Board following the next Annual General Meeting.

~~25.13.~~ **ELECTION AND ELECTIONS:** APPOINTMENT OF BOARD, OFFICE-BEARERS AND **BOARD**; EXECUTIVE COMMITTEE

~~25.1.13.1.~~ The Board members (except those who are appointed pursuant to Rule 10.2.5) must be elected by Members, but subject to the following limitations:

~~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 0 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):

~~1.0.0.—For the election of the Heads and the Governors pursuant to Rule 10.2.1, only those Members that are Secondary Schools or R-12 schools are eligible to vote:~~

~~(a) —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~~

~~(b) 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.~~

~~4.0.0.—For the purposes of the election of the two Heads and the two Governors pursuant to Rule 10.2.2: only those Members that are Primary Schools are eligible to vote:~~

~~(a) the votes of those Members must only be exercised in respect of the election of the two Heads by the Members' Representatives who are the Heads of the Members as prescribed by Rule 6; and~~

~~(b) the votes of those Members in respect of the election of the two 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.~~

~~7.0.0.—In respect of the election of the person pursuant to Rule 10.2.3 the school systems and Groups of members will elect one person from their Representatives.~~

~~(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.~~

~~25.1.1.—In respect of the election of the person pursuant to Rule 10.2.4,9.1.3, persons employed as Bursars, Business Managers or Administrators of Members, who have been authorised by their respective employers who are Members to participate, will elect one person from their number;~~

~~25.1.2,13.5. In respect of the appointment of the two non-voting members pursuant to Rule 10.2.5, the Board will appoint those each Member will form~~

~~the electorate for this position, provided that the Member has delegated to these persons at the first Board meeting held after each Annual General Meeting the right to vote for this position.~~

~~25.2.13.6.~~ Elections for Board ~~member~~Member positions whose terms of office are due to expire ~~(except those who are appointed pursuant to Rule 10.2.5)~~ will ~~will~~ take place prior to the Annual General Meeting ~~at which the result of the ballot for those elections is to be declared pursuant to Rule 16.~~

14. An Honorary RETURNING OFFICER

~~25.3.14.1.~~ The AEC will appoint a Returning Officer ~~will be appointed at each Annual General Meeting for~~as permitted in accordance with 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.~~ Act. The Returning Officer ~~will~~must not be ~~the~~a holder of any ~~other~~office ~~in~~of the Association ~~and must not be~~ an employee of the Association ~~and must not during the term of their office be a or a~~ candidate at ~~any~~the election ~~within the Association.~~

~~25.4.~~ The Returning Officer will hold office until their successor is selected. ~~Should the Returning Officer be unable or unwilling to act as and when required the Chair must nominate a Returning Officer to act in their place.~~

~~25.6.~~ 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.

~~25.7.14.2.~~ The Returning Officer is responsible for the conduct of the election.

~~25.8.14.3.~~ 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.

~~25.9-14.5.~~ \_\_\_\_\_ The Returning Officer must call for nominations for Board ~~member candidates~~positions by providing a nomination form (~~pursuant to the categories in Rule 12.1~~) 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.

~~25.10-14.7.~~ \_\_\_\_\_ 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~~..~~.

~~25.11-14.8.~~ \_\_\_\_\_ If only the required number of valid nominations to fill the vacancies ~~have~~has 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.

~~25.12.14.10.~~ If more than the number of nominations required to fill any office ~~are~~ 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.

~~25.13.14.11.~~ The Returning Officer is required to perform the following functions:

~~25.13.1.(a)~~ ~~Inspect~~ inspect the nomination of candidates and satisfy themselves that such nominations are regular and valid;

~~25.13.2.(b)~~ ~~Permit~~ permit a person to be appointed by each candidate as their Scrutineer of the conduct of the election process;

~~25.13.3.(c)~~ ~~Prepare~~ prepare or cause to be prepared the required number of ballot papers including the details of the duly nominated candidates in alphabetical order; ~~and~~

~~25.13.4.(d)~~ ~~Within~~ 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 ~~Fair Work (Registered Organisations) Regulations 2009~~ Act or equivalent legislation;

~~25.13.5.~~ ~~If a Member who is entitled to vote at any election held under these Rules will be 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.~~

~~25.13.6.(e)~~ ~~The Returning Officer must~~ include with each ballot paper instructions for the election including notification:

~~(a)~~ (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;



~~\_\_\_\_\_ (b) that the voting system will be first past the post;~~

~~\_\_\_\_\_ (e) (ii) that the method of voting will be by placing a **crossmark** in the space next to the name/s of the candidate/s for whom the elector wishes to vote;~~

~~\_\_\_\_\_ (d) (iii) that the candidate/s with the highest number of votes will be elected;~~

~~\_\_\_\_\_ (e) (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~~

~~\_\_\_\_\_ (f) (v) that a ballot paper will be informal if marked other than in accordance with this Rule.~~

~~25.13.7.14.12.~~ \_\_\_\_\_ Hire ~~The Returning Officer must hire~~ or otherwise arrange for a post box or other ~~receptacle~~ 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.

~~25.13.8.14.13.~~ \_\_\_\_\_ After the closing date and in the presence of ~~the~~ Scrutineers, 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.~~

~~25.13.9.14.14.~~ \_\_\_\_\_ The Returning Officer must advise the Chair of the outcome of the election.

~~25.14.14.15.~~ \_\_\_\_\_ 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.

~~25.15.14.16.~~ \_\_\_\_\_ 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.

~~25.16.14.17.~~ \_\_\_\_\_ The ~~Scrutineers~~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.

~~25.17.14.18.~~ \_\_\_\_\_ Scrutineers will be entitled to observe:

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

#### ~~26.15.~~ BOARD VACANCIES:

~~26.1.15.1.~~ \_\_\_\_\_ The office of any Board ~~member~~Member becomes vacant if the person:

- ~~13~~ \_\_\_\_\_ ~~15.1.1~~ 15.1.1 dies; or
- ~~13~~ \_\_\_\_\_ ~~15.1.2~~ 15.1.2 resigns their office by notice in writing to the Chief Executive.

#### ~~26.2.15.2.~~ \_\_\_\_\_ Removal of Board Members

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

~~13~~~~15.2.1~~ 15.2.1 has been found guilty of misappropriation of the funds of the

Association; or

~~13~~15.2.2 has been found guilty of a substantial breach of these Rules; or

~~13~~15.2.3 has been found guilty of gross misbehaviour or gross neglect of duty;  
or

~~13~~15.2.4 has ceased to be eligible to be a Board ~~member~~Member of the Association under these Rules.

15.3. If the Board is considering removal of a Board ~~member~~Member under this Rule, ~~they~~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. ~~They~~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. ~~A Board member~~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~~Member will have the right to appeal to that meeting against their removal as a Board ~~member.~~Member. In the event of the appeal being upheld the Special General Meeting may order reinstatement of the Board ~~member~~Member to the Board on such conditions as it considers the circumstances warrant.

#### ~~26.3.~~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:

~~13~~15.3.1 if the unexpired part of the term of office is 27 months or less, ~~the vacancy must be filled~~ by the appointment by the Board of another eligible person not being a Board

~~member~~Member;

~~13~~ 15.3.2 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 ~~12.1~~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 ~~10.29.1.1~~.

~~13~~ 15.3.3 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.

#### 28.16. BOARD MEETINGS~~‡~~

~~28.1.16.1.~~ 28.1.16.1. ~~Subject to Rule 14.5, all~~All votes will be taken by a show of hands of all Board ~~members~~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 members of 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 members of the~~ Board Members communicating with each other by any technological means consented to by all of the ~~members 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.~~

~~28.2.16.2.~~ 28.2.16.2. A quorum of the Board is not less than 6 Board ~~members~~Members.

~~28.3.16.3.~~ 28.3.16.3. During the absence of the Chair from any meeting properly called and notified to all Board ~~members~~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~~Members present at the meeting must elect a Chair from within their own number.

~~28.4.16.4.~~ 28.4.16.4. 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~~Member on the instructions of the Chair fixing the time, date and place of the ~~Meeting-~~meeting. An accidental omission to send a notice of meeting of the Board to ~~any member of the~~a Board Member or the non-receipt of the notice by any ~~member of the~~ Board Member does not invalidate the proceedings, or any resolution passed, at the meeting.

~~29.0. Board members appointed pursuant to Rule 10.2.5 will be non-voting members of the Board.~~

### ~~30.17.~~ 17. STANDING COMMITTEES:

~~30.1-17.1.~~ 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.

~~15~~ 17.1.1 Each of the Standing Committees will consist of persons as the Board may from time to time decide.

~~15~~ 17.1.2 The Chief Executive of the Association or their nominee will be the Secretary of every Committee.

~~15.1.3~~ A 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.

~~15~~ 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.

~~15~~ 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.

### ~~31.18.~~ 18. ANNUAL GENERAL MEETING:

~~31.1.18.1.~~ ——— An Annual General Meeting of Members will take place between 1st January and ~~31st March~~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. ~~The results of the ballot for election of any Board member whose term of office commences at the meeting will be declared.~~

~~31.2.18.2.~~ ——— 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 ~~16.5.18.5.~~

~~31.3.18.3.~~ ——— 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.

~~31.4.18.4.~~ ——— 20 voting Representatives of financial Members of the Association will form a quorum at the Annual General Meeting.

~~31.5.18.5.~~ ——— Notwithstanding the provisions of ~~Rule 16.2~~Rules 18.2 and ~~16.3~~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.

### 32.19. SPECIAL GENERAL MEETING:

~~32.1.19.1.~~ ——— 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 ~~meeting~~Special General Meeting.

~~32.2.19.2.~~ ——— 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 *Fair Work (Registered Organisations) Act 2009* or equivalent legislation.

32.3-19.3. — 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.

32.4-19.4. — Only that business which is set forth in the notice of meeting can be discussed and dealt with at the Special General Meeting.

32.5-19.5. — 20 voting Representatives of financial Members of the Association will form a quorum at a Special General Meeting.

### 33-20. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS:

33.1-20.1. — ~~Subject to Rule 6.4, and except~~ Except as otherwise provided by these Rules, every question submitted to a ~~meeting~~ 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 ~~meeting~~ 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.

33.2-20.2. — If a poll is demanded it must be taken in such manner and at such time and place as the ~~meeting~~ 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 ~~meeting~~ General Meeting at which the poll was demanded.- The demand for a poll may be withdrawn.

33.3-20.3. — When a poll is held each Member is entitled to one vote.

33.4-20.4. — 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.

~~33.5-20.5.~~ \_\_\_\_\_ A financial Member through its Representatives is entitled to be present at and to vote on any question at any ~~meeting~~General Meeting or upon a poll or ballot or be reckoned in a quorum.

~~33.6-20.6.~~ \_\_\_\_\_ Voting by proxy is permitted at any General Meeting. ~~Every instrument of proxy must be signed by the~~ A Representative ~~of the Member nominated member must appoint a proxy in accordance with Rule 6 and must be in such a~~ form ~~as determined by~~ the Board ~~may determine~~.

~~33.7-20.7.~~ \_\_\_\_\_ A proxy instrument will be deemed to confer authority to demand or join in demanding a poll.

#### ~~34.21.~~ CHIEF EXECUTIVE:

~~34.1-21.1.~~ \_\_\_\_\_ The Board must appoint a person to the position of Chief Executive. The Chief Executive will be an employee of the Association.

~~34.2-21.2.~~ \_\_\_\_\_ 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.

~~34.3-21.3.~~ \_\_\_\_\_ 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 ~~process~~proceedings on behalf of the Association.

~~34.4-21.4.~~ \_\_\_\_\_ ~~The~~Without limiting the authority of the Chair under Rule 10.2.3, the Chief Executive ~~will convene~~has the overall responsibility of convening or ~~cause~~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~~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~~ <sup>7/2</sup> that correspondence will be



conducted in their name.

~~34.5.21.5.~~ ————— The Chief Executive must prepare and furnish or cause to be prepared and furnished by the appropriate office holder as required by the ~~Fair Work (Registered Organisations) Act 2009~~ Act or equivalent legislation all notices and returns required by law to be given by or on behalf of the Association.

~~34.6.21.6.~~ ————— The Chief Executive will, subject to the direction of the Board, engage and terminate the staff of the Association. ~~They and~~ will have full charge and management of the Association's staff.

~~34.7.21.7.~~ ————— 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.

~~34.8.21.8.~~ ————— 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.

~~34.9.21.9.~~ ————— During the temporary absence of the Chief Executive ~~a senior employee, the Deputy Chief Executive~~ of the Association must assume the authority and fulfil the duties of the Chief Executive upon ~~authorization~~ authorisation by the Chair or, in the event of the Chair not being available, ~~one of the other an~~ Office-~~bearers~~ bearer.

~~34.10.21.10.~~ ————— The Chair in consultation with Board ~~members~~ 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 ~~their~~ the duties to the satisfaction of the Board.

~~34.11.21.11.~~ ————— 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.

## ~~35.22.~~ 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;~~

~~— a list of the names and postal addresses of each of the Representatives of Members of the Association;~~

~~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 or, Executive Committee or by Law.~~

### ~~36.23. FINANCIAL YEAR:~~

~~36.1. — 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.~~

### ~~37.24. ANNUAL SUBSCRIPTION:~~

~~24.1 The Association's annual subscription is determined by the Board before 30th November of each year.~~

~~37.1.— 24.2 Each Member of the Association must pay in each year to the, on receipt of an invoice issued by the Association a subscription ascertained in accordance with a table of, the annual subscription dues determined by the Board before November 30th of each year.~~

~~37.2. — After November 30th of each year the Chief Executive must cause to be issued to each Member notice in writing of the amount of the Member's subscription for the year, and specifying the date, or dates if the subscription is payable in two or more instalments, on which the subscription is due for payment.~~

~~38.0. — Each Member must pay the amount of subscription prescribed by this Rule not later than 60 days after the date of the subscription becoming due.~~

~~39.0. 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.~~

~~40.25.~~ FEES AND LEVIES:

~~40.1.25.1.~~ Members may be required to pay fees for specific services as laid down by the Board from time to time.

~~40.2.25.2.~~ 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 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.

~~41.26.~~ ARREARS AND DEBTS:

~~41.1.26.1.~~ 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.

~~41.2.26.2.~~ 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.

~~41.3.26.3.~~ 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.

~~41.4.26.4.~~ 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.

~~Members~~

~~41.6.26.5.~~ 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.

~~41.7.~~ —————The Board has discretionary power to waive either or all of the Rules ~~24.3~~26.3 and ~~24.4~~26.4 in respect of any particular Member of the Association.

#### ~~42.27.~~ USE AND CONTROL OF FUNDS:

~~42.1-27.1.~~ —————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.

~~42.2-27.2.~~ —————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:-

—————~~25~~ ~~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

—————~~25~~ ~~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.

~~42.3-27.3.~~ —————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.

~~42.4-27.4.~~ —————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.

~~42.5-27.5.~~ — 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.

~~42.6-27.6.~~ — 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.

#### ~~43.28.~~ AUDITORS:

~~43.1-28.1.~~ — One or more auditor or auditors having the qualifications prescribed from time to time by the ~~Fair Work (Registered Organisations) Act 2009~~ Act or equivalent legislation must be appointed by the Association at its Annual General Meeting.

~~43.2-28.2.~~ — 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.

~~43.3-28.3.~~ — 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 ~~early~~ yearly accounts.

~~43.4-28.4.~~ — 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.

~~43.5-28.5.~~ — A retiring auditor is eligible for reappointment.

#### ~~44.29.~~ SEAL:

~~44.1.~~ — The ~~Board must cause to be designed and produced a~~ common seal ~~for~~ of the Association, ~~which~~ must be in the custody of the Chief Executive and ~~may not be used or~~ affixed to any document except as authorised by the Board.

~~45.0. — Every document to which the said seal is affixed must be signed by:~~

~~27.2.1 The Chair or Deputy Chair, or Treasurer, of the Association;~~

~~and~~

~~27.2.2 The Chief Executive or the person for the time being acting in their stead or a person nominated by the Board.~~

#### 48.30. AUTHORITY TO EXECUTE DOCUMENTS:

48.1.30.1. — 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. ~~28.1.1~~ ~~Any~~ 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; ~~and~~

30.1.2. ~~28.1.2~~ ~~Any~~ 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.

#### 49.31. ALTERATION OF RULES:

49.1.31.1. — 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 ~~6.4~~ 20.1.

49.2.31.2. — The name of the Association or the eligibility rules of the Association may alter where the change is approved pursuant to sub-Rule ~~29.1~~ 31.1 above.

#### 50.32. INDEMNITY:

50.1. — 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~~ 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.~~

### ~~51.33.~~ WINDING UP:

~~51.1.33.1.~~ — 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.~~

~~51.2.33.2.~~ — 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.

### ~~52.34.~~ 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 ~~Fair Work (Registered Organisations) Act 2009~~ Act or equivalent legislation.

### ~~53.35.~~ 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.

### ~~54.36.~~ ASSOCIATION POLICIES AND PROCEDURES

The Association must develop and implement policies and procedures relating to the

expenditure of the Association.

**55.37. DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS**

**55.1.37.1.** \_\_\_\_\_ Each Officer of the Association must disclose to the Association any Remuneration paid to the Officer:

**55.1.1.37.1.1.** \_\_\_\_\_ 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
- (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

**55.1.2.37.1.2.** \_\_\_\_\_ by any Related Party of the Association in connection with the performance of the Officers' duties as an Officer.

**55.2.37.2.** \_\_\_\_\_ The disclosure required by Rule **35.137.1** must be made to the Association:

**55.2.1.37.2.1.** \_\_\_\_\_ as soon as practicable after the Remuneration is paid to the Officer; and

**55.2.2.37.2.2.** \_\_\_\_\_ in writing.

**55.3.37.3.** \_\_\_\_\_ The Association must disclose to the members of the Association:

**55.3.1.37.3.1.** \_\_\_\_\_ the identity of the Officers who are the five highest paid in terms of Relevant Remuneration for the Disclosure Period, and

**55.3.2.37.3.2.** \_\_\_\_\_ for those Officers:

- (a) a band, which may be up to \$100,000 wide, in which each of the **Officers' 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.



~~55.4.37.4.~~ For the purposes of Rule ~~35.3;~~37.3<sub>2</sub>, the disclosure shall be made:

~~55.4.1.37.4.1.~~ \_\_\_\_\_ in relation to each Financial Year;

~~55.4.2.37.4.2.~~ \_\_\_\_\_ within six months after the end of the Financial Year;

and

~~55.4.3.37.4.3.~~ \_\_\_\_\_ in writing.

#### ~~56.38.~~ DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTEREST

~~56.1.38.1.~~ \_\_\_\_\_ Each Officer of the Association must disclose to the Association any Material Personal Interest in a matter that:

~~56.1.1.38.1.1.~~ \_\_\_\_\_ the Officer has or acquires; or

~~56.1.2.38.1.2.~~ \_\_\_\_\_ a ~~Relative~~relative of the Officer has or acquires;

that relates to the affairs of the Association.

~~56.2.38.2.~~ The disclosure required by Rule ~~36.1~~38.1 must be made to the Association:

~~56.2.1.38.2.1.~~ \_\_\_\_\_ as soon as practicable after the interest is acquired; and

~~56.2.2.38.2.2.~~ \_\_\_\_\_ in writing.

~~56.3.38.3.~~ The Association must disclose to the members of the Association any interests disclosed to the Association pursuant to Rule ~~36.1~~38.1.

~~56.4.38.4.~~ For the purposes of Rule ~~36.3;~~38.3<sub>2</sub>, the disclosures must be made:

~~56.4.1.38.4.1.~~ \_\_\_\_\_ in relation to each Financial Year;

~~56.4.2.38.4.2.~~ \_\_\_\_\_ within six months after the end of the Financial Year;

and

~~56.4.3.38.4.3.~~ \_\_\_\_\_ in writing.

#### ~~57.39.~~ DISCLOSURE BY ~~THE~~ ASSOCIATION OF PAYMENTS

~~57.1.39.1.~~ The Association must disclose to the ~~members~~Members of the Association

either:

~~57.1.1~~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

~~57.1.2~~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.

~~57.2~~39.2. ~~Rule 37.1~~Rule 37.1 does not apply to a payment made to a Related Party if:

~~57.2.1~~39.2.1. \_\_\_\_\_ the Related Party is an Officer of the Association; and

~~57.2.2~~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.

~~57.3~~39.3. ~~Rule 37.1~~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.

~~57.4~~39.4. For the purposes of Rule ~~37.1~~39.1, the disclosures must be made;

~~57.4.1~~39.4.1. \_\_\_\_\_ in relation to each Financial Year;

~~57.4.2~~39.4.2. \_\_\_\_\_ within six months after the end of the Financial Year;  
and

~~57.4.3~~39.4.3. \_\_\_\_\_ in writing.

~~58.40.~~ TRAINING

~~58.1.40.1.~~ 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 Act.~~

~~59.0.0. has been approved by the General Manager of the Fair Work Commission under section 154C of the Fair Work (Registered Organisations) Act 2009; and~~

~~60.0.0. covers each of the Officer's financial duties.~~

~~61.41.~~ INTERPRETATION AND DEFINITIONS:

In these Rules unless the contrary intention appears:

~~61.1.41.1.~~ "Declared Person or Body" ~~is a person~~ is ~~a Declared Person or Body~~ ~~if defined by section 148(5) of the Act as:~~

~~61.1.1.41.1.1.~~ an Officer of the Association has disclosed a material personal interest under Rule ~~36.1;38.1;~~ and

~~61.1.2.41.1.2.~~ the interest relates to, or is in, the person or body; and

~~61.1.3.41.1.3.~~ the Officer has not notified the Association that the Officer no longer has the interest.

~~61.2.41.2.~~ "Disclosure Period" means the Financial Year as defined in Rule ~~21~~23 unless a shorter period is specified.

~~61.3.41.3.~~ "Financial Duties" includes duties that relate to the financial management of the Association.

~~61.4.41.4.~~ "Financial Year" has the meaning defined in Rule ~~21.~~

~~23.~~

~~61.5.41.5.~~ "General Manager" means the General Manager of the Fair Work Commission.

~~61.6.41.6.~~ "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.

~~61.7.~~ "Group of Members" "Governor" in relation to a school means ~~two or more Members of like philosophy or faith who have previously been recognised by resolution~~ an officer of the ~~Board as constituting such a group.~~

~~61.8.~~ 41.7. "Head of School" means ~~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 designated by the responsibility for the ~~Governing Body of a School as the Head of the School and includes a person designated as acting in the capacity during the absence or incapacity of the Head of the School.~~ governance of that school.

~~61.9.~~ 41.8. "Junior School" means that part of an R – 12 school conducting courses of ~~study between Reception and year 7 but not 8 and above.~~ primary school study.

41.9. "Member" means a Non-Government South Australian registered school whose application for membership has been approved by the Board.

~~61.10.~~ 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.

~~61.11.~~ 41.11. "Non-Government Education" ~~education~~ means the provision of courses of study in any of the years Reception to ~~year~~ Year 12, other than that provided by a Government Department of Education (or equivalent) or any other government authority.

~~61.12.~~ 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.

~~61.13.~~ 41.13. "Office" has the same meaning as defined by section 9 of the ~~Fair Work (Registered Organisations) Act 2009.~~ Act.

~~61.14.41.14.~~ "Officer" has the same meaning as defined by section 6 of ~~the Fair Work (Registered Organisations) Act 2009. Act.~~

~~61.15.41.15.~~ "Peak Council" has the same meaning as defined by section 6 of the ~~Fair Work (Registered Organisations) Act 2009. 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.

~~61.16.41.17.~~ "Primary School" means a school conducting courses of primary school study ~~that includes at least one of the years Reception 1, 2, 3, 4, 5, 6 and 7 but not years 8 and above, and does not include a "Junior School" as defined at Rule 38.9 by the State government of South Australia from time to time.~~

~~61.17.41.18.~~ "R-12" means a school conducting courses of study that include both primary and secondary years of study.

~~61.18.41.19.~~ "Registered School" means any school registered pursuant to the ~~Education Act 1972 and Early Childhood Services (Registration and Standards) Act 2011 (SA)~~ or equivalent legislation.

~~61.19.41.20.~~ "Related Party" has the same meaning as defined by section 9B of the ~~Fair Work (Registered Organisations) Act 2009. (Cth).~~

~~61.20.41.21.~~ "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.

~~61.21.41.22.~~ "Relevant Remuneration" in relation to an Officer of the Association for a Disclosure Period is the sum of the following:

~~61.21.1.41.22.1.~~ any Remuneration disclosed to the Association by the Officer under Rule ~~35.1~~37.1 during the Disclosure Period; and

~~61.21.2-41.22.2.~~ any Remuneration paid during the Disclosure Period to the Officer of the Association by the Association.

~~61.22-41.23.~~ "Relative" in relation to a person, means:

~~61.22.1-41.23.1.~~ parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person; or

~~61.22.2-41.23.2.~~ the spouse of the first mentioned person— and includes a de facto partner of the person.

~~61.23-41.24.~~ "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.

~~61.24.—~~ "Secondary School" means a school conducting courses of secondary study ~~that includes at least one as defined by the government of South Australia from time to time. the years 8, 9, 10, 11 or 12.~~

~~61.25.—~~ "School System" means ~~a group of schools, including one or more Members, that have joined together form a system that is included in the list of approved school systems kept under Part 8 of the Schools Assistance Act 2008 or any equivalent provisions.~~



Association of  
Independent Schools  
of South Australia

# **CONSTITUTION**

and

# **RULES**

**APRIL 2016**

---

## TABLE OF CONTENTS

	<b>Page</b>
1. NAME OF ASSOCIATION	4
2. REGISTERED OFFICE	4
3. PURPOSE AND OBJECTS	4
4. MEMBERSHIP	6
5. ADMISSION OF MEMBERS	6
6. REPRESENTATION OF MEMBERS	7
7. RESIGNATION OF MEMBER	8
8. CESSATION AND TERMINATION OF MEMBERSHIP	8
9. BOARD POSITIONS, POWERS AND DUTIES	10
10. OFFICE-BEARERS AND EXECUTIVE COMMITTEE POSITIONS, POWERS AND DUTIES	11
11. TENURE OF BOARD MEMBERS AND OFFICE-BEARERS	13
12. ROTATIONAL TERMS FOR BOARD MEMBERS, TRANSITIONAL PROVISIONS AND ELECTIONS FOR FOURTH GROUP OF BOARD MEMBERS	13
13. ELECTIONS: APPOINTMENT OF BOARD, OFFICE-BEARERS AND EXECUTIVE COMMITTEE	14
14. RETURNING OFFICER	15
15. BOARD VACANCIES	19
16. BOARD MEETINGS	20
17. STANDING COMMITTEES	21
18. ANNUAL GENERAL MEETING	22
19. SPECIAL GENERAL MEETING	22
20. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS	23
21. CHIEF EXECUTIVE	24
22. RECORDS	25
23. FINANCIAL YEAR	26
24. ANNUAL SUBSCRIPTION	26
25. FEES AND LEVIES	26
26. ARREARS AND DEBTS	26
27. USE AND CONTROL OF FUNDS	27
28. AUDITORS	28
29. SEAL	29
30. AUTHORITY TO EXECUTE DOCUMENTS	29
31. ALTERATION OF RULES	29



32.	INDEMNITY	29
33.	WINDING UP	30
34.	RESOLUTION OF DISPUTES	30
35.	NOTIFICATION OF INDUSTRIAL DISPUTES	30
36.	ASSOCIATION POLICIES AND PROCEDURES	30
37.	DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS	30
38.	DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTEREST	32
39.	DISCLOSURE BY THE ASSOCIATION OF PAYMENTS	32
40.	TRAINING	33
41.	INTERPRETATION AND DEFINITIONS	33

## THE ASSOCIATION OF INDEPENDENT SCHOOLS OF SOUTH AUSTRALIA

### CONSTITUTION AND RULES

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;
  - 3.4.3 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;
  - 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.
- 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 on the later of:

7.2.1. :

- (a) the day on which the notice is received by the Association, and
- (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 the Member has engaged in conduct which the Board considers has brought or is likely to bring the Member itself, the Association or any Member(s) of the Association into disrepute or is otherwise prejudicial to the interests of the Association or its Members or some of them;
  - 8.3.4. 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;
  - 8.3.5. if the Member is a natural person who is of general bad character; or
  - 8.3.6. 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 such 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.
- 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 voting is equal may exercise their right to a casting vote by declaring the result of the voting.
- 10.2.2. Subject to Rule 9.2, 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 Statements 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.

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 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 to that office 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

13.1. 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.

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 has 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.

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 wishes 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 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.
- 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

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 9.1.1.

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.

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.

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 Rules 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.
- 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.
- 21.2. 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.
- 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, 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 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.

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:-
- 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.

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; and

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 0.

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
  - (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

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 THE 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.

39.2. Rule 37.1 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 Act.

#### 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
- 41.1.3. 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.
- 41.14. "Officer" has the same meaning as defined by section 6 of 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 (Cth)*.
- 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.
- 41.24. "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.