



THE MONTESSORI SCHOOL, KINGSLEY, INC

CONSTITUTION

Version Management

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1. Name of the Association

The name of the Association is THE MONTESSORI SCHOOL, KINGSLEY, INC.

2. Terms used

In these rules, unless the contrary intention appears:

Act means the Associations Incorporation Act 2015.

Annual General Meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend and to vote at.

Association means The Montessori School, Kingsley, Inc..

Association Montessori Internationale means the non-profit organisation established in 1929 by Dr Maria Montessori and based in the Netherlands that promotes the Montessori principles and pedagogy worldwide.

Board means the board of the Association.

board meeting means a meeting of the governing body.

books, of the Association, includes the following:

- (a) register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information; and
- (e) meeting minutes.

By-laws means by-laws made by the Association under rule 67.

Chairperson means the Director holding office as the chairperson of the Association.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Director means a member of the governing body.

disputes means any disputes with regards to the affairs of the Association excluding the day to day affairs of the School.

ex-officio means a person who is a member of the Board by right of the position they hold; financial records include:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and

- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements.

extraordinary general meeting means a general meeting of the Association other than the Annual General Meeting.

financial report, of a tier 2 Association or a tier 3 Association, has the meaning given in section 63 of the Act.

financial statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

financial year, of the Association, has the meaning given in rule 5.

general meeting means an Annual General Meeting and an extraordinary general meeting of the Association that all members are entitled to receive notice of and to attend and to vote at.

grievance procedure means the procedures set out in rules 18 to 22.

Heritage Director means a Director with duties as set out in rule 25.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

Liability of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as a director or office holder of the Association or in or arising out of the conduct of the affairs of the Association.

Life member means an individual as nominated and voted in accordance with rule 11(b).

member means a person who is an ordinary member or an associate member of the Association; non-delegable duty means a duty imposed on the Board by the Act or another written law.

Montessori Method means the educational approach developed by Dr Maria Montessori, which is based on scientific observations of children's natural learning processes. It emphasises self-directed activity, hands-on learning, and collaborative play, allowing children to develop at their own pace within a prepared environment.

ordinary Director means a Director who is not an office holder of the Association.

ordinary member means a member with the rights referred to in rule 11(d).

party to a dispute includes a person:

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Principal means the individual or individuals appointed to the position of Principal of the School. Where more than one individual is appointed to jointly hold the position of Principal, they shall collectively be regarded as a single entity for the purposes of this Constitution. Any action, decision, or vote cast by one of the individuals holding the

position of Principal shall be deemed to represent the collective decision or vote of the Principal as a whole and shall be counted as a single action, decision, or vote.

poll means the process of voting in relation to a matter that is conducted in writing.

register of members means the register of members referred to in section 53 of the Act.

rules mean these rules of the Association, as in force for the time being.

School means The Montessori School Kingsley.

Secretary means the Director holding office as the secretary of the Association.

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

Skills Matrix means the framework adopted by the Board, and updated from time to time, to identify the skills, experience, and expertise required for the effective governance and operation of the Association.

subcommittee means a subcommittee appointed by the Board under rule 51.2(a)(i).

surplus property, in relation to the Association, means property remaining after satisfaction of

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

tier 1 Association means an incorporated Association to which section 64(1) of the Act applies;

tier 2 Association means an incorporated Association to which section 64(2) of the Act applies;

tier 3 Association means an incorporated Association to which section 64(3) of the Act applies; **Treasurer** means the Director holding office as the treasurer of the Association.

Virtual Meeting Technology means any technology (including online platforms) that allows a person to participate in a meeting without being physically present at the meeting.

Vision and Values means the vision and values as outlined in the Vision and Values Statement.

Vision and Values Statement means a document capturing the vision and values of the School.

3. Objects of the Association

3.1 The Objects of the Association are:

- (a) the establishment and operation of Montessori schools consistent with the Vision and Values Statement;
- (b) the alignment with the objects of the Association Montessori Internationale;
- (c) the objects in rule (b) shall be pursued by all lawful means, more particularly by:
 - (i) the propagation, maintenance and furtherance of the rights of the child in society;
 - (ii) demonstrating the importance of young people in and for the progress of civilisation, propagating the Montessori Method;
 - (iii) spreading knowledge concerning the physical, intellectual, moral, social and mental development of the child, at home as well as at School and in society;
 - (iv) the spreading and maintenance of the educational methods created by Dr Maria Montessori, aiming at developing the self-reliance and the personality of the child by allowing it to work on its own and thus to further the interest which the Association has in young people; and
 - (v) creating an environment that fosters the development of young people, enabling youth and adults to collaborate harmoniously for a more advanced and peaceful civilisation, the development of the general recognition of the rights of the child and this irrespective of race, religion or political conviction, the cooperation with other bodies and organisations which fight for Human Rights, for the development of the system of education and for the furtherance of peace,
- (d) to promote interest in and understanding of Montessori principles and practice throughout the community;
- (e) to make provision for instruction and experience to give interested parents and others basic insight into the educational methods created by Dr Maria Montessori; and
- (f) to do such other things that are incidental or conducive to the attainment of the objects under this clause.

4. Vision and Values

- (a) The Vision and Values Statement is a foundational document developed, maintained, and periodically updated by the Board in consultation with members. It reflects the School's core principles and long-term aspirations, providing strategic direction and guiding decision-making at all levels..

5. Financial year

- (a) The financial year of the Association will be the 12 months period from 1 January to 31 December.

6. Not-for-profit body

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

7. Powers of the Association

- (a) The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
 - (i) acquire, hold, deal with, and dispose of any real or personal property;
 - (ii) open and operate bank accounts; and
 - (iii) invest its money:
 - A. as trust funds may be invested under the Trustees Act 1962 Part III; or
 - B. in any other manner authorised by the rules of the Association;
 - (iv) borrow money upon such terms and conditions as the Association thinks fit; and
 - (v) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
 - (vi) appoint agents to transact any business of the Association on its behalf; and
 - (vii) enter into any other contract it considers necessary or desirable.
- (b) The Association may, unless these rules otherwise provide, act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.

8. Eligibility for membership

- (a) Any person over 18 years of age who is involved in or interested in the welfare of the School, supports the objects or purposes of the Association, and is committed to the Vision and Values of the School is eligible to apply to become a member.
- (b) All parents or legal guardians of enrolled students are automatically registered as members of the Association.
- (c) All members of the School staff (excluding contractors) are automatically registered as members of the Association.

9. Applying for membership

- (a) A person who wants to become a member as per rule 8(a) must apply in writing to the Association.

- (b) An application must:
 - (i) include a member or Director nomination (**Nominee**) of the applicant for membership; and
 - (ii) must be signed by the applicant and the Nominee.

10. Dealing with membership applications

- (a) The Board will consider each application for membership of the Association and decide whether to accept or reject the application.
- (b) Subject to rule 10(c), the Board will consider each application in the order in which they are received by the Association.
- (c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of its application.
- (d) The Board must not accept an application unless the applicant
 - (i) is eligible under rule 8; and
 - (ii) has applied under rule 9.
- (e) The Board may reject an application even if the applicant
 - (i) is eligible under rule 8; and
 - (ii) has applied under rule 9.
- (f) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (g) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

11. Classes of membership

- (a) The Association consists of ordinary members, ex-officio members and any associate members provided for under rule 11(b).
- (b) The Association may approve by resolution at a general meeting, different classes of associate membership including Life membership.
- (c) A person can only be an ordinary member or belong to one class of associate membership at any one time.
- (d) An ordinary member has full voting rights and any other rights conferred on members by the Constitution or as approved by special resolution at a general meeting.
- (e) A Life member has full voting rights and any other rights conferred on members by the Constitution or as approved by special resolution at a general meeting.
- (f) The number of members of any class is not limited unless otherwise approved by a special resolution at a general meeting.

12. When membership ceases

- (a) A person ceases to be a member when any of the following occurs:
 - (i) for a member who is an individual, the individual dies;
 - (ii) the person resigns from the Association under rule 13;
 - (iii) the person is expelled from the Association under rule 16.
- (b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of
 - (i) the date on which the person ceased to be a member; and
 - (ii) the reason why the person ceased to be a member.

13. Resignation from Membership

- (a) A member who is a parent or legal guardian of a child enrolled at the School is automatically removed from the register of members when the child leaves the School.
- (b) A member who is staff is automatically removed at the end of their contract of employment.
- (c) Any other member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (d) The resignation takes effect:
 - (i) when the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.

14. Rights not transferable

- (a) The rights of a member are not transferable and end when membership ceases.

15. Register of members

- (a) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association within 28 days of the change.
- (b) The register of members must include:
 - (i) each member's name;
 - (ii) a member's residential address; or
 - (iii) postal address; or
 - (iv) email address; or

- (v) information by means of which contact can be made with the member.
- (c) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (d) The register of members must be kept in a secure location at the School or at another place determined by the Board.
- (e) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements. The member may inspect the register and make a copy or take an extract from the register, free of charge, but may not remove the register for that purpose.
- (f) If :
 - (i) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (ii) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose relates to the affairs of the Association. The Board may charge a reasonable fee for providing a copy of the register.

16. Suspension or cancellation

- (a) The Board may decide to suspend or cancel a membership if:
 - (i) the member contravenes any rules of the Constitution or School policies as approved by the Board from time to time; or
 - (ii) the member acts detrimentally to the interests of the Association.
- (b) The Secretary must give the member written notice of the proposed suspension or cancellation at least 28 days before the board meeting at which the proposal is to be considered by the Board.
- (c) The notice given to the member must state:
 - (i) when and where the board meeting is to be held;
 - (ii) the grounds on which the proposed suspension or cancellation is based on; and
 - (iii) that the member, or the member's representative, may attend the board meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or cancellation.
- (d) At the board meeting, the Board must:
 - (i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or cancellation;

- (ii) give due consideration to any submissions so made; and
 - (iii) make a decision as to whether or not:
 - A. to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - B. to expel the member from the Association.
- (e) A decision of the Board to suspend or cancel a membership takes immediate effect or as determined by the Board.
- (f) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the board meeting at which the decision is made.
- (g) A member whose membership is suspended or cancelled may, within 14 days after receiving notice of the Board's decision under rule 16(b), give written notice to the Secretary requesting the appointment of a mediator under rule 20.
- (h) If notice is given under rule 16(g), the member who gives the notice and the Board are the parties to the mediation.

17. Consequences of suspension or cancellation

- (a) During the period a member's membership is suspended, the member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (b) When a membership is suspended or cancelled, the Secretary must update the register of members, noting where there is a suspension:
 - (i) the date on which the suspension takes effect; and
 - (ii) the period of the suspension.
- (c) When the period of the suspension ends, the Secretary must update the register of members accordingly.

18. Disputes between Members or Members and the Association

- (a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 18(a), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- (c) Within 28 days after the Secretary is given the notice under rule 18(b), a board meeting must be convened to consider and determine the dispute.

- (d) The Secretary must give each party to the dispute written notice of the board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (e) The notice given to each party to the dispute must state;
 - (i) the time and place the board meeting is to be held; and
 - (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (f) If
 - (i) the dispute is between one or more members and the Association; and
 - (ii) any party to the dispute gives written notice to the Secretary stating that the party
 - A. does not agree to the dispute being determined by the Board; and
 - B. requests the appointment of a mediator under rule 20, the Board must not determine the dispute.

19. Determination of dispute by Board

- (a) At the board meeting at which a dispute is to be considered and determined, the Board must:
 - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute;
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under rule 19(a)(iii), give written notice to the Secretary requesting the appointment of a mediator under rule 20.
- (d) If notice is given under rule 19(c), each party to the dispute is a party to the mediation.

20. Appointment of mediator

- (a) The mediator must be a person chosen:
 - (i) if the appointment of a mediator was requested by a member under rule 16(g), by agreement between the member and the Board; or

- (ii) if the appointment of a mediator was requested by a party to a dispute under rule 18(f)(ii)B or 19(c) by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of rule 20(a)(i) or 20(a)(ii), then, subject to rules 20(c) and 20(d), the Board must appoint the mediator.
- (c) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (i) a member under rule 16(g);
 - (ii) a party to a dispute under rule 18(f)(ii)B; or
 - (iii) a party to a dispute under rule 19(c) and the dispute is between one or more members and the Association.
- (d) The person appointed as mediator by the Board may be a member or former member of the Association but must not:
 - (i) have a personal interest in the matter that is the subject of the mediation; or
 - (ii) be biased in favour of or against any party to the mediation.

21. Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (c) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard;
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (g) If the dispute has not been resolved by following the procedure set out in rules 19 to 23, an application can be made to the State Administrative Tribunal to have a dispute determined.

22. Mediation results

- (a) If :
 - (i) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 16(g); and
 - (ii) as the result of the mediation, the decision to suspend or cancel the member's membership is revoked, that revocation does not affect the validity of any decision made at a board meeting or general meeting during the period of suspension or cancellation.

23. Board

23.1 Powers of the Board

- (a) The Directors are the persons who, as the Board of the Association, have the power to manage the affairs of the Association.
- (b) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (c) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

23.2 Requirements under the laws of Western Australia

- (a) Directors are to be fit and proper persons to operate a school in accordance with the fit and proper requirements outlined in the Board's policies and having regard to the prior conduct, whether in Western Australia or elsewhere, of the member, or any person who, as described in subsection 160(5) of the WA School Education Act 1999, is related to the member.
- (b) Directors are to conduct themselves in a manner consistent with sections 44, 45, 46 and 47 of the Act.

24. Board composition

- (a) The Board will be made up of:
 - (i) the office holders of the Board;
 - (ii) the Principal as ex-officio voting member;
 - (iii) at least 6 other persons as ordinary Directors (including 2 Heritage Directors); and
 - (iv) any other persons appointed under rule 31.
- (b) The Board should consist of:
 - (i) at minimum of, the office holders and the Principal; and
 - (ii) a maximum of 12 Directors.

- (c) The office holders of the Association are:
 - (i) the Chairperson;
 - (ii) the Secretary; and
 - (iii) the Treasurer.
- (d) A person may be a Director if the person is:
 - (i) an individual who has reached 18 years of age;
 - (ii) an ordinary member; and
 - (iii) not excluded from eligibility to be member of the Board as identified in section 39 of the Act and rules 24(e) and 24(g).
- (e) A person must not be appointed to hold 2 or more of the offices mentioned in rule 24(c) at the same time.
- (f) No more than 2 School staff members can be Directors, including the Principal as ex-officio.
- (g) A School staff member who is also a current parent of a student in the School may not be elected.
- (h) A non-member of the Association can be appointed under rule 31(a)(iii) as a Director, if:
 - (i) that person qualifies to be a Heritage Director as per rule 25.1(a); and
 - (ii) is nominated by a Heritage Director as per rule 25.2(a)(iii);
 - (iii) any non-member who is not appointed as a Director in accordance with rules 24(h)(i) and 24(h)(ii) shall be limited to one individual. This individual must:
 - A. be at least 18 years of age;
 - B. demonstrate a genuine involvement in, or interest in, the welfare and advancement of the School;
 - C. actively support the objects and purposes of the Association, that is involved in or interested in the good of the School;
 - D. be committed to upholding and promoting the Vision and Values of the School.
- (i) Notwithstanding rule 24(h)(iii), the appointment of any non-member Director shall be subject to the approval of the Board and must align with the governance and strategic needs of the School.
- (j) If the Board determines that it is necessary to appoint more than one non-member Director, such appointments must:
 - (i) be made in accordance with the Skills Matrix adopted by the Board; and
 - (ii) be approved by a special resolution of the Board.

25. Heritage Directors

25.1 Appointment and removal

- (a) At least 2 Directors must be elected as Heritage Directors. Candidates for Heritage Directors should be:
 - (i) a past student who completed at least ten years of education at the School; or
 - (ii) a past teacher of the School who spent at least eight years working at the School in a teaching capacity; or
 - (iii) a past or current parent of the School whose child has received at least ten years of education at the School; or
 - (iv) a Life Member.
- (b) If a nomination cannot be made in line with the above criteria, then a nomination must be made as close as possible to rule 25.1(a).
- (c) Notwithstanding rule 25.2, Heritage Directors hold the same rights and have the same duties as ordinary Directors or of an office holder if such position is held.
- (d) Notwithstanding rules 25.1(a) and 25.1(b), the selection criteria for the nomination of Heritage Directors are to be decided in conjunction with the Skills Matrix.
- (e) Nomination, election and removal of Heritage Directors to occur in the same manner as any Director under the relevant rule.

25.2 Special Duties of Heritage Directors

- (a) Heritage Directors shall have the same duties and responsibilities as Directors and office holders, where applicable, and shall additionally be responsible for the following:
 - (i) Drafting, maintaining, and updating the Vision and Values statement of the Association, in consultation with Members as outlined in rule 4, and obtaining Board approval for any updates or amendments;
 - (ii) facilitating succession planning for the Heritage Director position, including the development of a transition plan, in collaboration with the Board to ensure continuity and alignment with the Association's objectives;
 - (iii) nominating a suitable candidate for any vacant Heritage Director position, ensuring the nominee aligns with the Vision and Values, and strategic needs of the Association; and
 - (iv) nominating candidates as Life Members, ensuring that such nominations are consistent with and aligns with the Vision and Values.

26. Office Holders

26.1 Eligibility and Qualifications

- (a) Only Directors are eligible to be elected as office holder.

- (b) Office holders must be selected based on their skills, expertise, and experience relevant to the responsibilities of the position. The selection process must align with the Skills Matrix, ensuring that the chosen individuals possess the necessary competencies to effectively fulfil their duties and contribute to the governance and strategic objectives of the organisation.
- (c) The Skills Matrix shall be used as a guiding framework to assess the suitability of candidates, taking into account the specific requirements of the office and the overall needs of the Association.

26.2 Nominations

- (a) The Board, as a collective body, or individual Directors, may nominate candidates for an office holder position. All nominations are subject to review and approval by the Board to ensure alignment with the strategic objectives and operational needs of the Association.
- (b) If there is no nomination for a position, the Chairperson of the board meeting may call for nominations from the Directors at the meeting.

26.3 Election of Office Holders

- (a) Office holders of the Association are to be elected by the Directors at the first board meeting following the Annual General Meeting each year
- (b) Each Director present at the meeting may vote for one member who has nominated for the position.
- (c) A Director who has nominated for the position may vote for himself or herself.
- (d) On the Director's election, the new Chairperson of the Association may take over as the Chairperson of the Board meeting.
- (e) Subject to rule 26.2, if only one Director has nominated for a position, the Chairperson of the board meeting may declare the Director elected to the position.
- (f) If more than one Director has nominated for a position, the Directors at the board meeting must vote in accordance with the requirements of rule 26.2 to decide who is to be elected to the position.

27. Chairperson

- (a) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each board meeting and general meeting.
- (b) The Chairperson has the powers and duties relating to convening and presiding at board meetings and presiding at general meetings provided for in these rules.
- (c) In the absence of the Chairperson, the Chairperson or Board will nominate a Director to conduct the business of the Association as described in rule 27(a).

28. Secretary

- (a) The Secretary has the following duties:
 - (i) dealing with the Association's correspondence;

- (ii) consulting with the Chairperson regarding the business to be conducted at each board meeting and general meeting;
- (iii) preparing the notices required for meetings and for the business to be conducted at meetings;
- (iv) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (v) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (vi) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (vii) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (viii) maintaining full and accurate minutes of board meetings, written resolutions and general meetings; and
- (ix) carrying out any other duty given to the Secretary under these rules or by the Board.

29. Treasurer

- (a) The Treasurer has the following duties:
 - (i) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - (ii) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
 - (iii) ensuring that any payments to be made by the Association that have been authorised by the Board are made on time;
 - (iv) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - (v) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
 - (vi) if the Association is a tier 1 Association, coordinating the preparation of the Association's financial statements before their submission to the Association's Annual General Meeting;
 - (vii) if the Association is a tier 2 Association or tier 3 Association, coordinating the preparation of the Association's financial report before its submission to the Association's Annual General Meeting;

- (viii) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (ix) carrying out any other duty given to the Treasurer under these rules or by the Board.

30. Principal

- (a) The Principal:
 - (i) is delegated the day to day management of the School;
 - (ii) is answerable to the Board for providing educational leadership in the School, the day to day running of the School and for other general responsibilities associated with running a School;
 - (iii) must:
 - A. implement the educational plans and School policies;
 - B. provide accurate timely reports, information and advice relevant to the Board's accountabilities and functions as and when required;
 - C. provide an up to date report of the School's financial position at each board meeting;
 - D. report on learning, care, training and participation outcomes;
 - E. oversee the preparation of the timetable and all rosters.
 - F. supervise and promote the development of staff employed by the Association; and
 - G. assume responsibility for physical and human resource management of the School;
 - (iv) is responsible for the recruitment, engagement, performance management, discipline and dismissal of all School staff;
 - (v) must operate the School budget within the constraints set from time to time by the Board;
 - (vi) may not engage contractors, for more than minor works or repairs, without first discussing the need with the Board;
 - (vii) will ensure the School facilities are maintained in good order;
 - (viii) will ensure staff receive appropriate and regular professional development; and
 - (ix) will promptly report all critical incidents to Board and to the Department of Education within the timeframe required by the Department of Education.

31. Appointment of Directors

- (a) A member becomes a Director if the member:
 - (i) is elected to the Board at a general meeting;
 - (ii) is elected to the Board at an annual general meeting; or
 - (iii) is appointed to the Board by the Board to fill a casual vacancy under rule 36.
- (b) The term of office of a Director begins when the member, is elected under rule 31(a).
- (c) Subject to rules 33 and 34, a Director holds office for a period of 3 consecutive years.
- (d) A Director is eligible for re-election unless they have served three consecutive terms.
- (e) A Director who has served three consecutive terms may only be re-elected after a break of at least 12 months, unless otherwise determined by the Board in its discretion.
- (f) The Board retains the discretion to approve the re-election of a Director who has served three consecutive terms without requiring the 12-month break, where it considers such re-election to be in the best interests of the Association.

32. Nomination of Directors

- (a) Subject to the limitation as set out in rule 24 and 33(e)(iii), at any point in time during the year:
 - (i) the Board shall have the authority to nominate suitable individuals, whether Members or non-members (where applicable), to fill any casual vacancy under rule 36 or other Board vacancy. Such nominations will be based on the skills, experience and expertise required, as determined by the Skills Matrix;
 - (ii) Members may nominate another Member with that persons consent; and
 - (iii) Members may self-nominate for consideration to fill a Board vacancy.
- (b) Any nominations made under rules 32(a)(ii) and 32(a)(iii) must be accompanied with a written statement addressing the Skills Matrix, demonstrating how the skills, experience, and expertise of the nominated person align with the requirements identified in the Skills Matrix. A request for a copy of the Skills Matrix can be made to the Secretary.
- (c) The Board will review all nominations and assess them against the Skills Matrix to ensure the nominee's suitability for the role and provide a recommendation to either a board meeting or general meeting, as applicable.

33. Retirement of Directors

- (a) Subject to rule 33(d), a Director must retire from office no later than the conclusion of three (3) consecutive years, following that Director's last election or appointment.
- (b) A Director who retires pursuant to rule 33(a) holds office as a Director until the next Annual General Meeting at which the Director retires and is eligible for re-election.

- (c) Subject to rule 33(d), a Director appointed pursuant to rules 31(a)(i) and 31(a)(iii) must retire at the next annual general meeting occurring after that appointment and is eligible for re-election at that meeting.
- (d) The Principal is not subject to rule 33(a) or 33(c) and is not taken into account in determining the Directors required to retire at an annual general meeting.
- (e) A person is eligible to be appointed as a Director at any meeting of Members only if:
 - (i) the person is in office as a Director immediately before that meeting;
 - (ii) the person has been nominated by the Board for election at that meeting; or
 - (iii) a notice in writing nominating the person as a Director signed by a Member accompanied by the consent of the person to act is given to the Association at least 30 Business Days before the meeting. Any such notice must be accompanied by a written statement as required by rule 32(b).

34. Resignation and removal from office

- (a) A Director may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chairperson.
- (b) The resignation takes effect:
 - (i) when receipt of notice is confirmed by the Secretary or Chairperson; or
 - (ii) if a later time is stated in the notice, at the later time.
- (c) At a general meeting, the Association may by resolution remove a Director from office.
- (d) A Director who is the subject of a proposed resolution under rule 34(c) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the members.
- (e) The Secretary or Chairperson may give a copy of the representations to each member or, if they are not so given, the Director may require them to be read out at the general meeting at which the resolution is to be considered.

35. When Board membership ceases

- (a) A person ceases to be a Director if the person;
 - (i) dies or otherwise ceases to be a member;
 - (ii) resigns from the Board or is removed from office under rule 34;
 - (iii) becomes ineligible to accept an appointment or act as a Director under section 39 of the Act;
 - (iv) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;
 - (v) is no longer a member of the Association except as determined by the Board under rule 24(h);

- (vi) fails to attend 3 consecutive board meetings, of which the person has been given notice, without having the consent of the Board; or
- (vii) is removed from office under rule 34(c).

36. Filling vacancies

- (a) The Board may appoint a member or non-member who is eligible to fill a position on the Board that has become vacant or as an addition to the Board.
- (b) A member or non-member appointed to under this clause will only hold office until the next Annual General Meeting.
- (c) If the position of office holder becomes vacant, the Board must appoint a Director who is eligible to fill the position within 14 days after the vacancy arises.
- (d) Subject to the requirement for a quorum under rule 45, the Board may continue to act despite any vacancy in its membership.
- (e) If there are fewer Directors than required for a quorum under rule 45, the Board may act only for the purpose of:
 - (i) appointing Directors under this rule; or
 - (ii) convening a general meeting.

37. Validity of acts

- (a) The acts of a Board or subcommittee body, or of a Director or member of a subcommittee body, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Director or member of a subcommittee body.

38. Payments to Directors

- (a) A Director is entitled to be reimbursed out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred in connection with the Association's business as determined by the Board.
- (b) Proof of expenses and record of payments made to Directors must be documented and retained.

39. Indemnity and insurance

- (a) To the extent permitted by law, the Association may indemnify each Director against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Clause 39(a):
 - (i) is enforceable without the Director having first to incur any expense or make any payment;
 - (ii) is a continuing obligation and is enforceable by the Director even though the Director may have ceased to be a director of the Association; and

- (iii) applies to Liabilities and Legal Costs incurred both before and after this rule became effective.
- (c) To the extent permitted by law, the Association may:
 - (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,

a contract insuring a Director against a Liability of that person and the Legal Costs of that person.

Proceedings of Directors

40. Written resolutions of Directors

40.1 Passing ordinary resolutions

- (a) The Board may pass an ordinary resolution without holding a meeting if:
 - (i) notice of the resolution is provided in writing to all Directors; and
 - (ii) a majority of Directors entitled to vote on the resolution (not fewer than the number required for a quorum) consent to the resolution in accordance with this rule.
- (b) The resolution is deemed passed when the last participating Director consents. A resolution is not invalidated if consent is provided by a Director who is not entitled to vote.

40.2 Passing special resolutions

- (a) The Board may pass a special resolution without holding a meeting only if it receives the unanimous approval of all Directors entitled to vote on the resolution.
- (b) The resolution is deemed passed when the last participating Director consents. A resolution is not invalidated if consent is provided by a Director who is not entitled to vote.

40.3 Method of providing consent

- (a) A Director may consent to a resolution by:
 - (i) signing a document that sets out the terms of the resolution and includes a statement indicating their support; or
 - (ii) providing written notice (including via fax, email, or other electronic means) to the Secretary or Chairperson that:
 - A. sets out or identifies the terms of the resolution;
 - B. indicates their support for the resolution; and
 - C. authenticates the notice in accordance with any agreed arrangements between the Association and the Director.

40.4 Form of documents

- (a) Documents referred to in this rule may be in physical, fax, or electronic form. Separate copies of the document may be signed by different Directors, provided the wording of the resolution and statement is identical. A document produced electronically under a Director's name with their authority is considered signed when received by the Association in legible form.

41. Board meetings

- (a) Subject to this Constitution, the Board may meet, adjourn, and otherwise regulate its meetings as it thinks fit, provided that it meets at least 8 times each year on dates, times, and places determined by the Board.
- (b) A Director may call a Board meeting at any time. On request of any Director, a Secretary of the Association must call a meeting of the Directors.
- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board) and an alternate director appointed by a Director on leave of absence approved by the Board.
- (d) Extraordinary board meetings may be convened by the Chairperson or any 2 Directors.

42. Notice of board meetings

- (a) Notice of each board meeting must be given to each Director at least 48 hours before the time of the meeting.
- (b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (c) Unless rule 42(d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (d) Urgent business that has not been described in the notice may be conducted at the meeting if the Directors at the meeting unanimously agree to treat that business as urgent.

43. Procedure and order of business at board meetings

- (a) The Chairperson or, in the Chairperson's absence, a Director as nominated by the Chairperson must preside as Chairperson of each board meeting.
- (b) If the Chairperson and the Director nominated by the Chairperson as per rule 43(a) are absent or are unwilling to act as Chairperson of a meeting, the Directors at the meeting must choose one of them to act as Chairperson of the meeting.
- (c) The procedure to be followed at a board meeting must be determined from time to time by the Board.
- (d) The order of business at a board meeting may be determined by the Directors at the meeting.
- (e) A member or other person who is not a Director may attend a board meeting if invited to do so by the Board.

- (f) A person invited under rule 43(e) to attend a board meeting:
 - (i) shall have no entitlement to receive any agenda, minutes or other documents circulated before, during, or after the meeting, unless expressly authorised by the Board;
 - (ii) must declare any material personal interest they have in a matter the Board will be considering at the meeting, and must comply with any directions of the Board regarding their participation in discussions or decisions on that matter;
 - (iii) must not comment on, or participate in, any discussion of matters raised at the meeting unless specifically invited by the Board to do so;
 - (iv) shall have no voting rights on matters to be decided at the meeting: and
 - (v) must respect the confidentiality of all matters discussed at the meeting and comply with any confidentiality obligations or policies of the Association as directed by the Board.
- (g) Directors must declare any material personal interest they have in a matter the Board will be considering at the meeting, and must comply with any directions of the Board regarding their participation in discussions or decisions on that matter.
- (h) Directors are to conduct themselves in a manner consistent with the requirements of the Act and in particular sections 42, 43, 44, 45, 46 and 47 of the Act.

44. Venue and use of technology at board meetings

- (a) A board meeting may be held:
 - (i) at one or more physical venues;
 - (ii) at one or more physical venues and using Virtual Meeting Technology; or
 - (iii) using Virtual Meeting Technology only,

provided that any technology used to call the meeting, or to hold the meeting, is reasonable.
- (b) A Director who attends a board meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting whilst so attending.
- (c) If, before or during a Board meeting, any technical difficulty occurs where one or more Directors may not be able to participate, the chairperson of the meeting may:
 - (i) adjourn the meeting until the difficulty is remedied; or
 - (ii) where a quorum for a Board meeting remains present, continue the meeting.

45. Quorum for board meetings

- (a) No business shall be conducted at a board meeting unless a quorum is present.

- (b) A quorum for a board meeting shall consist of six (6) voting Directors. For the purposes of determining a quorum and voting, the Principal shall be counted as a Director.
- (c) If a quorum is not present within thirty (30) minutes after the notified commencement time of a board meeting:
 - (i) in the case of an extraordinary board meeting, the meeting shall lapse; or
 - (ii) for all other meetings, the meeting shall be adjourned to the same time, day, and place in the following week.
- (d) If, at the reconvened meeting under rule 45(c)(ii):
 - (i) a quorum is not present within thirty (30) minutes after the notified commencement time; and
 - (ii) at least four (4) voting Directors are present, those Directors present shall be deemed to constitute a quorum for the purposes of conducting the meeting.
- (e) At a board meeting held under the circumstances described in rule 45(d), the following limitations shall apply to the decisions made:
 - (i) only decisions of an ordinary nature may be made, and no resolutions shall be passed relating to the acquisition or disposal of assets or any other decisions deemed to be major in nature; and
 - (ii) resolutions under this rule 45(e)(i) shall only be permitted if the Association is in the process of winding up.
- (f) Any decisions made at a meeting held under rule 45(d) must be recorded in the minutes, including a clear statement of the circumstances under which the meeting was held and the limitations applied to the resolutions passed.

46. Material personal interests of Directors

- (a) A Director who has a material personal interest and its relation to the activities of the Association in a matter being considered at a board meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest its relation to the activities of the Association to the Board;
 - (ii) disclose the nature and extent of the interest its relation to the activities of the Association at the next general meeting of the Association.
- (b) This rule does not apply in respect of a material personal interest:
 - (i) that only exists because the Director is an employee of the Association; or
 - (ii) that the Director has in common with all, or a substantial proportion of, the members of the Association.
- (c) A Director who has a material personal interest in a matter being considered at a board meeting must not be present while the matter is being considered at the meeting or vote on the matter.

- (d) Every disclosure made by a Director of a material personal interest and its relation to the activities of the Association, must be recorded in the board minutes at which the disclosure is made.

47. Voting at board meetings

- (a) Each Director present at a board meeting has one vote on any question arising at the meeting.
- (b) A resolution is carried if a majority of the Directors present at the board meeting vote in favour of the resolution.
- (c) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (d) A vote may take place by the Directors present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (e) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

48. Minutes of board meetings

- (a) The Board must ensure that minutes are taken and kept of each board meeting.
- (b) The minutes must record the following
 - (i) the names of the Directors present at the meeting;
 - (ii) the name of any person attending the meeting under rule 43(e);
 - (iii) the business considered at the meeting;
 - (iv) any resolution on which a vote is taken at the meeting and the result of the vote; and
 - (v) details of any declaration of a material personal interest in a matter.
- (c) The minutes of a board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (d) The Chairperson must ensure that the minutes of a board meeting are reviewed and signed as correct by:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next board meeting.
- (e) When the minutes of a board meeting have been signed as correct, they are, until the contrary is proved, evidence that
 - (i) the meeting to which the minutes relate was duly convened and held;
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and

- (iii) any appointment purportedly made at the meeting was validly made.

Function of the Board

49. Powers of the Board

- (a) The Board may perform such functions as necessary to establish and conduct, or arrange for the conduct of, facilities and services to enhance the education, development, care, safety, health and welfare of staff and students.
- (b) The Board may raise money for School related purposes.
- (c) The Board may do all those acts and things incidental to the exercise of these functions.
- (d) The Board's functions must be exercised in accordance with legislation, administrative instructions and this constitution.

50. Duties of the Board

- (a) The non-delegable duties of the Board are:
 - (i) the development and implementation of a strategic plan for the School;
 - (ii) the development and implementation of effective processes for planning, monitoring and achieving improvements in student learning;
- (b) compliance with all written and other laws that apply to and in respect of the School and the operation of the School; and
- (c) effective management of the School's financial resources in accordance, where relevant, with any purposes for which they were provided.
- (d) Duties in relation to the above cannot be delegated to a subcommittee as per rule 51.
- (e) The Board is accountable for:
 - (i) the regular and ongoing risk assessment of the levels of care provided in the School in terms of student safety, welfare and wellbeing;
 - (ii) ensuring the quality of the educational programs of the School;
 - (iii) determining the application of the total financial resources available to the School including the regular review of the budget;
 - (iv) risk management of the School (e.g. financial, operational, reputational, legal, student safety, welfare and wellbeing);
 - (v) determining and implementing all expenditure on capital projects;
 - (vi) ensuring the proper care and maintenance of any property owned by the Association;
 - (vii) ensuring that the policies of the School including policies for the safety, welfare and discipline of students are developed, endorsed and enforced;

- (viii) cooperating with the Principal to set, maintain and promote the broad direction and Vision and Values of the School;
 - (ix) fostering positive relationships and encouraging involvement with key stakeholders including parents and students;
 - (x) assisting in the raising of funds for the use and benefit of any School conducted by the Association whether for endowment, building, embellishment or improvement, education, recreation or any other purpose considered advantageous to the Association;
 - (xi) borrowing moneys and to secure the repayment thereof by mortgage, charge or pledge of any of the property of the Association or in any other manner the Council may consider fit;
 - (xii) investing any moneys of the Association not immediately required in any security authorised by the law for the time being for the investment of trust moneys and generally to manage, invest and expend all moneys and property belonging to the Association;
 - (xiii) undertaking or execute any trusts which may be deemed desirable or conducive to the objects of the Association;
 - (xiv) making donations and subscriptions for any purposes which the Council may think necessary or convenient for the promotion of any of the objects of the Association; and
 - (xv) purchasing and take on lease or hire or otherwise acquire and hold and use real and personal property of every kind and to let, sell, transfer, mortgage, charge assign or otherwise dispose of the same or any part thereof and to make, grant and execute leases, conveyances, transfers, mortgages, assignments and other deeds or documents in relation thereto or otherwise deal with the same as fully and effectually as if a natural person.
- (f) The Board is responsible for the employment, performance management and dismissal of the Principal.
- (g) The Board is required to:
- (i) engage in professional learning in accordance with the Skills Matrix; and
 - (ii) conduct an annual review of its own performance.
- (h) The Board will ensure that the accounts of the School are audited by a registered accountant qualified to audit such accounts and the auditor's report is made available to the Association at the Annual General Meeting.

51. Subcommittee and subsidiary offices

51.1 Delegation by Board

- (a) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
- (i) the power to delegate; and

- (ii) a non-delegable duty.
- (b) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.

51.2 Establishing and appointments to a subcommittee

- (a) To assist the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
 - (i) establish one or more subcommittees; and/or
 - (ii) create one or more subsidiary offices and appoint individuals to those offices.
- (b) A subcommittee may consist of any number of individuals, whether or not they are Members of the Association, as the Board deems appropriate to fulfil the subcommittee's purpose.
- (c) A person may be appointed to a subsidiary office regardless of whether they are a Member of the Association, provided the appointment aligns with the objectives and governance needs of the Association.

51.3 Authority of subcommittees

- (a) All subcommittees and holders of subsidiary offices must:
 - (i) act in accordance with the terms of reference, policies, or instructions provided by the Board;
 - (ii) report to the Board on their activities, decisions, and progress as required; and
 - (iii) ensure that their actions and decisions are consistent with the Vision, Values, and strategic objectives of the Association.

51.4 Oversight and revocation

- (a) The Board retains the authority to:
 - (i) review, amend, or revoke the establishment of any subcommittee or subsidiary office at its discretion; and
 - (ii) remove or replace any individual appointed to a subcommittee or subsidiary office if deemed necessary in the best interests of the Association.

51.5 Validity of acts of subcommittee and holders of subsidiary offices

- (a) A power or duty, the exercise or performance of which has been delegated to a subcommittee body or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee body or holder in accordance with the terms of the delegation.
- (b) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (c) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.

Proceeding of Members

52. Annual General Meeting

- (a) The Board must determine the date, time and place of the Annual General Meeting.
- (b) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act.
- (c) The ordinary business of the Annual General Meeting is as follows:
 - (i) to confirm the minutes of the previous Annual General Meeting and of any extraordinary general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (ii) to receive and consider:
 - A. the Board's annual report on the Association's activities during the preceding financial year; and
 - B. if the Association is a tier 1 Association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - C. if the Association is a tier 2 Association or a tier 3 Association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - D. if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (iii) to elect Directors; and
 - (iv) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (d) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

53. General meetings

- (a) The Board by resolution may convene an extraordinary general meeting.
- (b) The Board must convene an extraordinary general meeting if at least 20% of the members require a general meeting to be convened.
- (c) The members requiring an extraordinary general meeting to be convened must:
 - (i) make the requirement by written notice given to the Secretary; and
 - (ii) state in the notice the business to be considered at the meeting; and

- (d) The extraordinary general meeting must be convened within 28 days after notice is given under rule 53(c).
- (e) If the Board does not convene an extraordinary general meeting within that 28-day period, the members making the requirement (or any of them) may convene the meeting.
- (f) An extraordinary general meeting convened by members under rule 53(e):
 - (i) must be held within 3 months after the date the original requirement was made; and
 - (ii) may only consider the business stated in the notice by which the requirement was made.
- (g) The Association must reimburse any reasonable expenses incurred by the members convening an extraordinary general meeting under rule 53(e).

54. Notice requirements

- (a) The Secretary or, in the case of a general meeting convened under rule 53(e), the members convening the meeting, must give to each member:
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting;
- (c) If a special resolution is proposed, the notice must:
 - (i) set out the wording of the proposed resolution as required by section 5 1(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 55.
- (d) The Association auditor will be sent all notices and communication regarding general meetings that a member is entitled to receive.

55. Holding a meeting of Members

- (a) Where the Association has called a meeting of Members, notice of the meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves.
- (b) The Association may hold a meeting of Members:
 - (i) at one or more physical venues;

(ii) at one or more physical venues and using Virtual Meeting Technology;

(iii) using Virtual Meeting Technology only,

provided that the Members entitled to attend the meeting, as a whole, are given a reasonable opportunity to participate in the meeting.

- (c) A Member who attends a meeting of Members (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending.
- (d) If a meeting of Members is held using Virtual Meeting Technology, the Board may make rules or requirements in connection with participation in the meeting by that technology, including rules or requirements to verify the identity of a person or to ensure the security of the technology.
- (e) If, before or during a meeting of Members that is held or appointed to be held using Virtual Meeting Technology, any technical difficulty occurs where all Members entitled to attend the meeting may not be able to participate, the Chairperson may:
- (i) postpone or adjourn the meeting until the difficulty is remedied or to such other time or venue as the Chair determines; or
 - (ii) continue the meeting provided that a quorum remains present and able to participate in the meeting.
- (f) Except with the approval of the Board, with the permission of the Chairperson, no person may move at any meeting of Members:
- (i) any resolution (except in the form set out in the notice of meeting given pursuant to rule 55(a); or
 - (ii) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

56. Proxies

- (a) Subject to rule 56(b), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (d) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (e) If the Board has approved a form for the appointment of a proxy, the member may use that form, that:
- (i) clearly identifies the person appointed as the member's proxy; and
 - (ii) has been signed by the member.

- (f) The Notice of a general meeting given to any Member (including a Life Member) under rule 55 must:
 - (i) state that the Member may appoint an individual who is a Member, or the Chairperson as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (g) A form appointing a proxy must be given to the Secretary at least 24 hours before the commencement of the general meeting for which the proxy is appointed.
- (h) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

57. Presiding member and quorum for general meetings

- (a) The Chairperson or, in the Chairperson's absence, a Director as nominated by the Chairperson must preside as Chairperson of each general meeting.
- (b) If the Chairperson, or the nominated Director as per 57(a) is absent or is unwilling to act as Chairperson of a general meeting, the Directors at the meeting must choose one of them to act as Chairperson of the meeting.
- (c) No business is to be conducted at a general meeting unless a quorum is present.
- (d) A quorum shall be 10 of the members of the Association.
- (e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (i) in the case of an extraordinary general meeting called under rule 53(b), the meeting lapses;
 - (ii) in the case of the Annual General Meeting, the meeting is adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (f) If:
 - (i) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under 57(e)(ii); and
 - (ii) at least 5 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

58. Adjournment of general meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting rule 58(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 54.

59. Polls

- (a) A poll on a resolution at a meeting of Members may be demanded by at least 3 Members present in person or by proxy or by the Chair of that meeting.
- (b) No poll may be demanded at a meeting of Members on the election of a Chair of that meeting, or unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Members must be taken in the manner and at the time and place the Chair of the meeting directs.
- (e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

60. Voting at general meetings

- (a) Subject to rule 60(b), a resolution put to the vote at a meeting of Members is to be decided in the first instance on a show of hands.
- (b) A resolution put to the vote at a meeting of Members must be decided on a poll without first submitting that resolution to the meeting to be decided on a show of hands if:
 - (i) the Chair of the meeting so determines;
 - (ii) a poll is demanded in accordance with rule 59 and that demand is not withdrawn.

- (c) On any question arising at a general meeting:
 - (i) subject to rule 60(g), each ordinary member has one vote; and
 - (ii) members may vote personally or by proxy.
- (d) A copy of the document by which a proxy appointment is made must be given to the Secretary before any general meeting to which the appointment applies.
- (e) The appointment has effect until:
 - (i) the end of any general meeting to which the appointment applies; or
 - (ii) the appointment is revoked by the appointee and written notice of the revocation is given to the Secretary.
- (f) Except in the case of a special resolution, a resolution is carried if a majority of the members present at a general meeting vote in favour of the resolution.
- (g) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (h) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may object to the accuracy of the minutes.
- (i) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member must have been an ordinary member at the time notice of the meeting was given under rule 55(a).

61. When special resolutions are required

- (a) A special resolution is required if it is proposed at a general meeting:
 - (i) to affiliate the Association with another body; or
 - (ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager;
 - (iii) to adopt the model rules (as per section 29(1) of the Act);
 - (iv) to alter this Constitution, including changing the name of the Association (section 30(1) of the Act);
 - (v) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1) of the Act);
 - (vi) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4) of the Act);
 - (vii) to be wound up voluntarily (section 121(2) of the Act) or by the Supreme Court (section 124(a) and Schedule 4 item 9 of the Act);and
 - (viii) to cancel its incorporation (section 129 of the Act).

- (b) Rule 61(a) does not limit the matters in relation to which a special resolution may be proposed.

62. Determining whether resolution carried

- (a) Subject to rule 62(b), the Chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost.
- (b) If the resolution is a special resolution, the declaration under rule 62(b) must identify the resolution as a special resolution.
- (c) The result of a poll demanded on a resolution of a meeting of Members in accordance with rule 59 is a resolution of that meeting.
- (d) A declaration under rules 61(a), 62(a) or 62(b) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.
- (e) A special resolution is passed if not less than 75% of the members present, in person or by proxy, cast an eligible vote in favour of the resolution.

63. Minutes of general meeting

- (a) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must record:
- (d) the names of the ordinary members attending the meeting; and
- (e) any proxy forms received under rule 56; and
- (f) the financial statements or financial report presented at the meeting, as referred to in rule 52(c)(ii); and
- (g) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 52(c)(ii)D.
- (h) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (i) The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:

- (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next general meeting.
- (j) When the minutes of a general meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:
 - (i) the meeting to which the minutes relate was duly convened and held;
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any election or appointment purportedly made at the meeting was validly made.

64. Source of funds

- (a) The funds of the Association may be derived from entrance fees, enrolment fees, tuition fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

65. Control of funds

- (a) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (b) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (c) The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (i) 2 Directors; or
 - (ii) one Director and a person authorised by the Board.
- (e) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.
- (f) A payment may be made to a member out of the funds of the Association for the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

66. Financial statements and financial reports

- (a) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met. That is the Board must keep financial records that:

- (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- (b) Without limiting rule 66(a), those requirements include:
 - (i) if the Association is a tier 1 Association, the preparation of the financial statements;
 - (ii) if the Association is a tier 2 Association or tier 3 Association, the preparation of the financial report; and
 - (iii) if required, the review or auditing of the financial statements or financial report, as applicable;
 - (iv) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
 - (v) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.
- (c) All financial records must be kept for at least 7 years after the transactions covered by the records are completed.

67. By-laws (Policies)

- (a) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (b) By-laws may:
 - (i) provide for the rights and obligations that apply to any classes of associate membership approved under rule 11(b);
 - (ii) impose restrictions on the Board's powers, including the power to dispose of the Association's assets;
 - (iii) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (iv) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (c) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (d) Without limiting rule 67(c), a by-law made for the purposes of rule 67(b)(iii) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (e) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

68. Executing documents and common seal

- (a) The Association may execute a document without using a common seal if the document is signed by:
 - (i) 2 Directors; or
 - (ii) one Director and a person authorised by the Board.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
 - A. 2 Directors; or
 - B. one Director and a person authorised by the Board, and each of them is to sign the document to attest that the document was sealed in their presence.
- (c) The Secretary must make a written record of each use of the common seal.
- (d) The common seal must be kept in the custody of the Secretary or another Director authorised by the Board.

69. Giving notices to members

- (a) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
 - (i) delivered by hand to the recorded address of the member;
 - (ii) sent by prepaid post to the recorded postal address of the member; or
 - (iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

70. Custody of books and securities

- (a) Subject to rule 70(b), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (c) Rules 70(a) and 70(b) have effect except as otherwise decided by the Board.
- (d) The books of the Association must be retained for at least 7 years.

71. Record of office holders

- (a) The Association shall keep a register of the names and addresses of all office holders in the Association.
- (b) The Association shall keep a record of the name and address of all those authorised to use the common seal of the Association.
- (c) The Association shall keep a record of the name and address of any person who is appointed or acts as a trustee on behalf of the Association.

72. Inspection of records and documents**72.1 Request for inspection**

- (a) Rule 72.1(b) applies to a member who wants to inspect:
 - (i) the register of members under section 54(1) of the Act;
 - (ii) the record of the names and addresses of Directors, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (iii) any other record or document of the Association.
- (b) A Member wishing to inspect the records of the Association must contact the Secretary to make the necessary arrangements. The Member must:
 - (i) clearly specify the purpose of the request and the particular records or matters they wish to inspect;
 - (ii) provide sufficient detail to enable the Secretary to identify and prepare the relevant records; and
 - (iii) comply with any reasonable requirements or procedures set by the Association to facilitate the inspection, including providing advance notice or scheduling the inspection at a mutually convenient time.

The Secretary may seek clarification from the Member if the request is ambiguous or lacks sufficient detail.

- (c) The inspection must be free of charge.

72.2 Limitations on requests

- (a) The right to inspect the records of the Association is subject to:
 - (i) compliance with applicable privacy legislation and the protection of personal or sensitive information;
 - (ii) the preservation of confidentiality in relation to matters deemed confidential by the Board, including but not limited to sensitive information, legal advice, or personnel matters; and

- (iii) the discretion of the Board to refuse or limit access to records where it determines that inspection would not be in the best interests of the Association or would contravene legal or regulatory obligations.
- (b) For clarity, the right to inspect records is not an absolute right and must be exercised in accordance with the Association's rules, policies, and applicable laws.
- (c) The member may make a copy of or take an extract from a record or document referred to in rule 72.1(a)(iii) but does not have a right to remove the record or document for that purpose.
- (d) The member must not use or disclose information in a record or document referred to in rule 72.1(a)(iii) except for a purpose:
 - (i) that is directly connected with the affairs of the Association; or
 - (ii) that is related to complying with a requirement of the Act.

73. Publication by Directors of statements about Association business prohibited

- (a) A Director must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or board meeting unless:
 - (i) the Director has been authorised to do so at a board meeting; and
 - (ii) the authority given to the Director has been recorded in the minutes of the board meeting at which it was given.

74. Distribution of surplus property on cancellation of incorporation or winding up

- (a) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

75. Alteration of rules

- (a) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (b) Changes made by special resolution to this constitution must be notified to the Commissioner within one month of the special resolution being passed