

# SAPPA

South Australian  
**Primary Principals Association Inc**

# CONSTITUTION

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# THE SOUTH AUSTRALIAN PRIMARY PRINCIPALS ASSOCIATION INCORPORATED

## CONSTITUTION

### 1. NAME

The name of the Association is **THE SOUTH AUSTRALIAN PRIMARY PRINCIPALS ASSOCIATION INCORPORATED**, referred to herein as “the Association”.

### 2. DEFINITIONS AND INTERPRETATION

In these Rules, unless the contrary intention appears:-

- 2.1. “Act” means the Associations Incorporation Act 1985;
- 2.2. “Executive” means the Executive committee of the Association;
- 2.3. “Meeting” means a Meeting of members of the Association convened in accordance with these Rules;
- 2.4. “Member” means a member of the Association;
- 2.5. “Principal” means Principal, Deputy Principal, Assistant Principal or Senior Leader in the Department for Education and Child Development (DECD) schools with primary enrolled students, or such other department as may become responsible for the education of primary enrolled students from time to time;
- 2.6. “Regulations” means the *Associations Incorporation Regulations 1993*
- 2.7. “Special Resolution” means a special resolution as defined in the Act.

### 3. OBJECTS AND PURPOSES

The objects of the Association are:-

- 3.1. To work for the betterment of education in public primary schools;
- 3.2. To provide support for primary school Principals in the performance of their duties;
- 3.3. To assist the professional development of Principals through the organization of conferences, seminars and similar activities;
- 3.4. To maintain close links with Principals across Australia and overseas through affiliation with the Australian Primary Principals Association, the Australian Government Primary Principals Association and others as determined by the Executive;
- 3.5. To work in cooperation with relevant State Government departments for the best management of primary schools.

### 4. POWERS

For the purposes of carrying out its objects, the Association will have;

- 4.1. All the powers conferred by section 25 of the Act;
- 4.2. The legal capacities, rights, powers or privileges of a natural person (subject to any limitations imposed by the Act);
- 4.3. Without limiting Rules 4.1 and 4.2, the power to employ personnel
- 4.4. Without limiting Rules 4.1 to 4.3, the power to invest its moneys in any investment in which trust moneys may, by Act of Parliament, be vested;
- 4.5. The power to borrow money upon such terms and conditions as the Executive thinks fit and to secure repayment thereof by charging the Association's property;
- 4.6. The power to appoint agents to transact any business of the Association on its behalf;
- 4.7. The power to give such security for the discharge of liabilities incurred by the Association as it thinks fit; and
- 4.8. The power to enter into any contract or anything else it considers necessary or desirable to carry into effect the Association's objects.

## **5. MEMBERSHIP**

There shall be four classes of membership of the Association;

### **5.1. Full Membership**

Full Membership is open to all persons who are Principals at the time of applying for membership, and provided that the person remains employed by the department responsible for primary enrolled students as set out in Paragraph 2.5. A member with Full Membership is hereinafter referred to as Full Member.

- 5.1.1 Each Full Member present at any General or Special Meeting shall be entitled to one vote.

### **5.2. Honorary Membership**

Honorary Membership may be granted by the Executive to any person who in the opinion of the Executive has made or is making a significant contribution to the cause of Primary Education. A member with Honorary Membership is hereinafter referred to as Honorary Member.

- 5.2.1. Not more than ten Honorary Memberships can be granted in any one calendar year.
- 5.2.2. Honorary Membership is current only for the calendar year in which it is awarded.

5.2.3. Honorary Members may attend and speak at any General or Special Meeting, but they shall not have voting rights.

5.3. Life Membership

Life Membership may be granted by the Executive only to those persons who have given long and meritorious service as Full Members of the Association. A member with Life Membership is hereinafter referred to as Life Member.

5.3.1. Nomination of Life Members in the form of a notice of motion can be made only to the President of the Association.

5.3.2. Not more than two Life Memberships can be granted in any one calendar year.

5.3.3. Life Members shall have the same rights as conferred by these Rules on Full Members of the Association.

5.4. Retired Membership

Retired Membership is open to retired persons who previously held Full Membership of the Association. A member with Retired Membership is hereinafter referred to as a Retired Member.

5.4.1. Application for Retired Membership shall be made in writing to the Business Manager and signed by the applicant and shall be in such form as the Executive shall prescribe from time to time.

5.4.2. Retired Membership is current for the balance of the membership year in which it is granted.

5.4.3. Retired Members shall have the same rights as those conferred by these Rules on Honorary Members of the Association.

## **6. SUBSCRIPTIONS**

6.1. Annual subscription fees shall be applicable to Full Members only and shall be such sums as the Executive shall determine from time to time.

6.2. The subscription fees for Full Membership may be paid by salary deduction or by such other method as the Executive may determine from time to time.

6.3. The Executive may impose a levy on all Full Members of the Association as the Executive deems necessary from time to time. Any such levy shall be in addition to the annual subscription.

6.4. Any Member whose subscription or levy (or part thereof) is outstanding for three months after the due date for payment shall cease to be a Member of the

Association. The Executive may reinstate such a person's membership on such terms as it thinks fit.

## **7. RESIGNATIONS**

A Member may resign from membership of the Association by giving written notice thereof to the Business Manager of the Association. Any Member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

## **8. EXPULSION OF A MEMBER**

8.1. Subject to giving a Member an opportunity to be heard or to make a written submission, the Executive may resolve to expel a Member upon a charge of misconduct detrimental to the interest of the Association.

8.2. Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Executive at which the matter will be determined.

8.3. The determination of the Executive shall be communicated to the Member in writing and in the event of an adverse determination, the Member shall cease to be a Member 14 days after the Executive has communicated its determination to the Member.

## **9. BUSINESS MANAGER**

9.1. There shall be a Business Manager of the Association who shall be employed for such term and on such conditions as the Association may from time to time determine.

9.2. The Business Manager shall, under the direction of the Association:-

9.2.1. Conduct the ordinary business of the Association in accordance with these Rules.

9.2.2. Supervise the staff of the Association.

9.2.3. Keep an accurate record of the proceedings of the Association, the Executive, and any committees.

9.2.4. Keep the register of the Association.

9.2.5. Direct the collection of fees and subscriptions, the preparation of books of account, and present all accounts to the Association for inspection and approval.

- 9.2.6. Keep a current account at such bank or banks as the Association may direct, and pay into such account all monies received on behalf of the Association.
- 9.2.7. Furnish a properly audited account and balance sheet to accompany each annual report.
- 9.2.8. Give notice of all meetings of the Executive and General Meetings of the Association.
- 9.2.9. Present to the Annual General Meeting of the Association a report of its activities during the preceding financial year.
- 9.2.11. Act as the Returning Officer at any election of the Association.

## **10. POWERS AND DUTIES OF THE EXECUTIVE**

- 10.1. The affairs of the Association shall be managed and controlled by the Executive which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in General or Special Meetings.
- 10.2. The Executive has the management and control of the funds and other property of the Association.
- 10.3. The Executive shall have the power to appoint such Officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act, and may delegate any of its powers to such Officers and employees.
- 10.4. The Executive shall comprise those members prescribed in Rule 11.1 below.

## **11. THE EXECUTIVE**

- 11.1. The Executive shall comprise of:-
  - 11.1.1. Elected President;
  - 11.1.2. 15 elected Executive members.
- 11.2. A Vice President shall be elected by the Executive at the first meeting of the Executive following an election.
- 11.3. The Immediate Past President shall be an ex officio member of the Executive who shall remain a member of the Executive for two school terms after the election of the new President.

- 11.4. The appointment and term held by the President and the 15 Executive members are as follows:-
- 11.4.1. In every second year (commencing 2007) the President and 15 ordinary Executive members for the following year shall be elected pursuant to Rule 12.
- 11.4.2. The President and the 15 elected ordinary Executive members shall hold office for two years from the 1<sup>st</sup> day of January next following their election.
- 11.4.3. The President can serve a maximum of three (3) consecutive terms or six (6) years.
- 11.5. The Executive may co-opt such additional Executive members as it requires provided that the Executive shall not exceed 19 members. Each co-opted Executive member shall remain a member of the Executive until the 31<sup>st</sup> day of December of the year in which he or she was co-opted.
- 11.6. The Executive may appoint any Member to a casual vacancy left by an elected Executive member, and such an Executive member shall hold office until the expiration of the term of the person whom he or she is replacing and he or she shall be eligible to be nominated for election pursuant to Rule 11.
- 11.7. A retiring Executive member shall be eligible to be nominated for re-election pursuant to Rule 12.

## **12. ELECTIONS**

- 12.1. A nomination form for the positions of President and Elected Executive Member shall be published in a newsletter before the 31<sup>st</sup> of August 2007 and before 31 August in each second year thereafter.
- 12.2. Members may nominate for the position of President as well as for a position as an elected Executive member.
- 12.3. Each nomination shall be signed by the nominee.
- 12.4. All written nominations must be received by the Business Manager on or before the 30<sup>th</sup> day of September in each election year.
- 12.5. Voting papers and a statement from each nominee shall be distributed to all Full Members before the 30<sup>th</sup> day of October in each election year.
- 12.6. Members shall return voting papers to the Business Manager on or before the date as may be specified in the said voting papers.

- 12.7. The names of the successful nominees shall be published in the newsletter and on the official website of the Association bearing the Internet address [www.sappa.sa.edu.au](http://www.sappa.sa.edu.au), or such other address as may become the official website of the Association from time to time.

### **13. DISQUALIFICATION OF EXECUTIVE MEMBERS**

The office of Executive member shall become vacant if an Executive member is:-

- 13.1. Disqualified by the Act;
- 13.2. Expelled under these Rules;
- 13.3. Permanently incapacitated by ill health; or
- 13.4. Absent without apology for more than three Executive meetings in a Financial Year.

### **14. PROCEEDINGS OF THE EXECUTIVE**

- 14.1. The Executive shall meet together for the dispatch of business on a regular basis not less than eight times per year.
- 14.2. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- 14.3. A quorum for a meeting of the Executive shall be 60% of members of the Executive.
- 14.4. A member of the Executive having a pecuniary interest in a contract with the Association must disclose that interest to that Executive as required by the Act, and shall not vote with respect to the contract.

### **15. FINANCIAL YEAR**

- 15.1. The financial year of the Association shall be a period of 12 months ending on the 31<sup>st</sup> day of December in each year.
- 15.2. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 15.3. The accounts, together with the Auditor's report on the accounts, the Executive's statement and the Executive's report, shall be laid before Members at the Annual General Meeting.

### **16. AUDITOR**

There shall be an Auditor of the Association who shall be appointed in the following manner:-



At each Annual General Meeting, the Members shall appoint a person to be Auditor of the Association.

16.1. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

16.2. If an appointment is not made at an Annual General Meeting, the Executive shall appoint an Auditor for the current Financial Year.

## **17. RULES**

17.1. Subject to approval by a Special Resolution of the Members of the Association at a Special meeting called for the purpose by the Executive, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.

17.2. The registered Rules shall bind the Association and every Member to the extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

## **18. THE SEAL**

18.1. The Association shall have a Common Seal upon which its corporate name shall appear in legible characters.

18.2. The Common Seal shall not be used without express authorization of the President, and every use of the Common Seal shall be recorded. The affixing of the Common Seal shall be witnessed by the President and the Business Manager.

18.3. The Common Seal shall be kept in the custody of the Business Manager or such other person as the Executive may from time to time decide.

## **19. MEETINGS**

19.1. General Meetings

19.1.1. No less than two General Meetings shall be held in a Financial Year at such time and at such place as may be determined by the Executive.

19.1.2. The Business Manager shall present a duly audited balance sheet to the Executive during Term 1 of each Financial Year. The audited balance sheet will subsequently be circulated to Members at the Association's Annual General Meeting to be held before 31<sup>st</sup> March each year and in the official newsletter following that Annual General Meeting.

19.2. Special meetings

19.2.1. Special Meetings may be called by the Executive or upon requisition in writing of not less than 25 Members of the Association.

- 19.2.2. Every requisition for a Special meeting shall state the purpose of the meeting, shall be signed by the Members making the requisition and shall be presented to the Business Manager of the Association.
  - 19.2.3. Upon the receipt of such requisition, the Executive shall convene a Special meeting as soon as possible for the purpose set out in the requisition.
  - 19.2.4. Special Meetings may be called at any time provided that sufficient Notice pursuant to Rule 19.3 herein can be given in at least one newsletter before the proposed meeting.
- 19.3. Notice
- 19.3.1. Except as otherwise determined by the Executive, Notice of every proposed Meeting shall appear in at least one newsletter and shall be served on each member either personally or in writing (which may include by email).
  - 19.3.2. The Notice shall set out where and when the meeting will be held. Notice of a Special meeting shall also set out the purpose of the meeting.

## **20. PROCEEDINGS AT MEETINGS**

- 20.1. 25 Members personally shall constitute a Quorum at any meeting.
- 20.2. If within 30 minutes after the time appointed for the Meeting a Quorum of Members is not present, the Meeting may proceed but any resolutions passed in the course of that meeting must be confirmed by another meeting at which a Quorum is present before such resolutions shall have effect or bind the Association.
- 20.3. The President, or his or her nominee or a person elected by those attending shall preside as Chairperson at every Meeting of the Association.
- 20.4. The Chairperson may with the consent of any Meeting at which a Quorum is present, and shall if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- 20.5. When a Meeting is adjourned for 30 days or more, Notice of the adjourned meeting shall be given as if that meeting were an original Meeting of Members.
- 20.6. At any meeting, a resolution put to a vote shall be decided on a show hands, and a declaration by the Chairperson of the Meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact of the number proportion of the votes in favour of or against the resolution.

20.7. If a poll is demanded by the Chairperson of the Meeting or by three or more Members present it shall be taken in such a manner as the Chairperson directs. The result of a poll shall be the resolution of the Meeting.

20.8. A motion must be carried by a majority of Members present.

## **21. PROXIES**

21.1. A member will be only entitled to appoint in writing a natural person who is also a member to be his or her proxy and attend and vote at any meeting of the Association.

## **22. MINUTES**

22.1. Proper minutes of all business transacted at Special Meetings of the Association and of meetings of the Executive shall be entered within one month after the relevant meeting in records kept for the purpose.

22.2. The minutes kept pursuant to this Rule shall be endorsed by the Executive at its next meeting.

22.3. Where minutes are endorsed they shall until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings and all appointments and decisions made at the Meeting shall be deemed to be valid.

## **23. PUBLIC OFFICER**

23.1. There is a Public Officer for the Association who is appointed by the Executive to perform such duties as are required by the Act.

## **24. WINDING UP**

The Association may be wound up in the manner provided for in the Act.