

ASSOCIATION OF INDEPENDENT SCHOOLS OF THE NORTHERN TERRITORY INCORPORATED

CONSTITUTION

PART 1 – PRELIMINARY

1. Name

The Name of the Association is “THE ASSOCIATION OF INDEPENDENT SCHOOLS OF THE NORTHERN TERRITORY INCORPORATED”.

2. Objects and purposes of the Association

The objects and purposes of the Association are as follows:

- (a) To assist, strengthen, represent and promote the interests of independent schools in the Northern Territory of Australia in any way whatsoever.
- (b) To take any action deemed expedient or necessary on matters affecting education in independent schools in the Northern Territory of Australia and the interests and welfare of independent schools in any field whatsoever.
- (c) To promote and work to protect the autonomy of member schools. This autonomy includes -
 - (i) the right of a school community to decide its constitution and form of Government.
 - (ii) the right of a school community through its governing body to determine school policy including school enrolments, staffing, curriculum, co-curricular programmes and discipline.
- (d) To maintain consultation and co-operation with the Independent Schools Council of Australia and other State and Territory Associations of Independent Schools and to establish and maintain harmonious relations with other independent schools organisations and appropriate bodies.
- (e) To liaise and consult with Government and other Authorities and Bodies and the public and to advise these Bodies of the views and policies of the Association.
- (f) To represent the views and interests of member schools on boards, committees and within other forums.
- (g) To collect, publish and disseminate information about independent schools and about matters affecting independent schools.
- (h) To conduct and/or participate in investigations and reviews relating to any of the foregoing matters and to disseminate the results of such investigations and reviews.

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- (i) To take any action as is deemed expedient on matters affecting the advancement of education in independent schools.
- (j) To enter into contracts and agreements and to manage projects, programs and funds on behalf of member schools.
- (k) To found and operate where appropriate co-operative or group schemes in the interests, economic or otherwise, of independent school communities.
- (l) To obtain, if deemed appropriate by the Association, appropriate recognition and provide representation of employers of staff in independent schools before the Australian Industrial Relations Commission and to appear before any other Tribunals or Hearings in connection with such Schools and to disseminate information on industrial matters to member schools.
- (m) To assist in establishing and maintaining appropriate salaries and conditions of employment in relation to staff in member schools in the Northern Territory.
- (n) To perform any act incidental to the furtherance of the above purposes.

3. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* and regulations made under that Act;

"Chair" means the Chair of the Association.

"committee" means the Management Committee of the Association.

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 49;

"governing body" means the governing body of an independent school and refers to council, corporate body, board of trustees, officer or member of religious order or other body or person in which or whom is vested the responsibility for the government of that school;

"head of school" means the person appointed by the independent school's governing body to control the day-to-day management and administration of the school and staff;

"honorary fellow" refers to a person on whom this status has been conferred in accordance with clause 63;

"independent school" means a non-government school being a school not administered by the Department of Education or other Government authority which has obtained registration under the Northern Territory *Education Act*

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"member" means either:

- (1) a member school of the Association; or
- (2) a person who is a member of the Association's Management Committee or any subcommittees established by the Management Committee;

"member school" means an independent school granted membership of the Association in accordance with Clause 9.

"non-voting representative" means a person representing the school but not entitled to cast a vote on behalf of the school.

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"representative" includes either a non-voting representative or a voting representative and can be either a Head of School or a representative nominated by the school's governing body;

"school census" refers to the census of enrolment and attendance of all Northern Territory schools undertaken by the Northern Territory Department of Employment, Education and Training in August of each year;

"special resolution" means a resolution, notice of which is given under clause 52 and passed in accordance with section 37 of the Act;

"voting representative" means the representative of a member school who is entitled to cast a vote on behalf of the school at any meeting.

A reference to notification by post or at an address or to shall include communication by facsimile or e-mail.

A reference to postal voting shall include voting by facsimile or electronic means.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

(1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;

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- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

(1) The Association may alter this Constitution by special resolution but not otherwise.

(2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

An independent school may be admitted as a member school if it applies to be so admitted in the manner from time to time prescribed by the Committee and pays any joining fee and the annual subscription as fixed at the time of application by the Committee.

10. Approval of Committee

The Committee must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.

(1) If an application is rejected, the applicant may appeal against the decision by giving notice to the Executive Director within 14 days after being advised of the rejection.

(2) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.

(3) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

11. Annual membership fees

(1) The annual membership fee is the amount determined from time to time by the Committee.

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(2) The Committee may fix different annual subscriptions or different classes of member schools.

(3) The Committee must give advance notification to member schools of membership fees for the following year by the 30th September.

(4) Each member must pay the annual membership fee to the Association within thirty days of receipt of the invoice from the Association, unless other arrangements are agreed by the Executive Director.

(5) If a membership fee is based on student enrolment, then that enrolment will be taken from the Northern Territory August school census of the previous year.

12. With the approval of the Association in general meeting the Committee may fix additional levies to be paid by member schools provided that such additional subscriptions shall not exceed in any one year more than half the then current annual subscription.

13. Notwithstanding anything hereinbefore contained the Committee may require a member school to pay any additional fee whether recurrent or otherwise as a condition of receiving any specified benefit of the Association or participating in any specified activity of the Association.

Division 2 – Rights of members

14. Registration of Member Schools

There shall be a register of member schools in which shall be entered the full name address and date of entry of each member school which shall be kept by the Executive Director or such other person as nominated by the Committee. The register shall be available for inspection by member schools.

15. (1) A member school may exercise the rights of membership when its name is entered in the register of members.

(2) A right of membership of the Association –

(a) is not capable of being transferred or transmitted to another school; and

(b) terminates on the cessation of membership.

16. Voting and Non-voting representatives

(1) Each member school shall be entitled to be represented at a General Meeting by one or more representatives, any two of whom will be entitled to speak.

(2) Subject to clause 20, each member school will be entitled to one deliberative vote at a general meeting of the Association.

17. Notice of meetings and special resolutions

The Executive Director must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

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18. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

19. Raising grievances and complaints

(1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

20. Associate members

A school admitted to the Association as an associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Division 3 – Termination, suspension and expulsion

21. Cessation of Membership

(1) A Member School shall cease to be a member school if:

- (i) any amount payable to the Association by the member school remains unpaid for more than three months after written notice of the amount payable has been given to the member school;
- (ii) it ceases to be registered under the Northern Territory *Education Act*;
- (iii) it is expelled from the Association pursuant to Clause 23.

(2) A member school the membership of which has ceased pursuant to this Clause shall not be readmitted to membership except on payment of all amounts owing to the Association at the date on which it ceased to be a member school and cessation of membership pursuant to this clause shall not be effective to relieve the member school from any liability or obligation to which it was subject at the date of such resignation.

22. Resignation of Membership

A member school may resign its membership by notice in writing delivered to the Chair. Resignation shall be effective upon receipt of the notice by the Chair provided that no such resignation shall be effective to relieve the member school from any liability or obligation to which it was subject at the date of such resignation.

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23. Expulsion or Suspension of a Member School

- (1) The Committee may by resolution
 - (i) expel a member school from the Association;
 - or
 - (ii) suspend a member school from membership of the Association for a specified period.

(2) Where the Committee passes a resolution under sub-Clause (1) the Chair shall, as soon as practicable, cause to be served on the member school a notice in writing advising of the expulsion or suspension of membership (as the case may be) and the reasons therefore, and, in the case of expulsion, advising if the school's right of appeal under this Clause.

(3) The expulsion of a member school pursuant to sub-Clause (1) of this Clause, does not take effect:

(i) until the expiration of fourteen days after the service on the member of a notice under sub-Clause (2) of this Clause; or

(ii) if the member school exercises its right of appeal under this Clause, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.

(4) A member school on which a notice under sub-Clause (b) of this Clause is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Public Officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purposes of hearing the appeal.

(5) Upon receipt of a requisition under sub-Clause (4) of this Clause, the Public Officer shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Public Officer.

(6) At the special general meeting convened for the purpose of this Clause -

(i) no business other than the question of the expulsion shall be transacted;

(ii) the Committee shall place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion;

(iii) the representative of expelled member school shall be given an opportunity to be heard; and

(iv) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(7) If at the special general meeting a majority of the members vote in favour of the lifting of the expulsion, the expulsions shall be deemed to have been lifted and the expelled member is entitled to continue its membership of the Association.

(8) If at the special general meeting a majority of the members present vote in favour of the confirmation of expulsion, the expulsion takes effect, and the expelled member school ceases to be a member of the Association.

PART 4 – MANAGEMENT OF INTERNAL AFFAIRS

Division 1 – General

24. Role and powers

(1) The business of the Association must be managed by or under the direction of a Management Committee.

(2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.

(3) The Committee may appoint and remove staff.

(4) The Committee may approve and vary:

(i) Regulations as to matters not provided for in this Constitution;

(ii) Procedures for the operation of the Association's business and the operations of the Association's Secretariat;

(5) The Committee shall be responsible for determining the Association's policies after consultation with Member Schools as the Committee deems appropriate.

(6) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

(7) Committee Members shall be indemnified to the full extent permitted by law out of the property of the Association against any liability incurred by any Committee member in his/her capacity as an officer or agent of the Association in defending any proceedings whether civil or criminal in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

25. Composition of Committee

(1) The Management Committee consists of –

(a) a Chair; and

(b) a minimum of five members elected by member schools;

(c) no more than five members co-opted by the Committee.

(2) Co-opted members of the Committee shall be selected for their expertise and interest in the Association and/or to ensure that a range of schools is represented. Co-opted members shall hold office until the Annual General Meeting following their co-option or until such earlier date as the Committee may determine.

(3) At the first committee meeting after the Annual General Meeting in every year the Committee shall appoint one of its members to be Deputy Chair of the Association who shall hold office until his/her successor is appointed or until he/she ceases to be a Committee member in which case the Committee shall appoint another of its members as Deputy Chair. The Deputy Chair shall be eligible for re-appointment.

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(4) At the first committee meeting after the Annual General Meeting in every year the Committee shall appoint one of its members to be Treasurer of the Association who shall hold office until his/her successor is appointed or until he/she ceases to be a Committee member in which case the Committee shall appoint another of its members as Treasurer. The Treasurer shall be eligible for re-appointment.

(5) At the first committee meeting after the Annual General Meeting in every year the Committee shall appoint one of its members to be Secretary of the Association who shall hold office until his/her successor is appointed or until he/she ceases to be a Committee member in which case the Committee shall appoint another of its members as Secretary. The Secretary shall be eligible for re-appointment.

(6) At any time when the Executive Director is not acting as public officer, the Committee must appoint one committee member to be the Association's public officer.

26. Executive Committee

(1) The Chair, the Deputy Chair, the Treasurer and the Secretary constitute an Executive Committee, which may issue instructions to the Public Officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Committee, and where any such instructions are issued shall report thereon to the next meeting of the Committee.

(2) The Executive Committee will deal with matters of a sensitive and confidential nature and thereafter report to the Committee or to a General Meeting as appropriate, in a manner consistent with maintaining appropriate privacy of individuals or schools.

27. Delegation

(1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –

- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

(1) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(2) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

28. Holding of Elections for Committee Members and Chair

The Elections for the Chair and Committee members to be elected by member schools shall be held not less than fourteen nor more than thirty-five days before the date appointed for the Annual General Meeting of the Association and for that purpose the Committee shall take a postal ballot of all member schools.

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29. Election of Chair

(1) In each consecutive year the member schools shall elect from amongst nominations of member schools a Chair of the Association. The Chair shall hold office until the close of the Annual General Meeting in the year following his/her election or until his/her successor is elected, whichever last occurs, and shall be eligible for re-election.

(2) If a serving Committee member is elected Chair his/her office as a Committee member shall become vacant shall be filled by the Committee as a casual vacancy, in accordance with Clause 36.

30. Election of Committee Members

In each consecutive year the member schools shall elect at least five committee members from nominations received. Committee members shall hold office until the close of the Annual General Meeting in the year following their election or until their successor is elected, whichever last occurs, and shall be eligible for re-election.

31. Nominations of Candidates for Election

(1) Nominations of candidates for election of Chair or Committee member shall be in writing signed by the candidate signifying his/her consent to such nomination and the Chair of the school's governing body.

(2) Nominations shall be delivered to the Executive Director or if not appointed to the appointed returning officer not less than thirty-five days before the date appointed for the Annual General Meeting of the Association.

(3) A person may be nominated as a candidate for election both as Chair and as a Committee member.

32. Method of Elections

Subject to these Clauses –

(1) The elections shall be conducted in accordance with procedures determined by the Committee which shall be notified to member schools.

(2) Member schools shall be entitled to vote once in the annual election of the Chair and once in the annual election of Committee Members.

(3) The Executive Director shall act as the Returning Officer for the elections and if not available a returning officer nominated by the Committee shall so act and his/her decisions on any questions arising from the conduct of the elections shall be final.

(4) The results of the election shall be announced by the Returning Officer at the Annual General Meeting.

(5) If the number of persons nominated for election to the Committee under clause 31 does not exceed the number of vacancies to be filled, the Returning Officer must declare the persons to be duly elected as members of the Committee at the annual general meeting.

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(6) If vacancies remain on the Committee after the declaration under subclause (5), additional nominations of committee members may be accepted from the floor of the annual general meeting.

(7) If the nominations from the floor do not exceed the number of remaining vacancies, the Chair must declare those persons to be duly elected as members of the Committee.

(8) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 36.

33. Retirement of committee members

(1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

(2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.

(3) The Chair of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chair.

(4) Members may serve consecutive terms on the Committee

34. Vacating office

The office of a committee member becomes vacant if –

(a) the member –

- (i) is disqualified from being a committee member under section 30 or 40 of the Act;
- (ii) resigns by giving written notice to the Executive Director or Chair;
- (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (iv) ceases to be a resident of the Territory; or
- (v) ceases to be the appointed representative of a member school governing body;

(b) the member is absent from more than –

- (i) 3 consecutive committee meetings; or
- (ii) 3 committee meetings in the same financial year without tendering an apology to the Chair;

of which meetings the member received notice, without leave of absence.

35. Removal of committee member

(1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.

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(2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

36. Filling casual vacancy on Committee

(1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any authorised representative of a member school of the Association to fill that vacancy.

(2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

37. Collective responsibility of Committee

(1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.

(2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

38. Chair and Deputy Chair

(1) Subject to subclauses (2) and (3), the Chair must preside at all general meetings and committee meetings.

(2) If the Chair is absent from a meeting, the Deputy Chair must preside at the meeting.

(3) If the Chair and the Deputy Chair are both absent, the presiding member for that meeting must be –

- (a) a member elected by the other members present if it is a general meeting; or
- (b) a committee member elected by the other committee members present if it is a committee meeting.

39. Representation to the National Council of Independent Schools Associations

The Chair of the Association shall represent the Association on the National Council of Independent Schools. If the chair is unable to attend any meeting then the Committee shall nominate an alternative representative.

40. Secretary

If an Executive Director is not appointed, the Secretary must: –

(1) ensure that the register of members in accordance with section 34 of the Act is maintained at the Association's office;

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(2) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;

41. Treasurer

(1) The Treasurer must ensure that financial operations within the Association's office accord with any Regulations or procedures approved by the Committee;

(2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

(3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

(4) If directed to do so by the Chair, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

42. Public Officer

(1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

(2) The public officer must keep a current copy of the Constitution of the Association.

43. Executive Director

(1) The Committee may appoint an Executive Director of the Association and determine the conditions of employment of the Executive Director.

(2) The Executive Director (if appointed) shall be the Public Officer of the Association.

(3) The Executive Director shall, if practicable, attend all Committee meetings and general meetings of the Association, but shall not vote thereat.

(4) The Executive Director shall be responsible (subject always to the control of the Committee) for the establishment, overall management and administration of the Secretariat of the Association activities as determined by the Committee.

(5) The Executive Director shall give notice of all meetings of the Association and of the Committee to the Members and Committee members entitled thereto, keep or cause to be kept the minutes and records of such meetings in a book or books to be kept for that purpose and keep or cause to be kept in safe custody the books, documents and securities of the Association.

PART 5 – MEETINGS OF MANAGEMENT COMMITTEE

44. Frequency and calling of meetings

(1) The Committee must meet together for the conduct of business not less than 4 times in each financial year.

(2) The Committee must hold its first meeting within 21 days of the Association's Annual General Meeting;

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(3) The Chair, or at least half the committee members, may at any time convene a special meeting of the Committee;

(4) Reasonable notice of all Committee meetings will be given to Committee members;

(5) A special meeting may be convened to deal with an appeal under clause 23.

45. Voting and decision making

(1) Each committee member present at the meeting has a deliberative vote.

(2) A question arising at a committee meeting must be decided by a majority of votes.

(3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

46. Quorum

For a committee meeting, three committee members constitutes a quorum .

47. Procedure and order of business

(1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.

(2) The order of business may be determined by the members present at the meeting.

(3) Only the business for which the meeting is convened may be considered at a special meeting.

48. Disclosure of interest

(1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.

(2) The Executive Director (or Secretary if no Executive Director has been appointed) must record the disclosure in the minutes of the meeting.

(3) The Chair must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

49. Convening general meetings

(1) The Association must hold its annual general meeting within 5 months after the end of the Association's financial year.

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- (2) The Committee –
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Public Officer receives a notice under clause 23(4), convene a special general meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under clause 50(1), convene a special general meeting for the purpose specified in that request.

50. Special general meetings

- (1) Three or more member schools may make a written request to the Committee for a special general meeting.
- (2) The request must –
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by representatives of the governing bodies of the schools making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed –
 - (a) for clause 49(2)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 49(2)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (2)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Executive Director (or Secretary if there is no Executive Director appointed) must give to all members not less than 21 days notice of a special general meeting.
- (6) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

51. Annual general meeting

- (1) The Executive Director (or Secretary if there is no Executive Director appointed) must give to all members not less than 30 days notice of an annual general.
- (2) The notice must specify –
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:

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- (a) first – the consideration of the reports on the operation and accounts of the Association over the previous financial year;
- (b) second – the election of new committee members;
- (c) third – any other business requiring consideration by the Association at the meeting.

52. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Executive Director (or Secretary if there is no Executive Director appointed) must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

53. Notice of meetings

- (1) The Executive Director (or Secretary if there is no Executive Director appointed) must give a notice under this Part by sending it by post to a member at the address of the member appearing in the register of members.

54. Voting and Non-Voting Representatives

In accordance with Clause 16, each school shall be entitled to be represented at a General Meeting by one or more representatives, any two of whom will be entitled to speak. Each school will be entitled to only one deliberative vote at a General Meeting.

55. Quorum at general meetings

At a general meeting, authorised representatives of at least three member schools constitute a quorum.

56. Lack of quorum

- (1) If a quorum is not present within one hour of the appointed time for the commencement of a General Meeting the meeting if convened upon the requisition of member schools shall be dissolved and in any other case shall stand adjourned to the same day two weeks hence. The place and mode to be determined by the Chair.
- (2) If at the adjourned meeting a quorum is not present within one hour of the time appointed for the commencement of the Meeting the representatives and proxies present shall constitute a quorum.

54. Voting

- (1) Questions arising at a general meeting shall be determined on a show of hands or if demanded by not less than four voting representatives of member schools by a poll taken in such manner as the person presiding at the meeting may determine.

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(2). Each member school is entitled to one deliberative vote at general meetings, which vote shall be cast by the member school's voting representative or his/her proxy appointed in accordance with Clause 28.

(3). In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(4) At a general meeting –

(a) an ordinary resolution put to the vote is decided by a majority of votes made by voting representatives (refer Clause 16 (1)) in person or by proxy; and

(b) a special resolution put to the vote is passed if three-quarters of the voting representatives (refer Clause 16 (1)) who are present in person or by proxy vote in favour of the resolution.

(5) A poll may be demanded by the Chair or by 3 representatives of member schools present in person or by proxy.

(6) If demanded, a poll must be taken immediately and in the manner the Chair directs.

57. Proxies

A member school may by notice in writing deliver to the Chair or Executive Director before a general meeting appoint a proxy for any of its representatives for that general meeting.

PART 7 – FINANCIAL MANAGEMENT

58. Financial year

The financial year of the Association is January 1st to December 31st.

59. Funds and accounts

(1) The funds of the Association may be derived from the annual subscriptions or other subscriptions or fees fixed by the Committee, endowments, government subsidies, grants and contributions, bequests, voluntary contributions and other means approved by the Committee.

(2) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(3) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.

(4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.

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60. Accounts and audits

The responsibility of the Committee under clause 37(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

PART 8 – GRIEVANCE AND DISPUTES

61. Grievance and disputes procedures

(1) This clause applies to disputes between –

- (a) a member school and another member school; or
- (b) a member school and the Committee.

(2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

(4) The mediator must be –

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member school and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must –

- (a) give the parties to the mediation process every opportunity to be heard;

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- (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 – MISCELLANEOUS

62. Common seal

(1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Executive Director (or Secretary if there is no Executive Director appointed).

(2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:

- (a) the Chair;
- (b) a member of the Management Committee
- (c) the Treasurer
- (d) the Executive Director.

(3) The common seal of the Association must be kept in the custody of the Executive Director or another person the Committee from time to time decides.

63. Honorary Fellows

(1) A person may be admitted as an Honorary Fellow of the Association if such status is conferred on them by the Association in general meeting upon the recommendation of the Committee and he/she accepts the honorary fellowship in the manner prescribed by the Committee. The Association may confer honorary fellowship upon any person representing or who has represented a member school or the Association as a mark or signal honour of exceptional service to the Association.

(2). An Honorary Fellow may attend and speak at a general meeting but shall not have the right to vote thereat.

64. Distribution of surplus assets on winding up

(1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the member schools or former member schools.

(2) The surplus assets must be given or transferred to another association incorporated under the Act that –

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- (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the member schools.
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