

Council of Education Associations of South Australia Inc.

CONSTITUTION
and
RULES

30 July 1997
(updated 2002)

**COUNCIL OF EDUCATION ASSOCIATIONS OF SOUTH AUSTRALIA INCORPORATED
CONSTITUTION : RULES****1. Name**

- 1.1 The name of the incorporated association is the COUNCIL OF EDUCATION ASSOCIATIONS OF SOUTH AUSTRALIA INCORPORATED, (CEASA Inc.), in these rules called the Council.

2. Purpose and Objectives

- 2.1 Purpose: To represent South Australian member associations, link them, promote them and serve them, in pursuit of quality education.
- 2.2 Objectives:
- i) To allow for an expression of a common voice on educational matters in the interests of member associations.
 - ii) To provide a forum and common meeting ground for member associations to promote greater co-operation and understanding between associations.
 - iii) To act as a peak body representing member associations collectively in initiating and responding to communications with relevant government Ministers, departments and appropriate bodies.

3. Powers

- 3.1 For the purpose of carrying out the objectives, the Council has all of the powers listed in Section 25 of the Associations Incorporation Act, 1985.

4. Interpretation

- 4.1 In these rules unless the contrary intention appears:
- “Education Association” means a professional organisation initiated, managed and supported primarily by educators but may include others interested in the provision of services to the educational community in an area of the school curriculum.
- “Member” means a South Australian education association which has become affiliated with the Council in accordance with the affiliation Rule 4.6 and has not resigned or been expelled from the Council.
- “Representative” means the person nominated, in writing to the Secretary of the Council, by the member association to represent its interests on the Council and who will have voting rights as determined in Rule 15.
- “Committee” means the elected Management Committee of the Council.
- “Financial Year” means the year ending on 30 June.
- “General Meeting” means a meeting of members convened in accordance with Rule 12.
- “The Act” means the Associations Incorporation Act, 1985.
- “The Regulations” means regulations under the Act.
- 4.2 In these Rules reference to the “Secretary of the Council” means :
- (a) a person who holds office under these Rules as Secretary of the Council – to that person and
 - (b) in any other case to the public officer of the Council.

5. Membership

- 5.1 Membership shall be unlimited in numbers.
- 5.2 An education association which is nominated and approved for membership as provided in these Rules is eligible to be a member of the Council on payment of the annual subscription payable under these Rules.

- 5.3 A nomination of an association for membership of the Council:
- (a) shall be made in writing on the form set out in Appendix 1; and
 - (b) shall be lodged with the secretary of the Council.
- 5.4 As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to a General Meeting of the Council.
- 5.5 Upon a nomination being referred to the General Meeting of the Council, the Council at that meeting shall:
- (a) approve the nomination for membership;
 - (b) reject the nomination for membership; or
 - (c) adjourn the nomination for membership to another General Meeting of the Council to allow:
 - (i) further consideration of the nomination; or
 - (ii) a representative of the nominated education association to address the General Meeting.
- 5.6 In addition to any other grounds for rejecting a nomination for membership of the Council, the General Meeting of the Council may reject the nomination if the meeting rules that the objects or constitution of that education association are incompatible with the objects or Rules of the Council.

6. Procedure on approval or rejection of membership application

- 6.1 Upon a nomination being approved by the General Meeting, the Secretary shall, with as little delay as possible notify the nominee association in writing of such approval and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- 6.2 Where a nomination has been approved, the nominated association shall notify the Secretary within 28 days of the name and address of the nominated association's representative.
- 6.3 The Secretary shall upon payment of the amounts referred to in clause 6.1, within the period referred to in that clause, enter the nominated association's name together with the name and address of the nominated representative of that association in the register of members kept and, upon the name being so entered, the nominated association becomes a member of the Council.
- 6.4 A right, privilege or obligation of a member by reason of membership of the Council is not capable of being transferred or transmitted to another association save that any member association may at any time change its nominated representative by notifying the Secretary in writing in the form set out in Appendix 2.
- 6.5 Where the General Meeting of the Council rejects an application for membership of the Council or adjourns the application to a further General Meeting, the Secretary shall with as little delay as possible notify the nominee association in writing of the reasons for the rejection of the application or if appropriate the reasons that the nomination has been referred to a further General Meeting.

7. Annual Subscription

- 7.1 The Annual subscription shall be determined at the Annual General Meeting and appropriate notification given to the member associations.
- 7.2 The subscription will be reviewed on an annual basis and may be changed by majority vote at the Annual General Meeting.
- 7.3 The Council has the right to impose additional special levies on members from time to time as determined at a General Meeting of the Council.

8. Register of Members

- 8.1 The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member association together with the full name and address of the accredited representative of that member association and the office bearers of the association, and the register shall be available for inspection by members at the address of the Secretary or at any General Meeting.

9. Resignation and Expulsion of Members

- 9.1 A member of the Council who has paid all moneys due and payable by it to the Council may resign from the Council by first giving one months notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice the member must cease to be a member.
- 9.2 Upon the expiration of a notice given under clause 9.1, the Secretary must make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be member.
- 9.3 Subject to these rules, the Committee may by resolution:
- (a) expel a member from the Council; or
 - (b) suspend a member from membership of the Council for a specified period; if the Committee is of the opinion that the member:
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.
- 9.4 Where the Committee passes a resolution under clause 9.3, the Secretary must as soon as practicable, cause to be served on the member a notice 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 Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) starting date, place and time of that meeting;
 - (d) informing the member that the member association may do one or more of the following:
 - (i) have its nominated representative attend and address that meeting;
 - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution.
- 9.5 A resolution of the Committee under clause 9.3:
- (a) does not take effect until the Council at a General Meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under clause 9.4 confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to a General Meeting of the Council under this clause, it does not take effect unless the General Meeting of the Council confirms the resolution in accordance with this clause.
- 9.6 At a meeting of the Council held in accordance with clause 9.4, the Council:
- (a) must give the nominated representative of the member association an opportunity to be heard;
 - (b) must give due consideration to any written statement submitted by the member;
 - (c) must, by resolution, determine whether to confirm or to revoke the resolution;
 - (d) will hear no business other than the question of the appeal;
 - (e) members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- 9.7 If at a General Meeting:
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case the resolution is revoked.

10. Annual General Meeting

- 10.1 The Council must in each calendar year convene an Annual General Meeting of its members.
- 10.2 The Annual General Meeting must be held on such day as the Committee determines, within four months of the end of the financial year date.
- 10.3 The Annual General Meeting must be specified as such in the notice convening it.
- 10.4 The ordinary business of the Annual General Meeting must be:
- (a) to confirm the minutes of the last preceding Annual General Meeting;
 - (b) to receive from the Committee reports upon the proceedings and transactions of the Council during the last preceding financial year, including the audited statement of the financial position of the Council;
 - (c) to elect officers of the Council and the ordinary representatives of the Committee;
 - (d) to elect an Auditor for the ensuing year, unless the Council shall be a 'prescribed association' in accordance with the Associations Incorporation Act 1985, in which case the committee will ensure that the provisions of clause 35 of the Act are met.
- 10.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 10.6 The Annual General Meeting must be in addition to any other general meetings that may be held in the same year.

11. General Meetings

- 11.1 All meetings other than the Annual General Meeting and extraordinary general meetings must be called general meetings
- 11.2 The Committee must convene a minimum of four general meetings in any one calendar year and in each calendar year the first such meeting must take place no later than the 31st of March.

12. Extraordinary General Meetings

- 12.1 The Committee must, on the requisition in writing of members representing not less than 5% of the total number of members, convene an extraordinary general meeting of the Council.
- 12.2 The requisition for an extraordinary general meeting must state the objects of the meeting and must be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 12.3 If the Committee does not cause an extraordinary general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition or any of them, may convene an Extraordinary General meeting to be held not later than 3 months after than date.
- 12.4 An extraordinary general meeting convened by members in pursuance of these rules must be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting must be refunded by the Council to the persons incurring the expenses.

13. Notice of Meeting

- 13.1 The Secretary of the Council must, at least 14 days before the date fixed for the first general meeting of the Council for the year, cause to be sent to each representative on the Council and to the secretary of each member association at the addresses appearing on the register of members a notice by post, fax or electronic mail stating the place, date and time of that meeting.
- 13.2 At the first general meeting, a calendar or proposed general meetings for the year will be determined and these will be included in the minutes of the meeting. The date, time and place of the next general meeting will be included at the end of the minutes of each meeting to be forwarded to representatives and members.
- 13.3 At least 14 days prior to any general meeting, the Secretary of the Council must cause to be sent to representatives and members of the minutes of the previous general meeting an Agenda setting out the business of the forthcoming meeting.
- 13.4 Business other than that set out in the Agenda may be introduced at any general meeting after advertised business has been dealt with.
- 13.5 A representative desiring to bring any business before a meeting may give notice of that business in writing or by telephone to the secretary or president, and that business must be included in the Agenda for the next general meeting.

14. Proceedings at Meetings

- 14.1 All business that is transacted at a general meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting must be deemed to be general business.
- 14.2 No item of business shall be transacted at a general meeting unless a quorum of representatives entitled under these rules to vote is present during the time when the meeting is considering that item.
- 14.3 A number of representatives equal to double the number of members of the Management Committee plus one, personally present being representatives of member associations entitled under these rules to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.
- 14.4 The President or in his/her absence, the Vice-President, must preside as Chair at each general meeting of the Council. If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chair at the meeting.
- 14.5 The Chair of a general meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and place to place but no business must be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.6 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting must be given as in the case of the general meeting.

15. Voting at general meetings

- 15.1 A question arising at a general meeting of the Council must be determined on a show of hands of representatives of member associations and unless before or on the declaration of the show of hands a poll is demanded a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in a Minute Book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 15.2 All votes shall be given personally or by a proxy voter.
- 15.3 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 15.4 Each association will have one vote.

16. Method of conducting a poll at a general meeting

- 16.1 If at a meeting a poll on any question is demanded by not less than three representatives it shall be taken at that meeting in such manner as the chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.2 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.
- 16.3 A representative is not entitled to vote at any general meeting unless all monies due and payable by the member association have been paid, other than the amount of any administration charges payable in respect to the current month.

17. Appointment of Proxy

- 17.1 Each voting member shall be entitled to appoint another proxy by notice given to the secretary.
- 17.2 The notice appointing the proxy must be in the form set out in Appendix 2.

18. Officers of the Council

- 18.1 The Officers of the Council shall be:
- (a) A President;
 - (b) A Vice-President;
 - (c) A Treasurer; and
 - (d) A Secretary.
- 18.2 The provisions of Rule 20 so far as they are applicable and with the necessary modifications apply to, and in relation to, the election of persons to any of the offices mentioned in clause 18.1.
- 18.3 Each officer of the Council shall hold office until the second Annual General Meeting after the date of her/his election but is eligible for re-election.
- 18.4 In the event of a casual vacancy in any office referred to in clause 18.1, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of her/his appointment.

19. The Committee of Management

- 19.1 The affairs of the Council shall be managed by a Committee of Management constituted as:
- (a) the officers of the Council as referred to in clause 18.1 and
 - (b) 6 ordinary representatives
- 19.2 Each ordinary representative on the Committee shall, subject to these rules hold office until the Annual General Meeting next after the date of her/his election but is eligible for re-election.
- 19.3 The Committee:
- (a) must control and manage the business and affairs of the Council;
 - (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Council through their representatives;
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Council.
- 19.4 In the event of a casual vacancy occurring in the office of an ordinary representative on the Committee, the Committee may appoint a representative of a member

association of the Council to fill the vacancy and the representative so appointed shall hold office, subject to these rules and to ratification at the next general meeting, until the conclusion of the Annual General Meeting next following the date of her/his appointment.

- 19.5 Where a member's representative is elected as an officer of the Council or as an ordinary representative on the committee, the member may nominate a second, non-voting, representative.

20. Election of Officers and Vacancy

- 20.1 Nominations of candidates for election as officers of the Council or as ordinary members of the Committee:
- (a) shall be made in writing, signed by two members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form or nomination); and
 - (b) shall be delivered to the secretary of the Council not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 20.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 20.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 20.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 20.5 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 20.6 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
- 20.7 For the purposes of these rules, the office of an officer of the Council or of an ordinary representative on the Committee becomes vacant if the officer or representative;
- (a) ceases to be the accredited representative of the member Association;
 - (b) the member Association ceases to be a member of Council
 - (c) the officer or representative resigns her/his office in writing given to the secretary.

21. Proceedings of Committee

- 21.1 The Committee shall meet at least once every two calendar months at such place and such times as the Committee may determine.
- 21.2 Special meetings of the Committee may be convened by the President or by any 4 of the member of the Committee.
- 21.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted.
- 21.4 A majority of the Committee constitutes a quorum for the transaction of the business of a meeting of the Committee.
- 21.5 No business shall be transacted unless a quorum is present.
- 21.6 At meetings of the Committee:
- (a) the President or in her/his absence the Vice-President shall preside or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

- 21.7 Questions arising at a meeting of the Committee or of any sub-committee appointed by the committee shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 21.8 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- 21.9 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to her/him at a reasonable time before the meeting or by sending it by post addressed to her/him at her/his usual or last known place of abode at least two business days before the date of the meeting.
- 21.10 Subject to clause 21.5 the Committee may act upon any vacancy on the Committee.

22. Secretary

- 22.1 The secretary of the Council shall cause:
- (a) keeping minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with the record of the names of persons present at committee meetings.
 - (b) A copy of the minutes of each general meeting of the Council to be distributed to each nominated representative of each member Association as stated in Section 13.3.
 - (c) In association with the Chair and Executive Director for compiling and distribution of the agenda for each general meeting.

23. Treasurer

- 23.1 The Treasurer of the Council shall cause:
- (a) collection and receipt of all monies due to the Council and all payments authorised by the Council; and
 - (b) keeping correct financial records showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.
- 23.2 The financial records referred to in 23.1 shall be available for inspection by members.

24. Removal of Member of Committee

- 24.1 The Council in general meeting may by resolution remove any member of the Management Committee before the expiration of her/his term of office and appoint another member in her/his stead to hold office until the expiration of the term of the first-mentioned member.
- 24.2 Where the member to whom a proposed resolution referred to in clause 24.1 makes representations in writing to the Secretary or President of the Council not exceeding a reasonable length and requests that they be notified to the members of the Council, the secretary or the President may send a copy of the representations to each representative on the Council or, if they are not so sent, the member may require that they be read out at the meeting.

25. Financial Transactions

- 25.1 All amounts of one hundred dollars or over shall be paid by electronic funds transfer or cheque, and all such financial transactions shall be authorised and signed by any two of the President, Secretary, Treasurer, Professional Officer or other member authorised from time to time by the Management Committee.
- 25.2 The funds of the Council shall be deposited in the name of the Council in such Bank, Permanent Building Society or Credit Union as the Management Committee may from time to time direct.

- 25.3 Proper financial records shall be kept and maintained either in electronic, written or printed form in the English language showing correctly the financial affairs of the Council and the particulars usually shown in books of a like nature.
- 25.4 All monies shall be deposited as soon as practicable after receipt thereof.
- 25.5 Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoument which may be open.
- 25.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 25.7 All expenditure shall be approved or ratified at a Management Committee meeting.

26. Seal

- 26.1 The Common Seal of the Council shall be kept in the custody of the Secretary.
- 26.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Council.

27. Alteration of Constitution: Rules

- 27.1 Subject to the provisions of the Associations Incorporation Act 1985, these Rules may be amended, rescinded or added to from time to time by a special resolution of the Council.
- 27.2 No resolution for changing the constitution : rules shall be entertained except at the Annual General Meeting or at a general meeting, and such resolution shall be required to be supported by the votes of three-fourths(3/4) of the members present and voting. Notice of such motion shall be given to the Committee at least one month before the meeting and the terms of the motion shall be stated in the circular calling for the meeting, to be sent not less than 14 days before the date of the meeting.

28. Notices

- 28.1 A notice may be served by or on behalf of the Council upon any representative either personally or by sending it by post to the member at her/his address shown in the Register of Members.
- 28.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

29. Dissolution of the Council

- 29.1 If the Council shall be wound up in accordance with the provisions of the Associations Incorporation Act 1985, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in accordance with Section 43 of the Act.

30. Custody of Records

- 30.1 Except as otherwise provided in these Rules, the secretary shall keep in her/his custody or under her/his control all books, documents and securities of the Council.

31. Funds

- 31.1 The Council is a non-profit organisation. That is, the assets and income of the Council shall be applied solely in promotion of its objects and in the exercise of its powers. No portion shall be distributed directly or indirectly to the member association representatives to the Council except as bona fide compensation for services rendered or expenses incurred on behalf of the Council.
- 31.2 The funds of the Council shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.