

Constitution and Rules of the South Australian State School Leaders Association

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CONSTITUTION AND RULES OF
SOUTH AUSTRALIAN STATE SCHOOL LEADERS ASSOCIATION

RULE 1 – NAME OF ASSOCIATION

The name of the Association shall be:

South Australian State School Leaders Association (hereinafter referred to as “the Association”).

RULE 2 - REGISTERED OFFICE

The Registered Office of the Association shall be:

C/- Tindall Gask Bentley, 76 Light Square, Adelaide, South Australia.

or at such other place as the Board shall by resolution determine.

RULE 3 - OBJECTS

The objects of the Association are:

- (1) To provide legal assistance and representation and information to any Member in relation to any alleged offence or other matter arising out of or in the course of their employment with the Department for Education and Child Development (or, in relation to this reference to the Department and wherever it shall appear in these Rules, any successor in title or to any other State Government Department or instrumentality subsequently assuming its role and function under whatsoever name), including:
 - (a) In the event of any Member of the Association dying from natural causes or from accident, and whether the death should arise out of or in the course of his/her employment or otherwise, the Association shall assist the surviving spouse or any surviving immediate family dependant on the deceased Member by providing legal assistance in order to institute any claim for compensation for the loss of the deceased but excluding any matter relating to the grant of Probate, Intestacy and the like;
 - (b) To provide legal assistance to a Member to bring or prosecute an action where the Member is a victim of verbal, written or electronic harassment;
 - (c) To provide legal assistance to a Member to make a claim under the provisions of the Workers Rehabilitation & Compensation Act 1986 in the event that the claim or prospective claim arises out of or in the course of his or her employment with the Department for Education and Child Development;
 - (d) To provide legal assistance to a Member in respect of any civil claim relating either to:-
 - (i) the defence or prosecution of alleged libel or defamation or both;
 - (ii) the defence of alleged breaches of State or Federal Law in respect of human rights and equal opportunity or sexual harassment or both;

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- (iii) the defence of any action of alleged assault and battery, so long as the alleged conduct arises out of or in the course of the Member's employment with the Department for Education and Child Development;
 - (e) To provide legal assistance and representation and information to any Member of the Association in order to prosecute any action for either criminal injuries compensation or assault and battery, so long as that action or those actions arise out of or in the course of employment;
 - (f) To provide legal assistance and representation information or other assistance to any Member on any matter at the discretion of the Board.
 - (2) To improve and maintain the interests of Members in all matters relating to their employment;
 - (3) To secure improved rates of pay and conditions of employment for Members;
 - (4) To take the necessary steps and actions under any industrial or other legislation, or otherwise, for the purpose of securing satisfactory industrial conditions in respect of the remuneration, hours and conditions of labour, for Members and other conditions in or about their employment;
 - (5) To represent Members individually and collectively before relevant authorities, courts and tribunals;
 - (6) To represent Members individually or collectively in negotiations with any relevant body, government or government department;
 - (7) To promote co-operation between the Association and all organisations representing the professional interests of Members;
 - (8) To borrow or raise or secure the payment of money in such a manner as the Association may think fit, to secure the same, or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred, or to be entered into by the Association in any way and to redeem and pay off such securities;
 - (9) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association;
 - (10) To act as agent for and on behalf of Members and non-Members in a manner consistent with these objects and the Rules and in the interests of Members and to do all things incidental thereto;
 - (11) To facilitate the exchange of information and maximise co-operation between Members employed in different categories of State Schools and in different State School systems for the purposes of advancing their respective interests;
 - (12) To co-operate with any industrial association representing persons eligible to be Members of the Association including, without limiting the generality of matters the subject of agreement, by entering into written agreements with such industrial associations relating to membership, services, industrial representation and payment of subscriptions; and
 - (13) To do all such things as the Association may from time to time deem incidental to the attainment of the above objects or any of them.

RULE 4 - ELIGIBILITY

- (1) The Association shall consist of persons who are employees of the Department for Education and Child Development of South Australia in the positions of Principal, Deputy Principal, PSD, Senior Leaders [Band A and B EB 2012].
- (2) Persons holding other positions in DECD or in other South Australian state school leadership organisations and who have previously held a Band A or B equivalent position at a School or a recognised Centre of Learning, that has not solely been an acting position may apply for membership of the Association.
- (3) Upon application by a member to the Board, the Board has the absolute discretion to allow a membership of the Association to continue despite rule 5.2 coming into effect.

RULE 5 - ADMISSION OF MEMBERS

- (1) Subject to Rule 5(2) Any person eligible to become a Member of this Association shall make application to the Executive Assistant or other duly appointed representative of the Association by completing and signing a printed form or completing an electronic form to be provided by the Association. Such form shall contain the financial obligations arising from membership together with the circumstances and manner in which a Member may resign from the Association as provided for in these Rules. When the applicant certifies his/her desire to be admitted as a Member and their willingness to abide by these Rules and to any amendments and additions which may be duly made to these Rules they may be admitted to membership of the Association subject only to approval by the Board.
- (2) When a Member leaves employment in the Department for Education and Child Development of South Australia and/or ceases to work in one of the roles described in Rule 4.1 and 4.2, he/she automatically terminates his/her membership in the Association with the exception of serving Board Members who may continue their membership until the expiration of their Board tenure.
- (3) A Member only becomes a Member from the date of receipt by the Association of the first subscription contribution due after the Member is admitted to membership by the Board.
- (4) All applications made for membership must be submitted to the Board for consideration and the Board has an absolute discretion in respect of granting or refusing membership, notwithstanding that the applicant falls within the class of persons referred to in paragraphs 4.1 or 4.2 herein, and the decision reached by the Board shall be final.

RULE 6 - RESIGNATION FROM MEMBERSHIP

- (1) A Member of the Association may resign from membership by written notice addressed and delivered to the Executive Assistant of the Association, or another officer authorised by the Association to receive such correspondence. The resignation of the Member takes effect from 28 days subsequent to notification in writing to the Executive Assistant of the resignation.

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- (2) (a) Subject to Rule 5(2) any Member who ceases to hold a position of eligibility referred to in Rule 4 or ceases to be employed in any other class to which a majority of the members has allowed membership to the Association shall also automatically cease to be a Member of the Association, save and except if the Member ceases to be employed in a class of person which permits membership to this Association, by reason of unfair dismissal, removal or demotion.
- (b) If any Member is seconded to a position or acting position or appointed to a position or acting position other than that described in paragraph (2)(a) herein, then his or her membership shall lapse at the end of the calendar year in which the secondment or acting appointment occurs.
- (c) If a person not being a Member is appointed to an acting position such as described in paragraph (2)(a) herein, he or she shall be entitled to become a Member of the Association for the duration of such acting appointment.
- (3) Any dues payable but not paid by a former Member of the Association, in relation to a period before the Member's resignation from the Association took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association. There shall be no refund of dues to any Member under any circumstances notwithstanding that the Member has left the Association.
- (4) A notice delivered by the person(s) mentioned in sub-Rule (1) is taken to have been received by the Association when it was delivered.
- (5) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with sub-Rule (1).
- (6) A resignation from membership of the Association is valid even if it is not effected in accordance with this Rule if the Member is informed in writing by or on behalf of the Association that the resignation has been accepted.

RULE 7 - SUBSCRIPTIONS

- (1) Subject as hereinafter provided the subscriptions payable by Members of the Association shall be determined by the Board of the Association on an annual basis.
- (2) Association subscriptions are due to be paid on the first day of January and July each calendar year. For the purpose of the Rules a member shall be deemed to be unfinancial if subscriptions and levies are unpaid three (3) months after the commencement of each half yearly period. Alternatively, subscriptions can be made by payroll deductions through a procuracy order signed by the prospective member and submitted to the pay section of the Department for Education and Child Development.
- (3) Every such contribution shall be paid to the person duly authorised on their behalf by the Board and such persons shall issue a receipt in the form of a half yearly or yearly ticket as the case may be that covers the period for which such contribution is applicable. Provided that a ticket will not be issued unless all arrears and levies due at the date of issue are paid.
- (4) Members making payment of Association subscriptions by way of regular payroll deductions shall be deemed as financial whilst such deductions in favour of the Association continue.

RULE 8 - LEVIES

- (1) The Board shall have the power to levy the Members of the Association for the purpose of carrying out the objects of the Association, provided that such levy does not exceed the equivalent of one day's pay per fortnight.
- (2) The amount of money collected by means of such levy shall be at the disposal of the Association, so long as same is devoted to the purpose or purposes for which the levy was made.

RULE 9 - ARREARS OF SUBSCRIPTIONS

Every Member who is over three (3) months in arrears of his/her subscriptions to the Association shall be deemed unfinancial and shall forfeit all claims upon the Association, and shall not be eligible for any of the benefits associated with membership of the Association.

RULE 10 - GOVERNMENT

- (1) The Association shall be governed, and the business thereof ruled and conducted by a Board.
- (2) The Association shall have all the powers conferred by section 25 of the Act.

RULE 11 - BOARD

- (1) For the supreme government and the business and general affairs of the Association there shall be a Board consisting of nine (9) Board members. Following the election of the Board members, the members shall elect a Chair and Deputy Chair from within their number.
- (2) Subject as hereinafter provided, the nine (9) Board members will be elected in accordance with Rules 20 and 21.
- (3) Operation of Bank Accounts
All payments on account of the Association shall be made by order of the Board by cheques or orders signed jointly by any two authorised members of the Board, or one Board member and the Executive Assistant.
- (4) Meetings of the Board
 - (a) The Board shall meet (at a time and a place to be fixed by the Chair) within seven days of the meeting at which it is elected and thereafter as and when it considers it necessary so to do and Minutes of all resolutions and proceedings of such Board shall be kept.
 - (b) Five (5) members of the Board must be present at a meeting of the Board to constitute a quorum.
 - (c) The Chair shall preside over meetings of the Board. In the absence of the Chair, the Deputy Chair shall take the Chair's place. Where both are unavailable, the meeting will be presided over by a member of the Board elected by the members present at the time.

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- (d) The Chair shall have a deliberative as well as a casting vote at all meetings of the Board. Where required to make a casting vote in the event of a deadlock, the Chair shall vote to maintain the status quo.
 - (e) If at a meeting of the Board the time and place for the next Board meeting is not fixed and has not otherwise previously been fixed the Chair shall fix a time and place for the next meeting to be held within two calendar months of the date of the last meeting and give notice thereof to all members of the Board.
 - (f) A meeting of the Board may be called at any time at short notice by unanimous agreement of the Board or in exceptional circumstances, where a meeting is an urgent necessity or deemed desirable by the Chair, upon notification to all other members of the Board.
 - (g) Three members of the Board shall have power to convene a Board meeting upon notice being given to the Chair who shall then fix a place, date and time for such a meeting being not later than two weeks later than receipt of such notice. The Executive Officer shall give notice of the same to each member of the Board. In the event that the Chair fails to call a meeting as aforesaid, the meeting may be called by three members of the Board by fixing the place date and time for such meeting and giving notice of same to other members of the Board and the Chair.
 - (h) Should the number of Board members available to attend a scheduled Board meeting be less than that required for a quorum and should the circumstances be unlikely to change by the next scheduled meeting or within the next two months (whichever is the later), then a Special General Meeting of the Association shall be called by the Executive Assistant within six weeks. At this meeting all Board positions shall be declared vacant, provided that a position will be considered occupied if the holder has been granted leave of absence. The general Rules for election at Annual General Meetings shall apply. If the reduction in Board members has been caused by resignations, then these resignations shall be deemed effective from the commencement of the Special General Meeting. The resignation shall in no way preclude these people from standing for their positions previously held, or other Board positions at the election meeting.
- (5) Casual Vacancies
- (a) A casual vacancy in the Board shall occur:
 - (i) if a Board Member dies;
 - (ii) if he or she resigns in writing to the Executive Assistant
 - (iii) if his or her seat is declared vacant by the Board on account of his or her failing to attend three consecutive meetings of the Board without leave of absence.
 - (b) Where a casual vacancy occurs in any elected office between two Annual General Meetings, the Board shall have the power to appoint a person to fill such vacancy until the next Annual General Meeting.
- (6) Where it becomes necessary for the Board to do or determine upon any act or matter, or make any resolution or decision, it shall not be necessary to call a meeting whereat members shall personally attend, rather, it may be taken by:

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- Telephone link; or
 - Video conference; or
 - Verbal or email “flying minute”.

Where any act, resolution or decision is to be taken by verbal or email “flying minute”, the Executive Assistant will communicate clearly to the members of the Board the business and the question to be voted upon and thereupon the members or a majority thereof shall at the earliest possible moment reply to the Executive Assistant and give their decision or record their vote in regard to the said matter or resolution.

- (7) A copy of the Minutes of each meeting of the Board including the decisions of that meeting and a copy of any decisions made in accordance with sub-Rule (4) of this Rule shall be forwarded to every member of the Board within 14 days of the date of the termination of any such meeting or the making of any such decision.

RULE 12 - CHAIR

The Chair shall:

- (1) Preside at all meetings of the Board and preserve order so that business may be conducted in due form and propriety.
- (2) Upon confirmation of the Minutes sign the Minutes Book in the presence of the Meeting.
- (3) Consult with the Chief Executive on matters affecting the welfare of the Association and sign all necessary documents.
- (4) Receive from Members complaints against the Chief Executive or any other Officer of the Association and place same before the Board.
- (5) Have power to convene a meeting of the Board whenever he/she deems it necessary.
- (6) Be elected to the Board by and from the financial members of the Association in accordance with these Rules.

RULE 13 – DEPUTY CHAIR

The Deputy Chair shall:

- (1) When relieving the Chair, perform the same duties and exercise the same rights and responsibilities as prescribed herein for that Officer.
- (2) Be elected to the Board by and from the financial members of the Association in accordance with these Rules.

RULE 14 - EXECUTIVE ASSISTANT

- (1) The Executive Assistant shall be appointed by the Board, which has the authority to determine the Executive Assistant’s terms and conditions of employment.
- (2) The Board will in its absolute discretion set a level of remuneration for the Executive Assistant and whatever other terms and conditions of employment as it sees fit in its absolute discretion.

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- (3) The Executive Assistant reports to the Chief Executive.
 - (4) In the case of sickness, death, or the sudden termination of the service of the Executive Assistant from any cause, the Chair or such other person as may be appointed by the Board shall temporarily carry out the duties of Executive Assistant until the vacancy is filled.
 - (5) Keep all books and accounts necessary for carrying on the general work of the Association.

RULE 15 - CHIEF EXECUTIVE

- (1) The Chief Executive shall be appointed by the Board, which has the authority to determine the Chief Executive terms and conditions of employment.
- (2) The Board will in its absolute discretion set a level of remuneration for the Chief Executive and whatever other terms and conditions of employment as it sees fit in its absolute discretion.
- (3) The Chief Executive shall attend to Association business on weekdays or as required and is accountable to the Board.
- (4) The Chief Executive shall be authorised by the Chair to sign and execute documents on behalf of the Association, provided that the signing or executing is undertaken in accordance with Board approvals and instructions.
- (5) Attend meetings of the Board and present a report.
- (6) The Chief Executive shall be responsible for the notification to the appropriate industrial tribunal, in the prescribed manner, of the existence or likelihood of an industrial dispute involving the Association or any section of the Association or any Member represented by the Association in the dispute.
- (7) The Chief Executive shall have the custody of the seal of the Association, which shall be used only on the authority of the Board and shall, together with the Chair or Deputy, sign any instrument to which the seal is affixed.
- (8) The Chief Executive shall perform generally such duties as the Board from time to time prescribe or require.
- (9) The Chief Executive shall be an ex officio member of the Board without the power to vote.
- (10) The Chief Executive is the Public Officer of the Association for the purposes of the Associations Incorporation Act 1985 and other statutory purposes
- (11) In the case of sickness, death, or the sudden termination of the service of the Chief Executive from any cause, the Chair or such other person as may be appointed by the Board shall temporarily carry out the duties of Chief Executive until the vacancy is filled.

RULE 16 - ANNUAL GENERAL MEETING

- (1) The Annual General Meeting of the Association shall be held in March or April each year.
- (2) Preliminary notices 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

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- the business to be conducted at such meeting. For the purposes of the notification email or postal correspondence shall satisfy the requirements as to notification.
- (3) Four or five members of the Board shall, unless re-elected, retire at the close of each Annual General Meeting (refer to Rule 19).
 - (4) The Chief Executive shall act as Chairperson of the meeting. In the event that the Chief Executive is absent or is unwilling to act the members present shall appoint an alternative member of the Board to act as Chairperson. The Chairperson shall have a casting vote as well as a deliberative vote, provided that the casting vote shall be for the status quo where there is a deadlock.
 - (5) The Chief Executive shall present a report on the activities of the Association during the past year and submit an audited statement of accounts and balance sheet for the past financial year.
 - (6) The results of the election of members of the Board for the ensuing year shall be announced and such other business as shall have been specified in the notice calling the meeting shall be transacted.
 - (7) The number of Members required to be present (including those present by proxy) to constitute a quorum at an Annual General Meeting shall be not less than 5% of the Association's membership or 20 Members whichever is the lesser.
 - (8) Any Member who is absent from the Annual General Meeting may give a proxy in accordance with Rule 21 to any other Member. Such proxy may be specific or general in nature but must be lodged with the Chairperson of the Meeting prior to the commencement of the meeting.
 - (9) In the event that insufficient Members are present at the Annual General Meeting to constitute a quorum, the Board may at its option decide not to hold an Annual General Meeting for that year or alternatively decide to call a further meeting at some time nominated but within the next three months.
 - (10) Any person who is not a Member of the Association immediately prior to the Annual General Meeting is ineligible to vote or accept office at such meeting.

RULE 17 - SPECIAL GENERAL MEETING

- (1) A Special General Meeting of the Members may be called at any time by the Board or by the Executive Assistant on receipt of a written (including email) request specifying the subject to be discussed and signed by at least 5% of the current membership.
- (2) The Special General Meeting shall be held within six weeks of the Executive Assistant receiving a written request as aforesaid.
- (3) Twenty-one days notice of such meeting and of the business to be brought before it to which discussion shall be strictly confined shall be given by notice posted or emailed to all Members.
- (4) The provisions of Rule 16 hereof relating to the quorum for and conduct of Annual General Meeting shall apply *mutatis mutandis* to Special General Meetings.
- (5) Any Member who is absent from the Special General Meeting may give a proxy in accordance with Rule 21 to any other Member. Such proxy may be specific or general in nature but must be lodged with the Chairperson of the Meeting prior to the commencement of the meeting.

RULE 18 - RETURNING OFFICER

- (1) Whenever it is necessary to take a ballot or referendum of the Association for any purpose, the Board shall have power to appoint an independent person as Returning Officer for the purpose of conducting such ballot or referendum
- (2) In addition to the duties described in Rules 19 and 20 hereof, the Returning Officer shall be responsible for the safe custody of the ballot papers in his/her possession for distribution to Members and also for the control of the ballot box provided to receive the ballot papers deposited in it by Members who have exercised their vote.
- (3) The Returning Officer shall obtain from the printer a certificate setting out the number of ballot papers the latter has printed for each ballot conducted.
- (4) In the case of a referendum, the question or questions to be decided shall be clearly expressed on the ballot paper and the manner of voting for or against the proposition shall be stipulated.

RULE 19 - ELECTION OF BOARD MEMBERS

- (1) The election of Board members shall be in accordance with these Rules or as determined by the statutory requirements of applicable legislation.
- (2) Board members shall be elected for terms of two (2) years duration, provided that, at the first election following the adoption of these Rules, 4 Board members shall be elected for 12 months only. Thereafter, 4 or 5 Board positions shall be subject to nomination and election each year to effect the requirement for 2-year terms.
- (3) Election Timetable

The following timetable shall be followed for the conducting of annual elections:

- (i) Call for nominations - late November, early December.
- (ii) Declare field of nominees if ballot necessary or successful nominees where ballot not required (mid-January).
- (iii) Post ballot material to financial Members – late January.
- (iv) Ballot closes – late February.
- (v) Votes counted – early March.
- (vi) Results of ballot/successful nominees announced at AGM.
- (vii) New Board members replace outgoing Board members immediately following AGM.

RULE 20 - BALLOTS

PART 1- DEFINITIONS

- (1) Definitions

In this Rule:

“ballot box” means a ballot box kept under sub-Rule (17).

“candidate”, for an election, means a person—

- (a) who has nominated as a candidate for the office the election is about; and

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- (b) whose nomination has been accepted under sub-Rule (7)(b); and
 - (c) whose nomination has not been withdrawn.

“eligible Member” means a person who was a financial Member of the organisation 30 days before the starting time for nominations.

“initialled” by the returning officer of an election includes being marked with a facsimile of the returning officer’s initials.

“Member” means a Member of the Association.

“relevant year” means the calendar year commencing on January 1 immediately following the expiry of a term of office under these rules.

“return envelope” see sub-Rule (16)(a)(ii).

“roll”, for an election, means the roll of voters prepared for the election under sub-Rule (11).

“scrutineer” means:

- (a) a candidate who acts personally as a scrutineer; or
- (b) a person appointed as a scrutineer for a candidate under sub-rule 24.

“voter” means a person:

- (a) who is an eligible Member; and
- (b) whose name is on the roll under sub-Rule (11).

“voting material” - see sub-Rule (16)(a).

PART 2—RETURNING OFFICER

(2) Returning officer of election - functions and powers

- (a) The returning officer of an election:
 - (i) must not influence, or attempt to influence, the outcome of the election; and
 - (ii) may take the action, and give the directions, the returning officer considers reasonably necessary to ensure that the processes under which the election is conducted are transparent; and
 - (iii) must ensure suitable arrangements are made with Australia Post for the return of ballot papers to a box or locked bag at a post office.
- (b) The returning officer of an election other than an electoral officer may take the action, and give the directions, the returning officer considers reasonably necessary:
 - (i) to ensure no irregularities happen in the election; or
 - (ii) to remedy a procedural defect that appears to the returning officer to exist about the election.
- (c) To ensure the integrity of an election, the address for return of ballot papers must not be the Association’s usual postal address.

PART 3 - PRE-ELECTION PROCEDURES

(3) Closing day and time for nominations

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- (a) The returning officer of the election must fix the opening day and closing day for nominations for office.
 - (b) The closing day for nominations shall be a date that allows for a ballot process to be conducted in accordance with these Rules before the expiry of the term of office of the position for which the nominations are called.
 - (c) The closing day must be at least 28 days after notice is given under sub-Rule (5).
 - (d) Nominations open at midday on the opening day and close at midday on the closing day.
- (4) Starting and finishing days of ballot
- (a) If a ballot becomes necessary under sub-Rule (9), the returning officer of the election must fix the start and finish days for the ballot to decide the result of the election.
 - (b) The start day must not be before the closing day for nominations for the offices to be filled at the election.
- (5) Calling for nominations
- (a) The returning officer of the election must call for nominations for the offices to be filled by notice given to Members in one of the following ways:
 - (i) by post or email to each Member at the address recorded in the Member Register;
 - (ii) if the Association publishes a journal or newsletter that it gives to Members free of charge, by advertisement in the journal or newsletter;
 - (iii) in a daily newspaper circulating in the area(s) where the Association's members live or work.
 - (b) The notice must state:
 - (i) the opening day for nominations; and
 - (ii) the closing day for nominations; and
 - (iii) that nominations for office:
 - (a) open at midday on the opening day; and
 - (b) close at midday on the closing day; and
 - (iv) who may nominate as a candidate in the election; and
 - (v) that nominations for office must be written, signed by the nominee, nominated and seconded by financial Members of the Association, and given to the returning officer before nominations close; and
 - (vii) the starting and finishing days for a ballot to decide the result of the election if a ballot becomes necessary under sub-Rule (9); and
 - (viii) that only a person who was a financial Member 30 days before the opening time for nominations may vote in the election; and
 - (ix) that the ballot will be decided by a first-past-the-post system of voting.

(6) Who may nominate

A person eligible to nominate for election is a person who was a financial Member 30 days before the opening time for nominations.

(7) Nomination procedure

(a) A nomination for office must be nominated and seconded by a financial Member of the Association and signed by the nominee and given to the returning officer of the election before nominations close.

(b) The returning officer must accept a nomination if—

- (i) it complies with paragraph (a); and
- (ii) the nominee is an eligible Member.

(c) A candidate may withdraw his/her nomination by written notice given to the returning officer no later than 7 days after nominations close.

(8) What happens if a nomination is defective?

(a) The returning officer of the election must reject a nomination given to the returning officer of the election after nominations have closed.

(b) If a nomination for an office is defective, other than because the nominee is not qualified to hold the office or because the nomination was made after the closing time, the returning officer must—

- (i) reject it; and
- (ii) give the nominee notice of the defect; and
- (iii) if practicable, give the nominee an opportunity to remedy the defect provided that, where practicable, such opportunity shall be for not less than seven days.

(c) If practicable, the notice must be given before nominations close.

(d) Failure to give the notice does not invalidate the election.

(9) When a ballot must be held

If there are more candidates for election to an office than the number to be elected, the returning officer must conduct a secret postal ballot under Part 4 of this Rule.

(10) Election without ballot

The returning officer of the election must declare a candidate elected to an office if:

- (a) nominations have closed; and
- (b) the number of candidates is less than or the same as the number of offices to be elected at the same time.

PART 4 - CONDUCTING BALLOTS

Division 1 - General

(11) Roll – preparation:

A roll for a ballot must be prepared at the direction of the returning officer of the election.

(b) The returning officer must ensure the roll:

-
- (i) states
 - (a) the name of each person who is an eligible Member of the Association in alphabetical order; and
 - (b) each eligible Member's home address, opposite their name; and
 - (ii) is closed 30 days before the day on which nominations open; and
 - (iii) is completed when nominations for the election close.
- (c) The Association must give the returning officer:
- (i) a copy of its Member Register; and
 - (ii) access to the Association's records reasonably necessary for the returning officer to ensure the roll is accurate.
- (12) Roll - inspection
- (a) The returning officer of the election must make the roll for the election available for inspection
 - (i) in the period that:
 - (a) starts on the day after the roll must be completed under sub-Rule (11); and
 - (b) ends 30 days after the result of the election is declared; and
 - (ii) at the returning officer's office when it is open for business.
 - (b) A candidate, Member or a person authorised by the returning officer may inspect the roll, free of charge.
 - (c) If, during the period stated in paragraph (a), a candidate or Member asks for a copy of the roll or a stated part of the roll, the returning officer must give the person the copy, free of charge.
- (13) When someone can claim a right to vote
- (a) Despite sub-Rule (11)(b), if an eligible Member's name does not appear on the roll, the Member may apply to the returning officer of the election to have the Member's name included on the roll.
 - (b) If the returning officer is satisfied the applicant is an eligible Member, the returning officer must include the applicant's name on the roll.

Division 2 - Voting material

- (14) Ballot papers
- (a) A ballot paper for the election must:
 - (i) have a watermark or other distinctive pattern that prevents it from being reproduced other than by the returning officer or a person authorised by the returning officer; and
 - (ii) be of paper that will hide a vote marked on it from view when it is folded once; and
 - (iii) be a different colour from the colour used for ballot papers at the 2 previous elections held for the Association; and

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- (iv) list the names of each candidate once only for each office the election is for, with the surname first, followed by the candidate's other names; and
 - (v) state how the voter may vote; and
 - (vi) state that the voter must sign the declaration envelope or the vote will not be counted; and
 - (vii) state that the voter must return the ballot paper to the returning officer so it is received on or before the finish day of the ballot.
- (b) The order of names on the ballot paper must be decided by lot.
 - (c) If 2 or more candidates have the same surname and first names, the candidates must be distinguished in an appropriate way.

Example:

The occupation or work location of each candidate may be added to the ballot paper.

(15) Declaration Envelope

- (a) The declaration envelope provided to a voter by the returning officer of the election must comply with the following form:
 - (i) the declaration envelope must be a smaller envelope that fits inside the return envelope without needing to be folded;
 - (ii) the declaration envelope must contain on it a removable flap or label with the following details printed on it:
 - (a) a place for the name and postal address of the voter;
 - (b) the declaration mentioned in sub-Rule (15)(b);
 - (c) a place for the signature of the voter.
- (b) The declaration must state that the voter:
 - (i) is the voter named on the envelope; and
 - (ii) has voted on the ballot paper contained in the envelope; and
 - (iii) has not voted before in this ballot.
- (c) To preserve the secrecy of the vote, the returning officer of election must remove the flap or label mentioned in section 15(a)(ii) from the declaration envelope before removing the ballot paper from the declaration envelope.

(16) Distributing voting material

- (a) The returning officer of the election must post the following things (the "voting material") to each voter:
 - (i) a ballot paper initialled by the returning officer;
 - (ii) an unsealed reply paid envelope (a "**return envelope**") addressed to the returning officer;
 - (iii) a declaration envelope;

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- (iv) other material the returning officer considers appropriate for the ballot including, for example, directions or notes to help the eligible Member to comply with these rules and cast a valid vote.
 - (b) Voting material must be posted to each voter:
 - (i) in a sealed envelope to the voter's address on the roll; and
 - (ii) as soon as practicable, but no earlier than 2 days before the starting day of the ballot.
 - (c) If a voter gives the returning officer a notice that the voter will be at an address other than the address stated on the roll when voting material is to be given, the returning officer must post the material to the other address.
 - (d) Before posting voting material to a voter, the returning officer must mark a ballot number for each voter on:
 - (i) the roll against the voter's name; and
 - (ii) the declaration envelope.
 - (e) The returning officer must give each voter a different ballot number.
 - (f) The ballot numbers must start with a number chosen by the returning officer.
 - (g) A ballot paper must not be marked in a way that could identify the voter.
- (17) Returning officer must keep a ballot box
- The returning officer must get a ballot box and:
- (a) keep the box in a safe place; and
 - (b) seal the box in a way that:
 - (i) allows voting material to be put in it until the ballot finishes; and
 - (ii) prevents voting material from being taken from it until votes for the ballot are to be counted.
- (18) Duplicate voting material
- (a) This sub-Rule applies if voting material posted to a voter:
 - (i) has not been received by the voter; or
 - (ii) has been lost or destroyed; or
 - (iii) if the document is a ballot paper - has been spoilt.
 - (b) The voter may apply to the returning officer of the election for a duplicate of the document.
 - (c) The application must:
 - (i) be received by the returning officer on or before the finish day of the ballot; and
 - (ii) state the grounds on which it is made; and
 - (iii) if practicable, be substantiated by evidence verifying or tending to verify the grounds; and
 - (iv) state that the voter has not voted at the ballot; and

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- (v) if the document is a spoiled ballot paper—be accompanied by the ballot paper.
 - (d) If the application complies with paragraph (c), the returning officer must:
 - (i) if the document is a spoiled ballot paper:
 - (a) mark 'spoilt' on the paper; and
 - (b) initial the paper beside that marking and keep the paper; and
 - (c) give a fresh ballot paper to the voter; or
 - (ii) Otherwise - give a duplicate of the document to the voter.

(19) Candidate Statements

Candidates for election shall be given equal opportunity to express their views to Members of the Association in a statement that is given to each Member with their ballot papers.

Division 3 – Voting

(20) How long ballot is open

A ballot must remain open for:

- (a) at least 21 days; and
- (b) no longer than 35 days.

(21) How to vote

A voter may vote only by completing the following steps:

- (a) completing a ballot paper by:
 - (i) writing a tick or cross in the square opposite the name or names of the number of candidates the voter may vote for under sub-Rule (22); and
 - (ii) complying with the instructions on the paper about how to vote;
- (b) putting the ballot paper in a declaration envelope;
- (c) sealing the declaration envelope;
- (d) filling in and signing the voting declaration on the removable flap or label on the declaration envelope;
- (e) putting the declaration envelope in the return envelope;
- (f) sealing the return envelope;
- (g) complying with any direction given under sub-Rule (16)(a)(iv);
- (h) returning the return envelope to the returning officer of the election so that the envelope is received on or before the finish day for the ballot.

Division 4 - Counting and scrutiny of votes

(22) How returning officer must deal with voting material

- (a) The returning officer of the election must put all voting material returned to the returning officer in the ballot box until voting has ended.

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- (b) If, after the finishing day for the election, the returning officer receives a return envelope apparently containing a ballot paper for the election, the returning officer must:
- (i) keep the envelope sealed; and
 - (ii) mark the envelope 'Received by the returning officer after the finishing day for the ballot'; and
 - (iii) keep the envelope in safe custody, but separately from return envelopes received before or on the finishing day.
- (23) Scrutineers - appointment
- (a) A candidate may:
- (i) act personally as a scrutineer; or
 - (ii) appoint another person (an **"appointee"**) as a scrutineer for the candidate.
- (b) An appointment must be in writing and signed by the candidate.
- (c) A candidate must notify the returning officer of the election of the name of the candidate's appointee as soon as possible after the appointee is appointed.
- (d) The returning officer may refuse to allow an appointee to act as a scrutineer if:
- (i) the returning officer asks to inspect the appointment as a scrutineer; and
 - (ii) the appointee does not produce it.
- (24) Scrutineers' rights
- Subject to sub-Rule (25), a scrutineer may be present when:
- (a) ballot papers or other voting material for a ballot are prepared and given to voters; and
 - (b) voting material is received and put in safe custody under sub-Rule (22); and
 - (c) votes are counted.
- (25) Scrutineers—numbers attending
- Each candidate may have only one scrutineer exercising a right under sub-Rule (24).
- (26) Initial scrutiny of voting material
- (a) As soon as possible after the ballot finishes, the returning officer of the ballot must:
- (i) seal the ballot box in a way that prevents voting material from being put in it; and
 - (ii) take the ballot box to the place where votes are to be counted.
- (b) The returning officer must then:
- (i) unseal the ballot box; and
 - (ii) take out the return envelopes; and

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- (iii) open each return envelope and take out the declaration envelope; and
 - (iv) examine the declaration and mark off the voter's name on the roll; and
 - (v) check the ballot number on the declaration against the ballot number marked against the voter's name on the roll; and
 - (vi) ensure the declaration is signed.
 - (vii) separate the removable flap or label containing the declaration from the declaration envelope.
- (c) After complying with paragraph (b), the returning officer must put the declaration envelopes in a container and the removable declaration flaps or labels into another container if satisfied:
- (i) each declaration is signed; and
 - (ii) the ballot number on each declaration corresponds with the ballot number marked beside the voter's name on the roll.
- (d) However, the returning officer must not put a declaration envelope or removable declaration flap or label in the containers mentioned in paragraph (c) if:
- (i) the returning officer reasonably believes the voter to whom it was sent did not sign the declaration; or
 - (ii) the person named on the declaration is not the person to whom it was sent.
- (e) Paragraph (d) does not apply if the returning officer is satisfied the person who filled in and signed the declaration:
- (i) is a voter; and
 - (ii) has not previously voted in the ballot; and
 - (iii) has a reasonable explanation for using someone else's ballot material.
- (f) The returning officer must keep declaration envelopes and removable declaration flaps or labels excluded under paragraph (d) separate from other declaration envelopes and declarations.
- (g) A declaration is valid only if:
- (i) it complies with sub-paragraphs (c) (i) and (ii); and
 - (ii) paragraph (d) does not apply.
- (h) A valid declaration must be accepted as valid, and an invalid declaration must be rejected, by the returning officer.
- (i) If a declaration is accepted as valid by the returning officer the returning officer must:
- (i) note the acceptance of validity on the declaration; and
 - (ii) record the correct ballot number on the roll against the name of the voter who signed the declaration.

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- (j) After separating the removable flaps or labels containing the declarations from the declaration envelopes, the returning officer must, in the following order:
- (i) seal the container holding declarations;
 - (ii) open the declaration envelopes not excluded under paragraph (d) and take out the ballot papers;
 - (iii) place all of the ballot papers in the ballot box.
- (27) Counting votes
- (a) To count votes the returning officer of the election must:
- (i) admit the formal votes and reject the informal votes; and
 - (ii) count the formal votes, and record the number for each candidate; and
 - (iii) count the informal votes.
- (b) A vote is informal only if:
- (i) the ballot paper is not initialled by the returning officer and the returning officer is not satisfied the paper is authentic; or
 - (ii) the ballot paper is marked in a way that allows the voter to be identified; or
 - (iii) the ballot paper is not marked in a way that makes it clear how the voter meant to vote; or
 - (iv) the ballot paper does not comply with a direction given under paragraph (16)(a)(iv); or
 - (v) the ballot paper was taken from a ballot envelope that contained another ballot paper for the offices the election is for.
- (28) Scrutineers' objections
- (a) Before votes are counted, a scrutineer may advise the returning officer that the scrutineer considers an error has been made in conducting the ballot.
- (b) When votes are counted, a scrutineer may:
- (i) object to a ballot paper being admitted as formal or rejected as informal by the returning officer of the election; or
 - (ii) advise the returning officer of the election that the scrutineer considers an error has been made in conducting the ballot or counting votes.
- (c) If a scrutineer advises the returning officer under paragraphs (a) or (b)(ii), the returning officer must:
- (i) decide whether the error has been made; and
 - (ii) if appropriate - direct action to correct or mitigate the error.
- (d) If a scrutineer objects under sub-paragraph (b)(i), the returning officer must:
- (i) decide whether the ballot paper is to be admitted or rejected; and
 - (ii) note the decision on the ballot paper and initial the note.

(29) Direction by returning officer to leave count

The returning officer of the election may direct a person to leave the place where votes are being counted if the person:

- (a) does not have the right to be present at the count; or
- (b) Interrupts the count, other than to exercise a scrutineer's right.

Division 5 - Election result

(30) How result is decided

- (a) The method of deciding the result of a ballot is by a first-past-the-post system.
- (b) If only one (1) office of the same type is to be filled in an election, the candidate with the most formal votes is elected.
- (c) If more than one (1) office of the same type is to be filled, that number of candidates corresponding with the number of offices to be filled who have the most formal votes are elected.
- (d) This sub-Rule is subject to sub-Rule (31)

(31) What happens if votes for 2 or more candidates are equal?

- (a) If the returning officer can not decide which candidate is elected to an office because the votes cast for 2 or more candidates are equal, the returning officer of the election must decide which candidate is elected by drawing lots.
- (b) A decision under paragraph (a) must be made in the presence of any scrutineer who wishes to attend.

(32) Declaration of Ballot

The returning officer of an election or ballot must:

- (a) make a signed declaration of the result of the election or ballot as soon as possible after the votes for the election or ballot are counted; and
- (b) within one day of making the declaration, give a copy of it to:
 - (i) the Executive Assistant of the Association; and
 - (ii) for an election - each candidate.

RULE 21 – APPOINTMENT OF A PROXY

- (1) A Member may appoint one proxy. A proxy must be a financial Member.
- (2) An instrument appointing the proxy may not be treated as valid unless the instrument is signed and delivered to the Executive Assistant not less than 24 hours before the time for the holding of the Special General Meeting or the Annual General Meeting as the case may be at which the person named in the proxy instrument proposes to vote.
- (3) It is sufficient if the proxy nomination is received by the Executive Assistant by facsimile or E-mail transmission or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other

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- documents then such documents may also be received by the Executive Assistant by facsimile or E-mail transmission.
- (4) An instrument appointing a proxy must be in writing under the hand of the Member duly authorising the proxy.
 - (5) The instrument of proxy must be substantially in the form determined by the Board but the form must:
 - (a) enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and
 - (b) leave a blank for the Member to fill in the name of the person primarily appointed as proxy.
 - (6) The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person named as proxy fails to attend, the Chairperson of the General Meeting or Annual General Meeting is appointed proxy.
 - (7) An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
 - (8) If a proxy is only for a single Special General Meeting or Annual General Meeting, it may be used at any postponement or adjournment of that General Meeting or Annual General Meeting unless the proxy states otherwise.
 - (9) A proxy may be revoked at any time by notice to the Association.
 - (10) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and, where an instrument of proxy has so provided, the proxy is not entitled to vote on the resolution except as specified in the instrument.
 - (11) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
 - (a) The death or unsoundness of mind of the principal; or
 - (b) The revocation of the instrument;if the Executive Assistant has not received notice of the death, unsoundness of mind or revocation before the commencement of the Special General Meeting or Annual General Meeting or adjourned Special General Meeting or Annual General Meeting at which the instrument is used or the power is exercised.
 - (12) A proxy is entitled to vote on a show of hands of financial Members thereof and on a poll of financial Members.

RULE 22 – AUDITOR AND FINANCIAL YEAR

- (1) An Auditor who is a Member of CPA Australia, the Institute of Chartered Accountants Australia or the National Institute of Accountants and who holds a current Public Practice Certificate shall be appointed by the Association at the Annual General Meeting.
- (2) The Auditor shall hold office from the time of appointment until the next Annual General Meeting of the Association unless they have died or retired, and any casual vacancy occurring may be filled by resolution of the Board.

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- (3) An Auditor shall be eligible for re-appointment.
 - (4) The Auditor shall at least once in every Financial Year examine the accounts of the Association and shall ascertain the correctness of the Profit and Loss account and Balance Sheet of the Association. The Auditor will provide a report to the Chief Executive for presentation to the Board and Annual General Meeting.
 - (5) The Auditor for audit purposes only shall at all reasonable times have access to the books and accounts of the Association (including such information and explanation or the inspection of documents) as to the Auditor may appear necessary and proper, and may report from time to time to the Board with regard to such books and accounts.
 - (6) The Financial Year of the Association is 1 January to 31 December each year.

RULE 23 - ALTERATION OF RULES

- (1) The Board or the Members at a Special General Meeting called for that purpose (in which case it shall be convened as required in Rule 17) shall have the power to alter, amend or rescind any part of these Rules, in accordance with the following process:
 - (a) An amendment to the Rules may be proposed by the Chair.
 - (b) Proposed amendment(s) to the Rules must be provided to the Executive Assistant in writing.
 - (c) The Executive Assistant must provide a copy of the proposed amendment(s) in writing to the Board at least two weeks prior to the date of the Board meeting at which the proposed amendments will be considered.
 - (d) A simple majority of the Board or the Members attending the Special General Meeting (whichever occurs) is required to approve each proposed amendment.
- (2) Notwithstanding sub-Rule 23(1) above, the Board has the power to make, amend or rescind any Rule at any time to:
 - bring the Rules of the Association into compliance with the requirements of any relevant industrial legislation; or
 - comply with an order, ruling, finding or recommendation of a court or industrial tribunal relating to the registration of the Association or any application brought by the Association.

In such cases, the Rule changes must be ratified by the next sitting of the Board.

- (3) Alteration of Rules pursuant to this Rule includes the addition of new Rules covering issues not previously included in these Rules.

RULE 24 - MEMBERSHIP DISCIPLINARY

- (1) Any Member who is in breach of a provision of these Rules may in the absolute discretion of the Board have their membership of the Association cancelled and have all rights and privileges available as a result of being a Member of the Association extinguished as from the date of the said breach.

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- (2) Any allegation of breach of the Rules by any Member or allegation that a Member has acted in a manner which is improper or otherwise unbecoming of a Member of the Association shall be made to the Board in writing.
 - (3) The Board shall refer every allegation made in accordance with sub-Rule (1) hereof to the Chief Executive or such other person as the Board shall appoint who shall:
 - (a) Where he or she considers it appropriate and just in the circumstances endeavour to resolve the subject matter of the allegation by conciliation.
 - (b) Where he or she does not consider conciliation to be appropriate or is unable to resolve the allegation by conciliation within twenty-one days refer the allegation to an investigative committee of the Association which shall deal with the allegation in the manner hereinafter provided.
 - (c) Where he or she resolves the allegation by conciliation set out in writing in a report to the Board the terms upon which the allegation was so resolved.
 - (4) There shall be an investigative committee of the Association, which shall comprise three members of the Board from time to time determined by the Board.
 - (5) The investigative committee may in relation to any matter act as a body or through the agency of one or more of its members as nominated or directed by the Board and such person or persons acting as agents shall have and be entitled to exercise all of the powers and authorities of the investigative committee.
 - (6) The investigative committee shall inquire into any allegation of breach of the Constitution or the Rules by any Member which is referred to it pursuant to sub-Rule (3)(b) hereof.
 - (7) All Members shall be bound to co-operate and assist the investigative committee with respect to any inquiry undertaken by it pursuant to the Constitution.
 - (8) Any Member who:
 - (a) In the opinion of the Board maliciously, frivolously or vexatiously makes an allegation pursuant to sub-Rule (1) hereof against a Member or;
 - (b) fails to co-operate with or assist the investigative committee, shall be guilty of an offence against the Association and the Rules.
 - (9) The investigative committee shall keep confidential the names of Members who are subject to an inquiry by it.
 - (10) The investigative committee shall upon completing an inquiry pursuant to sub-Rule (5) hereof:
 - (a) Charge the Member the subject of the allegation with a breach of the Rules which charge shall be made in accordance with sub-Rule (13) hereof or;
 - (b) Dismiss the allegation.
 - (11) In the event that the investigative committee determines to dismiss an allegation pursuant to sub-Rule (10)(b) hereof it shall forward a report in writing to the Board as to its decision.
 - (12) Notwithstanding anything herein contained the Board may of its own volition at any time call upon any Member whom it has reason to suspect of having been guilty of any action or conduct which in the opinion of the Board is improper or otherwise unbecoming a Member of the Association or is otherwise in contravention, evasion

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- or attempted evasion direct or indirect in the letter or spirit of the Rules to answer a charge of such action or conduct.
- (13) Any charge or breach of the Rules made against any Member by the investigative committee of the Board shall:-
- (a) Be made in writing;
 - (b) Specify the provision of the Rules allegedly breached;
 - (c) Give general particulars of the allegations of breach;
 - (d) Be signed by a member of the investigative committee or, in the case of a charge made pursuant to sub-Rule (12) hereof, by the Executive Assistant; and
 - (e) Be delivered by the Executive Assistant for service upon the Member against whom the charge is directed.
- (14) Upon receipt of a charge against a Member the Executive Assistant shall:
- (a) Post a photocopy of such charge by certified mail to the Member alleged to have committed the breach.
 - (b) Post contemporaneously therewith to such Member a notice requiring him or her to attend before the Board on a date being at least twenty-one days (as the Executive Assistant shall appoint) subsequent to the posting of the charge.
- (15) There shall be a disciplinary committee of the Association, which shall hear and determine all charges brought against Members under and pursuant to sub-Rule (14).
- (16) (a) All members of Board (other than committee members who are members of the investigative committee) shall be members of the disciplinary committee but any three members of the disciplinary committee appointed by the Board shall in respect of any matter coming before the disciplinary committee hear and determine all matters in accordance with the principles of natural justice.
- (b) In any case where for whatsoever reason the Board sees fit in his or her discretion to do so, he or she may nominate one or more persons who are not members of the Board or who are not Members of the Association who possess the necessary expertise to assist in the determination of a certain matter to be a member of the disciplinary committee.
- (17) In hearing or determining a charge brought against a Member the disciplinary committee shall act without undue formality and may:-
- (a) Request the presence of a legal practitioner appointed by the Board to advise upon such matters of law or evidence or procedure as shall arise during the course of any hearing;
 - (b) Of its own volition call any expert witness to assist in any matters which arise in the course of the hearing;
 - (c) Inform itself of any question that arises in the course of the hearing in such manner as it thinks fit including by way of evidence given by Affidavit, Statutory Declaration or viva voce; or

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- (d) Adjourn the hearing from time to time and from place to place.
- (18) Should any Member fail to appear in answer to a charge, the disciplinary committee may proceed to inquire into and deal with the charge notwithstanding such failure to appear.
- (19) At the conclusion of such hearing (or any adjourned hearing) the disciplinary committee shall either dismiss the charge against the Member so charged or shall determine that the Member is guilty of the breach wherewith he or she has been charged and shall then consider the question of imposition of penalty. The disciplinary committee shall not impose any such penalties until after a report in writing has been made to the Board of the penalty or penalties to be imposed.
- (20) The disciplinary committee may reprimand or fine or suspend or expel a Member adjudged guilty of a breach of the Rules for such period as the disciplinary committee thinks fit.
- (21) Where a Member is adjudged guilty of a breach of the Rules by the disciplinary committee the Board may notify such Members as it considers appropriate of the decision of the disciplinary committee and penalty imposed.
- (22) Any Member adjudged guilty of a breach of the Rules as aforesaid shall have a right of appeal to the appellate committee of the Association.
- (23) There shall be an appellate committee of the Association which shall hear and determine appeals from the decision of the disciplinary committee and:-
- (a) All members of the Board shall be members of the appellate committee provided however first that no member who has acted as a member of the investigative committee or the disciplinary committee in relation to a matter the subject of an appeal to the appellate committee shall sit as a member of the appellate committee and secondly that the powers and functions of the appellate committee shall in any instance be discharged by three members thereof nominated for that purpose by the Board.
- (b) The appellate committee shall conduct appeals in such a manner as it shall think fit and proper from time to time and may hear fresh evidence either in relation to evidence given and received at the original hearing or by way of new evidence and may exercise as its powers the effective provisions of sub-Rules (16) to (21) hereof.
- (c) An appeal to the appellate committee shall be commenced within fourteen days of making a decision appealed against and intending applicants shall lodge with the Executive Assistant notice of appeal and grounds of appeal.
- (d) Upon receipt of a notice of appeal and grounds of appeal the Executive Assistant shall appoint as the appeal hearing a day at least fourteen days but not more than forty days subsequent to the commencement of the appeal and shall post a notice for such appeal hearing date to the appellant.
- (24) Any Member agrees to be bound by the decision.

RULE 25 – LEGAL FUND

- (1) The Board may establish guidelines for the provision of Member legal assistance for the purposes set out in Rule 3 – Objects.

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- (2) The final decision regarding the provision of assistance through the Legal Fund rests with Board.

RULE 26 – EXECUTION OF INDUSTRIAL AGREEMENTS OR DOCUMENTS

No industrial agreement or other documents shall be executed by or on behalf of the Association unless such execution shall have been first approved by the Board and a resolution authorising such execution has been passed by the Board.

RULE 27 - CONTROL BY MEMBERS

- (1) The Members of the Association shall have the following control over the Board. If requested by a resolution of the Members in a Special General Meetings convened for the purpose having at the time of such resolution not less than half of the total membership of the Association, a ballot of all Members shall be taken in the manner prescribed by these Rules within three (3) months of the communication to the Chair or the Executive Assistant of the resolution, upon the question raised by the resolution, and the decision of the majority of Members voting shall be binding and conclusive.
- (2) A Special General Meeting shall be summoned by a notice posted in accordance with sub-Rule 17(3) at least one month prior to the date of the meeting. Such notice shall set out clearly the time, date and location of the meeting and the matters to be discussed.

RULE 28 - REMOVAL OF OFFICERS

- (1) In addition to and without in anyway limiting any other provisions contained in these Rules, any Officer or member of the Board may be removed from Office by resolution carried at a meeting of the Board. Provided that the person concerned has been summoned in writing to show why he or she should not be so removed. Provided further that such person shall not be removed from office unless he or she has been found guilty of misappropriation of the funds of the Association, a substantial breach of these Rules, or gross misbehaviour or gross neglect of duty or has ceased, according to these Rules, to be eligible to hold Office.
- (2) A person summoned to show cause pursuant to sub-Rule (1) of this Rule shall be given at least 14 days notice of the time and place of the meeting of the Board to which he/she is summoned and the notice summoning such person shall also specify the ground or grounds upon which it is proposed to consider such removal. Provided further that the person concerned shall be given the opportunity to show cause why he/she should not be so removed. The Board may proceed to hear and determine a matter under this Rule notwithstanding the absence of the person summoned if due notice of the hearing has been given in accordance with this Rule.

RULE 29 - ELIGIBILITY TO HOLD OFFICE

Any person elected to any Office within the Association shall cease to be eligible to hold office if:

- (1) He/she becomes unfinancial in accordance with these Rules; or

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- (2) He/she resigns by notice in writing to the Executive Assistant; or
- (3) He/she is removed under Rule 28 – Removal of Officers.

RULE 30 - REGISTER OF MEMBERS

A Register of the names of the Members of the Association and of the Board members shall be kept by the Executive Assistant at the Registered Office and shall be available at any convenient time for inspection by any person as required by legislation.

RULE 31 - INSPECTION OF BOOKS

All financial Members interested in the funds of the Association shall be permitted to inspect the books at all reasonable times on an order signed as regards the books of the Association by the Chair of the Association.

RULE 32 - FUNDS (DISBURSEMENT OF)

For the management or administration of the ordinary affairs of the Association, there shall be two (2) funds, known as,

- General Fund;
- Legal Fund.

The expenditure of such funds shall be under the control of the Board, which shall ratify such expenditure by way of resolution after viewing the auditors report and cash payment book.

RULE 33 - VOTING AT MEETINGS

Unless otherwise provided for in these Rules, voting at all meetings held under the Rules of the Association, shall be by show of hands.

RULE 34 - INDEMNITY OF OFFICERS AND BOARD MEMBERS

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 expenses suffered or incurred by him or her in the bona fide exercise of his functions as an officer or agent of the Association.

RULE 35 – AMALGAMATIONS/AFFILIATIONS

If at any time it shall be considered necessary in the general interests of the Association to amalgamate or affiliate with any other organisation or organisations, the Board is empowered to enter negotiations and agree upon terms for any such amalgamation, provided however, that no such amalgamation shall be entered into until the terms agreed upon are submitted to members for ballot conducted in accordance with these Rules and unless the majority of members voting in such ballot approve of the amalgamation upon the terms suggested.

RULE 36 - DISSOLUTION

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 in 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 these Rules.

RULE 37 - WINDING UP THE ASSOCIATION

In the event of the winding up of the Association or in the event that for any reason it ceases to function and there remains after satisfaction of all debts and liabilities any property whatsoever, such property shall be distributed to another body or other bodies having similar objects and which prohibits the distribution of its income and property among its Members or a recognised charitable body or bodies as determined by the Board.

RULE 38 – CHANGE OF ADDRESS AND NAME

Members shall notify the Executive Assistant in writing of any change of address or change of name, and all Notices posted to them at their last advised address shall be considered duly delivered.

RULE 39 - COMMON SEAL

A common seal of the Association (herein referred to, as “the seal”) shall be prepared, such seal to include the words “South Australian State School Leaders Association”.

The seal shall be kept in the custody of the Executive Assistant at the registered office of the Association.

END OF RULES