



# **RULES OF INDEPENDENT SCHOOLS TASMANIA INC.** (as of 12<sup>th</sup> May 2020)

|     |  |    |
|-----|--|----|
| 1.  | NAME OF ASSOCIATION .....                          | 3  |
| 2.  | INTERPRETATION .....                               | 3  |
| 3.  | ASSOCIATION OFFICE .....                           | 3  |
| 4.  | OBJECTS AND PURPOSES OF THE ASSOCIATION .....      | 3  |
| 5.  | MEMBERSHIP OF ASSOCIATION.....                     | 5  |
| 6.  | INCOME AND PROPERTY OF ASSOCIATION .....           | 6  |
| 7.  | ACCOUNTS RECEIPTS AND EXPENDITURE.....             | 6  |
| 8.  | BANKING AND FINANCE.....                           | 7  |
| 9.  | AUDITOR.....                                       | 7  |
| 10. | AUDIT OF ACCOUNTS.....                             | 7  |
| 11. | ANNUAL GENERAL MEETING .....                       | 8  |
| 12. | SPECIAL GENERAL MEETINGS .....                     | 8  |
| 13. | NOTICE OF GENERAL MEETINGS.....                    | 9  |
| 14. | BUSINESS AND QUORUM AT GENERAL MEETINGS .....      | 9  |
| 15. | PRESIDENT TO PRESIDE AT GENERAL MEETINGS .....     | 9  |
| 16. | ADJOURNMENT OF MEETINGS .....                      | 10 |
| 17. | QUESTIONS ARISING AT GENERAL MEETINGS.....         | 10 |
| 18. | VOTES.....   | 10 |
| 19. | TAKING OF POLL.....                                | 10 |
| 20. | WHEN POLL TO BE TAKEN.....                         | 10 |
| 21. | MANAGEMENT OF AFFAIRS OF ASSOCIATION BY BOARD..... | 10 |
| 22. | OFFICERS OF THE ASSOCIATION .....                  | 11 |
| 23. | CONSTITUTION OF THE BOARD .....                    | 11 |
| 24. | ELECTION OF BOARD MEMBERS.....                     | 11 |
| 25. | VACATION OF OFFICE.....                            | 12 |
| 26. | MEETINGS OF BOARD .....                            | 12 |
| 27. | DISCLOSURE OF INTEREST.....                        | 12 |
| 28. | COMMITTEES AND EXECUTIVE .....                     | 13 |
| 29. | ANNUAL SUBSCRIPTION.....                           | 13 |
| 30. | FINANCIAL YEAR .....                               | 13 |
| 31. | NOTICES.....                                       | 13 |
| 32. | EXPULSION OF MEMBER SCHOOLS.....                   | 13 |
| 33. | DISPUTES.....                                      | 14 |
| 34. | SEAL OF THE ASSOCIATION .....                      | 14 |
| 35. | EXECUTIVE DIRECTOR .....                           | 14 |
| 36. | AMENDMENT TO RULES .....                           | 14 |
| 37. | WINDING UP .....                                   | 15 |

# **RULES OF INDEPENDENT SCHOOLS**

## **TASMANIA INC.**

### **1. NAME OF ASSOCIATION**

The name of the association shall be Independent Schools Tasmania Inc. (in these rules called "the Association").

### **2. INTERPRETATION**

- (1) In these rules, unless the contrary intention appears -  
    **"Act"** means the Associations Incorporation Act 1964;  
    **"board"** means the committee of management of the Association;  
    **"general meeting"** means a general meeting of member schools convened in accordance with rule 13.  
    **"governing body"** means Board of Management, Council, Corporate Body, Board of Trustees, Officer or Member of a religious order or other body or person in which or in whom is for the time being vested the responsibility for the governance of an independent school.  
    **"head"** means the Principal, Head Master or Head Mistress of a member school;  
    **"independent school"** means a school that is registered under Part 6 of the Tasmanian Education Act 2016 and is not conducted for private gain.  
    **"member school"** is an independent school which is a member of the Association according to Clause 5 hereof.  
    **"Independent Schools Council of Australia"** means the Independent Schools Council of Australia or any other name adopted by that organisation.  
    **"ordinary board member"** means a member of the board to whom paragraph (b) of sub-rule (1) of rule 23 relates.
- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.

### **3. ASSOCIATION OFFICE**

The office of the Association shall be at such place as the board may, from time to time determine.

### **4. OBJECTS AND PURPOSES OF THE ASSOCIATION**

- (1) The objects and purposes of the Association are:
  - (a) to promote consultation and co-operation between independent schools;
  - (b) to consider the relationship of independent schools to the educational interests and needs of the community;
  - (c) to act on behalf of its member schools in matters of general concern to them as deemed appropriate by the Association;
  - (d) to collect, circulate and publish information about independent schools;
  - (e) to represent to the Government of Tasmania and other authorities within the State and to the public the views of the Association;
  - (f) to maintain membership of the Independent Schools Council of Australia Association;

- (g) to appoint board members to represent the Association on the board of the Independent Schools Council of Australia and to perform services for that Council and for such other bodies and associations as the Association may determine;
  - (h) to conduct or take part in investigations relating to any of the foregoing matters and disseminate the results of those investigations;
  - (i) to provide such services to member schools and other independent schools as the Association may determine;
  - (j) to administer an authority to distribute funds from the Commonwealth Government to independent schools;
  - (k) to distribute funds from the Commonwealth and State Governments to independent schools;
  - (l) to take such actions as are related to achieving the above objectives and the further development of education generally and particularly in independent schools.
  - (m) to represent and advise member schools in respect of industrial matters as deemed appropriate by the Association;
- (2) In addition to the basic objects of the Association the objects and purposes of the Association shall be deemed to include:-
- (a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purpose of the Association;
  - (b) the construction maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
  - (c) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
  - (d) the taking of such steps from time to time as the board or the member schools in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
  - (e) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the board or the member schools in general meeting may think desirable for the promotion of the objects and purposes of the Association;
  - (f) the borrowing and raising money in such manner and on such terms as the board may think fit or as may be approved or directed by resolution passed at a general meeting;
  - (g) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the board may from time to time determine.
  - (h) the making or gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of Section 78 of the Income Tax and Social Services Contribution Assessment Act 1936-1964 of the Commonwealth relates;
  - (i) the establishment and support, or aiding in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants and the making of payments, towards insurance in relation to any of those purposes;
  - (j) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
  - (k) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and rules of the Association; and
  - (l) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of the sub-rule.

## **5. MEMBERSHIP OF ASSOCIATION**

- (1) A school which in the opinion of the Association comes within the definition of an independent school (pursuant to Clause 2(1)) and is situated in Tasmania may be admitted as a member school of the Association, provided that it shall:
  - (a) Agree with the objects and purposes of the Association as defined in Rule 4;
  - (b) Make payment of the annual subscription prescribed in, or fixed under, these rules;
  - (c) Employ teachers in accordance with the terms and conditions of the Independent Schools' (Teacher) Tasmanian Award, or any other relevant Award or Registered Industrial Agreement.
- (2) A school which is not a member school of the Association at the time of the incorporation of the Association shall not be admitted to membership unless-
  - (a) it has applied as provided under sub-rule (3) or sub-rule (4) of this rule; and
  - (b) its admission as a member school is approved member schools in general meeting.
- (3) An application of an independent school to be admitted as a member school of the Association shall be forwarded to the Board which shall recommend to a general meeting of the Association that the application be accepted or rejected. Upon the acceptance by member schools in general meeting of an application for membership the applicant shall be deemed to be a member school.
- (4) An incorporated body that holds provisional approval from the Commonwealth Government for recurrent funding for the operation of a school, but has not yet enrolled students may apply to the Board for associate membership. The Board may accept or reject such applications. Subject to the payment of an annual fee set by the Board the associate member school shall be entitled to all the rights and privileges of a member school with the exception that it shall not be entitled to vote at general meetings of the Association. An associate member school's associate membership shall lapse if it ceases to hold provisional approval from the Commonwealth government for recurrent funding for the operation of a school.
- (5) Upon an application for membership being approved by the Association, the public officer shall, with as little delay as possible, notify the member school in writing, that it has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the member school as its first year's subscription shall enter the member school's name and address in a register of member schools to be kept by the public officer.
- (6) A member school of the Association may, at any time, resign from the Association by delivering or sending by post to the public officer a written notice of resignation.
- (7) Upon receipt of a notice under sub-rule (6) of this rule, the public officer shall remove the name of the member school by whom the notice was given from the register of member schools, whereupon that member school ceases to be a member school of the Association.
- (8) A right, privilege, or obligation of a school by virtue of its membership of the Association -
  - (a) is not capable of being transferred or transmitted to another school; and
  - (b) terminates upon the cessation of its membership.
- (9) In the event of the Association being wound up -
  - (a) every member school of the Association; and
  - (b) every school who, within the period of twelve months immediately preceding the commencement of the winding up, was a member school of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributors among themselves such sum, not exceeding \$100.00 as may be required but a former member school is not liable to contribute in respect of any debt or liability of the Association contracted after it ceased to be a member school.
- (10) An independent school shall cease to be a member school of the Association upon the happening of any of the following events:
  - (a) if it ceases to satisfy the description of an independent school as defined in Rule 2 (1);
  - (b) if it fails to pay its subscription within six months of the due date or within such other extended time as may be agreed to by the Board;
  - (c) If it is expelled pursuant to Rule 32.

## **6. INCOME AND PROPERTY OF ASSOCIATION**

- (1) The income and property of the Association, however derived shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus, or otherwise, to any member school of the Association.
- (2) The Association shall not -
  - (a) appoint a person who is a board member to any office in the gift of Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances but this sub-clause shall in no way prevent the payment of remuneration to the Executive Director of the Association; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member school of the Association of -
  - (a) remuneration in return for services actually rendered to the Association by the servant or member school or for goods or services supplied to the Association by the servant or member school in the ordinary course of business;
  - (b) interest at a rate determined by the Board; or
  - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member school.

## **7. ACCOUNTS RECEIPTS AND EXPENDITURE**

- (1) True accounts shall be kept -
  - (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the member schools of the Association.
- (2) The Treasurer of the Association or such other officer or employee delegated such function by the board shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the board may direct.
- (3) The accounts, books, and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the board may decide.

## **8. BANKING AND FINANCE**

- (1) The Treasurer of the Association or such other officer or employee delegated such function by the board shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefor.
- (2) The board shall cause to be opened with such bank or banks as the board selects banking accounts in the name of the Association into which all moneys received shall be paid by the Treasurer or such other officer or employee delegated such function by the board as soon as possible after receipt thereof.
- (3) The board may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the board, no payment of sum exceeding two dollars shall be made from the funds of the Association otherwise than by cheque drawn on, or electronic funds transfer from, the Association's bank account, but the board may provide the Treasurer or such other officer or employee delegated such function by the board with a sum to meet urgent expenditure subject to the observance of such conditions in relation to the use and expenditure thereof as the board may impose.
- (5) No cheques shall be drawn on the Association's bank account except for payment of expenditure that has been authorised by the board.
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by, and all electronic funds transfers shall be authorised by, the Treasurer or by such other board member, officer or employee as the board may nominate for that purpose, and shall be countersigned or authorised by the public officer the President or such other person as the Board may nominate.

## **9. AUDITOR**

- (1) At each annual general meeting of the Association, the member schools present shall appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed, and is eligible for re-appointment.
- (3) The first auditor of the Association may be appointed by the board before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the member schools at a general meeting, in which case the member schools at that meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting the board shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) Except as provided in sub-rule (3) of this rule, the auditor may only be removed from office by special resolution.
- (6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

## **10. AUDIT OF ACCOUNTS**

- (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the member schools present at the annual general meeting.
- (3) In his/her report and in certifying to the accounts subject to the requirements of legislation, the auditor shall state-
  - (a) whether he/her has obtained the information required by him/her;

- (b) whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his/her disposal and the explanations given to him/her and as shown by the books of the Association; and
- (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer of the Association shall cause to be delivered to the auditor a list of all the account, books, and records of the Association.

## **11. ANNUAL GENERAL MEETING**

- (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than four months after the close of the financial year of the Association ) as the board may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the board, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect the officers of the Association and the ordinary board members;
  - (d) to appoint the auditor; and
  - (e) to appoint representatives from the Association to the Independent Schools Council of Australia.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings others than the annual general meeting shall be called special general meetings.
- (8) At all general meetings each member school may be represented by:
  - (a) one member or officer of the governing body of the member school, and
  - (b) the head, of the member school.

## **12. SPECIAL GENERAL MEETINGS**

- (1) The board may, whenever it thinks fit but not less than once in each year, convene a special general meeting of the Association..
- (2) The board shall, on the requisition in writing of not less than six member schools, convene a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the board does not cause a special general meeting to be held within twenty one days from the date on which a requisition therefor is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.



### **13. NOTICE OF GENERAL MEETINGS**

The public officer of the Association shall at least thirty days before the date fixed for holding a general meeting of the Association, notify in writing each member school of the Association specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

### **14. BUSINESS AND QUORUM AT GENERAL MEETINGS**

- (1) All business that is transacted at special general meetings 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, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of member schools entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Four member schools present (being member schools entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of member schools, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the person presiding at the time of the adjournment or by written notice to member schools given before that day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present, within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

### **15. PRESIDENT TO PRESIDE AT GENERAL MEETINGS**

- (1) The President, or in his/her absence, the Vice-President shall preside at every general meeting of the Association.
- (2) If the President and Vice President are both absent from a general meeting, the member schools present shall elect one of their number to preside thereat.

## **16. ADJOURNMENT OF MEETINGS**

- (1) The person presiding at 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **17. QUESTIONS ARISING AT GENERAL MEETINGS**

A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the person presiding 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 the minute book of the Association is evident of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

## **18. VOTES**

- (1) Upon any question arising at a general meeting of the Association, each member school eligible to vote has one vote only.
- (2) All votes shall be given at the meeting and not by proxy or otherwise.
- (3) In the case of an equality of voting on a question the person presiding at the meeting is entitled to exercise a second or casting vote.
- (4) At the discretion of the person presiding or at the request of two member schools voting shall be by secret ballot in which each member school present and eligible to vote will be issued one ballot paper for each fifty students (or part thereof) enrolled at that member school as recorded in the most recently published schools census.

## **19. TAKING OF POLL**

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the person presiding may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

## **20. WHEN POLL TO BE TAKEN**

A poll that is demanded on the ruling of a person presiding, or on a question of 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 person presiding may direct.

## **21. MANAGEMENT OF AFFAIRS OF ASSOCIATION BY BOARD**

- (1) The affairs of the Association shall be managed by a Board of management constituted as provided in rule 23.
- (2) The board -
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meeting of member schools of the Association; and
  - (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the board to be essential for the proper management of the business and affairs of the Association.

## **22. OFFICERS OF THE ASSOCIATION**

- (1) The officers of the Association shall be -
  - (a) a President and a Vice-President, one of whom shall be a head,
  - (b) a Treasurer, and
  - (c) a Secretary.
- (2) If the Association has an Executive Director he/she shall be the Secretary but shall not be eligible to vote.
- (3) The provision of sub-rules (3), and (4) of rule 24 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 sub-rule (1) of this rule.
- (4) Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election except the Secretary when the Secretary is the Executive Director.
- (5) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the board may appoint one of its members to the vacant office, and the board member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

## **23. CONSTITUTION OF THE BOARD**

- (1) The Board shall consist of -
  - (a) The officers of the Association; and
  - (b) four other board members all of whom shall be elected at each annual general meeting of the Association in each year.
  - (c) all of whom shall be either a head or a member or officer of the governing body of a member school or shall have been a member of a governing body of a member school for at least three of the immediately preceding five years, except for the Treasurer who may be a business manager of a member school.
- (2) Each ordinary board member shall subject to these rules hold office until the annual general meeting next after the date of his/her election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of ordinary board member the board may appoint a representative of a member school of the Association to fill the vacancy and the board member so appointed shall hold office subject to these rules until the annual general meeting next after the date of his appointment or for such lesser period and upon such terms and conditions as the board in its absolute discretion shall determine.

## **24. ELECTION OF BOARD MEMBERS**

- (1) Nominations of candidates for election as officers of the Association or as ordinary board members.
  - (a) Shall be made in writing signed by two member schools of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the public officer of the Association at least three days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the person nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary board members shall be conducted at the annual general meeting in such usual and proper manner as the board may direct.

## **25. VACATION OF OFFICE**

For the purposes of these rules, the office of an officer of the Association or of any ordinary board members becomes vacant if the officer or board member -

- (a) dies,
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors, or makes any assignment of his/her estate for their benefit,
- (c) becomes of unsound mind,
- (d) resigns his/her office by writing under his/her hand addressed to the board,
- (e) ceases to be resident in Tasmania,
- (f) fails, without leave granted by the board, to attend three consecutive meetings of the board,
- (g) ceases to represent a member school of the Association except the Secretary when the Secretary is the Executive Director.

## **26. MEETINGS OF BOARD**

- (1) The board shall meet at least six times in each year at such place and at such times as the board may determine.
- (2) Special meetings of the board may be convened by the President, or any four board members.
- (3) Notice shall be given to board members of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such meeting.
- (4) Any four board members constitute a quorum for the transaction of the business of a meeting of the board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the board -
  - (a) the President, or in his/her absence, the Vice-President, or
  - (b) if the President and the Vice-President are absent, such one of the remaining board members as may be chosen by the board members present, shall preside.
- (7) Questions arising at meetings of the board or of any committee appointed by the board shall be determined on a show of hands, or if demanded by a member of the board or committee, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each board member present at a meeting of the board or of any committee appointed by the board (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.
- (9) Written notice of each board meeting shall be served on each board member by delivering it to him/her at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to him/her at his/her usual or last known place of abode or by electronic means if so requested by the board member, in time to reach him/her in due course of post before the date of the meeting.

## **27. DISCLOSURE OF INTEREST**

- (1) A board member who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the board at which the contract or arrangement is first taken into consideration, if his/her interest then exists, or, in any other case, at the first meeting of the board after the acquisition of his/her interest.
- (2) If a board member becomes interested in a contract or arrangement after it is made or entered into he/she shall disclose his/her interest at the first meeting of the board after he/she becomes so interested.
- (3) No board member shall vote as a board member in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall be not counted.

## **28. COMMITTEES AND EXECUTIVE**

- (1) The board may at any time appoint a committee of the board as it may think fit and shall prescribe the powers and functions thereof.
- (2) The board may co-opt as members of a committee such persons as it thinks fit, whether or not those persons are representatives of member schools of the Association upon such terms and conditions and for such period as the board in its absolute discretion shall determine.
- (3) Three appointed members of a committee constitute a quorum at a meeting of the committee
- (4) The public officer of the Association is responsible for calling meetings of a committee.
- (5) Written notice of each committee meeting shall be served on each member of the committee by delivering it to him/her at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to him/her at his/her usual or last known place of abode in time to reach him/her in due course of post before the date of the meeting.
- (6) The President, the Treasurer, and the Secretary constitute an Executive, which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the board, and where any such instructions are issued shall report thereon to the next meeting of the board.

## **29. ANNUAL SUBSCRIPTION**

All member schools shall pay a subscription as set down by the Board from time to time according to one of the following categories:

- (a) Reduced Rate: For those member schools participating in a Tasmania based Block Grant Authority other than the Independent Schools Block Grant Authority of Tasmania.
- (b) Full Rate: For all those member schools not eligible for a reduced rate.

## **30. FINANCIAL YEAR**

The financial year of the Association is the period beginning on the First day of January in each year and ending on the Thirty First day of December next following.

## **31. NOTICES**

A notice may be served by or on behalf of the Association upon any member school either personally or by sending it through the post in a prepaid letter addressed to the member school, or by electronic means if so requested by the member school.

## **32. EXPULSION OF MEMBER SCHOOLS**

- (1) Subject to this rule, the board may expel a member school from the Association, if, in the opinion of the board the member school has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member school pursuant to sub-rule (1) of this rule does not take effect -
  - (a) until the expiration of fourteen days after the service on the member school of a notice under sub-rule (3) of this rule; or
  - (b) if the member school exercises its right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (3) Where the board expels a member school of the Association the public officer of the Association shall, without undue delay, cause to be served on the member school a notice in writing -
  - (a) stating that the board has expelled the member school;
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member school that if it so desires it may, within fourteen days after the service of the notice on it, appeal against the expulsion as provided in this rule.

- (4) A member school on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing its appeal.
- (5) Upon receipt of a requisition under sub-rule (3) of this rule, the public officer shall forthwith notify the board of its receipt and the board shall thereupon cause a special general meeting of member schools to be held within twenty one days after the date on which the requisition is received by the public officer.
- (6) At a special general meeting convened for the purpose of this rule -
  - (a) no business other than the question of the expulsion shall be transacted;
  - (b) the board may place before the meeting details of the grounds of expulsion and the board's reasons for the expulsion;
  - (c) the expelled member school shall be given an opportunity to be heard; and
  - (d) the member schools present shall vote in accordance with Rule 18(4) by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If it is determined to lift the expulsion the expulsion shall be deemed to have been lifted and the expelled member school is entitled to continue its membership of the Association.
- (8) If it is determined to confirm the expulsion, the expulsion takes effect, and the expelled member school ceases to be a member school of the Association.

### **33. DISPUTES**

- (1) Subject to this rule, a dispute between a member school of the Association, in its capacity as a member school, and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- (2) Nothing in this rule affects the operation or effect of rule 32.

### **34. EXECUTION OF DOCUMENTS**

- (1) The Association shall have a common seal (seal)
- (2) The seal shall be in the form of a rubber stamp inscribed with the name of the Association encircling a word "Seal".
- (3) The seal shall not be fixed to any instrument except by the authority of the board, and the affixing thereof shall be attested by the signatures either of two board members or of one board member and of the public officer of the Association or such other person as the board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by the authority of the board.
- (4) The seal shall remain in the custody of the public officer.
- (5) The Association may execute a document (including a deed) without using the seal if that document is signed by either of two board members or of one board member and the public officer of the Association or such other person as the board may appoint for that purpose.

### **35. EXECUTIVE DIRECTOR**

The Board may appoint an Executive Director upon such terms and conditions it deems appropriate and such Executive Director shall be responsible for the day to day operations of the Association and shall act as Secretary to the Board and such other committees as directed by the Board and in addition shall be responsible for office functions and the employment and supervision of staff.

### **36. AMENDMENT TO RULES**

These Rules may be amended at any general meeting of the Association provided that not less than twenty one days notice of the proposed amendments has been given and the amendment is approved by at least two thirds of those member schools present and eligible to vote at the meeting.

### **37 WINDING UP**

In the event of winding up of the Association any and all assets remaining after full settlement of all just debts incurred by the Association shall pass to another organisation having like objects.