



Constitution and Rules of

**THE SOUTH AUSTRALIAN SECONDARY
PRINCIPALS' ASSOCIATION INCORPORATED**

1.1 Name and Purpose

The name of the incorporated association is the South Australian Secondary Principals Association (“SASPA”).

The South Australian Secondary Principals Association is a professional association established to support, develop, and strengthen school leadership in South Australian government secondary schools. The mission of the organisation is to help shape the future of state education in South Australia through influential and progressive leadership, ensuring that all students receive the highest quality education.

The purpose of the Association is to advocate for high quality leadership in South Australian public education by:

- further developing the capacities of Principals and their executive teams who are leading the continuous improvement of teaching, learning and wellbeing in secondary schools
- providing networks for effective secondary educational leadership practice to be shared and promoting these practices more widely
- identifying, and working to improve, systemic conditions that will increase leaders’ capacity to have positive impact on secondary learners.

1.2 Definitions

Act means the Association Incorporation Act 1985 (SA)

Annual General Meeting means the meeting of members convened in accordance with rule 13

Auditor means the auditor appointed pursuant to Rule 21

Board means the SASPA Board

Department means the South Australian Department for Education

Life member means a member appointed pursuant to Rule 2.5

Member means a member of SASPA pursuant to Rule 2.1

School term is defined by the dates set by the South Australian Department for Education

SASPA means South Australian Secondary Principals Association

Special Resolution means a special resolution passed in accordance with Part 1 of the Act.

1.3 Interpretation

In the Rules unless the context requires otherwise:

- 1.3.1 An expression in a Rule that deals with a matter by a provision of the Act has the same meaning as in that provision of the Act.
- 1.3.2 Words (including defined expressions) importing the singular include the plural and vice-versa.
- 1.3.3 Words (including defined expressions) importing any gender include the other gender.
- 1.3.4 Words (including defined expressions) importing persons shall include corporations and bodies politic.
- 1.3.5 References to writing include any mode of representing or reproducing words in tangible and permanently visible form and includes any electronic form of writing (e.g., email).

2. Membership

2.1. Membership

The Members of SASPA shall be the:

2.1.1 Life Members

2.1.2 Retired Members

2.1.3 Full Members

2.1.4 School Aspiring Leader Members

2.1.5 Individual Aspiring Leader Members

2.2 Full members

2.2.1 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.

2.2.2 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 full membership subscriptions.

2.3 School Aspiring Leader Membership

School memberships are available which entitle a school to nominate up to 3 aspiring leaders in their site to become school aspiring leader members and they will receive all member benefits, excluding voting rights.

2.4 Individual Aspiring Leader Members

Aspiring leaders who are not eligible for full membership are entitled to individual aspiring leader membership. They do not have voting rights or the right to hold office.

2.5 Retired Members

Retired members can 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.

2.6 Life Members

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.

2.7 Register of Members

A register of all SASPA members shall be kept by SASPA. The register will contain member name, email address, school site, position title, date of membership commencement and if applicable, date and reason(s) for termination of membership.

2.8 Subscriptions

The annual subscription and affiliation fees shall be determined by members at the Annual General Meeting. If subscription and affiliation fees are to remain unchanged to the previous year no resolution at the Annual General Meeting is required.

3. Cessation of Membership

3.1. Death, Resignation and Other Events

An individual immediately ceases to be a member if the individual:

3.1.1 Dies;

3.1.2 Becomes of unsound mind or an individual whose estate is liable to be dealt with in any way under the law relating to mental health.

3.1.3 Resigns from their membership by contacting the SASPA office in writing and requesting to do so. Any member resigning shall be liable for outstanding subscriptions which may be recovered as a debt to the association.

3.2 Removal of a Member

The Board may suspend or expel a member if, in its opinion, the Member fails to comply with any provision of the Rules or is guilty of any conduct that the Board considers is unbecoming of the Member or is otherwise prejudicial to the interests of SASPA.

3.3. Notice to Member

The Board may not make a determination under Rule 3.2 unless it shall first have complied with the prior notice procedure prescribed in Rule 4.2.

4. Disputes

4.1 A resolution of the Board under Rule 3.2 is of no effect unless the Board at a meeting held no earlier than 60 days and no later than 90 days after service on the member of a notice under section 4.2 confirms the resolution.

4.2 Prior Notice

4.2.1 Before SASPA or its Board makes any determination to which this Rule 4.1 applies it shall as soon as practicable before the meeting at which the relevant determination is to be considered, 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.

4.2.2 At a meeting of the Board as defined in section 4.1 the Board shall

(a) give to the member mentioned in section 3.2 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 3.2

5. Rights of Appeal

5.1 A member may appeal a determination under rule 3.2 and confirmed by rule 4.2.2 by the Board by lodging with the SASPA Office a notice to that effect within 7 days after the notice of determination is served on the member.

5.2 Upon receipt of a notice under section 5.1 the SASPA Board shall convene a special general meeting of the Association to be held within one month of the SASPA office receiving the notice.

5.3 At a special general meeting of the Association convened under section 5.2.,

- 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 3.2 should be confirmed or revoked.

5.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 3.2 that resolution is confirmed.

6. Board

6.1 Eligibility

Any full member currently working in a school-based leadership role is eligible to be elected as a Member of the Board, including Executive positions.

6.2 Executive

The Executive of the Association is responsible to ensure the effective planning for Board meetings and shall comprise

- The President
- The Vice President
- The Deputy Vice President
- The Secretary/Treasurer

6.2.1 The term of office of the President shall be for three years from the start of their first calendar year to the end of their third calendar year. The President may hold office for a maximum of two consecutive terms.

6.2.2 The term of office of the Vice President, the Deputy Vice President and Secretary/Treasurer shall be for two years from the start of their first calendar year to the end of their second calendar year. The Vice President, the Deputy Vice President and the Secretary/Treasurer may hold office for a maximum of three consecutive terms.

6.2.3 Of the Vice President and Deputy Vice President, at least one shall be a Deputy Principal or Assistant Principal.

6.2.4 At its first meeting following the election of members, the Board will elect from these members one who will act as Deputy Vice President for two years.

6.2.5 SASPA in a General Meeting may increase or reduce the number of Executive members.

6.2.6 The SASPA Board will set the following calendar year Board meeting dates by the end of the previous calendar year. No less than one Board meeting per school term shall be set.

6.3. Composition of Board

6.3.1. The Board shall consist of up to a maximum of the following 20 members

- The Executive (President, Vice President, Secretary/Treasurer and Deputy Vice President)
- Eight members elected by and from the membership, at least four of whom must be Principals and at least two of whom must be Deputy or Assistant Principals.
- Up to four members from Strategic Direction Groups, nominated by the President and endorsed by the Board
- Up to a maximum of four additional co-opted members (where at least 2 of those members are from the country)

6.3.2 The term of office for all elected Board members except the President, shall be two consecutive years from the start of one calendar year to the close of the second calendar year.

6.3.3. The term of office for Co-opted and appointed Board members shall be two consecutive years from the start of one calendar year to the close of the second calendar year.

6.3.4. The Board may appoint such Strategic Direction Groups and/or committees as it determines to reflect the priorities of SASPA and to expedite its business. Membership of each Strategic Direction Group and/or committee will be from the general SASPA membership and other invited representatives determined by the Board or the committee's convenor.

6.4 Casual Vacancies

6.4.1 Subject to rule 6.1 the Board may at any time appoint a person to the Board, either to fill a casual vacancy or as an additional Board member, but so that the total number of Board members is not at any time to exceed the number fixed by the Rules. The Board Member so appointed in the case of a casual vacancy holds office for the remaining term of the Board Member replaced but otherwise shall hold office only until the next calendar year but is then eligible for re-election.

6.4.2 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.

6.5 Attendance at Board Meetings

All Members of the Board are required to attend Board meetings and the Annual General Meeting. Board members must attend at least 80% of the Board meetings each year, except if they are on approved leave. Board members must not absent themselves for three (3) consecutive Board meetings unless a leave of absence is approved by the Board. An apology for absence does not constitute approved leave.

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

6.7 Board Meeting Quorum

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 for a calendar year the quorum will be defined.

6.8 Board members are to be mindful of the SASPA Code of Conduct.

6.9 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.

6.10 The Board shall meet for the dispatch of business at times and places to be determined by the Board.

6.11 Questions or decisions rising 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.

6.12 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.

6.13 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 the 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 and employees whose roles and responsibilities are negotiated and outlined in the SASPA operations manual.

7. President

7.1 Eligibility

Any full SASPA member in a tenured Principal position is eligible to be elected as President of SASPA.

7.2 Role and Responsibilities

7.2.1 The President shall be the chair of the Board

7.2.2 The President may not retain office for more than two (2) terms.

7.2.3 The responsibilities of the President are as outlined in the President Role Statement included in the SASPA Operations Manual.

7.2.4 The President shall have a deliberative as well as a casting vote.

8. Chief Executive

8.1 The Board appoints the SASPA Chief Executive on such terms and on such conditions as it thinks fit.

8.3 The process to select a Chief Executive will exhaust expression of interest from the current SASPA membership prior to considering an expression of interest from outside the membership.

8.2 The process for an appointment of a Chief Executive is set out in the SASPA Operations Manual.

8.3 Any process to appoint a Chief Executive will include a ratification by the SASPA Board on the panel selection's recommendation for the position.

8.4 The role and duties of the SASPA Chief Executive are as set out in the SASPA Operations Manual.

9. Vacancy of a Board Member

9.1. Vacancy of Board Member

The office of a Board member is vacated if the Board Member:

9.1.1 Becomes of unsound mind of a person whose estate is liable to be dealt with in any way under the law relating to mental health.

9.1.2 Is not present without consent of the Board for no less than eighty percent (80%) of the Board meetings and the President resolves that the Board Member's office be vacated.

9.1.3 Resigns the office of Board Member by written notice to the President.

9.1.4 Is removed in accordance with Rule 3.2

9.1.5 Otherwise ceases to be, or becomes prohibited from being, by virtue of the Act or is removed from office as a Board Member by a resolution pursuant to the Act.

9.2. Removal of a Board Member

9.2.1 The Board may suspend a Member of the Board from that Member's duties. Where such action is taken, the Board shall formulate the reasons for doing do and shall supply a copy to the affected Board Member as prescribed in Rule 3.2.

10. Powers and Duties of the Board

10.1 Board to Manage SASPA

10.1.1 The direction of the business and affairs of SASPA is vested in the Board and its management is vested in the Chief Executive.

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

11. Elections

11.1 The Board will appoint a Nominations Committee to conduct the elections.

11.2 The President, Vice President and Secretary/Treasurer 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 in the calendar year.

11.3 Elected Board members are elected by the SASPA membership.

11.4 Board elections will be held in accordance with procedures and timelines outlined in the SASPA Operations Manual.

12. Annual General Meeting

12.1 The Board shall call an Annual General meeting in accordance with the Act and these rules.

12.2 The Annual General Meeting shall be held at a date determined by the Board and in accordance with the Act.

12.3 Preliminary notice of such meetings shall be disseminated to every Member at least twenty-one days before the date of the meeting that shall set out the business to be conducted at the meeting.

13. Special General Meetings

13.1 The Board may call a Special General Meeting of the Association at any time.

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

13.3 A Special General Meeting may be called by not less than 20 members of the Association requesting such in writing to the SASPA Office. Such a meeting must be held within one month of the SASPA Office receiving a valid request, which is signed by each requesting Member and stating the purpose(s) of the meeting.

13.4 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.

13.5 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.

14. Quorums

14.1 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 for a calendar year the quorum will be defined.

14.2 The quorum for all General Meetings of the Association shall be 20 members or 5% of the member, whichever is the lesser.

15. Proxies

15.1 A member of either the Board or other SASPA group may suggest to the meeting chair or convenor an individual as the member's proxy to attend and vote if needed for the member at a meeting. The proxy needs to be a SASPA member or an employee of the member's school or site.

15.2 The chair or convenor of the meeting must approve the proxy suggested by the member in writing.

16. Minutes

16.1 Proper minutes of all proceedings of general meetings of the Association and of meeting of the Board shall be kept and circulated within one month after the relevant meeting.

16.2 The minutes kept pursuant to this rule must be confirmed by the meeting chair or convenor and then all members of the meeting at a subsequent meeting.

17. Use of Technology

17.1 A SASPA meeting may be held using any technology agreed by the Convenor or Chair of the meeting.

17.2 A minute of the proceedings of a technology supported meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the chair or convenor of the meeting.

17.3 A member or Board member must have permission of the Chair or Convenor to record by any device any part of the technologically supported meeting.

18. Voting

18.1 Subject to these rules, every member of the Association has only one vote at a meeting of the association

18.2 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.

18.3 Unless a poll is demanded by at least five members, a question for a decision at a general meeting must be determined by a show of hands.

19. Poll at general meetings

19.1 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.

19.2 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.

20. Finances

20.1 Financial Year

The Financial Year of SASPA shall be 1st July to 30th June of the following year.

20.2 Income and Funds

20.2.1. An annual subscription shall be paid by all Members as prescribed in Rule 2.7 of the Rules.

20.2.2. The funds of SASPA shall be derived from entrance fees if any, annual subscriptions, donations, and such other sources as the Board determines.

20.3 Bank Account/Investment

21.3.1. Accounts shall be held in the name of SASPA at a bank or other financial institution as approved by the Board.

20.3.2. The Board shall approve, from time to time, signatories to SASPA accounts.

20.3.3. All cheques and account withdrawals shall require two (2) approved signatories.

20.4 Borrowing of Additional Funds

When funds in addition to those held by SASPA are required for an approved project these may be procured by loan or any other appropriate arrangement only after a Special Resolution of the Board

20.5 Purchase of Property

SASPA funds may be used to purchase real estate, vehicles, or an interest in the same, only after a Special Resolution of the Board.

20.6 SASPA 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.

21. Auditor

21.1 The Annual General Meeting of SASPA shall appoint an Auditor. The Auditor shall audit the accounts of SASPA. The Auditor shall have full and complete access to all books, documents, records, and property of SASPA. An audit shall be conducted in accordance with legislative requirements or as directed by the Board.

21.2 In the event that the Auditor is unable or unavailable to carry out the Auditors duties, and interim Auditor shall be appointed by the Board. The interim Auditor shall serve until such time as the Auditor is able to resume duty or until the next Annual General Meeting whichever first occurs.

22. Changes to the Constitution

22.1 Changes to the Constitution may be made at the Annual General Meeting or a Special General Meeting called for the purpose.

22.2 Notices of motion for changes to the Constitution shall be received by the SASPA Office 30 days prior to either the Annual General Meeting or Special General Meeting.

22.3 Members shall be notified of any such notices of motion at least 21 days prior to such meeting.

23. Dissolution of SASPA

23.1 Dissolution

SASPA may be dissolved upon a Special Resolution of Members present at a properly constituted General meeting convened for the sole purpose of considering dissolution of SASPA.

23.1.1 In the event of winding up of SASPA the amount remaining after satisfaction of all debts and liabilities must not be paid or distributed amongst the Members but shall be given or transferred to another charity having predominantly charitable objects similar to the objects of SASPA, and which prohibit the distribution of all assets and income to its Members.

23.1.2 The charitable organisation or organisations that an amount remaining after satisfaction of all debts and liabilities shall be given or transferred to will be decided by members at a Special meeting.

24. Not for Profit

24.1 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.

24.2 Rule 24.1 does not stop the association from doing the following things, provided they are done in good faith:

- paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
- making a payment to a member in carrying out the associations charitable purpose(s)

25. SASPA Operation Manual

Subject to the Act, the Board may make, amend, or repeal the SASPA Operation Manual consistent with the Rules, for the internal management of SASPA.