

**ASSOCIATION OF INDEPENDENT
CO-EDUCATIONAL SCHOOLS**

CONSTITUTION

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Objects

- (a) The name of the association shall be The Association of Independent Co-Educational Schools (Incorporated) **(AICES)**.

- (b) The Objective of AICES is:
 - i) to provide a equitable and structured pathway for students or schools within it's member sub associations to further representation in sports offered by NSW CIS and other NSW Schools bodies

 - ii) to facilitate where required inter school sporting competition between AICES member schools.

Rules

Part 1 - Preliminary

1. Definitions

1.1 In these rules:

Chair means the chairperson of AICES.

Director General means the Director-General of the Department of Fair Trading.

AICES means The Association of Independent Co-Educational Schools, (Incorporated)

Ordinary Member means a member of the committee who is not an office-bearer of AICES, as referred to in rule 14.2.

Public Officer means the public officer of AICES for the purposes of the Act. This position shall be filled by the Executive Officer

Secretary means:

- (a) the person holding office under these rules as secretary of AICES. This position shall be filled by the Executive Officer

Special General Meeting means a general meeting of AICES other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the Regulation means the *Associations Incorporation Regulation 1999*.

the committee means the governing body of AICES, being the body which has the management of AICES.

1.2 In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

1.4 Sub associations are the members of AICES, each having one vote at a meeting.

1.5 The sub associations of AICES are NASSA, WAS, CDSSA, HRIS, HZSA, ISD, SASSA and SWISSA and any other new association duly accepted by the Governing Body.

Part 2 - Membership

2. Membership qualifications

- 2.1 Membership of AICES is by Association.
- 2.2 The sub associations of AICES are as those listed in 1.6.
- 2.3 Each sub-association is made up of schools who must be accepted for membership of the association according to the rules and requirements of that sub association.
- 2.4 Each sub association is represented at AICES by one or more elected members from a School in that association.
- 2.5 While schools gain access to AICES activities through representation in the sub-association, schools can be refused access to AICES activities should any fees of levy not be paid by the designated time.

3. Nomination for membership

- 3.1 Sub-associations need to apply to AICES for membership stating the number and make up of schools of that sub-association.
- 3.2 The schools within the Sub-associations must be recognised and accepted by the Combined Independent Schools (CIS).
- 3.3 A nomination of a sub-association for membership of AICES
 - (a) must be made by a member of the sub-association in writing in the form set out in Appendix 1 to these rules; and
 - (b) must be lodged with the Executive Officer who will pass it onto the Chair of AICES.
- 3.4 A nomination received by the Chair must be included as an item of business at the next AGM of AICES which will determine by resolution whether to approve or to reject the nomination for the next calendar year.
- 3.5 As soon as practicable after AICES makes that determination, the Chair must direct the Executive Officer to:
 - (a) notify the nominee, in writing, that AICES approved or rejected the nomination (whichever is applicable). AICES is not required to supply reasons for accepting or rejecting a nomination for membership.
 - (b) if AICES approved the nomination, request the member schools of that sub-association to pay the sum payable under these rules by a member as annual subscription and any entrance fee payable under these rules.

- 3.6 If AICES approves the nomination, the Executive Officer must, on payment by the nominee of the amounts referred to in rule 3.5(b) within the period referred to in that rule, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of AICES.

4. Cessation of membership

A sub-association ceases to be a member of AICES if the sub-association:

- (a) has a membership of less than 2 schools; or
- (b) resigns membership; or
- (c) is expelled from AICES; or
- (d) representative is absent from three successive general meetings of AICES without approval from the Chair; or
- (e) agrees to merge with another sub-association which is currently a member; or
- (f) notifies AICES by September of the current year.

5. Membership entitlements not transferable

A right, privilege or obligation which a sub-association has by reason of being a member of AICES:

- (a) is not capable of being transferred or transmitted to another sub-association; and
- (b) terminates on cessation of the sub-association's membership.

6. Resignation of membership

- 6.1 A member of AICES is not entitled to resign that membership except in accordance with this rule.
- 6.2 A member of AICES who has paid all amounts payable by the member to AICES in respect of the member's membership may resign from membership of AICES by first giving to the Chair written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 6.3 If a member of AICES ceases to be a member under rule 6.2, and in every other case where a member ceases to hold membership, the Executive Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- 7.1 The Executive Officer of AICES must establish and maintain a register of members of AICES specifying the sub-association, school and school address of each school together with the date on which the sub-association and school became a member and the date of cessation of former members.

- 7.2 The register of members must be kept at the principal place of administration of AICES and must be open for inspection, free of charge, by any member of AICES at any reasonable hour.
- 7.3 A member of AICES may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

8. Fees and subscriptions

- 8.1 The Schools who are members of the sub-association will pay fees directly to AICES
- 8.2 In respect of each financial year AICES schools must pay to AICES an annual fee of the amount determined by AICES in the Annual General Meeting:
- (a) except as provided by paragraph (b), before 30th March in each calendar year; or
 - (b) if the member becomes a member on or after 1 January in any calendar year – on becoming a member and before 1 March in each succeeding calendar year.
 - (c) Schools will be invoiced based on the number of enrolled students in years 7 to 12 inclusively.
 - (d) Enrolment numbers will be based on the NSW AIS Schools Census for the preceding year.
- 8.3 Schools which have not paid the necessary fees and become un-financial cannot have students from that school competing in AICES events nor can students from that school receive any AICES award.
- 8.4 A sub-association that has all of its member schools un-financial cannot compete in AICES events nor vote at any AICES meeting.
- 8.5 The Executive Officer is to inform the governing body of AICES of any school that is un-financial.

9. Members' liabilities

The liability of a member of AICES to contribute towards the payment of the debts and liabilities of AICES or the costs, charges and expenses of the winding up of AICES is limited to the amount, if any, unpaid by the sub-association through their schools in respect of membership of AICES as required by rule 8.

10. Resolution of internal disputes

- 10.1 Disputes between members (in their capacity as members) of AICES, and disputes between members and AICES, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 10.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of members

- 11.1 A complaint against a school or a sub association may be made to the committee by any Head of School that is a member of a sub-association of AICES if that school or association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules;

- (b) has persistently and wilfully acted in a manner prejudicial to the interests of AICES;
 - (c) has failed to adequately participate in AICES or the member's school has failed to adequately participate in AICES events; or
- 11.2 On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 11.3 The committee may, by resolution, expel the member from AICES or suspend the member from membership of AICES if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proven.
- 11.4 If the committee expels or suspends a member, the Executive Officer must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- 11.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until AICES confirms the resolution under rule 12(5);
- whichever is the later.

12. Right of appeal of disciplined member

- 12.1 A member may appeal to AICES in a general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 12.3 On receipt of a notice from a member under rule 12.1, the Executive Officer must notify the committee which is to convene a general meeting of AICES to be held within 28 days after the date on which the Executive Officer received the notice.
- 12.4 At a general meeting of AICES convened under rule 12.3:
- (a) no business other than the question of the appeal is to be transacted; and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.5 If at the general meeting AICES passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 - The Executive Committee

13. Powers of the committee

The committee is to be called the Governing Body of AICES and, subject to the Act, the Regulation and these rules and to any resolution passed by AICES in general meeting:

- (a) is to control and manage the affairs of AICES; and
- (b) may exercise all such functions as may be exercised by AICES, other than those functions that are required by these rules to be exercised by a general meeting of members of AICES; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of AICES.

14. Constitution and membership

14.1 Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- (a) the office-bearers of AICES who each represent a sub-association and who are a Head of School; and
- (b) the Executive Officer who is appointed by AICES.

14.2 The office-bearers of AICES are to be:

- (a) the Chair;
- (b) the immediate past chair (or Head of the Association the immediate past chair represented)
- (c) the Executive Officer

14.3 Each member of the governing body, except the Executive Officer is, subject to these rules, to hold office until two years after the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election. The immediate past chair is automatically an office bearer after they cease to be Chair of AICES.

14.4 In the event of a casual vacancy occurring in the membership of the committee, the sub-association may appoint a member of AICES to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

14.5 The Public Officer, who is also the Executive Officer, shall keep a register of governing body members in accordance with the Act and which must contain:

- (a) the name and school address of each person who is a member of the committee;
- (b) the date on which the person became a committee member and the date on which they ceased to be a committee member; and
- (c) the names of any committee members who hold the positions of Chair, [vice-chair], secretary and treasurer and:
 - (i) the date on which any such member was elected to such a position; and
 - (ii) the date on which any such member cease to hold such a position.

15. Election of members

- 15.1 Nominations of candidates for election as office-bearers of AICES or as ordinary members of the committee:
- (a) must be made in writing, signed by 2 members of AICES and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the chair of AICES at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 15.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.6 The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16. Executive Officer

- 16.1 The Executive Officer of AICES must, as soon as practicable after being appointed, lodge notice with the chair of AICES of his or her address.
- 16.2 It is the duty of the Executive Officer to keep minutes of:
- (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- 16.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

- (a) The Executive Officer shall fill the position of Treasurer
- (b) The treasurer of AICES shall ensure that:
 - (i) all money due to AICES is collected and received and that all payments authorised by AICES are made; and
 - (ii) all money received by AICES is paid without deduction to the credit of a bank account of AICES
- (c) The treasurer shall ensure that correct books and accounts are kept showing the financial affairs of AICES, including full details of all receipts and expenditure connected with the activities of AICES. These records shall be available for inspection by any member and

shall be kept in the custody of the treasurer. The Treasurer shall ensure that the books are audited by an independent accountant and present such audit at the AGM each year.

18. Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the governing body occurs if the member:

- (a) dies; or
- (b) ceases to be a member of a sub-association of AICES; or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 19; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without consent of the committee from all meetings of the committee held during a period of 6 months.

19. Removal of a member

- 19.1 AICES in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 19.2 If a member of the committee to whom a proposed resolution referred to in rule 19.1 relates makes representations in writing to the Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of AICES, the Chair may send a copy of the representations to each member of AICES or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and quorum

- 20.1 The committee must meet at least once in each period of 12 months. The Executive Officer will present a written report in lieu of a half year meeting.
- 20.2 Additional meetings of the committee may be convened by the Chair or by any member of the committee in consultation with the Chair.
- 20.3 Oral or written notice of a meeting of the committee must be given, by the coordinator to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under rule 20.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 20.5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- 20.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.8 At a meeting of the committee:
- (a) the Chair or, in the Chair's absence, the immediate past chair is to preside; or
 - (b) if the Chair and the immediate past chair are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- 20.9 The Chair has the discretion to invite other members of sub-associations of AICES or non-AICES members to a committee meeting as non-voting observers.

21. Delegation by committee to sub-committee

- 21.1 The committee, [with the prior approval of AICES in general meeting by resolution], may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of AICES as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 21.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 21.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 21.4 Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 21.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 21.7 A sub-committee may meet and adjourn as it thinks proper.
- 21.8 The committee shall appoint a co-ordinator of each sub-committee who shall act as chairperson at each meeting of the sub-committee.
- 21.9 If the co-ordinator of a sub-committee is absent from a meeting of the sub-committee the members present at the meeting shall elect one of their number to be chairperson of the meeting.
- 21.10 The co-ordinator of a sub-committee must keep and maintain custody of records of the business of the sub-committee, including a list of the members of the sub-committee, minutes of all appointments of members of the sub-committee, minutes of the names of members of the sub-committee present at a sub-committee meeting, minutes of all proceedings at each sub-committee meeting and a file of correspondence,. The co-ordinator must forward copies of the minutes of

each sub-committee meeting to the secretary of AICES as soon as practicable after the meeting. Minutes of proceedings at a sub-committee meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting

- 21.11 A sub-committee must seek approval from AICES in general meeting for any fees or charges it wishes to levy.
- 21.12 The co-ordinator of a sub-committee shall ensure that all money received by the sub-committee is paid to the Treasurer.
- 21.13 Any major or unusual expenditure proposed by a sub-committee must be referred to and approved by AICES in general meeting before being made.
- 21.14 At the end of each financial year, the sub-committee must provide the AICES treasurer with all its financial statements and if necessary the budget proposed for the following year.
- 21.15 The budget of a sub-committee for a financial year shall be approved, and may be amended, by resolution of a general meeting of AICES.
- 21.16 A sub-committee may recommend to the committee amendments to any protocols applying to the sub-committee under the terms of the committee's delegation or the adoption of new protocols appropriate to the sub-committee's area of responsibility. Such proposed amendments or new protocols will not be effective unless approved by AICES at a general meeting by resolution and must be included as an item of business in the next general meeting after being recommended to the committee.
- 21.17 AICES may at a general meeting rescind or amend any resolution of a sub-committee or resolve to disband the sub-committee.

22. Voting and decisions

- 22.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 22.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 22.3 Subject to rule 20.5, the committee may act despite any vacancy on the committee.
- 22.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

23. Number of meetings

With the exception of the calendar year of its incorporation, AICES must hold at least 1 general meeting of members (including an annual general meeting) in each calendar year.

24. Annual general meetings - holding of

- 24.1 With the exception of the first annual general meeting of AICES, AICES must, at least once in each calendar year and within the period of 12 months after the expiration of each financial year of AICES, convene an annual general meeting of its members.
- 24.2 AICES must hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 12 months after the expiration of the first financial year of AICES.
- 24.3 Rules 24.1 and 24.2 have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

25. Annual general meetings - calling of and business at

- 25.1 The annual general meeting of AICES is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the committee thinks fit.
- 25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports on the activities of AICES during the last preceding financial year;
 - (c) to elect office-bearers of AICES and ordinary members of the committee;
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act; and
 - (e) to consider and approve or amend of proposed budgets for AICES and if necessary its sub-committees for the following year.
- 25.3 An annual general meeting must be specified as such in the notice convening it.

26. Special general meetings - calling of

- 26.1 The committee may, whenever it thinks fit, convene a special general meeting of AICES.
- 26.2 The committee must, on the requisition in writing of at least 50 per cent plus one member of the total number of members, convene a special general meeting of AICES.
- 26.3 A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or

more of the members who made the requisition may convene a special general meeting to be held no later than 3 months after that date.

- 26.5 A special general meeting convened by a member or members as referred to in rule 26.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by AICES for any expense so incurred.

27. Notice

- 27.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of AICES, the secretary must, at least 7 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of AICES, the secretary must, at least 7 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matters required under rule 27.1, the intention to propose the resolution as a special resolution.
- 27.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25.2.
- 27.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Procedure

- 28.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 28.2 Three members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

29. Presiding member

- 29.1 The Chair or, in the Chair's absence, the immediate past chair, is to preside as chairperson at each general meeting of AICES.
- 29.2 If the Chair and the immediate past chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. Adjournment

- 30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 30.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of AICES stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in rules 30.1 and 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

- 31.1 A question arising at a general meeting of AICES is to be determined on a declaration of intent and, unless before or on the declaration of intent a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of AICES, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.2 At a general meeting of AICES, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 31.3 If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

32. Special resolution

A resolution of AICES is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of AICES as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

33. Voting

- 33.1 On any question arising at a general meeting of AICES a sub-association has one vote only.
- 33.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 33.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- 33.4 A member or proxy is not entitled to vote at any general meeting of AICES unless all money due and payable by the member or proxy to AICES has been paid, other than the amount of the annual subscription payable in respect of the then current year.

34. Appointment of proxies

- 34.1 Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 34.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 - Miscellaneous

35. Insurance

AICES must effect and maintain Public Liability insurance.

36. Funds - source

- 36.1 The funds of AICES are to be derived from annual subscriptions of schools, donations and, such other sources as AICES in general meeting determines by resolution.
- 36.2 All money received by AICES must be deposited as soon as practicable and without deduction to the credit of AICES bank account.

37. Funds management

- 37.1 Subject to any resolution passed by AICES in general meeting, the funds of AICES are to be used in pursuance of the objects of AICES in such manner as the committee determines.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or delegates of AICES, being members or delegates authorised to do so by the committee.
- 37.3 Major or unusual expenditures must be authorised in advance by the AICES Chair.

38. Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of AICES.

39. Common seal

- 39.1 The common seal of AICES must be kept in the custody of the public officer who is also the secretary.
- 39.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

40. Custody of books

Except as otherwise provided by these rules, the Executive Officer must keep in his or her custody or under his or her control all records, books and other documents relating to AICES.

41. Inspection of books

The records, books and other documents of AICES must be open to inspection, free of charge, by a member of AICES at any reasonable hour.

42. Service of notices

42.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally; or
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

42.2 Service of documents on AICES may be effected by serving them on the Executive Officer or by serving them personally on two Heads of AICES schools.

42.3 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43. Public Officer

The committee shall ensure that AICES complies with the requirements of the Act relating to the Public Officer.

- a) The Public Officer may be an office bearer, AICES member, or any other person regarded as suitable for the position by AICES.
- b) The Executive officer will be the Public Officer, Treasurer and the Secretary.

44. No Trading or Pecuniary Gain

AICES shall not trade or secure pecuniary gain for members within the meaning of the Act.

45. Non Distribution of Profits

45.1 The income and property of AICES, however derived, shall, subject to any applicable obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of AICES' objects as set out in this Constitution and in the exercise of the powers conferred upon AICES by these rules.

45.2 No portion of income and property of AICES shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members other than as payment in good faith of:

- (a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any member in respect of moneys advanced by that member to AICES, or otherwise owing by AICES to the member;
- (b) any remuneration to any officers or servants of AICES or other person in return for any services genuinely rendered to AICES; or
- (c) compensation for expenses incurred on behalf of AICES.

46. Surplus Property

46.1 In the event of a winding up or the cancellation of the incorporation of AICES, the surplus property of AICES (as defined in the Act) shall be distributed in accordance with a special resolution of AICES to some other organisation or organisations:

- (a) having objects similar to the objects of AICES;
- (b) which are exempt from income tax; and
- (c) whose rules prohibit the distribution of income and property among members to an extent at least as great as Rule 45.2,

provided that the surplus property shall, subject to rule 46.2, be distributed evenly between the schools, if any, that at the time of the special resolution have as their head a person who is a current member of AICES and that are organisations which satisfy the preceding requirements of this paragraph (if there are not any such schools, the surplus property shall otherwise be distributed pursuant to this rule 46.1).

46.2 In making a distribution of surplus property pursuant to rule 46.1, AICES must:

- (a) comply with the provisions of the Act that apply to distributions of surplus property; and
- (b) satisfy all legal obligations applying to any property over which a charitable trust exists.

47. Financial Year

Unless otherwise determined by AICES in accordance with the Act, the financial year of AICES (other than the first financial year after incorporation) shall be the period beginning on the 1 January in each year and ending on 31 December next following.

48. Audit

- 48.1 The auditor or auditors shall be elected at the annual general meeting.
- 48.2 The auditor shall examine all accounts, vouchers, receipts, books, and other relevant documents of AICES and furnish a report thereon to the members at each annual general meeting.
- 48.3 Audits shall be conducted at regular intervals of not more than twelve months.
- 48.4 An auditor shall not be a member of the committee or closely related to a member of the committee.
- 48.5 Subject to Rule 48.6, notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least 21 days before the annual general meeting. The secretary shall send a copy of the nominations to the current auditor at least 7 days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting.

48.6 Where the current auditor submits his or her resignation, or notifies the secretary of his or her intention not to seek re-election as auditor, Rule 48.5 shall not apply.

48.7 The auditor:

- (a) has a right of access to the accounts, books, records, vouchers, and documents of AICES;
- (b) may require from the servants and committee members of AICES such information and explanations as may be necessary for the performance of his duties as auditor.
- (c) may employ persons to assist him in investigating the accounts of AICES; and
- (d) may, in relation to the accounts of AICES, examine any member of the committee or any servants of AICES.

49. Indemnity

49.1 To the extent permitted by law, AICES indemnifies every person who is an officer of AICES against any liability or loss incurred by that person as such an officer of AICES.

49.2 The amount of any indemnity payable under Rule 49.1 will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing AICES with a GST tax invoice for the GST Amount.

49.3 For the purposes of this Rule 49, officer means:

- (a) a member of the committee; or
- (b) a Public Officer.

50. Conflicts of Interest

50.1 A committee member must give the committee notice of any direct or indirect material personal interest in a matter that relates to the affairs of AICES and AICES shall maintain a register of such interests.

50.2 A committee member who has a material personal interest in a matter that is being considered at a committee meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

50.3 APPENDIX 1

(Rule 3(1))

APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION OF INDEPENDENT CO-EDUCATIONAL SCHOOLS, (INCORPORATED) ('AICES')

(incorporated under the *Associations Incorporation Act 1984*)

I,

(full name of applicant)

of

(address)

..... hereby apply on behalf of the sub-association to become a

(occupation)

member of AICES. In the event of admission as a member, sub-association agrees to be bound by the rules of AICES for the time being in force.

.....

Signature of applicant

Date

I, a member of AICES,

(full name)

nominate the applicant, who is personally known to me, for membership of AICES.

.....

Signature of proposer

Date

I, a member of AICES,

(full name)

second the nomination of the applicant, who is personally known to me, for membership of AICES.

.....

Signature of seconder

Date

APPENDIX 2

(Rule 33(1))

FORM OF APPOINTMENT OF PROXY

I, of

<i>(full name)</i>	<i>(address)</i>
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being a member of The Association of Independent Co-Educational Schools, (Incorporated) ('AICES')

--

hereby appoint of

<i>(full name of proxy)</i>	<i>(address)</i>
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being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of AICES (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of

<i>(month and year)</i>

and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

** To be inserted if desired.*

.....

Signature of member appointing proxy

Date

NOTE:

A proxy vote may not be given to a person who is not a member of AICES.