

SAPPA



Constitution
approved on
4 June 2025



South Australian
Primary Principals Association Inc

Constitution

May 2025

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THE SOUTH AUSTRALIAN PRIMARY PRINCIPALS ASSOCIATION INCORPORATED

CONSTITUTION



1. NAME

The name of the incorporated not for profit organisation is THE SOUTH AUSTRALIAN PRIMARY PRINCIPALS ASSOCIATION INCORPORATED (SAPPA Inc) referred to herein as “the Association”.

2. DEFINITIONS AND INTERPRETATION

In these Rules, unless the contrary intention appears:

- 2.1. “Act” means the South Australian 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 7.2.1 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 or Site Leader” means an educator who holds a site leadership position in a South Australian public education school with primary enrolled students.
- 2.8. “Regulations” means the Associations Incorporation Regulations 1993.
- 2.9. “Special Resolution” means a special resolution as defined in the Act.
- 2.10. “By-Law” means any such By-Law developed and determined by the SAPPA Board.

3. REGISTERED OFFICE

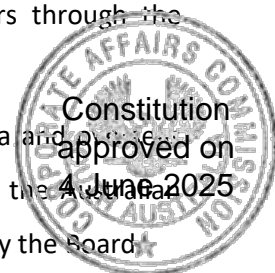
The registered office of SAPPA is Level 2, Education Development Centre, 4 Milner Street, Hindmarsh SA 5007 or such other place as may be determined by the SAPPA Board.

4. OBJECTS AND PURPOSES

The objects of the Association are:

- 4.1. To work for the betterment of education in public primary schools.
- 4.2. To provide support for Principals or Site Leaders in the performance of their duties.

- 4.3. To assist the professional development of Principals or Site Leaders through the organisation of conferences, seminars and similar activities.
- 4.4. To maintain close links with Principals or Site Leaders 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.
- 4.5. To work in cooperation with relevant State Government departments for the best management of primary schools.



5. POWERS

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

- 5.1. All the powers conferred by Section 25 of the Act.
- 5.2. Without limiting Rule 5.1, the power to employ personnel.
- 5.3. Without limiting Rules 5.1 to 5.2, the power to invest its moneys in any investment in which trust moneys may, by Act of Parliament, be vested.
- 5.4. 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.
- 5.5. The power to appoint agents to transact any business of the Association on its behalf.
- 5.6. The power to give such security for the discharge of liabilities incurred by the Association as it thinks fit.
- 5.7. The power to enter into any contract or anything else it considers necessary or desirable to carry into effect the Association's objects.
- 5.8. 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.

6. MEMBERSHIP

SAPPA has the following classes of membership of the Association, Full Membership and Life Membership.

6.1 FULL MEMBERSHIP

Full Membership is open to all persons who are Principals or Site Leaders at the time of applying for membership, and as long as that person remains employed by the South

Australian public education department responsible for primary enrolled students. A Member with Full Membership is hereinafter referred to as a Full Member.

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

6.1.2 The rights and responsibilities of a Full Member are outlined in the Constitution approved on 4 June 2025 determined by the Board.



6.2 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. Criteria for such service will be defined with the By-Laws and be reviewed biennially. A Member with Life Membership is hereinafter referred to as Life Member.

6.3 SUBSCRIPTIONS

6.3.1 Annual subscription fees shall be applicable to Full Members only and shall be such sums as the Board shall determine according to the process documented in the By-Laws.

6.3.2 The subscription fees for Full Membership may be paid by salary deduction or by such other method as the Board may determine according to the process documented in the By-Laws.

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

6.3.4 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. The Board may reinstate a person's Membership after a period of leave according to the process described within the By-Laws.

6.4 RESIGNATIONS

A Member may resign from Membership of the Association by giving written notice thereof to the office 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.

6.5 EXPULSION OF A MEMBER

6.5.1 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.

6.5.2 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.

- 6.5.3 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.



6.6 REGISTER OF MEMBERS

A register of Members must be kept and contain:

- 6.6.1 The name and site address of each Member.
- 6.6.2 The date on which each Member was admitted to the Association.
- 6.6.3 If applicable, the date of and reason(s) for termination of Membership.

7. SAPPA BOARD

7.1 POWERS AND FUNCTION OF THE BOARD

The Board shall be responsible for the overall strategy and policy direction of SAPPA as well as the general conduct and management of the business, staff, property and assets of the Association and may exercise all powers as are required under the Act or these Rules.

- 7.1.1 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.
- 7.1.2 The Board has the management and control of the funds and other property of the Association.
- 7.1.3 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. The Roles and Responsibilities of any Officers, employees or delegates will be described within the By-Laws.

Delete Items 11.4 to 11.6

- 7.1.4 The relationship of the President to the Board and the delegates to the President and other Officers or employees, will be described within the By-Laws.

7.2 STRUCTURE OF THE BOARD

The Board shall comprise of:

- 7.2.1 President.

7.2.2 15 Board Members.

7.2.3 A Vice President shall be elected by the Board at the first meeting of the Board following an election.

7.2.4 The appointment and term held by the President and the 15 Board Members shall be as follows:



7.2.4.1 In every second year (odd years) the President and 15 ordinary Board Members for the following year shall be elected pursuant to Clause 7.3.

7.2.4.2 The President and the 15 elected ordinary Board Members shall hold office for two years from the 1st day of January next following their election.

7.2.4.3 The President can serve a maximum of three (3) consecutive terms or six (6) years.

7.2.5 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 they were co-opted.

7.2.6 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 they are replacing and they shall be eligible to be nominated for election pursuant to Clause 7.3.

7.2.7 A retiring Board Member shall be eligible to be nominated for re-election pursuant to Clause 7.3.

7.3 ELECTIONS

7.3.1 Election of President and Board Members

(a) A nomination form for the positions of President and up to fifteen (15) Elected Board Members shall be distributed to the Membership before the 31st of August pursuant to Clause 7.2.

(b) All nominations must be received by the SAPP Office on or before the 30th day of September in each election year.

(c) 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.

(d) Members shall return voting ballots to the SAPP Office on or before the date as may be specified in the said voting ballots.

(e) The names of the successful nominees shall be published according to the By-Laws.

- (f) Should an office bearer's position become vacant prior to completing the current two-year term, the Board will decide the process to replace said position. The new appointee shall hold office until the expiration of the term of the person whom they are replacing.



7.4. DISQUALIFICATION OF BOARD MEMBERS

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

- (a) Disqualified by the Act.
- (b) Expelled under these Rules.
- (c) Permanently incapacitated by ill health; or
- (d) Absent without apology for more than three Board meetings in a Financial Year.

7.5 PROCEEDINGS OF THE BOARD

- (a) The Board shall meet together for the dispatch of business on a regular basis.
- (b) 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.
- (c) A Quorum for a meeting of the Board shall be 60% of Members of the Board.

8 SAPPA PRESIDENT

- 8.5** The President of the Association shall be employed by the Association for the term of their office as President.
- 8.6** 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.
- 8.7** Should the President cease to be a member of the Association or cease to hold office as President, their employment by the Association shall be terminated in accordance with the terms of their contract of employment.
- 8.8** Should the President resign from employment with the Association they will be required to resign from the office of Elected President.

9. GENERAL MEETINGS

9.1 TYPES

- (a) Annual General Meeting

An Annual General Meeting shall be held each year at such time and place as the SAPPA Board shall determine prior to 31 May each year. The business of the Annual General Meeting shall be that required by the Act together with any business identified by the SAPPA Board. The ordinary business of the Annual General Meeting must include:

- (1) Confirming the minutes of the previous Annual General Meeting.
 - (2) Receiving from the SAPPA Board reports on the proceedings and transactions of the Board during the preceding financial year, including the audited statement of the financial position of SAPPA. The Board will consider a duly audited balance sheet 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 May each year.
 - (3) Appointing Auditors for SAPPA.
- (b) Special General Meetings

Special General Meetings may be convened at any time by direction of the SAPPA Board, by such requisitions as are provided in the Act or on the requisition in writing of not less than 25 Members of the Association.

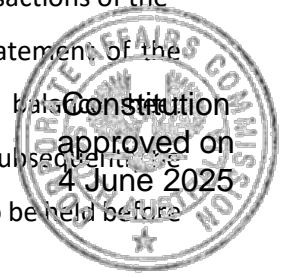
- (1) Every requisition for a Special General Meeting shall state the purpose of the meeting, shall be signed by the Members making the requisition and shall be presented to the President of the Association.
- (2) Upon the receipt of such requisition, the Board shall convene a Special General Meeting as soon as possible and within one month for the purpose set out in the requisition.
- (3) Special Meetings may be called at any time provided that sufficient notice pursuant to Rule 9.2 herein can be given in at least one newsletter before the proposed meeting.

9.2 NOTICE OF GENERAL MEETINGS

Except as otherwise determined by the Board, notice of every proposed General 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). The notice shall set out where and when the General Meeting will be held. Notice of a Special General Meeting shall also set out the purpose of the meeting.

9.3 PROCEEDINGS AT GENERAL MEETINGS

- (a) Twenty-five Members personally or virtually shall constitute a Quorum at any General meeting.
- (b) If within 30 minutes after the time appointed for the General meeting a Quorum of Members is not present, the General meeting may proceed but any resolutions passed in the course of that General meeting must be confirmed by another meeting at which a Quorum is present before such resolutions shall have effect or bind the Association.



- (c) The President, their nominee or a person elected by those attending shall preside as Chairperson at every General meeting of the Association.
- (d) The Chairperson may with the consent of any General meeting at which a Quorum is present, and shall if so directed by the General meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned General meeting other than the business left unfinished at the General meeting from which the adjournment took place.
- (e) When a General meeting is adjourned for 30 days or more, notice of the adjourned General meeting shall be given as if that General meeting were an original General meeting of Members.
- (f) At any General meeting, a resolution put to a vote shall be decided on by a show of hands, and a declaration by the Chairperson of the General 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.
- (g) If a poll is demanded by the Chairperson of the General 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 General meeting.
- (h) A motion at a General Meeting must be carried by a majority of Members present.



9.4 PROXIES AT GENERAL MEETINGS

A Member will be only entitled to appoint in writing a natural person who is to be their proxy and attend and vote at any General meeting of the Association.

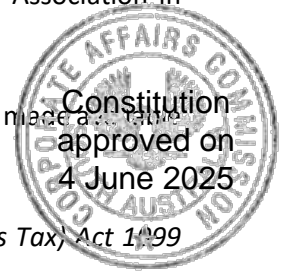
9.5 MINUTES OF GENERAL MEETINGS

- (a) Proper minutes of all proceedings of General meetings of the association and of meetings of the Board shall be entered within one month after the relevant meeting in official records of SAPPA.
- (b) The minutes kept pursuant to this Rule shall be confirmed by the relevant Members or by the other Board members of the Board at the next subsequent meeting.
- (c) The minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed, 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.

10 ACCOUNTS

- 10.1 The financial year of the Association shall be a period of 12 months ending on the 31st day of December in each year.

- 10.2 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.
- 10.3 The audited financial statements for each financial year will be presented and made available to the Members at the Annual General Meeting.
- 10.4 The Association shall comply with the *New Tax System (Goods and Services Tax) Act 1999* regulations and reporting requirements.



11 APPLICATION OF INCOME

- 11.1 The income and property of SPPA shall be applied solely towards the promotion of the Objects and Purposes.
- 11.2 The income of SPPA shall be derived from annual subscriptions, fees for professional services, donations, sponsorship and other such sources as the SPPA Board shall determine.
- 11.3 No portion of the income or property of SPPA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 11.4 No remuneration or other benefit in money or money's worth shall be paid or given to any Member who holds any office of SPPA.
- 11.5 Nothing contained herein shall prevent payment in good faith of or to any Member;
- (a) For any services actually rendered to the Association whether as an employee or otherwise.
 - (b) For any out of pocket expenses reasonably incurred by any Member on behalf of and approved by SPPA.
 - (c) For any other bona fide reason or purpose for the attainment of the Objects.

12 LIABILITY

The liability of Members of SPPA is limited

13 COMMON SEAL

The SPPA Board shall provide for the safe custody of the Common Seal of SPPA which shall not be affixed to any instrument except by the authority of the SPPA Board, and every document to which the Common Seal is affixed shall be signed by a person or persons approved by the SPPA Board for the purpose.

14 INDEMNITY

- 14.1 Every person who is a Board Member, officer or employee of SPPA shall be indemnified against and it shall be SPPA's duty to pay all costs, losses, charges and expenses which such persons may in good faith incur or become liable for by reason of any contract entered into

or an act or deed or omission done by them in good faith in the discharge of their duties in accordance with these Rules

- 14.2 SAPPA shall effect and maintain appropriate insurance cover including any required by the Act.

15 AUDITOR

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

16 ALTERATIONS TO THE CONSTITUTION

- 16.1 Subject to approval by a Special Resolution of the Members of the Association at a Special General Meeting or Annual General 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.
- 16.2 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.

17 DECISIONS ON THE MEANING OF THESE RULES

If any doubt arises as the proper meaning of these Rules within the Constitution, the decision of the SAPPA Board shall be final and conclusive.

18 BY-LAWS

- 18.1 The Board may make By-Laws as it may deem appropriate for the proper conduct, control and management of SAPPA and, in particular, may by any such By-Law regulate the:
- (a) Management and good governance of SAPPA.
 - (b) Provision of services to or on behalf of SAPPA.
 - (c) Conduct of Members, Board Members and Employees.
 - (d) Procedure of meetings of SAPPA, the Board, Committees, Working Parties or other established groups.
 - (e) Admission of Members and their rights upon membership of the Association.
 - (f) Formation of any committees and working parties, including the composition, terms of reference and other relevant matters.



- (g) All such matters as are commonly the subject matter of regulation for the proper conduct of associations similar to SAPPA and not otherwise expressly dealt with in these Rules

18.2 Where a By-Law is inconsistent with these Rules within the Constitution, the Rules shall prevail to the extent of the inconsistency.



19 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.

20 WINDING UP

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.