

CONSTITUTION AND RULES OF
THE SOUTH AUSTRALIAN
SECONDARY PRINCIPALS ASSOCIATION
ADOPTED AT THE
ANNUAL GENERAL MEETING, 5 NOVEMBER 2010

1. Name

The name of the organisation shall be the SOUTH AUSTRALIAN SECONDARY PRINCIPALS ASSOCIATION, hereinafter called SASPA.

2. Definitions

“Executive” comprises the President, the Vice President, the Deputy Vice President and the Secretary/Treasurer.

“The Board” comprises the Executive, six members elected by and from the membership of whom at least two must be Principals and two must be Deputy or Assistant Principals; up to four members from Strategic Directions Groups, appointed by the Board; and up to a maximum of four additional co-opted members

“member” means member of the Association

“The Act” means the Associations Incorporation Act 1985

“special resolution” means a special resolution as defined in the Act

“school term” is defined by the dates set by the Department of Education and Children’s Services (DECS)

3. Objects

- 3.1 To provide advocacy and a public voice for state secondary schools and for leaders in state schools with secondary enrolments.
- 3.2 To provide professional influence on curriculum, resourcing and pedagogical reform for the improvement and development of 21st century secondary education in South Australia.
- 3.3 To develop opportunities for the sharing and growth of the skills and knowledge of members.
- 3.4 To improve the welfare of all members, and to represent them and protect their interests.
- 3.5 To ensure that the views and opinions of members statewide are heard on items of professional and educational interest.
- 3.6 To conduct meetings and conferences for the exchange of ideas among members and to support and provide professional learning for members.
- 3.7 To liaise with corresponding associations of leaders of other government and non government schools, and post-secondary institutions.

- 3.8 To act as an important consultative group to the State Minister for Education and his/her agencies and/or officers.
- 3.9 To provide representation on appropriate bodies which impact on South Australian secondary education.
- 3.10 To collaborate with other organisations with similar aims and objectives.
- 3.11 To provide professional leadership in engaging with changing educational philosophies and processes.
- 3.12 To disseminate information and opinion on educational issues to the South Australian public, members of the profession, politicians and senior bureaucrats.
- 3.13 To maintain the high ethical and professional standards of the Association.

4. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act.

5. Membership

- 5.1 All South Australian Government Principals, Deputy Principals and Assistant Principals (or any other name by which such positions might be known in the future) of schools with secondary enrolments are entitled to be full Members of the Association for the period of their tenure.
- 5.2 Members who have held continuous membership of the Association for a period of five years or more shall be entitled to remain financial members of the Association upon payment of subscriptions.
- 5.3 Life Membership may be conferred by the Board on a member who has made an outstanding contribution to SASPA for at least five (5) years. Life Members may attend and speak at meetings, but are not entitled to vote or hold office unless they remain financial members.
- 5.4 A register of members shall be kept containing:
 - 5.4.1 The name and address of each member including current site location;
 - 5.4.2 The date on which each member was admitted to the association; and
 - 5.4.3 If applicable, the date of, and reason(s) for, termination of membership.
- 5.5 Aspiring leaders who are not eligible for full membership are entitled to associate membership. They do not have voting rights nor the right to hold office.
- 5.6 Organisational affiliations can be offered to schools for a fee. The school would be entitled to refer to itself as an affiliate of SASPA. Staff in those schools would be able to attend SASPA functions at members' rates.
- 5.7 Retired members are able to retain a formal connection with SASPA through the Retired Membership category. The fee for the *Retired Members* category shall be 15% of the full membership fee. Retired members will have access to the

chat list and ability to attend SASPA events at member prices. Retired members will not be eligible to vote.

6. Subscriptions

The annual subscription and affiliation fees shall be determined by members at the Annual General Meeting.

7. Resignations

A member may resign from membership of the Association by giving written notice thereof to the Secretary/Treasurer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt to the association.

8. Discipline of Members

8.1 Where the Board is of the opinion that a member

- (a) has persistently refused or neglected to comply with a provision of this Constitution: or
- (b) has persistently or wilfully acted in a manner prejudicial to the interests of the Association, the Board, by resolution, can
 - expel the member from the Association; or
 - suspend the member from such rights and privileges of membership of the Association as the Board may determine for a specified period.

8.2 A resolution of the Board under section 8.1 is of no effect unless the Board at a meeting held not earlier than 60 days and no later than 90 days after service on the member of a notice under section 8.3, confirms the resolution in accordance with this section.

8.3 Where the Board passes a resolution under section 8.1, the Secretary/Treasurer shall, as soon as practicable, cause a notice in writing to be served on the member

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the member may address the Board at a meeting to be held not earlier than 60 days and not later than 90 days after service of the notice:
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

- 8.4 At a meeting of the Board as defined in section 8.2, the Board shall
- (a) give to the member mentioned in section 8.1 an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under section 8.1.

9. Rights of Appeal of Disciplined Members

- 9.1 A member may appeal to a Special General Meeting of the Association against a resolution of the Board which is confirmed under section 8.4 by lodging with the Secretary/Treasurer a notice to that effect within 7 days after the notice of the resolution is served on the member.
- 9.2 Upon receipt of a notice under section 9.1 the Secretary/Treasurer shall convene a Special General Meeting of the Association to be held within one month of the Secretary/Treasurer receiving the notice.
- 9.3 At a Special General Meeting of the Association convened under section 9.2,
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under section 8.1 should be confirmed or revoked.
- 9.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 8.1 that resolution is confirmed.

10. Organisational Structure

- 10.1 The Executive shall comprise
- The President
 - The Vice President
 - The Deputy Vice President
 - The Secretary/Treasurer
- 10.1.1 The term of office of the President shall be for three years from the close of one Annual General Meeting to the close of the third Annual General Meeting in the term of office. The President may hold office for a maximum of two terms.
- 10.1.2 The term of office of the Vice President, the Deputy Vice President and Secretary/Treasurer shall be for two years from the close of one Annual General Meeting to the close of the second Annual General Meeting in their terms of office.

10.2 The Board shall comprise

- The Executive
- Six members elected by and from the membership at least two of whom must be Principals and two must be Deputy or Assistant Principals. [At its first meeting following the election of members, the Board will elect from these six members one who will act as Deputy Vice President for two years. Of the Vice President and Deputy Vice President, at least one shall be a Deputy Principal or Assistant Principal.]
- Up to four members from Strategic Directions Groups, appointed by the Board
- Up to a maximum of four additional co-opted members

10.2.1 The term of office of all elected Board members except the President shall be two years from the close of one Annual General Meeting to the close of the second Annual General Meeting in their term of office.

10.2.2 Co-opted and appointed Board members will have a term not exceeding 12 months.

10.3 The Board may appoint such Strategic Directions Groups and/or committees as it determines to reflect the priorities of SASPA and to expedite its business. Membership of each of the Strategic Directions Groups and/or committees will be from the general SASPA membership.

10.4 For the purpose of this Constitution, a casual vacancy in the office of a member of the Board occurs if the member

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) resigns the office;
- (d) is removed from office pursuant to section 8 of this Constitution;
- (e) suffers from mental or physical incapacity;
- (f) is absent without the consent of the Board from more than two consecutive meetings of the Board

10.5 If a casual vacancy occurs in the Board, other than of the President or Vice President, the Board shall have the power to appoint a member to fill the casual vacancy.

10.6 If a casual vacancy occurs in the office of President the Vice President shall fill the position until the Board is able to conduct an election. In this event, the Deputy Vice President shall fill the role of Vice President and an Acting Deputy Vice President shall be elected by the Board from the Board members. The maximum term for an Acting President and Acting Vice President and Deputy Vice President shall be two school terms.

10.7 In the temporary absence of the President, the Vice President will act in the position of President.

10.8 If the Board consents to the leave of absence of a member of the Board it may appoint a proxy for the period of the leave.

- 10.9 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 meeting.
- 10.10 The Board has the management and control of the funds and other property of the Association.
- 10.11 The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 10.12 The Board shall meet for the dispatch of business at times and places to be determined by the Board.
- 10.13 Questions arising at any meeting of the Board 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.
- 10.14 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract.
- 10.15 Meetings of the Board and its committees shall be as determined by each body.

11. Elections

- 11.1 The President and Vice President are elected by the SASPA membership. The Board will appoint a Nominations Committee to conduct the election.
- 11.2 The Deputy Vice President is elected by the Board from elected Board members at its first meeting following the elections. Of the Vice President and the Deputy Vice President, at least one shall be a Deputy Principal or Assistant Principal.
- 11.3 The Secretary/Treasurer and other elected Board members are elected by the SASPA membership. The Board will appoint a Returning Officer to conduct the election.

12. General Meetings

The President, ex officio, or in his/her absence the Vice President shall preside at all meetings. In the absence of the President and Vice President, the meeting shall elect a Chairperson.

12.1 Annual General Meetings

- (a) The Board shall call an Annual General Meeting in accordance with the Act and these rules.

- (b) The Annual General Meeting shall be held during the third or fourth school term in each year.
- (c) Preliminary notice of such meetings shall be disseminated to every Member at least fourteen (14) days before the date of the meeting which notice shall set out the business to be conducted at the meeting. For the purposes of the notification e-mail or postal correspondence shall satisfy the requirements as to notification.

12.2 Special General Meetings

- (a) The Board may call a Special General Meeting of the Association at any time.
- (b) A Special General Meeting may be called by not less than 20 members of the Association requesting such in writing to the Secretary/Treasurer. Such a meeting must be held within one month of the Secretary/Treasurer receiving a valid request, which is signed by each requesting Member and stating the purpose(s) of the meeting.
- (c) At least 21 days notice of any Special General Meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- (d) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

12.3 General Meetings

- (a) General Meetings of the Association may be held at such time and place as the Board shall decide.
- (b) Subject to 12.2 (d) at least 7 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- (d) A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post or e-mail to the address appearing in the register of members.

12.4 Quorums

- (a) The quorum for all General Meetings of the Association shall be 20 members or 5% of the members, whichever is the lesser.
- (b) The quorum for all Board Meetings of the Association shall be one more than half of the members of the Board. At the first meeting of the Board after the AGM the quorum will be defined.

12.5 Minutes

- (a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board shall be kept and entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board at a subsequent meeting.

12.6 Voting at meetings

- (a) Subject to these rules, every member of the Association has only one vote at a meeting of the association.
- (b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person.
- (c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

12.7 Poll at general meetings

- (a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

13. Powers and Responsibilities

- 13.1 The President, after appropriate consultation, shall be responsible for
- Coordinating the affairs of the Association according to the Constitution and decisions of the Association and its Board
 - Appointing the Conveners of all Strategic Directions Groups and/or committees, subject to Board approval
 - Appointing SASPA nominees to committees set up by other bodies
- 13.2 The Secretary/Treasurer shall act as the Public Officer of the Association, and have overall responsibility for the communications, policy and public documents of the Association. The Secretary/Treasurer shall receive and keep an account of all subscriptions paid to him/her by members and present a financial statement at the Annual General Meeting.
- 13.3 The Executive of the Association is responsible to ensure the effective planning for Board meetings
- 13.4 The Board shall be responsible for the conduct of the affairs of the association, including the collection and dispersal of funds. The Board shall have power to determine policy, through consultative processes with the Association's

membership. The Board has the power to publish resource papers and other documents on issues relevant to the Association. The Board has the right to appoint Officers whose roles and responsibilities are negotiated.

14. Changes to the Constitution

- 14.1. Changes to the Constitution may be made at the Annual General Meeting or a Special General Meeting called for the purpose.
- 14.2. Notices of motion for changes to the Constitution shall be in the hands of the Secretary/Treasurer 30 days prior to either the Annual General Meeting or Special General Meeting.
- 14.3. Members shall be notified of any such notices of motion at least 21 days prior to such meeting.

15. Dissolution

- 15.1 The Association may be dissolved by a resolution passed at a duly convened Special Meeting of the Association provided that
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association; and
 - (ii) it is passed at a meeting referred to this paragraph by a majority of not less than three quarters of such members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

Provided that the proposal to dissolve has first appeared on the agenda paper for a Board meeting and has been dealt with by the Board as provided by this Constitution.

- 15.2 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Board in accordance with their powers to any fund, institution or authority which is a non-profit organisation.

16. Financial Reporting

- 16.1 The Financial Year shall be from 1 July to 30 June of the following 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.

17. Appointment of Auditor

- 17.1 At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.
- 17.2 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

18. Miscellaneous

- 18.1 The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 18.3 Every officer of the Association and every member of the Association acting in a capacity as a duly authorised agent of the Association shall be entitled to indemnity from the Association in respect of all losses and expense suffered or incurred by him or her in the bona fide exercise of his functions as an officer or agent of the Association.
- 18.3 The Board will develop an operations policy which determines interpretations of the Constitution, and will detail the policy in an Operations Manual.
- 18.4 These Rules may be altered by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

*****END OF CONSTITUTION AND RULES*****