

**Council of Education Associations of South Australia Inc.**



# **CONSTITUTION**

## 1. NAME

- 1.1 The name of the incorporated not-for-profit organisation is the COUNCIL OF EDUCATION ASSOCIATIONS OF SOUTH AUSTRALIA INCORPORATED (CEASA Inc.).

## 2. INTERPRETATION

- 2.1 In this Constitution, the following items shall have the following meanings unless the context indicates otherwise:

**"Act"** means the South Australian Associations Incorporation Act 1985, as amended.

**"Association"** means an association and/or an organisation.

**"Board"** means all or some of the Directors of CEASA acting as a board under clause 8

**"By-Law"** means a by-law of CEASA made pursuant to clause 21

**"Commission"** means the Corporate Affairs Commission as defined in the Act.

**"Companion"** has the same meaning as in clause 6.2(b)

**"Constitution"** means the constitution of CEASA Inc.

**"Co-opted Director"** means a director of CEASA pursuant to clause 8.2(c)

**"Council"** means the body established to provide a forum for debate and communication with all member Associations ensuring that all member Associations are consulted in shaping the future directions of CEASA

**"Director"** means a Director of CEASA and a member of the CEASA Board

**"Fellow"** has the same meaning as in clause 6.2(d)

**"Financial Member"** means an Association which has made payment of its annual subscription within 12 months of the due date for the payment thereof.

**"Financial Year"** means the financial year of CEASA, commencing on 1 July in one year and ending on 30 June of the following year

**"General Meeting"** means the Annual General Meeting or any General Meeting of CEASA member associations

**"Institutional Member"** has the same meaning as in clause 6.2(c)

**"Lapsed Member"** has the same meaning as in clause 6.4(b)(ii)

**"Ordinary Member"** has the same meaning as in clause 6.2(a)

**"Objects"** means the vision and mission of CEASA under clause 4

**"Office"** means the Executive Director and other paid staff employed at the registered office of CEASA as set out under clauses 3 and 12

**"Office Bearers"** means such persons as from time to time fill any one or more of the offices contemplated under clause 8.4 or whom the CEASA Board appoints as an officer

**"President"** means the president of CEASA

**"Register"** means the register of members to be kept pursuant to the Act

**"Secretary"** means the secretary of CEASA

**"Sub-committee"** means any sub-group of the CEASA Board, along with co-opted members of member Associations, appointed by the Board to undertake responsibilities as determined by the Board from time to time

**“Working Party”** means a working party created by the CEASA Board in accordance with clause 8.9(b)

**“Year”** means a calendar year and **“month”** means a calendar month

2.2 In this Constitution, unless the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority or duty
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty
- (c) words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretations Act. The CEASA Board shall be responsible for interpretations
- (d) words importing the singular include the plural and vice versa
- (e) words importing any gender include the other gender
- (f) references to a clause or schedule refer to a clause or schedule in this Constitution
- (g) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution

### **3. REGISTERED OFFICE**

The registered office of CEASA is Level 1 Education Development Centre, Milner Street HINDMARSH SA 5007 or such other place as may be determined by the CEASA Board from time to time.

### **4. OBJECTS**

- 4.1 Vision: To be recognised as the peak professional educational representative association.
- 4.2 Mission: Provide connections to improve educator quality through collaboration.

### **5. POWERS**

CEASA will have all the powers conferred by Section 25 of the Act which must be exercised solely for furthering the Objects.

### **6. MEMBERSHIP**

6.1 Entry

- (a) Admission

Those member Associations registered as Financial Members at the date of the adoption of this Constitution and any other Associations admitted to membership by the CEASA Board in accordance with this Constitution will be Members of CEASA.

- (b) Eligibility

To be eligible for membership an Association, or state branch of a national Association, applying for membership must be based in South Australia and be a professional Association initiated and managed primarily by educators even if its members include non-educators interested in the provision of services to the educational community. The decision of the

CEASA Board on the eligibility for membership by an Association shall be final and at the sole discretion of the CEASA Board.

(c) Procedures

Procedures for application and admission will be determined by the CEASA Board in accordance with the By-Laws.

6.2 Categories

CEASA has the following categories of membership:

(a) Ordinary Members

Financial Member Associations which have been accepted by the CEASA Board as meeting the eligibility criteria for membership.

(b) Companions

Those Associations who subscribe to and support the objectives of CEASA but who do not meet the eligibility criteria of full membership under clause 6.1 (b) may become Companions of CEASA. Members of these Associations will not be eligible to hold any office within CEASA.

(c) Institutional Members

Those institutions who subscribe to and support the objectives of CEASA may apply to become an Institutional Member. Institutional membership will not entitle any individual of that institution to hold any entitlements of Members.

(d) Fellows

Those individuals whom the CEASA Board in accordance with the By-Laws established by the CEASA Board invites to take up the award of Fellowship may be admitted by the CEASA Board as Fellows of the Council of Education Associations of South Australia.

(e) Additional Categories

The CEASA Board may at any time decide to trial and/or introduce additional categories of membership and determine the rights of members in these categories.

6.3 Rights of Members

Provided they are also Financial Members, all Member Associations, except Institutional Members, have the right to appoint one representative to attend, speak and vote at all CEASA General Meetings. Fellows have the right to attend, speak and vote at all CEASA General Meetings. Companion Associations who are Financial Members have the right to appoint a representative to attend and speak at all CEASA General Meetings but their representatives do not have the right to vote.

6.4 Fees

(a) Annual Subscription

Each Association shall pay an annual subscription relative to their category of membership determined by the CEASA Board in accordance with the By-Laws.

(b) Non Payment of Subscriptions

Any member Association whose subscription is in arrears by:

- (i) Three (3) months in any financial year shall be dealt with by the CEASA Board in accordance with the By-Laws and

- (ii) Twelve (12) months in any financial year shall automatically cease to be a Member of CEASA and shall forfeit all rights and claims upon CEASA ("Lapsed Member"). Procedures for the lapsing of membership shall be determined by the CEASA Board in accordance with the By-Laws.

#### 6.5 Cessation

##### (a) Termination

Any member Association will cease to be a Member if they:

- (i) resign from membership of CEASA by notice in writing to the Board or
- (ii) cease to be a Member in the circumstances referred to in clauses 6.4(b)(ii) above and 6.5(b) below.

##### (b) Expulsion

The CEASA Board may in accordance with the By-Laws expel a member Association for just cause. The Association has the right to appeal to the CEASA Council who may, upon hearing the appeal, request the CEASA Board to reverse its decision. Once the CEASA Board has reviewed its decision on the issue the decision of the CEASA Board shall be final and not subject to any further appeal.

#### 6.6 Register of Members

The CEASA Board shall cause to be kept and maintained a register of Members in which shall be entered the full name, address and date of entry of the name of each member Association together with the full name and address of the accredited representative of that member Association and the office bearers of that Association, and the register shall be available for inspection by members at the registered office of CEASA during normal office hours or at any General Meeting.

## **7. EFFECTS OF MEMBERSHIP**

Member Obligations: Member Associations acknowledge and agree that:

- (a) the Constitution constitutes a contract between each of them and CEASA and that they are bound by the Constitution and By-Laws
- (b) they shall comply with and observe the Constitution and the By-Laws and any determination or resolution which may be made or passed by the CEASA Board
- (c) the Constitution and the By-Laws are necessary and reasonable for promoting the Objects of CEASA
- (d) they are entitled to such benefits, advantages, privileges and services of CEASA upon such conditions as are prescribed (for each category of membership) under this Constitution and By-Laws.

## **8. CEASA BOARD**

### 8.1 Functions

The Board shall be responsible for the overall strategy and policy direction of CEASA as well as the general conduct and management of the business, property and assets of the association and may exercise all powers as are required under the Act or this Constitution to be exercised by CEASA in general or as advised by the Council. The Board may:

- (a) determine membership and affiliation fees and any levies or calls to be paid by any member Association and the date and manner of payment of such fees, levies or calls;
- (b) engage or dismiss staff on such terms and conditions as the Board thinks fit;
- (c) determine the conditions for management use and admission to any premises for the time belonging to or leased by or under control of CEASA;
- (d) determine the method and form of application for membership;
- (e) make rules and regulations for the purpose of the good governance and administration of CEASA and such rules can be amended, changed or added to on the determination of the Board;
- (f) generally exercise all other powers which may be exercised by CEASA pursuant to this Constitution or pursuant to the Act; and
- (g) at its discretion, refer any matter which is not covered by clauses 8.1(a) to (f) to a meeting of the Council for advice or determination. In doing so the Board may make a recommendation to Council.

## 8.2 Structure

The CEASA Board shall consist of nominees of up to nine (9) and no less than seven (7) Financial Member Associations and comprise not more than eleven (11) Directors, made up as follows:

- (a) two (2) officers being the President and the Vice-President
- (b) up to seven (7) but no less than five (5) nominees of Financial Member Associations
- (c) up to two (2) Co-opted Directors to provide specific expertise and/or experience

## 8.3 Appointment of Directors

- (a) Any Financial Member Association is eligible to put forward a candidate from its membership to be appointed as a Director.
- (b) Notwithstanding anything in clause 8.2(c), co-opted Directors may be non-members of a Member Association, shall not have the right to vote on any issue before the Board, shall not be counted or considered for the purposes of the Board having a quorum and shall not be entitled to hold the position of President or Vice President of the Council.
- (c) The procedures for the appointment of the Directors will be as follows:
  - (i) up to nine (9) Directors shall be appointed by the Council at the AGM, each from a different Member Association
  - (ii) up to two (2) Directors may be co-opted by the Board based on their specific expertise and/or experience as determined by the Board.

## 8.4 Office Bearers

- (a) All Office Bearers will be appointed by the CEASA Board.
- (b) At the end of President's term, the then Vice-President will be appointed as President. If there is no current Vice-President or the Vice-President is unable to take up the appointment for any reason then the CEASA Board will appoint the President.

## 8.5 Terms of Office

- (a) the President shall hold office for two (2) years with an option of a second two (2) year period if the Board determines this to be in the best interests of CEASA and the incumbent is able and willing to continue in this role
- (b) the Vice-President shall hold office for one (1) or two (2) years as determined by the CEASA Board
- (c) the immediate Past President will hold office as a Director for one (1) year
- (d) the terms of office of all other Directors shall be for two (2) years. Retiring Directors may stand for re-appointment.

## 8.6 Casual Vacancies

- (a) If, for any reason, a casual vacancy occurs in the office of President, where possible the Vice-President will fill the position and the CEASA Board will elect, from amongst the Directors, a Vice-President to support the new President for the interim period until the normal time for the CEASA Board to appoint a new Vice-President.
- (b) If, for any reason, the Vice-President is unable to fill a casual vacancy in the office of President, the CEASA Board will appoint a new President from its members.
- (c) If, for any reason, a casual vacancy shall occur in the office of Vice-President, the CEASA Board will appoint a new Vice-President from its members. In circumstances where the remaining term of a casual vacancy is less than eight months, the CEASA Board may, at its discretion, decide to vary the scheduled date at which the Vice-President will take up the position of President.
- (d) If, for any reason, a casual vacancy shall occur on the Board for a nominee of a Member Association, the Board shall seek nominations from Member Associations.

## 8.7 Removal of a Director

- (a) A Director may be removed and replaced at any time by resolution of the CEASA Board if the Director:
  - (i) is an insolvent under administration unless leave of the Commission is obtained or
  - (ii) is convicted on an indictment of an offence in connection with the promotion, formation or management of a body corporate; or
  - (iii) is convicted of a criminal offence; or
  - (iv) is absent without leave from three (3) consecutive meetings of the CEASA Board; or
  - (v) becomes prohibited from being a Director by virtue of, or because of, an order made under the Act.
- (b) A Co-opted Director of the CEASA Board may be removed at any time by resolution of the CEASA Board.

## 8.8 CEASA Board Meetings

- (a) The CEASA Board shall in accordance with the By-Laws meet regularly, at least once every two months, to carry out its duties and responsibilities. The CEASA Board may adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) A quorum of the CEASA Board shall be one more than half the number of the voting members of the CEASA Board.

- (c) Subject to this Constitution, questions arising at any CEASA Board meeting will be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a resolution of the CEASA Board.
- (d) All Directors entitled to vote shall have one vote on any question.
- (e) The President or in the absence of the President the Vice-President shall preside as chairperson of meetings of the CEASA Board and in the absence of both the President and the Vice-President, a Director who is also an Ordinary Member of a Financial Member Association, elected by the meeting, shall preside. In case of any equality of votes the chairperson of any meeting of the CEASA Board shall have a second or casting vote.
- (f) A resolution on any question submitted in writing to all Directors and approved by more than half of them shall be as valid and effectual as if it had been passed at a meeting of the CEASA Board duly called and constituted.
- (g) If unable to attend a Board meeting, a member of the Board may in writing appoint a proxy from the members of the Board, or may attend all or part of a meeting by telephone or other electronic means and may vote.
- (h) The CEASA Board may hold any meeting by electronic means in accordance with the requirements of the Constitution and the By-Laws.

#### 8.9 Committees and Working Parties

- (a) The CEASA Board may appoint Committees to undertake specific roles on behalf of the Board.
- (b) The CEASA Board may establish Working Parties to complete specified tasks.
- (c) Both Committees and Working Parties may co-opt people outside the Board to support them in their roles/tasks.

## 9. CEASA COUNCIL

### 9.1 Functions

The CEASA Council will be a forum for providing advice to the Board and a forum for ensuring all member Associations are considered in planning and decision making. The CEASA Council will be consulted in shaping the future directions of CEASA in the interests of member Associations.

### 9.2 Structure

The CEASA Council shall be constituted as follows:

- (a) the President
- (b) the Vice-President
- (c) one (1) person from each Member Association nominated by that Association to represent them
- (d) Board members (ex officio unless they are the nominated representative of their Association).

### 9.3 Council Meetings

- (a) The CEASA Council shall meet in accordance with the By-Laws (at least once per school term).
- (b) The President or in the absence of the President the Vice-President shall preside as chairperson of meetings of the CEASA Council and in the



absence of both the President and the Vice-President, a Director who is also a member of a Financial Member Association, elected by the meeting, shall preside. In case of any equality of votes the chairperson of any meeting of the CEASA Council shall have a second or casting vote.

- (c) The CEASA Board must, on the requisition in writing of members representing not less than 25% of the total number of Member Associations, convene a Special General Meeting of the Council.
- (d) Meetings shall be convened and conducted according to the By-Laws.

#### 9.4 Attendance at Council Meetings

If a nominated Council member is unable to attend a Council Meeting their Association may appoint a proxy for that meeting, notifying the Executive Director of this in writing prior to the meeting.

#### 9.5 Replacement of a member of Council

If a member of Council resigns from Council then the Association they represent shall appoint a replacement person to represent them on Council.

## 10. GENERAL MEETINGS

### 10.1 Types

#### (a) Annual General Meeting

An Annual General Meeting of CEASA shall be held each year at such time and place as the CEASA Board shall determine. The business of the Annual General Meeting shall be that required by the Act together with any other business identified by the CEASA Board. The ordinary business of the Annual General Meeting must include:

- (i) confirming the minutes of the previous Annual General Meeting
- (ii) receiving from the CEASA Board reports on the proceedings and transactions of the Board and Council during the last preceding financial year, including the audited statement of the financial position of CEASA
- (iii) appointing the members of the Board
- (iv) appointing auditors for CEASA

#### (b) Special General Meeting

A Special General Meeting of CEASA may be convened at any time by direction of the CEASA Board or by such requisitions as are provided by the Act.

### 10.2 Processes

#### (a) Notices

At least twenty-eight (28) days' notice of every General Meeting shall be provided to each Member listed in the Register.

#### (b) Quorum

The quorum for any General Meeting shall be no fewer than twelve (12) Members.

#### (c) Chairperson

The President or in the absence of the President, the Vice-President, shall preside as chairperson of a General Meeting and in the absence of both the President and the Vice-President a CEASA Board member, elected by the Members at the meeting, shall preside.

### 10.3 Voting

- (a) Voting at a General Meeting shall be taken by a show of hands or as the chairperson directs but any designated representative of a Member Association present may demand a poll which shall be immediately taken and the result declared by the chairperson.
- (b) All decisions of Members will be made by more than fifty percent (50%) of the members entitled to vote unless specified otherwise in this Constitution or the Act. In the case of an equality of votes the chairperson shall have a second or casting vote.

### 10.4 Referendum

- (a) Electronic Referendum  
The CEASA Board may conduct an electronic referendum utilising available information and communication technologies (e.g. email, the CEASA website) if this is subsequently resolved at a General Meeting. Procedures for the conduct of the electronic referendum will be determined by the CEASA Board in accordance with the By-Laws.
- (b) Postal Referendum  
The CEASA Board may conduct a postal referendum if this is requested and subsequently resolved at a General Meeting. Procedures for the conduct of the postal referendum will be determined by the CEASA Board in accordance with the By-Laws.

## 11. ACCOUNTS

- 11.1 The CEASA Board shall cause proper accounts to be kept at all levels of CEASA in accordance with the Act, this Constitution and By-Laws with regard to:
  - (a) all sums of money received and expended by CEASA and the matter in respect of which the receipt and expenditure takes place and
  - (b) the assets and liabilities of CEASA.
- 11.2 For the purposes of the Goods and Services Tax, CEASA will operate as one legal entity.
- 11.3 The books of account and the annual financial statements consisting of an income and expenditure statement for the financial year balance sheet of CEASA at the end of the financial year shall be audited each year by an independent auditor or independent auditors appointed by the CEASA Council at the Annual General Meeting in the preceding year. If CEASA shall be a 'prescribed association' in accordance with the Act, the CEASA Board will ensure that the provisions of clause 35 of the Act are met.
- 11.4 The audited financial statements for each financial year will be presented and made available to members of CEASA Council at the Annual General Meeting.

## 12. EXECUTIVE DIRECTOR

- 12.1 There may be an Executive Director of CEASA appointed by the CEASA Board for such term, at such remuneration and upon such conditions as it may think fit.
- 12.2 The CEASA Board shall have power to suspend or remove the Executive Director.
- 12.3 The CEASA Board may vest in the Executive Director such powers and authority as it may from time to time determine. The Executive Director shall exercise all such powers and authority subject at all times to the control of the CEASA Board.

- 12.4 The Executive Director shall not be a member of the CEASA Board but shall attend meetings of the CEASA Board and at the discretion of the CEASA Board be heard on any matter. In no case shall the Executive Director be entitled to vote.
- 12.5 The Executive Director shall, if required by the CEASA Board, also act as the Public Officer of CEASA.

### **13. NOTICES**

- 13.1 Notices may be given to any Member or person on the CEASA Board by sending the notice by pre-paid post or facsimile transmission or, where applicable, by electronic mail to the Member's or person's registered address or facsimile number or electronic mail address.
- 13.2 Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 3 days after posting.
- 13.3 Where a notice is sent by facsimile transmission, service of the notice is deemed to be effected on the next business day after receipt of a confirmation report confirming the facsimile was sent to or received at the facsimile number to which it was sent.
- 13.4 Where a notice is sent by electronic mail, service of the notice is deemed to be effected on the next business day after the electronic mail was sent provided that there is no indication in writing that the electronic mail was not able to be sent.

### **14. APPLICATION OF INCOME**

- 14.1 The income and property of CEASA shall be applied solely towards the promotion of the Objects.
- 14.2 The income of CEASA shall be derived from annual subscriptions, fees for professional development activities, donations, sponsorship and such other sources as the CEASA Board shall from time to time determine.
- 14.3 No portion of the income or property of CEASA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 14.4 No remuneration or other benefit in money or money's worth shall be paid or given to any Member who holds any office of CEASA.
- 14.5 Nothing contained herein shall prevent payment in good faith of or to any Member:
- (a) for any services actually rendered to CEASA whether as an employee or otherwise
  - (b) for any out of pocket expenses reasonably incurred by any Member on behalf of and approved by CEASA and
  - (c) for any other bona fide reason or purpose for the attainment of the Objects.

### **15. LIABILITY**

The liability of Members of CEASA is limited.

## **16. DISSOLUTION OF CEASA**

If the CEASA shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in accordance with Section 43 of the Act.

## **17. COMMON SEAL**

The CEASA Board shall provide for the safe custody of the Common Seal of CEASA which shall not be affixed to any instrument except by the authority of the CEASA Board, and every document to which the Common Seal is affixed shall be signed by a person or persons approved by the CEASA Board for the purpose.

## **18. INDEMNITY**

18.1 Every person who is a Director, officer or employee of CEASA shall be indemnified against and it shall be CEASA's duty to pay all costs losses charges and expenses which such persons may in good faith incur or become liable for by reason of any contract entered into or any act or deed or omission done by him or her in good faith in the discharge of his or her duties in accordance with this constitution.

18.2 CEASA shall effect and maintain appropriate insurance cover including any required by the Act and in addition it shall effect and maintain insurance cover with respect to any liability it may incur pursuant to clause 18.1 of this Constitution.

## **19. ALTERATIONS TO CONSTITUTION**

19.1 Subject to the provisions of the Act, this Constitution may be amended, rescinded or repealed and new provisions may be made by special resolution (i.e. by a majority of 75% or more of the Members present and entitled to vote) of a General Meeting of CEASA.

19.2 In accordance with clause 10.2 notice of this General Meeting shall be given to Members at least 28 days prior to the meeting and shall include a statement of each proposed special resolution, accompanied by a short explanation of its intent.

## **20. DECISIONS ON THE MEANING OF CONSTITUTION**

If any doubt arises as to the proper meaning of this Constitution the decision of the CEASA Board shall be final and conclusive.

## **21. BY-LAWS**

21.1 The CEASA Board may make by-laws as it may deem appropriate for the proper conduct, control and management of CEASA and, in particular, may by any such by-law regulate the:

- (a) management and good governance of CEASA
- (b) provision of services to or on behalf of CEASA and its Members
- (c) conduct of Members and employees
- (d) procedure of meetings of CEASA, the CEASA Board and CEASA committees and working parties
- (e) admission of Associations and their rights upon membership of CEASA

- (f) formation of any committees and working parties, including the composition, terms of reference and other relevant matters and
- (g) all such matters as are commonly the subject matter of regulation for the proper conduct of associations, organisations and bodies similar to CEASA and not otherwise expressly dealt with in this Constitution.

21.2 Where a By-Law is inconsistent with this Constitution, the Constitution shall prevail to the extent of the inconsistency.

**EXECUTED** by the President this 19<sup>th</sup> day of January 2015, as the constitution of CEASA approved at the General Meeting held on this day.

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President