

Rules of Association of School Business Administrators (SA & NT) Inc

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RULES OF ASSOCIATION OF SCHOOL BUSINESS ADMINISTRATORS (SA/NT) INCORPORATED

DEFINITIONS

In these Rules:

Act means the *Associations Incorporations Act 1985 (SA)* as amended or substituted from time to time;

ASBA Limited means the Association of School Business Administrators Limited, an Australian registered company of which the Association is a Chapter;

Association means the Association of School Business Administrators (SA & NT) Inc, an incorporated society established under the Act;

Association Meeting means any Annual General Meeting (AGM), Special General Meeting (SGM) or General Meeting, but not a Committee Meeting;

Committee means the managing committee of the Association established pursuant to clause 2.1;

Business Day means any day which is not a Saturday, Sunday or public holiday in South Australia or the Northern Territory;

Committee Members means the Members who are the members of the Committee for the time being;

Majority Vote means a vote made by more than half of the Members who are present at an Association Meeting and who are entitled to vote and voting at that Association Meeting upon a resolution put to that Association Meeting;

Medically Incapable means that the Committee Member in the opinion of two (2) legally qualified medical practitioners, is of unsound mind or otherwise mentally incapable of managing his own affairs or of attending to the Association. The date of incapacity is deemed to be the date of the report of the second medical practitioner;

Member means a member of the Association for the time being;

Officer means the Secretary, Treasurer, President, Vice President and Immediate Past President;

Register means the register of Members to be maintained by the Secretary pursuant to clause 3.4;

Rules means these rules, being the rules of the Association;

School Business Administrator means a person employed by a school and appointed to a position having duties deemed to relate to the professional non-academic business and finance administration or equivalent in a school or educational establishment in a non-government school or system;

Secretary means the secretary of the Association for the time being, as appointed pursuant to clause 2.2;

Term means the maximum continuous period for which a person may be a Committee Member.

THE ASSOCIATION

1.1 **Name**

The name of the society is Association of School Business Administrators (SA & NT) Inc. Any proposed change of the Association's name will be deemed to be an alteration of these Rules in terms of Rule 6 and any change of the Association's name shall be registered with Consumer and Business Services within one (1) month after making the amendment.

1.2 **Registered Office**

The Registered Office of the Association shall be at such place as the Committee from time to time determines.

1.3 **Objects of the Association**

The objects for which the Association is established are:

- (a) To promote education by encouraging and developing effectiveness and efficiency in the business administration of non-government schools or systems and to advance and encourage the professional development of School Business Administrators by doing all or any of the following:
 - (i) Conducting and encouraging participation in seminars, conferences and other professional development events to develop professional knowledge and skills
 - (ii) Promoting the maintenance of ethical standards of conduct in the profession of school business administration
 - (iii) Liaising, co-operating and promoting harmonious relations with other like-minded Associations or organisation
 - (iv) Fostering good fellowship between School Business Administrators
 - (v) Enabling discussion of mutual interests and concerns
 - (vi) Circulating information relevant to non-government schools and school business administration.
- (b) To promote the objectives of ASBA Limited.

1.4 **Chapter membership**

- (a) The Association is a Chapter of ASBA Limited.
- (b) As at the date of adoption of these Rules, the Association is entitled to appoint one representative to the Board of Directors of ASBA Limited (unless the Association representative is the Chair of ASBA Limited, at which time the Association is entitled to elect an additional representative to the Board of Directors of ASBA Limited).

1.5 **Powers**

In addition to any general powers the Association has conferred by Section 25 of the Act, the Association has the full capacity, right and power to carry on or undertake any business activity, do any act, or enter any transaction (including, for the avoidance of doubt the power to invest and to borrow money) in relation to the purposes of the Association.

2 **MANAGEMENT OF THE ASSOCIATION**

2.1 **Committee**

The Association will have a Committee, comprising the following Members:

- (a) the President;
- (b) the Vice President;
- (c) the Secretary;
- (d) the Treasurer;
- (e) the Immediate Past President; and
- (f) such other number of members as the Committee shall determine from time to time and at least one (1) NT Member.

2.2 **Appointment of Committee Members**

At an Association Meeting, the Members may decide by Majority Vote:

- (a) the minimum number of Committee Members;
- (b) who will be the Officers;
- (c) whether any Committee Member may hold more than one position as an Officer;
- (d) the Term of each Committee Member.

2.3 **Term of Committee**

- (a) The President will hold office:
 - (i) for a 24-month term from their election at any Annual General Meeting; and
 - (ii) at the Annual General Meeting which immediately follows the expiration of the 24-month term, the President is eligible for re-election for an additional 12-month term (as resolved at a General Meeting).
- (b) The Vice President will hold office:
 - (i) for an 24-month term from their election at any Annual General Meeting;
 - (ii) at the Annual General Meeting which immediately follows the expiration of the 24-month term, the Vice-President is eligible for re-election for an additional 12-month term (as resolved at a General Meeting).
- (c) The Secretary will hold office from their election at any Annual General Meeting to the commencement of the following Annual General Meeting and is eligible for re-election as resolved at a General Meeting.
- (d) The Treasurer will hold office from their election at any Annual General Meeting to the commencement of the following Annual General Meeting and is eligible for re-election as resolved at a General Meeting.

2.4 **Cessation of Committee Membership**

Persons cease to be Committee Members when:

- (a) They cease to be a Member;
- (b) they resign by giving written notice to the Committee;
- (c) they are removed by Majority Vote at an Association Meeting;

- (d) they die or become Medically Incapable to continue as a Committee Member, whichever is earlier;
- (e) they are removed pursuant to clause 3.7; or
- (f) their Term expires.

2.5 **Powers and Duties**

- (a) The affairs of the Association shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as may be exercised or performed by the Association and are not by the Act or by these Rules required to be done by the Association in General Meeting.
- (b) The Committee has the management and control of the Money and Other Assets of the Association.
- (c) The Committee 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.
- (d) The Committee may appoint sub-committees of its own Members and/or other Members with appropriate expertise and delegate specific powers and functions to such sub-committees (excluding this power of delegation).

2.6 **Return of Property**

If a person ceases to be a Committee Member, that person must within one (1) month give to the Committee all documents and property in their possession or control that are the property of, or relate to the Association.

2.7 **Nomination of Committee Members**

- (a) Nominations for Committee Members must be called for at least 14 days before each AGM. Each candidate must be proposed and seconded in writing (by at least one (1) different Member in each case) and the completed nomination delivered to the Secretary.
- (b) If the position of any Officer becomes vacant between AGMs, the Committee may appoint another Committee Member to fill that vacancy until the next AGM.

2.8 **Vacancy of Committee Members**

If the position of any Committee Member becomes vacant between AGMs, the Committee may appoint another as Member (with that Member's consent) to fill that vacancy until the next AGM.

2.9 **Absent Committee Members**

If any Committee Member is absent from three (3) consecutive meetings without leave of absence or if a Member ceases under Rule 2.4, the President may declare that person's position to be vacant.

2.10 **Committee Meetings**

The Committee shall meet at least thrice (3) yearly at such place and time as the Committee may determine and meetings may be held via video or telephone conference, or other formats as the Committee may decide.

(a) Quorum for Committee Meetings

- (i) No Committee Meeting may be held unless a simple majority of Committee Members attend.
- (ii) If within half an hour after the time appointed for a Committee Meeting a quorum is not present the Committee Meeting must stand adjourned to a day, time and place determined by the President, and if at such adjourned Committee Meeting a quorum is not present the Committee Meeting must be dissolved without further adjournments. The President may with the consent of the majority of Committee Members present adjourn the same from time to time and from place to place but no business may be transacted at any adjourned Committee Meeting other than the business left unfinished at the Committee Meeting from which the adjournment took place.

(b) Chairing, Voting & Decisions at Committee Meetings

- (i) The President must chair Committee Meetings, or if the President is absent, the Vice President chairs the meeting. If the Vice President is also absent, the Committee must elect a Committee Member to chair that meeting.
- (ii) Decisions of the Committee must be by Majority Vote and in the case of equality of votes, the question shall be deemed to be decided in the negative. Except that in an election between two or more nominees to fill a vacancy on the Committee the Chair shall have a second or casting vote.
- (iii) Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- (iv) The President or his nominee may adjourn the meeting if necessary.

2.11 **Committee Officer Responsibilities**

The Committee's Officers have responsibilities as follows:

(a) Responsibility of President:

- (i) ensuring that the Rules are followed;
- (ii) convening Committee Meetings and establishing whether or not a quorum is present;
- (i) chairing Committee Meetings, deciding who may speak and when;
- (ii) overseeing the operation of the Association;
- (iii) providing a report on the operations of the Association at each AGM;
- (iv) providing a Chapter Report, using the prescribed template, to each ASBA Limited Board meeting.

(b) Responsibility of Vice President:

- (i) The Vice President is responsible for the President's responsibilities set out in clause 2.11(a) when the President cannot do so.
- (c) Responsibilities of Secretary:
 - (i) recording the minutes of Association Meetings and Committee Meetings;
 - (ii) keeping the Register;
 - (iii) holding the Association's records, documents, and books except those required for the Treasurer's function;
 - (iv) receiving and replying to correspondence as required by the Committee; and
 - (v) upon approval by the Committee, the duties of the Secretary may be delegated to the Executive Officer.
- (d) Responsibilities of Treasurer
 - (i) keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
 - (ii) preparing annual financial statements for presentation at each AGM;
 - (iii) providing a financial report at each AGM;
 - (iv) providing financial information to the Committee as the Committee determines;
 - (v) act as Public Officer for the Association;
 - (vi) forwarding the annual financial statements to the relevant regulatory bodies and to ASBA Limited annually after completion of the annual audit and approval by the Members at an AGM;
 - (vii) ensuring the Association's capitation levies payable to ASBA Limited are paid in such amount and manner as determined by ASBA Limited from time to time; and
 - (viii) ensuring the accounts of the Association are audited by an independent, qualified auditor.

3 **CHAPTER MEMBERSHIP**

3.1 **Types of Members**

There shall be two (2) categories of Membership of the Association, namely Member and Life Member.

(a) **Member**

A person is eligible to be a Member of the Association if the person is a School Business Administrator.

(b) **Life Member**

Life Membership may be awarded to past or present Members by a motion passed at a General Meeting by a majority vote, following a recommendation from the Committee.

3.2 Admission of Members

To become a Member, a person (*Applicant*) must:

- (a) be employed as a School Business Administrator;
- (b) complete an application form, in the form prescribed by the Committee from time to time;
- (c) supply any other information the Committee requires; and
- (d) if required, make payment of the annual membership fee.

3.3 Discretion

The Membership Sub-Committee, delegated by the Committee has complete discretion in deciding whether or not to allow the Applicant to become a Member. The Sub Committee must advise the Applicant of its decision, and that decision is final.

3.4 The Register of Members

- (a) The Secretary must keep the Register, containing the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members and Member's must provide any updates to contact details if they change.
- (b) Members are entitled to reasonable access to the Register, subject to applicable privacy laws.

3.5 Annual Fee

Members, excluding Life Members, recorded on the Register are required to pay the Association an annual membership fee at such rate as determined by the Committee from time to time

3.6 Resignation of Membership

Any Member may resign their membership by giving written notice to the Secretary.

3.7 **Termination of Membership**

Membership may be terminated in the following ways:

- 3.7.1 The Annual Fee payable by a Member is more than two (2) months in arrears and remains unpaid for a further one (1) month after written notice of the default is given to the Member by the Secretary.
- 3.7.2 If a Member conducts themselves in a manner that is detrimental, injurious or prejudicial to the objects or interests of the Association, then the Committee shall have the power to expel by Majority Vote conducted by secret ballot, that Member from the Association.
- 3.7.3 Where the Committee votes to expel a Member under Rule 3.7.2, the Secretary shall as soon as practicable, advise the Member in writing:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held no earlier than 21 days after the service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that they may do one or more of the following within 14 days of the meeting:
 - i) attend that meeting;
 - ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; or
 - iii) lodge with the Secretary a notice to the effect that the member wished to appeal the resolution.
- 3.7.4 At a meeting of the Committee called in accordance with Rule 3.7.3 the Committee:
 - (a) Shall, if the member attends, give the member an opportunity to be heard;
 - (b) Shall give due consideration to any written statement submitted by the member;
 - (c) Shall by resolution determine whether to confirm or revoke the resolution.
- 3.7.5 In the event of an adverse determination the Member shall (subject to Rule 3.7.6) cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- 3.7.6 If the matter is not resolved, then either party may (within 14 days after the determination communicated by the Committee) refer the dispute for determination in writing to an independent arbiter to be agreed to by both parties. Both parties will be bound by the determination of the independent arbiter.

3.8 **Obligations of Members**

All Members (including Committee Members) must promote the purposes of the Association and may not do anything to bring the Association into disrepute.

4.0 FINANCE AND AUDIT

4.1 Use of Money or Other Assets

The Association may use Money or Other Assets only if:

- (a) it is for a purpose of the Association;
- (b) it is not for the sole personal or individual benefit of any Member (unless it is reasonable remuneration of a Member of the Association for work done by the Member for or on behalf of the Association); and
- (c) that Use has been approved by either the Committee or by Majority Vote of the Association.

4.2 Financial Year and Audit

- (a) The financial year of the Association will conclude on 31 December each calendar year and the annual accounts shall be prepared and presented for approval at the next Annual General Meeting of the Association.
- (b) At the completion of the financial year, the Association records and accounts shall be examined and reported upon by the appointed external Auditor.
The external Auditor shall be a member of good standing of a recognised professional accounting body.

5 CONDUCT OF MEETINGS

5.1 Association Meetings

An Association Meeting is an AGM, an SGM or a General Meeting.

5.2 General Meeting

A General Meeting (which shall also include the Annual General Meeting) shall be held at least once in every term with a quorum being ten (10) Members present or by proxy. Further General Meetings may be called by the President or by a majority of the Committee.

5.3 Annual General Meeting

An AGM must be called by the Committee, and held, once every year no later than five (5) months after the Association's balance date. The business to be conducted at the AGM shall be:

- (a) to receive and consider the annual accounts of the Association;
- (b) to receive the President's Report and Auditors Report for the previous year;
- (c) to minute the appointment of the Committee elected at the AGM, to minute the appointment of any members to casual vacancies, and to minute the appointment of the Chapter representative/Director of ASBA Limited;
- (d) to appoint an external Auditor for the ensuing financial year;
- (e) to transact any other business which may be brought before it by the Chair or the Committee and any business before it by a Member subject to the approval of the Chair.

5.4 Special General Meeting

Special General Meetings (SGM) may be called by either two (2) Committee Members or the Secretary receives a written request signed by at least five (5) Members or by the auditor in relation to financial matters, such meeting shall be held within one month of receipt of the written requisition.

5.5 Meeting notice

- (a) The Secretary must give all Members at least 14 days' written notice of the business to be conducted at any Association Meeting.
- (b) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- (c) A member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, not less than seven (7) days prior to the date scheduled for the next General Meeting. The President upon receipt of the notice will determine if the matter raised will be included in the business of the General Meeting.

5.6 All Members may attend and vote

All Members may attend and vote at Association Meetings.

5.7 Quorum

No Association Meeting can be held unless at least one third of eligible Members attend in person or by proxy. This will constitute a quorum.

5.8 Chairing of meetings

- (a) All Association Meetings must be chaired by the President. If the President is absent, the Association may elect another Committee Member to chair that meeting. Any person chairing an Association Meeting has a casting vote.
- (b) The President or his nominee may adjourn the meeting if necessary.

5.9 Method of voting

On any given motion at an Association Meeting, the person chairing may determine whether votes are to be cast by:

- (a) voices;
- (b) show of hands; or
- (c) secret ballot.
- (d) However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the person chairing will have a casting vote.

5.10 Proxy voting

The right to vote at an Association Meeting may be exercised either by being present in person or, at the discretion of the Committee, by appointing a proxy no less than 24 hours

prior to the Association meeting (in such form, and subject to such procedures, as the Committee may determine).

5.11 Absence of quorum

If within half an hour after the time appointed for an Association Meeting a quorum is not present the Association Meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present the Association Meeting shall be dissolved without further adjournments. The President may with the consent of any Association Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned Association Meeting other than the business left unfinished at the Association Meeting from which the adjournment took place.

6 AMENDMENT OF CONSTITUTION

These Rules may be amended at any General Meeting, provided that:

- (a) the exact nature appears on the notice paper for the General Meeting;
- (b) 21 days' notice of the meeting has been provided; and
- (c) a two third majority of Members present at the meeting (or by proxy) vote in favour of the resolution.

7 NOTICES

7.1 A notice may be served by or on behalf of the Association on any Member;

- (a) personally; or
- (b) by sending it via post, or email to the Member at the Member's last known address, facsimile number or email address (if any) shown on the Register of Members.

7.2 A notice given in accordance with these Rules takes effect when received and is taken to be received:

- (a) if personally, on delivery; or
- (b) if sent by express post, two (2) Business Days after the date of posting, if sent by registered post, three (3) Business Days after the date of posting, if sent by normal post, five (5) Business Days after the date of posting (or seven (7) Business Days after the date of posting if posted to or outside Australia); or
- (c) if sent by email, on the date and time shown on the email unless the sender receives a notification that the email has not been received.

8 CUSTODY OF RECORDS

8.1 Except as otherwise provided in these Rules, the Secretary shall keep in its custody or under its control all books, records, securities and other relevant documents of the Association;

8.2 All books, records, securities, minutes of General Meeting, including financial statements submitted at a General Meeting, and other relevant documents of the Association shall be

open to inspection and copies of which can be obtained free of charge, by a Member at the office of the Association at any reasonable hour on any Business Day; and

- 8.3 Members shall not have access to the minutes of any Committee Meetings without the prior written consent of the Committee Members, which consent may be given or withheld by the Committee Members in its absolute discretion.

9 **SEAL**

- 9.1 The common seal of the Association shall be kept in custody of the Secretary.
- 9.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of either two (2) Committee Members or of one (1) Committee Member and the Public Officer.

10 **WINDING UP**

- 10.1 If the Association is wound up:
- (a) the Association's debts, costs and liabilities shall be paid;
 - (b) surplus money or other assets of the Association may be disposed of:
 - (i) to another incorporated association by resolution; or
 - (ii) according to the provisions in the Act; but
 - (c) no distribution may be made to any Member.

ENDS