

**ASSOCIATED & CATHOLIC
COLLEGES OF
WESTERN AUSTRALIA (INC)**

“CONSTITUTION”

(as endorsed by ACC Council on Friday 22nd November 2024)

THE CONSTITUTION OF THE ASSOCIATED AND CATHOLIC COLLEGES OF WESTERN AUSTRALIA (INC)

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PART 1 - PRELIMINARY

PREAMBLE

The Associated and Catholic Colleges of Western Australia (Inc) (“the Association”) was formed in 1937 by the Principals of Christian Brothers Colleges in Highgate, Fremantle and St Patrick’s, Perth. It was formed to initiate a boys’ interschool sporting competition in athletics. The Association was then called the Christian Brothers’ Secondary Schools Sports Association.

In the 1970’s the Association introduced sporting activities for girls, mirroring the opening of many co-educational Catholic schools.

The 1980’s was also an important period of change for the Association as it begun to accept membership applications from a growing number of non-Catholic independent Christian schools as well as broadening the range of sporting activities it offered for students of all ability levels. The Association was first incorporated in 1984.

In the 1990’s the Association introduced its maxim “*Sport in the Right Spirit*”, and changed its name to the “*Associated and Catholic Colleges of Western Australia (Inc)*” and implemented a sporting program for students with disabilities. The growth of the Association since the 1950’s has been characterized by both a willingness to have an “open” and “ecumenical” approach to its membership as well as an “inclusive” approach to provide “sport for all”, not only the most talented.

This preamble to the Association’s Constitution reminds us of the Catholic heritage of the Association, which has always focussed on the development of every individual’s mind, body and soul. It is also a reminder of the growth in the membership and scope of the Association and its activities.

The Association is no longer a uniquely Catholic or Christian organisation; however, its name, objects and maxim still embody the spirit of Christ within its community of schools. The universal moral and ethical standards of Christian ethos are recognised and accepted by all of the Association’s members. The Association is proud to celebrate the cultural and religious diversity of its membership and seeks to uphold its Objects and Purpose as outlined in this Constitution.

1.0 DEFINITION OF TERMS USED

In this Constitution, unless the context otherwise requires:

- “**Act**” means the Associations Incorporation Act 2015.
- “**Annual general meeting**” means the general meeting of the Association Council other than the usual term meeting.
- “**Association Council**” or “**Council**” means the Council of Principals of the member schools of the Association.
- “**Association**” means “the incorporated association of schools that make up the Associated and Catholic Colleges of Western Australia (Inc.)” and to which these rules apply.
- “**Books**”, of the Association, includes the following:
 - A register;
 - Financial records, financial statements or reports, however compiled, recorded or stored;
 - A document; and
 - Any other record of information.
- “**By-Laws**” means a regulation or directive made by the Council to guide implementation of the “Constitution”. A by-law must be consistent with the act, the regulations and the rules of the Constitution. The use of by-laws should be reserved for procedural or administrative matters. By-laws differ from the “Charter” in that they are specific to the administration of the Constitution and not to the conduct of activities of the Association.

- **"Charter"** means the statement of policies and procedures that define and provide guidelines for the conduct of the activities of the Association and the Sub-Associations. The Charter differs from the "by-laws" in that it is not specific to the application of the "Constitution", but to the administration and management of the activities of the Association.
- **"Committee meeting"** means a meeting of a committee of the Association.
- **"Committee member"** means a member of a committee of the Association.
- **"Committee"** refers to the management committees of the Association. These are the Executive, Sports Management, Inclusive Sport and Sub-Association Committees.
- **"Common Seal"** means a stamp, seal or mark carrying the words 'Common Seal' and the name of the Association. The Association must have a common seal to execute documents.
- **"Constitution"** means the rules of the association.
- **"Director"** or **"Director of Sport"** means the person or **secretary** employed by the Association to direct the activities of the Association.
- **"Executive"** means "the Executive Committee of Council.
- **"Ex-officio"** means a member of a committee, who is part of it by virtue of holding another office and not by election as an office bearer.
- **"Financial records"** means the keeping of true and accurate accounting records that explain the financial transactions and the financial position of the Association and includes:
 - Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - Documents of prime entry; and
 - Working papers and other documents needed to explain;
 - The methods by which financial statements are prepared; and
 - Adjustments to be made in preparing financial statements.
- **"Financial report"**, of a tier 2 association or a tier 3 association, has the meaning given in the Act and must include:
 - The financial statements for the year;
 - The notes and disclosures to the financial statements; and
 - The management committee's declaration.
- **"Financial statements"** means the financial statements in relation to the Association required under the Act and must include a statement of the income and expenditure and balance sheet for the financial year.
- **"Financial year"**, of the Association means the day in each year on which the financial year of the association commences and concludes.
- **"General meeting"**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend.
- **"Inclusive Sport Management Committee"** means the committee of Inclusive Sport Coordinators of all member schools.
- **"Member"** means "an ordinary member school of the association or the representative of the ordinary member school.
- **"Motion, formal motion or procedural motion"**, is the same thing and is a formal step to introduce a matter for consideration by members at a meeting and can be raised by a member in the normal order of business being discussed at a meeting.
- **"Notice of motion"** means a written notice of a motion to be raised at a meeting and is provided to members before a meeting.
- **"Ordinary committee member"** means a committee member who is not an office holder of the Association under rule 9.

- **“Ordinary member”** means a member with the rights referred to in rule 4.11.
- **“President”** means the elected President or Chairperson. It is the Committee member holding office as the President or chairperson of the Association.
- **“Register of members”** means the register of members referred to in section 53 of the Act.
- **“Rules”** means these rules being the Constitution of the Association, as in force for the time being.
- **“Secretary”** means the committee member or person appointed by the committee as the secretary of the Association. This is an ex-officio position, being either an employee or a co-opted ordinary member of the Association.
- **“Special general meeting”** means a special or extraordinary general meeting of the Association Council other than the annual general meeting.
- **“Special resolution”** means a resolution passed by the members at a special or annual general meeting in accordance with the Act.
- **“Sports Management Committee”** means the committee of Sports Coordinators of all member schools.
- **“Sub-Association Council”** means the Council of Principals and Sports Coordinators of the Sub-Association member schools.
- **“Sub-Association Sports Management Committee”** means the committee of Sports Coordinators of the Sub-Association member schools.
- **“Sub-Association”** means a group of schools with a regional or other common interest that organises activities for the Sub-Association members.
- **“Subcommittee”** means a subcommittee appointed by a committee of the Association under rule 24.
- **“Tier 1 Association”**, means an Association according to the Act whose annual revenue is less than \$250,000.00.
- **“Tier 2 Association”**, means an Association according to the Act whose annual revenue is between \$250,000.00 and \$1,000,000.00.
- **“Tier 3 Association”**, means an Association according to the Act whose annual revenue is more than \$1,000,000.00.
- **“Treasurer”** means the committee member holding office as the Treasurer of the Association.

2.0 NAME

The Association shall be known as "Associated and Catholic Colleges of Western Australia (Inc.)". "ACC" shall be the official acronym.

3.0 OBJECTS OR PURPOSE

The objects of the Association are:

- 3.1 To promote moral and ethical behaviour which is consistent with Christian ethos among the students attending member schools by encouraging mutual respect and acceptance in their sporting, social and recreational activities; and
- 3.2 To provide a range of high standard and inclusive sporting and recreational opportunities and activities to students attending the Association’s member schools.

PART 2 - MEMBERS

4.0 MEMBERSHIP

- 4.1 The criteria for membership are:
- (i) Independent or non-government secondary school status;
 - (ii) School registration with the Government of Western Australia; and
 - (iii) A commitment to support the aim, objects or purposes of the Association.
- 4.2 The members of the Association are **independent or non-government secondary** schools. Principals are the official representatives and spokespersons for member schools.
- 4.3 Member schools may be co-educational or single-sex schools.
- 4.4 Except by special invitation, only member schools may take part in activities organised by the Association.
- 4.5 Upon invitation and subsequent:
- (a) Written application to the Association; and
 - (b) Approval by Council,
- 4.5.1 An invited school may receive specific documentation relating to the activities of the Association upon payment of a levy to be determined by the Council on the recommendation of the Executive committee.
- 4.5.2 An invited school may participate in an activity of the Association upon payment of a levy to be determined by the Council on the recommendation of the Executive committee.

4.6 Applying for membership

- 4.6.1 A school who wants to become a member must apply in writing to the Association on the membership application form.
- 4.6.2 The application must include a current member schools nomination of the applicant school for membership.
- 4.6.3 The application must be signed by the applicant school's Principal and the member school's Principal nominating the applicant.

4.7 Dealing with membership applications

- 4.7.1 The Council must consider each application for membership of the Association and decide whether to accept or reject the application.
- 4.7.2 Admission to membership of the Association is by a two-thirds majority vote of schools present at any General Meeting of Council on recommendation of Executive.
- 4.7.3 Subject to sub rule (4.9.4), the Council must consider applications in the order in which they are received by the Association.
- 4.7.4 The Council may delay its consideration of an application if the Council 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 the application.
- 4.7.5 The Executive committee must not accept an application unless the applicant:
- (a) Is eligible under rule 4.1; and
 - (b) Has applied under rule 4.6.
- 4.7.6 The Council may reject an application even if the applicant:
- (a) Is eligible under rule 4.1; and
 - (b) Has applied under rule 4.6.
- 4.7.7 The Executive must notify the applicant of the Council's decision to accept or reject the application as soon as practicable after making the decision.
- 4.7.8 If the Council rejects the application, the Council is not required to give the applicant its reasons for doing so.

4.8 Becoming a member

An applicant for membership of the Association becomes a member school when:

- 4.8.1 The Council accepts the application;
- 4.8.2 The applicant pays any membership fees payable to the Association under rule 5.4; and
- 4.8.3 Upon accepting an application for membership, the Director will provide the new member with a copy of the members register or a web site link to view the members register and a copy of the rules or constitution of the Association.

4.9 Classes of membership

- 4.9.1 The Association consists of ordinary member schools only.
- 4.9.2 Ordinary members will be classified as “country or metropolitan” member schools.
- 4.9.3 Classification is determined by the Council at the time of membership application and new members will be advised of their classification in writing by the Executive committee.
- 4.9.4 An ordinary school member has full voting rights and any other rights conferred on members by these rules or approved by resolution at an annual or special general meeting as determined by the Council.
- 4.9.5 The Association may have any new class of membership approved by resolution at an annual or special general meeting.
- 4.9.6 A member can only be an ordinary member or belong to one class of membership.
- 4.9.7 The number of members of any class is not limited unless otherwise approved by resolution at a special or annual general meeting.

4.10 When membership ceases:

- 4.10.1 A school ceases to be a member when any of the following takes place:
 - (a) A member school closes;
 - (b) The member school ceases to be a member under rule 4.1(ii);
 - (c) The member school resigns from the Association under rule 4.13;
 - (d) The member school is expelled from the Association under rule 5; or
 - (e) The member school ceases to be a member under rule 4.15.
- 4.10.2 The Director must keep a record, for at least one year after a school ceases to be a member, of:
 - (a) The date on which the school ceased to be a member; and
 - (b) The reason why the school ceased to be a member.

4.11 Resignation:

- 4.11.1 Member schools are required to give twelve months' written notice of intention to resign from the Association or the Sub-Association.
- 4.11.2 Member school resignations can be considered at any meeting of the Association Council or of the Sub-Association Council.
- 4.11.3 The resignation takes effect:
 - (a) 12 months after the intention to resign has been received by the Director; or
 - (b) If a time earlier than 12 months is requested in the notice, the Council has the power to consider and grant this early release from membership duties.
- 4.11.4 A school that has resigned from membership of the Association remains liable for any fees that are owed to the Association (the *owed amount*) at the time of resignation.
- 4.11.5 The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

4.12 Rights not transferable:

The rights of a member are not transferable to another member and end when membership ceases.

4.13 Membership Duties

- 4.13.1 Member schools are required:
 - (i) to take all necessary measures to achieve the objects of the Association; and
 - (ii) to abide by the rules and provisions of the Constitution and the by-laws.

- 4.13.2 Member schools are required to give twelve months' written notice of intention to withdraw from any major activity organised by the Association or the Sub-Association.
- 4.13.3 Members failing to provide 12 months' notice to withdraw from any major activity will be liable for any fees or charges determined by Council for that activity.
- 4.13.4 Major activities covered under rule 4.13.2 refer to divisional carnivals in swimming and athletics, cross country carnivals and Sub-Association minimum team commitments, or other activities determined by Council as major.
- 4.13.5 All member schools classified as "metropolitan" are required to have representation at all formal meetings of Council and Committees of the Association and of the Sub-Association.

4.14 Membership fees:

- 4.14.1 Member schools are required to make such annual payments to the Association as are set by Council at any General Meeting.
- 4.14.2 The Council must determine sports levy fees and the membership affiliation fee to be paid for membership of the Association.
- 4.14.3 The fees determined under sub rule (4.14.2) may be different for different classes of membership.
- 4.14.4 A member school must pay the annual membership affiliation fee and sport levy fees to the Treasurer or Director, by the date (the *due date*) determined by the Treasurer or Director.
- 4.14.5 If a member school has not paid the annual membership affiliation fee within the period of six months after the due date, the member school ceases to be a member on the expiry of that period.
- 4.14.6 If a school who has ceased to be a member under sub rule (4.14.5) offers to pay the annual membership affiliation fee after the period referred to in that sub rule has expired:
 - (a) the Council may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the school's membership is reinstated from the date the payment is accepted.
- 4.14.7 Additional expenses incurred by a Sub-Association are met by members of the Sub-Association.

4.15 Regional Sub—Associations

- 4.15.1 To pursue more effectively the aim of the Association, member schools with a regional or other common interest may form a Sub-Association with the approval of Council.
- 4.15.2 Each Sub-Association is empowered to organise activities amongst Sub-Association members and to determine standards and procedures, provided such do not conflict with the aim, rules, standards and procedures of the Association.
- 4.15.3 Admission to membership of a Sub-Association is by majority agreement of Sub-Association members.
- 4.15.4 A Sub-Association is entitled "..... Associated Schools" where "....." denotes a geographical region, e.g. "Northern Associated Schools" "Southern Country Associated Schools".

4.16 Register of Members

- 4.16.1 The Director (secretary), or another person authorised by the Council, is responsible for the requirements imposed on the Association under the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 4.16.2 In addition to the matters referred to in 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.
- 4.16.3 The register of members will be kept on the Association web site, or at another place determined by the Council.
- 4.16.4 All member schools will have access to the register of members and may inspect, copy, or take an extract from the register at any time free of charge.
- 4.16.5 If a member requests the Association to provide them with a copy of the register, the Executive may:
 - 4.16.5.1 Determine a reasonable charge for providing a copy of the register; and
 - 4.16.5.2 Require the member to provide a statutory declaration setting out the purpose for which the copy is required and declaring that the purpose is connected with the affairs of the Association.

PART 3 — DISCIPLINARY ACTION

5.0 Suspension or expulsion

- 5.1 The Council may decide to suspend a member's membership or to expel a member from the Association if:
- (a) The member contravenes any of these rules; or
 - (b) The member acts detrimentally to the objects of the Association.
- 5.2 The Director must give the member written notice of the proposed suspension or expulsion at least 28 days before the Council meeting at which the proposal is to be considered by the Council.
- 5.3 The notice given to the member must state:
- 5.3.1 When and where the Council meeting is to be held;
 - 5.3.2 The grounds on which the proposed suspension or expulsion is based; and
 - 5.3.3 That the member, or the member's representative, may attend the Council meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Council about the proposed suspension or expulsion.
- 5.4 At the Council meeting, the Council must:
- 5.4.1 Give the member, or the member's representative, a reasonable opportunity to make written and/or oral submissions to the Council about the proposed suspension or expulsion;
 - 5.4.2 Give due consideration to any submissions so made; and
 - 5.4.3 Decide:
 - 5.4.3.1 Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - 5.4.3.2 Whether or not to expel the member from the Association.
- 5.5 A decision of the Council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 5.6 The Council must give the member written notice of the Council's decision, and the reasons for the decision, within 7 days after the Council meeting at which the decision is made.
- 5.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Council's decision under sub rule (5.6), give written notice to the Director requesting the appointment of a mediator under rule 10.
- 5.8 If notice is given under sub rule (5.7), the member who gives the notice and the Council are the parties to the mediation.

6.0 Consequences of suspension

- 6.1 During the period a member's membership is suspended, the member:
- 6.1.1 Loses any rights (including voting rights & activity participation rights) arising as a result of membership; and
 - 6.1.2 Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 6.2 When a member's membership is suspended, the Director must record in the register of members:
- 6.2.1 That the member's membership is suspended;
 - 6.2.2 The date on which the suspension takes effect; and
 - 6.2.3 The period of the suspension.
- 6.3 When the period of the suspension ends, the Director must record in the register of members that the member's membership is no longer suspended.

PART 4 — RESOLVING DISPUTES

7.0 Resolving Disputes

Terms used

7.1 *Grievance procedure* means the procedures set out in these rules;

Party to a dispute includes a member:

- (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.

7.2 The procedure set out in this dispute resolution (the grievance procedure) applies to disputes:

- (a) Between members; or
- (b) Between one or more members and the Association.

7.2 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.

8.0 How grievance procedure is started

8.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 7.3, any party to the dispute may start the grievance procedure by giving written notice to the Director of:

- (a) The parties to the dispute; and
- (b) The matters that are the subject of the dispute.

8.2 Within 28 days after the Director is given the notice, a committee meeting must be convened to consider and determine the dispute.

8.3 The Director must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

8.4 The notice given to each party to the dispute must state:

- (a) When and where the committee meeting is to be held; and
- (b) That the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the committee about the dispute.

8.5 If —

- (a) The dispute is between one or more members and the Association; and
- (b) Any party to the dispute gives written notice to the secretary stating that the party:
 - (i) Does not agree to the dispute being determined by the committee; and
 - (ii) Requests the appointment of a mediator under rule 10.

Then the committee must not determine the dispute, which must now go to a mediation process as per rule 10.0.

9.0 Determination of dispute by committee

9.1 At the committee meeting at which a dispute is to be considered and determined, the committee must:

- (a) Give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the committee about the dispute;
- (b) Give due consideration to any submissions so made; and
- (c) Determine the dispute.

9.2 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

9.3 A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (9.1c), give written notice to the secretary requesting the appointment of a mediator under rule 10.

9.4 If notice is given under sub rule (9.3), each party to the dispute is a party to the mediation.

10.0 Mediation

- 10.1 This process applies if written notice has been given to the Director requesting the appointment of a mediator:
- (a) By a member under rule 5.7; or
 - (b) By a party to a dispute under rule 8.5 (b)(ii) or 9.3.
- 10.2 If a mediator has been requested, then a mediator must be chosen or appointed under rule 10.3.
- 10.3 Appointment of mediator
- 10.3.1 The mediator must be a person chosen:
- (a) If the appointment of a mediator was requested by a member under rule 5.7, by agreement between the Member and the committee; or
 - (b) If the appointment of a mediator was requested by a party to a dispute under rule 8.5 (b)(ii) or 9.3, by agreement between the parties to the dispute.
- 10.3.2 If there is no agreement for the purposes of sub rule (10.3.1) (a) or (b), then, subject to sub rules (10.3.3) and (10.3.4), the committee must appoint the mediator.
- 10.3.3 The person appointed as mediator by the committee 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:
- (a) A member under rule 5.7;
 - (b) A party to a dispute under rule 8.5 (b)(ii); or
 - (c) A party to a dispute under rule 9.3 and the dispute is between one or more members and the Association.
- 10.3.4 The person appointed as mediator by the committee may be a member or former member of the Association but must not:
- (a) Have a personal interest in the matter that is the subject of the mediation; or
 - (b) Be biased in favour of or against any party to the mediation.
- 10.4 Mediation Process
- 10.4.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 10.4.2 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.
- 10.4.3 In conducting the mediation, the mediator must:
- (a) Give each party to the mediation every opportunity to be heard;
 - (b) Allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) Ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 10.4.4 The mediator cannot determine the matter that is the subject of the mediation.
- 10.4.5 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.
- 10.4.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 10.5 If mediation results in a decision to suspend or expel being revoked
- If —
- (a) Mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 5.7; and
 - (b) As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- That revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

PART 5 — POWERS OF COUNCIL COMMITTEE

11.0 Powers

- 11.1 The Council members are the persons who, as the governing body or committee of the Association, have the power to manage the affairs of the Association.
- 11.2 The Association Council shall have such powers as are necessary or conducive to the pursuit of the objects of the Association.
- 11.3 Subject to the Act, these rules, the by-laws and any resolution passed at a general or special meeting, the Council has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 11.4 Such powers include the power:
- (i) To admit or expel members;
 - (ii) To set procedures and standards;
 - (iii) To organise activities centrally for all member schools;
 - (iv) To authorise the formation of Sub-Associations of member schools within the Association;
 - (v) To close or wind up the Association;
 - (vi) To employ staff necessary to administer the Association; and
 - (vii) To levy member schools such fees as are required to meet administrative costs.
- 11.5 The Council must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.

PART 6 — COMPOSITION OF COUNCIL, COMMITTEES AND DUTIES OF MEMBERS

12.0 Committees

- 12.1 The affairs of the Association shall be conducted by the following committees:
- (a) The Council;
 - (b) The Executive Committee;
 - (c) The Sub-Association Council;
 - (d) The Sports Management Committee;
 - (e) The Inclusive Sports Management Committee; and
 - (f) The Sub-Association Sport Management Committees.
- 12.2 The Council must determine the maximum number of members who may be Executive committee members.
- 12.3 A person may be a committee member if the person:
- 12.3.1 Is a representative of a member school under the conditions stated in rule 13; and
 - 12.3.2 Is a person suitable to be a member of a committee according to the Act. *Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:*
 - A person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - A person who has been convicted, within or outside the State, of:
 - an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - an offence under Part 4 Division 3 or section 127 of the Act.
 - Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

12.4 Council and Committee Members

12.4.1 Council:

- 12.4.1.1 The Association Council comprises the Principals of member Schools of the Association.
- 12.4.1.2 Council determines policy and approves the Association Charter and By-laws on the basis of recommendations made by the Executive Committee.
- 12.4.1.3 The President is the chairperson of the Council meetings.
- 12.4.1.4 A Sub-Association Council comprises the Principals and Sports Coordinators of Sub-Association member schools. This Council is responsible for the application of Association policy to the Sub-Association.
- 12.4.1.5 The Chairperson of this Council is the rostered host school Principal for that year. The host school rotates annually between the member schools of the Sub-Association.

12.4.2 Executive:

- 12.4.2.1 The Executive Committee comprises members of Council elected by Council and the following representatives:
 - (a) A member of the Sports Management Committee elected by the Sports Management Committee; and
 - (b) A Secretary appointed by the Executive Committee.
- 12.4.2.2 Executive sees to the ongoing administration and the implementation of policy throughout the Association. Executive makes policy recommendations to Council.
- 12.4.2.3 Executive Committee membership comprises:
 - (a) The President;

- (b) The Vice-President;
 - (c) The Immediate Past President or Ordinary (Executive) member;
 - (d) The Treasurer;
 - (e) The Sports Management Committee Representative; and
 - (f) The Secretary (Director).
- 12.4.2.4 Appointments to the Executive Committee:
- (a) Where in 12.4.2.3 (a), (b) and (d) are elected at the Annual General Meeting of Council for a term of two years.
 - (b) Where in 12.4.2.3 (c) is an ex-officio position or is elected at the Annual General Meeting of Council for a term of two years;
 - (c) Where in 12.4.2.3 (e) is elected at the Term Two Sports Management Committee Meeting for a term of two years; and
 - (d) Where in 12.2.3 (f) is an ex-officio position, being either an employee or a co-opted ordinary member of the Association and has no voting rights on the Executive Committee.
- 12.4.2.5 Executive Office bearers and Ordinary Members:
- (a) The President, Vice President and Treasurer are the office bearers of the Association;
 - (b) The Immediate Past President is ex-officio and an ordinary member of the Executive committee;
 - (c) The Executive (ordinary) member is the ordinary Council member of the committee; and
 - (d) If the Immediate Past President is unavailable, another member of Council is elected. This position is then referred to as the Executive or Ordinary member of the committee.
- 12.4.2.6 A person may not hold 2 or more of the offices mentioned in sub rule 12.4.2.3 at the same time.
- 12.4.2.7 **Duties of the Executive Committee:**
- 12.4.2.7.1 The President (Chairperson):**
- (a) It is the duty of the President to consult with the Director regarding the business to be conducted at each Executive committee meeting and Council meetings; and
 - (b) The President has the powers and duties relating to convening and presiding at Executive committee meetings and presiding at Council meetings provided for in these rules.
- 12.4.2.7.2 The Director (Secretary):**
- The Director takes on the role of Secretary at Council, Executive and Sports Management Committee meetings and has the following duties:
- (a) Dealing with the Association's correspondence;
 - (b) Consulting with the President or chairperson regarding the business to be conducted at each Executive committee meeting and general Council meeting;
 - (c) Preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) Unless another member is authorised by the committee 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 the Act;
 - (e) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under the Act;
 - (f) Unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under the Act;
 - (g) 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;
 - (h) Maintaining full and accurate minutes of committee meetings and general Council meetings;
 - (i) Providing administration support to the Treasurer so as the financial operations of the Association are in accordance with the Act; and
 - (j) Carrying out any other duty given to the Director under these rules or by the committees or Council.
- 12.4.2.7.3 The Treasurer:**
- The Treasurer has the following duties:
- (a) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - (b) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
 - (c) Ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
 - (d) Ensuring that the Association complies with the relevant requirements of the Act;

- (e) Ensuring the safe custody of the Association’s financial records, financial statements and financial reports, as applicable to the Association;
- (f) 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;
- (g) 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;
- (h) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association’s financial statements or financial report as required by the Act; and
- (i) Carrying out any other duty given to the Treasurer under these rules or by the Executive committee or Council.

12.5 Sports Management Committees

12.5.1 Sports Management Committee: The Sports Management Committee comprises the Sports Coordinators of member schools and is responsible to the Council for the detailed organisation of activities.

12.5.1.1 The Chairperson is normally the Sport Management Committee Representative, but can be the Deputy Principal, or member of the senior management team of the school whose principal is Chairperson of the Council.

12.5.2 A Sub-Association Sports Management Committee comprises the Sports Coordinators of a Sub-Association of member schools. This Committee is responsible to the Sub-Association Council for the organisation of activities.

12.5.2.1 The Chairperson is the rostered host school Sports Coordinator for that year. The host school rotates annually between the member schools of the Sub-Association.

12.5.3 The Inclusive Sports Management Committee comprises the designated Inclusive Sports Coordinators of member schools. This Committee is responsible to the Council for the organisation of Inclusive sport activities for students with a disability.

12.5.3.1 The Chairperson is the rostered “Host” school Inclusive Sports Coordinator for that year. The host school rotates annually between the participating schools.

12.5.4 The functions of the Sports Management Committees are:

- (a) To make policy recommendations to the Council, Executive or Sub-Association Council;
- (b) To collaborate with the Director in developing and maintaining a Charter of policies and standard procedures;
- (c) To see to the implementation of all Charter requirements; and
- (d) To act as a tribunal for hearing protests by or disputes between member schools in regard to the Charter.

PART 7 — ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE

13.0 How members become Committee members

A representative of a member school becomes a committee member of -

- (a) The Executive committee - if elected to the Executive committee at an annual general meeting of the Council; or is co-opted to the Executive committee by the Council or Executive Committee to fill a casual vacancy under rule 19.0;
- (b) The Council – if they are a Principal of a member school;
- (c) The Sports Management Committee – if they are the designated Sports Coordinator at a member school;
- (d) The Inclusive Sports Committee – if they are the designated Inclusive Sport Coordinator at a member school; or
- (e) A Sub-Association Committee – if they are the Principal or Sports Coordinator of a Sub-Association member school.

14.0 Nomination of Executive committee members

- 14.1 At least 14 days before an annual general meeting of Council and the Term 2 Sports Management Committee meeting, the Director must send written notice to all the members:
 - (a) Calling for nominations for election to the position(s) on the Executive committee; and
 - (b) Stating the date by which nominations must be received by the Director to comply with sub rule 14.2.
- 14.2 A member who wishes to be considered for election to the Executive committee at the annual general meeting or the Term 2 Sports Management Committee meeting, must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting or the Term 2 Sports Management Committee meeting.
- 14.3 The written notice must include a signed nomination by another Council or Sports Management Committee member in support of the nomination.
- 14.4 A member may nominate for one specified position of office holder of the Association, or to be the ordinary (Executive) committee member, or to be the Sports Management Committee representative.
- 14.5 A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 15.2.

15.0 Election of Executive Committee members

- 15.1 Executive Committee office bearers:
 - 15.1.1 At the Council annual general meeting, the chairperson will declare which positions are vacant and a separate election must be held for each position of office holder of the Association that becomes vacant at the meeting.
 - 15.1.2 If there are no nominations for a position before the meeting, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
 - 15.1.3 If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
 - 15.1.4 If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Council to decide who is to be elected to the position.
 - 15.1.5 Each ordinary member present at the meeting may vote for one member who has nominated for the position.
 - 15.1.6 A member who has nominated for the position may vote for himself or herself.
 - 15.1.7 On the member's election, the new President (chairperson) of the Association may take over as the chairperson of the meeting.

- 15.2 Ordinary (Executive) member
 - 15.2.1 At the Council annual general meeting, if the Immediate Past President is not available to serve on the Executive committee for the next year, then the Association must elect an ordinary (Executive) committee member to hold office for the next period.
 - 15.2.2 If the Immediate Past President is available to serve for the next year, then they will serve for a term of one year and no ordinary (Executive) member is required for the Executive Committee.
 - 15.2.3 If an Ordinary (Executive) office position is required, then the nomination and voting by the ordinary members for the position must follow the same procedures that have been determined by the Council in rules 14.0 and 15.1.
 - 15.2.4 A member who has nominated for the position of ordinary (Executive) committee member may vote in accordance with that nomination as per rule 15.1.
- 15.3 Sports Management Committee Representative:
 - 15.3.1 At the Term 2 Sports Management Committee meeting, an election must be held for the position of Sports Management Committee Representative on Executive Committee.
 - 15.3.2 If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
 - 15.3.3 If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
 - 15.3.4 If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
 - 15.3.5 Each ordinary member present at the meeting may vote for one member who has nominated for the position.
 - 15.3.6 A member who has nominated for the position may vote for himself or herself.

16.0 Term of office on Executive Committee

- 16.1 The term of office of an Executive committee member begins when the member:
 - (a) Is elected at an annual general Council meeting or at the Term 2 Sports Management Committee meeting or under sub rule 17.3 (b); or
 - (b) Is appointed to fill a casual vacancy under rule 19.
- 16.2 Subject to rule 18, a committee member holds office until the position on the committee is declared vacant at the Annual General meeting and term 2 Sports Management meeting.
- 16.3 Members elected to serve on the Executive Committee will serve for a term of two years from the date they commenced their term in office:
 - (a) The position will become vacant at the annual general meeting of Council and Term 2 Sports Management Committee after two years;
 - (b) A committee member may be re-elected to the same position of office after completing their first term of two years; and
 - (c) No elected member may serve for more than two consecutive terms on the Executive Committee.

17.0 Resignation and removal from office on Executive Committee

- 17.1 A committee member may resign from the committee by written notice given to the Director (secretary) or President (chairperson).
- 17.2 The resignation takes effect:
 - (a) When the notice is received by the Director (secretary) or President (chairperson); or
 - (b) If a later time is stated in the notice, at the later time.
- 17.3 At an Annual General meeting of Council, the Association may by resolution:
 - (a) Remove a committee member from office; and
 - (b) Elect a member who is eligible under rule 12.3 to fill the vacant position.
- 17.4 A committee member who is the subject of a proposed resolution under sub rule 17.3 (a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.

- 17.5 The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

18.0 When membership of the Executive committee ceases

A person ceases to be an Executive committee member if the person:

- (a) Dies or otherwise ceases to be employed by a member school; or
- (b) Resigns from the committee or is removed from office under rule 17.0; or
- (c) Resigns from employment with the Association as the Director (secretary); or
- (d) Becomes ineligible to accept an appointment or act as a committee member under the requirements of the Act as per rule 12.3; or
- (e) Becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (f) Fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend; or
- (g) Has completed two consecutive terms on the Executive.

19.0 Filling casual vacancies on the Executive Committee

- 19.1 The Executive committee may appoint a member who is eligible under rule 12.3 to fill a position on the Executive committee that:
- (a) Has become vacant under rule 18; or
 - (b) Was not filled by election at the most recent annual general meeting of Council or under rule 17.3(b).
- 19.2 If the position of Director (secretary) becomes vacant, the Executive committee must appoint a suitable employee or co-opt an ordinary member to fill the position of Secretary within 28 days after the vacancy arises.
- 19.2.1 If an ordinary member is co-opted to the position of Secretary under rule 19.2, they must act “in attendance only but with speaking rights” and have no voting rights on the Executive committee.
- 19.2.2 Subject to the requirement for a quorum under rule 26 the Executive Committee may continue to act despite any vacancy in its membership.
- 19.2.3 If there are fewer Executive committee members than required for a quorum under rule 26, the Executive committee may act only for the purpose of:
- (a) Appointing Executive committee members under this rule; or
 - (b) Convening a special meeting of Council to appoint an Executive member or Secretary.

20.0 Validity of acts

The acts of a Council, committee or subcommittee, or of a Council member, committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Council, committee member or member of a subcommittee.

21.0 Payments to Executive committee members

- 21.1 In this rule:
- *Committee member* includes a member of a subcommittee; and
 - *Committee meeting* includes a meeting of a subcommittee.
- 21.2 An Executive committee member is not entitled to be paid out of the funds of the Association for any out-of-pocket expenses for reasonable travel and accommodation properly incurred:
- 21.2.1 In attending a committee meeting; or
- 21.2.2 In attending a sub-committee meeting.

PART 8 — COUNCIL and COMMITTEE MEETINGS

22.0 Council and Committee meetings

22.1 Council meetings

- (a) Council meetings shall be held at least once in each school term on the dates and at the times and places determined by the Council.
- (b) The Annual General Meeting of Council shall be held no later than the 30th April each year.
- (c) The Council may convene a special general meeting and these procedures are outlined in rule 32.0.

22.2 Executive Committee meetings

- (a) The date, time and place of the first Executive committee meeting must be determined by the Executive committee members as soon as practicable after the annual general meeting of Council at which the Executive committee members are elected.
- (a) Executive Committee meetings shall be held at least once in each school term on the dates and at the times and places determined by the Executive Committee.
- (b) Special committee meetings may be convened by the chairperson or any 2 committee members.
- (c) Special committee meetings of the Executive Committees may be held at such times as their members consider necessary for the proper functioning of the Association or Sub-Association activities.

22.3 Sports Management Committee meetings

- (a) The Sports Management Committee meetings shall be held at least once in each school term on the dates and at the times and places determined by the Sports Management Committee.
- (b) Special committee meetings may be convened by the chairperson, Director or any 2 committee members.
- (c) Special committee meetings of the Sports Management Committee may be held at such times as their members consider necessary for the proper functioning of the Association or Sub-Association activities.

22.4 Inclusive Sports Management Committee meetings

- (a) The Inclusive Sports Management Committee meetings shall be held at least once in each school term on the dates and at the times and places determined by the Inclusive Sports Management Committee.
- (b) Special committee meetings may be convened by the chairperson, Director or any 2 committee members.
- (c) Special committee meetings of the Inclusive Sports Management Committee may be held at such times as their members consider necessary for the proper functioning of the Association or Sub-Association activities.

22.4 Sub-Association Councils

Meeting of Sub-Association Councils' shall be held as often as members consider necessary for the proper functioning of the Sub-Association.

22.5 Notice of Council and Committee Meetings

- 22.5.1 Notice of each meeting should be given to each member seven days prior to the meeting, but must be no less than 48 hours before the time of the meeting.
- 22.5.2 The notice or agenda 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.
- 22.5.3 If a notice of motion is to be given, it shall accompany the notice of meeting.
- 22.5.4 Unless sub rule (22.5.5) applies, the only business that may be conducted at the meeting is the business described in the notice or agenda.
- 22.5.5 Urgent business that has not been described in the notice or agenda may be conducted at the meeting if the members at the meeting unanimously agree to treat that business as urgent.

23.0 Procedure and order of business – Council and Committee Meetings

- 23.1 The chairperson or, in the chairperson’s absence, the deputy (vice-chairperson) must preside as chairperson of each meeting.
- 23.2 If the chairperson and deputy chairperson are absent, or there is no designated deputy chair, or are unwilling to act as chairperson of a meeting, the members at the meeting must choose one of them to act as chairperson of the meeting.
- 23.3 The procedure to be followed at a meeting must be determined from time to time by the members.
- 23.4 The order of business at a meeting may be determined by the members at the meeting.
- 23.5 A member or other person who is not a member may attend a meeting if invited to do so by the members.
- 23.6 A person invited under sub rule (23.5) to attend a meeting:
- (a) Has no right to any agenda, minutes or other document circulated at the meeting;
 - (b) Must not comment about any matter discussed at the meeting unless invited by the members to do so; and
 - (c) Cannot vote on any matter that is to be decided at the meeting.
- 23.7 Association employees are ex-officio members of all Association meetings. They have no voting rights and only speaking rights in business matters being discussed at the meeting relating to their position.

23.8 Agenda of Meetings

The order of business shall be as follows, unless changed by the members under rule 23.3 and 23.4:

23.8.1 Council—Annual General Meeting

- Opening Prayer
- Apologies
- Minutes of the previous Annual General Meeting
- Correspondence
- President's Report
- Treasurer's Report
- Finance or Auditor’s Report (as required under the Act).
- Election of new office bearers
- Motions on notice
- Notices of Motions
- General Business
- Date of next Annual General Meeting

23.8.2 Council—General Meeting

- Opening Prayer
- Apologies Minutes of previous Council General Meeting
- Correspondence
- Treasurer's Report
- Motions on notice
- Notices of Motions
- President’s Report
- Director of Sport and other employee Reports
- General Business
- Date of next meeting

23.8.3 Sports Management Committee—General Meeting

- Opening Prayer
- Apologies & attendance
- Minutes of the previous meeting
- Matters arising from the Minutes
- Correspondence
- Matters arising from the correspondence
- Treasurer’s Report
- Motions on Notice
- Notices of Motion
- Director of Sport and other employee Reports

- General Business
 - Date of next meeting
- 23.8.4 The Executive Committee—General Meeting**

- Opening Prayer
- Apologies & attendance
- Minutes of the previous meeting
- Matters arising from the Minutes
- Correspondence
- Matters arising from the correspondence
- Treasurer’s Report
- President’s Report
- Motions on Notice
- Notices of Motion
- Director of Sport and other employee Reports
- General Business
- Date of next meeting

23.8.5 Inclusive Sports Management Committee— General Meeting

- Opening Prayer
- Apologies & attendance
- Minutes of the previous meeting
- Matters arising from the Minutes
- Correspondence
- Matters arising from the correspondence
- Treasurer’s Report
- Motions on Notice
- Notices of Motion
- Inclusive Sport Officer’s Report
- General Business
- Date of next meeting

24.0 Material (pecuniary) interests of committee members

- 24.1 Under the Act a member of the committee who has a material (pecuniary) personal interest in a matter being considered at a committee meeting must:
- (a) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) Disclose the nature and extent of the interest at the next general meeting of the Association.
- 24.2 Under the Act this rule does not apply in respect of a material (pecuniary) personal interest that exists only because the member:
- (a) Is an employee of the incorporated association; or
 - (b) Is a member of a class of persons for whose benefit the Association is established; or
 - (c) That the member has in common with all, or a substantial proportion of, the members of the Association.
- 24.3 Under the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.
- 24.4 Under the Act the Association must record every disclosure made by a committee member of a material (pecuniary) personal interest in the minutes of the committee meeting at which the disclosure is made.

25.0 Use of technology to be present at committee meetings

- 25.1 The presence of a committee member at a committee meeting need not be by attendance in person, but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 25.2 A member who participates in a committee meeting as allowed under sub rule (25.1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

26.0 Quorum for Council and Committee meetings

- 26.1 At all meetings of the Association, a quorum shall be 25% of the member schools.
- 26.2 At Council Meetings, the Principal normally attends. If prevented from attending, a Deputy Principal or member of the school senior management team represents the Principal.
- 26.3 Subject to rule 19.2.3, no formal business is to be conducted at a meeting unless a quorum is present.
- 26.4 If a quorum is not present within 15 minutes after the notified commencement time of a meeting:
- (a) In the case of a special meeting — the meeting lapses; or
 - (b) Otherwise, the meeting is adjourned to the next scheduled meeting or at a time, day and place agreed to by the members present.
- 26.5 If:
- (a) A quorum is not present within 15 minutes after the commencement time of a meeting held under sub rule (26.4)(b); and
 - (b) At least 10 members are present at the meeting,
- Those members present are taken to constitute a quorum.

27.0 Voting at Council and Committee meetings

- 27.1 Each member (or member school) present at a meeting has one vote on any matters arising at the meeting.
- 27.2 The Chairperson at a meeting has the right to vote, provided that, at all meetings, each member school has only one vote.
- 27.3 A motion is carried if a majority of the members present at a meeting of Executive, Sub-Association Council and Sports Management Committees vote in favour of the motion.
- (a) Except at Council meetings, where motions on notice shall be decided by a two thirds majority of members present.
 - (b) In the case of motions on notice, Principals and Sports Coordinators of non-metropolitan schools, unable to attend the meeting, may submit an absentee vote.
 - (c) Absentee votes may be lodged through a postal service or electronically via fax or email.
 - (d) For the purposes of absentee votes, absent members are counted as part of the members being present for that vote.
- 27.4 If the votes are divided equally on a question or motion, the chairperson of the meeting has a second or casting vote.
- 27.5 Employees of the Association, who are ex-officio committee members, or a member co-opted as the Association Secretary, shall not have the right to vote.
- 27.6 A vote may take place by the members present indicating their agreement or disagreement or by a show of hands, unless the members decide that a secret ballot is needed to determine a particular question.
- 27.7 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- 27.8 Council has the right to veto any resolution adopted at an Executive Meeting or at any Sports Management Committee Meetings.

28.0 Minutes of Council and Committee meetings

- 28.1 The members must ensure that minutes are taken and kept of each meeting.
- 28.2 The minutes must record the following:
- (a) The names of the members present at the meeting;
 - (b) The name of any person attending the meeting under rule 23.5;
 - (c) The business considered at the meeting;
 - (d) Any motion on which a vote is taken at the meeting and the result of the vote.

- 28.3 The minutes of a meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 28.4 The minutes of a meeting must be provided to all members of Council or committee within 14 days of the meeting.
- 28.5 The chairperson must ensure that the minutes of a meeting are reviewed and signed as correct by:
 - (a) The chairperson of the meeting; or
 - (b) The chairperson of the next meeting.
- 28.6 When the minutes of a meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (a) The meeting to which the minutes relate was duly convened and held;
 - (b) The matters recorded as having taken place at the meeting took place as recorded; and
 - (c) Any appointment purportedly made at the meeting was validly made.

Part 9 — Subcommittees and subsidiary offices

29.0 Subcommittees and subsidiary offices

- 29.1 To help the committee in the conduct of the Association’s business, the committee may, in writing, do either or both of the following:
- (a) Appoint one or more subcommittees;
 - (b) Create one or more subsidiary offices and appoint people to those offices.
- 29.2 A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- 29.3 A person may be appointed to a subsidiary office whether or not the person is a member.
- 29.4 Subject to any directions given by the committee:
- (a) A subcommittee may meet and conduct business as it considers appropriate; and
 - (b) The holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

30.0 Delegation to subcommittees and holders of subsidiary offices

- 30.1 In this rule *non-delegable duty* means a duty imposed on the committee by the Act or another written law.
- 30.2 The committee 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 committee other than:
- (a) The power to delegate; and
 - (b) A non-delegable duty.
- 30.3 A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- 30.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- 30.5 The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- 30.6 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 committee.
- 30.7 The committee may, in writing, amend or revoke the delegation.

PART 10 — ANNUAL GENERAL COUNCIL MEETING OF ASSOCIATION

31.0 Annual general meeting of Council

- 31.1 The annual general meeting of Council shall be held no later than the 30th April each year.
- 31.2 The quorum at the annual general meeting of Council shall be 25% of the member schools.
- 31.3 The Council members must determine the date, time and place of the annual general meeting.
- 31.4 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 within 4 months after the end of the financial year.
- 31.5 The ordinary business of the annual general meeting is as follows:
- (a) To confirm the minutes of the previous annual general meeting and of any special or extraordinary general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) To receive and consider:
 - (i) The President's annual report on the Association's activities during the preceding financial year;
 - (ii) The Treasurer's report;
 - (iii) 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;
 - (iv) 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;
 - (v) 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; and
 - (c) To elect the office holders of the Association and other Executive committee members;
 - (d) If applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
 - (e) To confirm or vary the membership fees, sport levies, entrance fees, subscriptions and other amounts to be paid by members.
- 31.6 Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting of Council.

32.0 Special general Council meetings

- 32.1 The Council may convene a special or extraordinary general meeting.
- 32.2 The Council must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- 32.3 The members requiring a special general meeting to be convened must:
- (a) Make the requirement by written notice given to the Director;
 - (b) State in the notice the business to be considered at the meeting; and
 - (c) Each sign the notice.
- 32.4 The special general meeting must be convened within 28 days after notice is given under sub rule 32.3 (a).
- 32.5 If the Council does not convene a special general meeting within that 28 day period, any or all of the members making the requirement may convene the special general meeting.
- 32.6 A special general meeting convened by members under sub rule 32.5:

- (a) Must be held within 3 months after the date the original requirement was made; and
- (b) May only consider the business stated in the notice by which the requirement was made.

33.0 Notice of Annual and Special Council general meetings

- 33.1 The Director or, in the case of a special general meeting convened under rule 32.5, the members convening the meeting, must give to each member:
- (a) At least 21 days' notice of an annual general meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 7 days' notice of an annual general meeting in any other case.
- 33.2 The notice must:
- (a) Specify the date, time and place of the meeting;
 - (b) Indicate the general nature of each item of business to be considered at the meeting;
 - (c) If the meeting is the annual general meeting, include the names of the members who have nominated for election to the Executive committee under rule 14.2;
 - (d) If a special resolution is proposed:
 - (i) Set out the wording of the proposed resolution as required by section 51(4) of the Act;
 - (ii) State that the resolution is intended to be proposed as a special resolution; and
 - (iii) Comply with rule 34.7.

34.0 Use of technology to be present at annual general meetings

- 34.1 The presence of a member at an annual general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 34.2 A member who participates in an annual general meeting as allowed under sub rule (34.1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

35.0 Presiding member and quorum for Council annual general meetings

- 35.1 The President or, in the President's absence, the Vice President must preside as chairperson of each annual general meeting.
- 35.2 If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of an annual general meeting, the members at the meeting must choose one of them to act as chairperson of the meeting.
- 35.3 No business is to be conducted at an annual general meeting unless a quorum is present.
- 35.4 If a quorum is not present within 15 minutes after the notified commencement time of an annual general meeting:
- (a) In the case of a special general meeting — the meeting lapses; or
 - (b) In the case of the annual general meeting — the meeting is adjourned to:
 - (i) The same time and day in the following week; and
 - (ii) 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.
- 35.5 If:
- (a) A quorum is not present within 15 minutes after the commencement time of an annual general meeting held under subrule (36.4)(b); and
 - (b) At least 10 ordinary members are present at the meeting,
- Those members present are taken to constitute a quorum.
- 35.6 At all annual and special general meetings of the Association, the number for a quorum shall be 25% of the member schools.

- 35.7 At the Council annual general meeting, the Principal of the member school, normally attends. If prevented from attending, a Deputy Principal or member of the member school senior management team may represent the Principal.

36.0 Adjournment of general Council meeting

- 36.1 The chairperson of an annual 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.
- 36.2 Without limiting sub rule (36.1), a meeting may be adjourned:
- (a) If there is insufficient time to deal with the business at hand; or
 - (b) To give the members more time to consider an item of business.
- 36.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 36.4 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 33.0.

37.0 Voting at Annual General Council meetings

- 37.1 On any motion or question arising at an annual general or special meeting, subject to sub rule (37.5), each ordinary member has one vote.
- 37.2 A procedural motion is carried if a majority of the members present at the annual general or special meeting vote in favour of the motion.
- 37.3 Special resolutions and motions on notice are carried if two thirds of the ordinary members present at an annual general or special meeting vote in favour of the motion.
- 37.4 In the case of motions on notice or special resolutions, Principals and Sports Coordinators of non-metropolitan schools, unable to attend the meeting, may submit an absentee vote:
- (a) Absentee votes may be lodged through a postal service or electronically via fax or email; and
 - (b) For the purposes of absentee votes, absent members are counted as part of the members being present for that vote.
- 37.5 If votes are divided equally on any question or procedural motion, the chairperson of the meeting has a second or casting vote.
- 37.6 If the question is whether or not to confirm the minutes of a previous annual general meeting, only members who were present at that meeting may vote.
- 37.7 For a person to be eligible to vote at an annual general meeting as an ordinary member, the ordinary member:
- (a) Must have been an ordinary member at the time notice of the meeting was given under rule 33.0; and
 - (b) Must have paid any fee or other money payable to the Association by the member.

38.0 When special resolutions are required

- 38.1 A special resolution is required if it is proposed at an Annual General or Special Council meeting:
- (a) To affiliate the Association with another body; or
 - (b) To request the Commissioner to apply to the State Administrative Tribunal under the Act for the appointment of a statutory manager; or
 - (c) To alter its rules, including changing the name of the Association, under the requirements of the act; or
 - (d) To approve the terms of an amalgamation with one or more other incorporated associations, under the requirements of the act; or
 - (e) To be wound up voluntarily or by the Supreme Court, under the requirements of the act; or
 - (f) To cancel its incorporation, under the requirements of the act.
- 38.2 Sub rule (38.1) does not limit the matters in relation to which a special resolution may be proposed.

39.0 Determining whether a resolution or motion is carried

- 39.1 In this rule a *secret ballot* means the process of voting in relation to a matter that is conducted in writing.
- 39.2 Subject to sub rule (39.4), the chairperson of an annual general Council meeting may, on the basis of general agreement or disagreement, or by a show of hands, or by secret ballot declare that a resolution or motion has been:
- (a) Carried; or
 - (b) Carried unanimously; or
 - (c) Carried by a particular majority; or
 - (d) Lost.
- 39.3 If the motion or resolution is a special resolution or motion on notice, the declaration under sub rule (39.2) must identify the resolution or motion as a special resolution or motion on notice.
- 39.4 If a secret ballot is demanded on any question, motion or resolution by the chairperson of the meeting or by at least 3 other ordinary members present in person:
- (a) The secret ballot must be taken at the meeting in the manner determined by the chairperson; and
 - (b) The chairperson must declare the determination of the resolution on the basis of the secret ballot.
- 39.5 If a secret ballot is demanded on the election of the Executive committee or on a question of an adjournment, the secret ballot must be taken immediately.
- 39.6 If a secret ballot is demanded on any other question or motion, the secret ballot must be taken before the close of the meeting at a time determined by the chairperson.
- 39.7 A declaration under sub rule (39.2) or (39.4) 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.

40.0 Minutes of annual general meeting

- 40.1 The Director, or a person authorised by the committee, must take and keep minutes of each annual general meeting.
- 40.2 The minutes must record the business considered at the meeting, any question, resolution or motion on which a vote is taken and the result of the vote.
- 40.3 In addition, the minutes of each annual general meeting must record:
- (a) The names of the ordinary members attending the meeting;
 - (b) The financial statements or financial report presented at the meeting, as referred to in rule 31.5 (b)(ii) or (iii); and
 - (c) 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 31.5 (b)(iv).
- 40.4 The minutes of an annual general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 40.5 The minutes of an annual general meeting must be provided to all members of Council within 14 days of the meeting.
- 40.6 The chairperson must ensure that the minutes of an annual general meeting are reviewed and signed as correct by:
- (a) The chairperson of the meeting; or
 - (b) The chairperson of the next annual general meeting.
- 40.7 When the minutes of an annual general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) The meeting to which the minutes relate was duly convened and held;
 - (b) The matters recorded as having taken place at the meeting took place as recorded; and
 - (c) Any election or appointment purportedly made at the meeting was validly made.

PART 11 — FINANCIAL MATTERS

41.0 Source of funds

The funds of the Association may be derived from entrance fees, annual affiliation fees, sports levies, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

42.0 Control of funds

42.1 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.

42.2 Subject to any restrictions imposed at a general Council meeting, the Executive Committee may approve expenditure on behalf of the Association.

42.3 The Executive committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.

42.4 All cheques, electronic payments, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two people, being either:

- (a) 2 Executive committee members; or
- (b) One Executive committee member and a person authorised by the Executive committee.
- (c) Authorised signatories of the bank account may be any member of the Executive Committee (usually the Treasurer), the Chairperson of the Sports Management Committee, the Director (secretary) and one other person authorised by the Executive Committee.
 - (i) A person authorised by the Executive as an account signatory must be either an ordinary member or an employee of the Association.
- (d) In the case of bank credit card facilities, the Executive Committee can authorize the Director and other employees with the authority to sign.
 - (i) The Director shall provide the Treasurer on a monthly basis with all expense receipts and a reconciled bank statement for the credit facility.

42.5 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

42.6 The finances of the Association shall be administered by the Executive Committee through the Treasurer and the Director of Sport.

42.7 An accurate record of the Association finances shall be kept at all times by the Treasurer through the Director. The financial records of the Association must:

- (a) Correctly record and explain the transactions and financial position and performance of the Association; and
- (b) Enable true and fair financial statements to be prepared in accordance with the Act.

43.0 Financial statements and financial reports

43.1 For each financial year, the Executive committee must ensure that the requirements imposed on the Association under the Act relating to the financial statements or financial report of the Association are met.

43.2 Without limiting sub rule (43.1), those requirements include:

- (a) If the Association is a tier 1 association, the preparation of the financial statements;
- (b) If the Association is a tier 2 association or tier 3 association, the preparation of the financial report;
- (c) If required, the review or auditing of the financial statements or financial report. As applicable;
- (d) The presentation to the annual general meeting of the financial statements or financial report, as applicable; and

- (e) 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.
- 43.3 The financial year of the Association shall operate from the 1st January to the 31st December.
- (a) The Treasurer shall submit an annual financial statement to the Annual General Meeting of Council that complies with the Australian Accounting Standards and tiered financial reporting requirements of the Act.
 - (b) The annual financial report will be reviewed by an auditor, audit firm or certified accountant appointed by the members at any Annual general meeting of Council or by the Executive committee.
- 43.4 The Association will retain its financial records for at least 7 years after the transactions covered by the records are completed, as per requirements of the Act).

44.0 Not-for-profit body

- 44.1 The Association is a not-for-profit body. 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.
- 44.2 A payment to a member school out of the funds of the Association is authorised if it is:
- (a) The payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) The payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (a) The payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (b) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 12 — GENERAL MATTERS

45.0 By-Laws

- 45.1 The Association may, by resolution or motion at a special, annual and or general meeting, make, amend or revoke its by-laws.
- 45.2 The by-laws may:
- (a) Impose restrictions on the committee's powers, including the power to dispose of the Association's assets;
 - (b) Impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (c) Provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- 45.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 45.4 Without limiting sub rule (45.3), a by-law made for the purposes of sub rule (45.2) (c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under the Act.
- 45.5 At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

46.0 Executing documents and common seal

- 46.1 The Association may execute a document without using a common seal if the document is signed by:
- (a) 2 Executive Committee members; or
 - (b) One Executive Committee member and a person authorised by the Executive Committee.
- 46.2 The Association shall have a common seal:
- (a) The name of the Association must appear in legible characters on the common seal; and
 - (b) A document may only be sealed with the common seal by the authority of the Executive Committee and in the presence of:
 - (i) The President and 2 Executive Committee members; or
 - (ii) The President and one Executive Committee member and another person authorised by the Executive committee.
- And each of them is to sign the document to attest that the document was sealed in their presence.
- 46.3 The Director (secretary) must make a written record of each use of the common seal.
- 46.4 The common seal must be kept in the office of the Association in the custody of the Director (secretary) or another Council member authorised by the Council.

47.0 Giving notices to members

- 47.1 In this rule *recorded* means recorded in the register of members.
- 47.2 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:
- a) Delivered by hand to the recorded address of the member; or
 - b) Sent by prepaid post to the recorded postal address of the member; or
 - c) Sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

48.0 Custody of books and securities

- 48.1 Subject to sub rule (48.2), the books and any securities of the Association must be kept in the Director's (secretary) custody or under the Director's control.
- 48.2 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 through the Director (secretary).
- 48.3 Sub rules (48.1) and (48.2) have effect except as otherwise decided by the Council.
- 48.4 The books or financial records of the Association must be retained for at least 7 years

49.0 Record of office holders

The record of Executive committee members and other persons authorised to act on behalf of the Association that is required to be maintained under the Act must be kept in the Director's (secretary) custody or under the Director's control.

50.0 Inspection of records and documents

- 50.1 Sub rule (50.2) applies to a member who wants to inspect:
- (a) The register of members under the Act; or
 - (b) The record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under the Act; or
 - (c) Any other record or document of the Association.
- 50.2 The member must contact the Director (secretary) to make the necessary arrangements for the inspection.
- 50.3 The inspection must be free of charge.
- 50.4 The member may make a copy of or take an extract from a record or document referred to in sub rule (50.1)(c) but does not have a right to remove the record or document for that purpose.
- 50.5 The member must not use or disclose information in a record or document referred to in sub rule (50.1)(c) except for a purpose:
- (a) That is directly connected with the affairs of the Association; or
 - (b) That is related to complying with a requirement of the Act.

51.0 Publication by committee members of statements about Association business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a special, annual and/or general meeting or committee meeting unless:

- (a) The committee member has been authorised to do so at a committee meeting; and
- (b) The authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

52.0 Distribution of surplus property on cancellation of incorporation or winding up

- 52.1 In this rule *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.
- 52.2 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution of the Council by reference to the persons mentioned in the Act.
- (a) If, upon the dissolution or winding up of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred to or distributed amongst the members of the Association.
 - (b) It shall be given to some other association, institution or body having an aim similar, wholly or in part, to the aim of the Association, provided that the association, institution or body shall prohibit the

distribution of its income and property among its members or it shall be paid to or transferred to some charitable object which association, institution, body or object shall be determined by the members of the Association at or before the time of dissolution or winding up.

- (c) The distribution of surplus property under rule 52.2 (b) can only be distributed to a body that complies with the requirements of section 24 (1) of the act:
- i. An incorporated association;
 - ii. A company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
 - iii. A company holding a licence that continues in force under the Corporations Act section 151;
 - iv. A body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
 - v. A body corporate that:
 - i. Is a member or former member of the incorporated association; and
 - ii. At the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
 - vi. A trustee for a body corporate referred to in paragraph (e); or
 - vii. A co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.
- (d) In default of any such resolution, such payment, transfer or distribution shall be determined by a Judge of the District Court.

53.0 Dissolution of the Association

- 53.1 The Association may be dissolved or wound up only by Special Resolution at an Annual or Special General Meeting of Council. The special resolution can only be passed with a two-thirds majority vote in favour at any Annual General Meeting of Council or a Special General Meeting of Council called for such purpose.
- 53.3 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by rule 52 and special resolution by reference to the persons mentioned in the Act.

54.0 Change of Constitution

- 54.1 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 the requirements of the Act.
- 54.2 The rules of the Constitution can only be deleted, amended, altered, or added to at an Annual General Meeting of Council or a Special General Meeting of Council if there is two weeks notification of the proposed change in writing and a two-thirds majority of the member schools present vote in favour.
- 54.3 Any change to the Associations rules or Constitution, even if the amendments do not require the approval of the Commissioner under the Act, must still be lodged with the relevant Government Authority within one month of the special resolution being passed.
- 54.4 The Association must obtain the approval of the Commissioner or relevant Government authority if the alteration of its rules has effect to:
- (a) Change the name of the Association under the Act, or;
 - (b) Alter the aims, objects or purposes of the Association under the Act), or;
 - (c) Alter the manner in which surplus property of the Association must be distributed or dealt with if the Association is wound up or its incorporation is cancelled under rule 53 and the requirements of the Act.

55.0 Employees of the Association

- 55.1 The Association shall employ a Director of Sport, who shall be the Association Secretary and accountable to the Association Council through the Executive.
- 55.2 The Association shall also employ such administrative/secretarial staff as are necessary to assist the Director.
- 55.3 The Director shall attend meetings of the Council, Executive, Sub-Association Council and Sports Management Committee, but shall not be a member.

- 55.4 The Director shall coordinate the duties of executive secretary at Council, Executive and Sports Management Committee meetings, but not at Inclusive or Sub-Association meetings.
- 55.5 The terms of employment of the Director are determined by Executive.

Refer: Appendix No. 1, "Archival Information". The Constitutional changes are to be forwarded to the relevant Government authority within one month of their acceptance by Council. Refer: Appendix No. 2, "Archival Information".

*Appendix 1
To 'The Constitution'
Archival Information*

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| Original Constitution: | Signed 17 February 1984. |
| Installed at AGM of: | February 1984. |
| Change of Constitution: | As of amendments AGM February 1990. |
| Change of Constitution: | As of amendments Extraordinary Meeting 4 November 1992 and adopted at AGM 25 February 1993. |
| Change of Name: | To Associated & Catholic Colleges 4 November 1992. |
| Change of Constitution: | As of amendments of AGM November 1994. |
| Change of Constitution: | As of amendments of AGM November 1998. |
| Change of Constitution: | As of amendments of AGM November 2001. |
| Change of Constitution: | As of amendments of AGM April 2009. |
| Change of Constitution: | As of amendments at Extraordinary General Council meeting November 2017. |