

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. “Board” means the Board of the Association
- 2.3. “Elected President” means the elected office holder of the Association referred to in Clause 12.1.1 below.
- 2.4. “meeting” means a meeting of Members of the Association convened in accordance with these Rules.
- 2.5. “Member” means a Member of the Association.
- 2.6. “President” means the Elected President in their capacity as an employee of the Association.
- 2.7. “Principal” means Principal or Band B leader in a Department for Education and Child Development (DECD) school with primary enrolled students, or such other department as may become responsible for the education of primary enrolled students from time to time.
- 2.8. “Regulations” means the Associations Incorporation Regulations 1993.
- 2.9. “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 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 Board.

- 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. Without limiting Rules 4.1, the power to employ personnel.
- 4.3. Without limiting Rules 4.1 to 4.2, the power to invest its moneys in any investment in which trust moneys may, by Act of Parliament, be vested.
- 4.4. The power to borrow money upon such terms and conditions as the Board thinks fit and to secure repayment thereof by charging the Association's property.
- 4.5. The power to appoint agents to transact any business of the Association on its behalf.
- 4.6. The power to give such security for the discharge of liabilities incurred by the Association as it thinks fit.
- 4.7. The power to enter into any contract or anything else it considers necessary or desirable to carry into effect the Association's objects.
- 4.8. The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

5. MEMBERSHIP

There shall be two 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 clause 2.7. 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. Life Membership

Life Membership may be granted by the Board 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.

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

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

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

5.3. A register of Members must be kept and contain:

5.3.1. The name and address of each Member.

5.3.2. The date on which each Member was admitted to the Association.

5.3.3. If applicable, the date of and reason(s) for termination of Membership.

6. SUBSCRIPTIONS

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

6.3. The Board may impose a levy on all Full Members of the Association as the Board 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 consecutive months after the due date for payment shall have their Membership suspended. At the discretion of the SAPPA Office, the Board may reinstate a person's Membership after a period of leave 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 Board 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 Board at which the matter will be determined.
- 8.3. The determination of the Board 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 Board has communicated its determination to the Member.

9. PRESIDENT

- 9.1. The Elected President of the Association shall be employed by the Association for the term of their office as Elected President.
- 9.2. In their capacity as an employee of the Association, the President shall be subject to the direction and control of, and answerable to the Board.
- 9.3. Should the President cease to be a member of the Association or cease to hold office as Elected President, their employment by the Association shall be terminated in accordance with the terms of their contract of employment.
- 9.4. Should the President resign from employment with the Association they will be required to resign from the office of Elected President.

10. BUSINESS MANAGER

- 10.1. 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.
- 10.2. The Business Manager shall, under the direction of the Association:
 - 10.2.1. Conduct the ordinary business of the Association in accordance with these Rules.
 - 10.2.2. Supervise the staff of the Association.
 - 10.2.3. Keep an accurate record of the proceedings of the Association, the Board, and any committees.
 - 10.2.4. Keep the register of the Association.

- 10.2.5. Direct the collection of fees and subscriptions, the preparation of books of account, and present all accounts to the Association for inspection and approval.
- 10.2.6. Keep a current account at such bank or financial institution as the Association may direct and pay into such account all monies received on behalf of the Association.
- 10.2.7. Furnish a properly audited account and balance sheet to accompany each annual report.
- 10.2.8. Give notice of all meetings of the Board and General Meetings of the Association.
- 10.2.9. Present to the Annual General Meeting of the Association a report of its activities during the preceding financial year.
- 10.2.10. Act as the Returning Officer at any election of the Association.

11. POWERS AND DUTIES OF THE BOARD

- 11.1. The affairs of the Association shall be managed and controlled by the Board 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.
- 11.2. The Board has the management and control of the funds and other property of the Association.
- 11.3. The Board 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.
- 11.4. The Board shall comprise those Members prescribed in Rule 12.1 below.
- 11.5. The Board may direct and instruct the President in their role as an employee of the Association, and the President will be answerable to the Board in their capacity as an employee of the Association.
- 11.6. The Board shall have the power to approve overseas travel of the President (in their capacity as Board Member and / or employee of the Association) and Board Members for the purpose of SAPPA related activities.

12. THE BOARD

- 12.1. The Board shall comprise of:
 - 12.1.1. Elected President.
 - 12.1.2. 15 elected Board Members.
- 12.2. A Vice President shall be elected by the Board at the first meeting of the Board following an election.
- 12.3. The appointment and term held by the Elected President and the 15 Board Members are as follows:
 - 12.3.1. In every second year (commencing 2007) the Elected President and 15 ordinary Board Members for the following year shall be elected pursuant to Rule 13.
 - 12.3.2. The Elected President and the 15 elected ordinary Board Members shall hold office for two years from the 1st day of January next following their election.
 - 12.3.3. The Elected President can serve a maximum of three (3) consecutive terms or six (6) years.
- 12.4. The Board may co-opt such additional Board Members if required provided that the Board shall not exceed 15 ordinary Members. Each co-opted Board Member shall remain a Member of the Board until the 31st day of December of the two year term in which he or she was co-opted.
- 12.5. The Board may appoint any Member to a casual vacancy left by an elected Board Member, and such a Board 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 13.
- 12.6. A retiring Board Member shall be eligible to be nominated for re-election pursuant to Rule 13.

13. ELECTIONS

- 13.1. A nomination form for the positions of Elected President and Elected Board Member shall be distributed to the Membership before the 31st of August 2007 and before 31 August in each second year thereafter.
- 13.2. Members may electronically nominate for the position of Elected President as well as for a position as an elected Board Member.

- 13.3. All nominations must be received by the Business Manager on or before the 30th day of September in each election year.
- 13.4. Voting ballots and a statement from each nominee shall be distributed to all Full Members before the 30th day of October in each election year.
- 13.5. Members shall return voting ballots to the Business Manager on or before the date as may be specified in the said voting ballots.
- 13.6. 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.com.au, or such other address as may become the official website of the Association from time to time.
- 13.7. Should the Elected President's position become vacant prior to completing the current two-year term, the Board will decide the process to replace the Elected President.

14. DISQUALIFICATION OF BOARD MEMBERS

The office of Board Member shall become vacant if a Board Member is:

- 14.1. Disqualified by the Act.
- 14.2. Expelled under these Rules.
- 14.3. Permanently incapacitated by ill health; or
- 14.4. Absent without apology for more than three Board meetings in a Financial Year.

15. PROCEEDINGS OF THE BOARD

- 15.1. The Board shall meet together for the dispatch of business on a regular basis.
- 15.2. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the motion shall be lost because it has not achieved a majority vote.
- 15.3. A Quorum for a meeting of the Board shall be 60% of Members of the Board.
- 15.4. A Member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act and shall not vote with respect to the contract.

16. FINANCIAL YEAR

- 16.1. The financial year of the Association shall be a period of 12 months ending on the 31st day of December in each year.
- 16.2. 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.
- 16.3. The accounts, together with the Auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before Members at the Annual General Meeting.

17. 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.

- 17.1. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 17.2. If an appointment is not made at an Annual General Meeting, the Board shall appoint an Auditor for the current Financial Year.

18. RULES

- 18.1. Subject to approval by a Special Resolution of the Members of the Association at a Special Meeting called for the purpose by the Board, 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.
- 18.2. 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.

19. MEETINGS

- 19.1. General Meetings
- 19.2. The Business Manager shall present a duly audited balance sheet to the Board 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 31st March each year.

19.3. Special Meetings

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

19.3.2. 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.

19.3.3. Upon the receipt of such requisition, the Board shall convene a Special Meeting as soon as possible and within one month for the purpose set out in the requisition

19.3.4. Special Meetings may be called at any time provided that sufficient notice pursuant to Rule 19.4 herein can be given in at least one newsletter before the proposed meeting.

19.4. Notice

19.4.1. Except as otherwise determined by the Board, 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).

19.4.2. 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. Twenty-five 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 Elected 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 of 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

A Member will be only entitled to appoint in writing a natural person who is also a 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 meetings of the Board 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 Board 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

There is a Public Officer for the Association who is appointed by the Board 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.