

**Council of Education Associations of South Australia (CEASA) Inc.**

# **BY-LAWS**

**to accompany the Constitution**

**Council of Education Associations of South Australia (CEASA) Inc.**  
**BY-LAWS**

**1. INTRODUCTION**

The Constitution of the Council of Education Associations of South Australia (CEASA) Inc. was approved at the Special General Meeting on 19 January 2015, in Adelaide.

**2. POWER TO MAKE BY-LAWS**

2.1 These By-Laws are made pursuant to clause 21 of the Constitution of CEASA.

2.2 The By-Laws of CEASA are set out in Schedule 1.

**3. INTERPRETATION AND DEFINITION**

3.1 In these By-Laws the following terms shall have the following meaning:  
“**Executive Director**” means the Executive Director (ED) of CEASA.

3.2 All words used in these By-Laws will have the same meaning and interpretation as those corresponding words used in the Constitution of CEASA unless indicated otherwise.

3.3 If any By-Law is inconsistent with a rule of the Constitution, the Constitution will apply to the extent of the inconsistency.

**4. VERSION**

This document contains the current version of the By-Laws approved at the email meeting of the CEASA Board on 20<sup>th</sup> January 2017 in Adelaide.

Schedule 1

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# CEASA By-Laws

**BY-LAW: 1      ANNUAL SUBSCRIPTION:** CEASA membership requires an annual subscription in most cases. By-Law one sets up the rate of this subscription and gives guidance to the subscription of other membership types of CEASA.

**Clause:            6.4 Fees 6.4 (a) Annual Subscription**

**Resolved:        20-1-17**

1.1 The fee schedule for the annual subscription of CEASA membership for the year ending in June 2017 is as follows:

Members	\$166.00 (2016 figure) + yearly CPI from that date.	\$150.91 + \$15.09 GST
Companions	\$166.00(2016 figure) + yearly CPI from that date.	\$150.91 + \$15.09 GST
Institutional Members	Membership fee or determined by the Board	Membership fee or determined by the Board
Fellows	No fee	No fee
Additional category	Determined by the Board	Determined by the Board

1.2 The annual subscription fee will rise every year in line with the Consumer Price Index (CPI).

1.3 Associations / organisations that are granted membership of CEASA part way through a billing cycle for the annual subscription will be charged a pro rata fee for the remaining part of the year that is within the billing cycle.

**BY-LAW: 2      NON PAYMENT OF SUBSCRIPTIONS:** This By-Law is to help guide the CEASA Board in determining the course of action to be best taken in the event of a member not being able to pay their subscription.

**Clause:            6.4 Fees 6.4 (b) Non Payment of Subscriptions**

**Resolved:        20-1-17**

2.1 Every effort will be made to contact and support Member Associations / Organisations who are failing to meet their subscription. In cases of hardship the Executive Director will make a decision about the services that CEASA may/may not continue to provide.

2.2 In the cases other than hardship, after 3 months, Member Associations / Organisations who have not paid will not be able to access CEASA services and/or newsletters; they will not be eligible to apply for professional development funding grants.

Appropriate reminder notices for the payment of subscriptions will continue to be sent out by the CEASA Office and attempts will be made to understand the circumstances behind the failure to pay the annual subscriptions.

On receipt of the annual subscription the particular Member Association / Organisation will become 'financial' and services will be resumed.

In the event that a non-financial Member Association / Organisation fails to respond to reminder notices and their annual subscription remains unpaid after 6 months, then their membership will lapse.

2.3 If membership of CEASA of an association / organisation has lapsed for a period of two years or more, they will be reinstated as a Member Association / Organisation on

receipt of a new application for membership and the annual subscription, provided that their Constitution remains unchanged.

- 2.4 If membership of CEASA of an association / organisation has lapsed for a period of two years or more, and they have changed their Constitution, they can apply for reinstatement as a Member Association / Organisation on receipt of a new application for membership, a copy of their new Constitution and the annual subscription.

**BY-LAW: 3      EXPULSION:** Expulsion from CEASA should be an exceptional circumstance.

**Clause:            6.5 Cessation 6.5 (b) Expulsion**

**Resolved:        20-1-17**

- 3.1 Following the receipt of a written request from a Member Association / Organisation or other relevant education sector or authority to the Executive Director that a Member Association / Organisation of CEASA be expelled, a three-step process will be implemented:

- (a) the CEASA Board will appoint a committee to investigate and report as to the concerns that have been raised in accordance with principles of natural justice; reputational impact, the profession as a whole.
- (b) the CEASA Board will then meet and consider the report; and
- (c) the CEASA Board will then take such action as it may determine.
- (d) the Member Association / Organisation should have the right of appeal.

- 3.2 In relation to these matters, the ultimate test will usually be whether or not Member Associations / Organisations have conducted themselves in such a manner as to bring CEASA into disrepute.

**BY-LAW: 4 OFFICE BEARERS – ROLES AND APPOINTMENT:** Any financial member association is eligible to put forward a candidate from its membership to be elected as a Director of the CEASA Board. All office bearers are then elected by the CEASA Board.

**Clause:            8.3 (a) Appointment of Directors and 8.4 (a) Office Bearers**

**Resolved:        20-1-17**

The roles of Office Bearers are as follows:

- 4.1 The President:
- oversees Board and Council affairs
  - ensures the Board carries out its governance role effectively
  - leads the strategic planning of goals and activities of CEASA
  - acts as the representative of the CEASA Board, rather than as an individual
  - liaises with the ED on all issues related to support of the Board and the objects of CEASA
  - represents CEASA in the community along with the Executive Director (ED)
  - with the ED develops the agenda for Board and Council meetings and ensures material to be considered before meetings is circulated
  - presides at Board and Council meetings
  - establishes and oversees the process for the hiring of the ED
  - Chairs the PL2 Funding Panels
  - Oversees the HR processes of Staff awards, staff reviews and grievance processes
  - ensures induction of new Board members.

#### 4.2 The Vice President or immediate Past President:

The Vice President is elected by the Board and is expected to become President after the completion of the incumbent President's tenure. However, when the incumbent President's tenure is completed he/she may elect to continue as a Director of the Board for an additional year (Section 8.5 (c) of the Constitution). When this occurs the immediate past president fills the role of the Vice President for that additional year.

After this year the Board will then appoint a Vice President for the final year of the President's term and this will last one year to coincide with the President's completion of their term (two or four year term as granted by the Board). If the immediate Past President elects not to continue as a Director for the additional year, the Board will appoint a Vice President for the normal two-year term.

The Vice President or immediate Past President:

- acts as meeting Chair in the absence of the President
- assists the President with his/her duties
- accepts additional special areas of responsibility as requested by the President.

#### 4.3 The Secretary:

- ensures that the Staff maintain the keeping of minutes of the resolutions and proceedings of each Board and Council meeting together with a record of the names of persons present at the meetings
- acts as the Board liaison in matters relating to Social Media and Communication

#### 4.4 The Treasurer:

- Is registered as the Public Officer of CEASA
- In liaison with the Executive Director and Business Manager, develops a reporting schedule for the Board
- supports the CEASA Business Manager and Executive Director in developing a forecast budget for the next financial year by May of that year that then would need to be approved by CEASA Board by the end of July of that year\*
- along with the CEASA Business Manager, makes a financial report at least four times a year to the CEASA Board in the form of a profit and loss statement that is a comparison of the variances between actual income and expenditure and the predicted income as described in the forecast budget of the financial affairs liaising with the Executive Director and Business Manager to do so\*\*
- with the CEASA Business Manager, provides to the CEASA Board a current summary of the assets held in each CEASA bank account as part of this regular financial report\*\*\*
- presents the audited reports (as prepared by the Business Manager and the Executive Director in liaison with the auditor) to the Council AGM
- acts as co-signatory (within the delegation policy/By-Law) on the CEASA operating accounts, CEASA holding accounts and batch payments
- has a role in the long term financial planning of CEASA, liaising appropriately and in a timely manner with the Business Manager and Executive Director to:
  - provide strategic advice to the Board and staff on equity and asset management strategies and policy
  - exploring contemporary financial processes and practices which will inform ongoing effective and efficient financial management.
- provides the CEASA Board with strategic and operational advice about financial matters

\* the forecast budget is a listing of the predicted and desired income and expenditure for the next 12 month period; it is a tool for review and planning; it allows us to report on, review and act upon variances as they occur

\*\* the profit and loss statement is not a budget; it shows the variance between predicted income and expenditure and actual

\*\*\* this report is generally about assets not in the operating accounts.

#### 4.5 Board Member Roles and Responsibilities:

The role of the Board is to provide overall strategic and policy direction of CEASA.

The Board will also be responsible for the general conduct and management of business, property and assets of the association as required by the CEASA Constitution.

Details of the role of the Board can be found in the CEASA Constitution under 8.1-8.9

The role of the Director on the Board is to:

- actively support and lead the vision, mission and strategic goals of CEASA.
- bring and help develop strategic perspectives to the operations of CEASA based upon evidence and a sound understanding of the latest educational contexts.
- bring and help develop innovative approaches to the operations of CEASA based upon evidence and a sound understanding of the latest educational contexts.
- provide advice to the CEASA Board based on an 'all association perspective' that represents a collective view of CEASA and all associations and not just an individual association. (Associations express their views and make decisions through their membership of the CEASA Council which meets four times a year).
- be an ambassador for CEASA and its member associations.
- actively seek opportunities for CEASA to improve service and leadership to its association members.
- nominate to act as a lead liaison for key aspects of CEASA's work and for an aspect of the Strategic Plan
- develop a sound knowledge of the CEASA Constitution, Strategic Goals, Policy & By-Laws.
- develop a sound knowledge of the CEASA Board and the role of the CEASA Council.
- actively develop a thorough knowledge of the role of other officers on the CEASA Board and the role of paid employees of CEASA.
- regularly attend Board (face to face and electronic) and Council meetings.
- actively engage and lead in the professional learning events and activities of CEASA for its member associations.
- participate when possible in the professional learning opportunities offered by CEASA.
- ensure that no conflicts of interest occur by declaring knowledge, other interests and positions including considering the possibility of perceptions of a conflict of interest. (See guidelines in 8.8 and 8.9 of the Constitution on this matter).

**BY-LAW: 5 OPERATION OF THE CEASA BOARD:** This By-Law outlines the means by which the CEASA Board communicates and makes decisions

**Clause: 8.8 CEASA Board Meetings**

**Resolved: 20-1-17**

#### 5.1 The CEASA Board will transact its business through the following processes

- face to face meetings once a term
- email meetings approximately fortnightly to exchange information and complete decision-making processes
- use online meetings (video conferencing) to communicate as required re discussions/discussions that require debate
- allocation of specific roles to Board members who then become the Board/staff

liaison for that aspect of our work, with responsibility for communicating with other Board members for feedback and/or decisions as required

- 5.2 Decisions are made by consensus where possible. In other circumstances it will be on a majority basis, with the President holding the casting vote in the case of a tie.
- 5.3 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.
- 5.4 A quorum of more than half the elected Board members must be reached in all meetings for a decision to be made on any matter
- 5.5 Board Liaison Officers will be sought for the following aspects of CEASA work

Work Health and Safety	To act as support for the WHS processes within CEASA by liaising with Jessica as our WHS officer and the ED to ensure that all WHS requirements are being met in an appropriate and timely manner
Events	To contribute through the provision of feedback and ideas to the development and implementation of our events programme including World Teachers Day, Vice regal Reception and any other organised events

5.6: Board Nominees will be sought for the following positions

PL2 Funding Panel	To conduct the assessment of PL Funding applications using criteria approved by the Board. At least two Board members in addition to the Chair
WTD Awards Panel	To conduct the assessment of the WTD awards using criteria approved by the Board. At least three Board members who will then nominate a Chair

**BY-LAW: 6 FINANCIAL REPORTING & ARRANGEMENTS:** This By-Law covers the frequency and nature of financial reports to the Board concerning the forecast budget, the profit and loss statement and the balance sheet of CEASA's financial arrangements and outlines timelines and responsibilities.

**Clause: 11 Accounts**

**Resolved: 20-1-17**

6.1 The Board and CEASA staff will use the following terminology to describe the financial arrangements and practices.

- (a) **Forecast Budget:** The forecast budget is developed in conjunction and as a response to planning for the immediate future as guided by CEASA's strategic goals. The forecast budget is the predicted and desired income and expenditure for the next 12 month period. It is a tool of review at the end of each financial year. It allows reporting, reviewing and action to occur in regard to variances in the actual financial income and expenditure.
- (b) **Profit and Loss Statement:** The Profit and Loss Statement will be a comparison of the variances between actual income and expenditure and the predicted income and expenditure as described in the forecast budget.

(c) **Balance sheet:** The balance sheet is a current summary of the assets held in each CEASA bank account.

6.2 Reporting and management arrangements:

- (a) The forecast budget (in detail) will be an agenda item at the following board meetings:
- mid May of each year for feedback
  - mid June of each year for Board approval.
- (b) The Treasurer and Business Manager will determine a process whereby the profit and loss statement and the balance sheet can be shared so that they can consider, review and act on any variances.
- (c) The Board will then be presented by the Treasurer and the Business Manager with a one-page report (The content, style and format of this report will be decided by the Budget and Finance Committee) at least 4 times a year (at the Face to Face Board meetings) showing:
- Solvency
  - Any variances
  - Items for discussion/consideration
- (d) The CEASA President will also act as co-signatories on CEASA accounts and co-authorisers of batch payments.
- (e) The Business Manager has the delegated authority to maintain the financial records of CEASA to assist this reporting process.
- (f) A credit card in the name of the Association will be issued to the CEASA Executive Director and the Business Manager for authorised association spending as per the Delegations By-Law.

**BY-LAW: 7      PROFESSIONAL LEARNING of CEASA:** Professional learning is a key aspect of CEASA's work

**Clause:**

**Resolved:      20-1-17**

7.1 The Professional Learning of CEASA will operate under the following structure

Type	Purpose	Responsibility for development/implementation	Approved by
PL1	PL that supports associations do fulfil their role and improve their performance	CEASA Staff team	ED Feedback to be gathered from Board
PL2	PL funding programme, whereby associations can apply for funds to support their professional learning offerings	CEASA Staff team	Panel of Board members
PL3	PL that supports associations to collaborate on events. In 2017 this will take the form of Australian	CEASA Staff team	ED Feedback to be gathered from the Board

	Curriculum: Putting it into Practice conferences in each of the first three terms		
PL4	PL that is promoted generally within the education community to raise CEASA's Profile	CEASA Staff team	ED Feedback to be gathered from the Board

7.2 PL2 Funding Panel:

- (a) is responsible for the assessment of proposals from Associations for Professional Learning funding reflecting the arrangements of the CEASA/Minister agreement
  - assesses applications according to criteria based on the funding guidelines
  - liaises with CEASA staff to manage the process
  - reports to the Board about its decisions in this funding process
- (b) Will be chaired by the President and include at least two other Board members (self nominated)

**BY-LAW: 8 WORKING PARTIES**

**Clause: 8.9 Committees and Working Parties 8.9 (b) Working Parties**

**Resolved: 20-1-17**

8.1 The Board will establish Working Parties to undertake specific tasks and dissolve them when their tasks have been completed.

- (a) has its terms of reference determined by the Board
- (b) has a finite time period of operation determined by the Board
- (c) can co-opt people to help in its work
- (d) makes recommendations to the Board and/or carries out an explicit task as determined by the Board
- (e) meets as required
- (f) elects one of its members to be chairperson of the committee.

**BY-LAW: 9 COUNCIL MEETINGS**

**Clause: 9.3 Council Meetings (a) & (d) & 10.1 (a) Annual General Meeting**

**Resolved: 20-1-17**

9.1 The CEASA Council shall meet face to face at least once per school term (i.e. four times a year) and the meeting in term 4 shall be nominated as the Annual General Meeting of CEASA.

9.2 The CEASA Council may meet electronically as necessary.

9.3 Council meetings aim to be an important forum to consult with member associations, to gather association feedback and to develop strategic ideas and goals.

9.4 The ED must, at the beginning of term one, cause to be sent to each Director of the CEASA Board, CEASA Council members and the Secretary and President of each Member Association / Organisation at the addresses appearing on the Register of Members a notice by post, fax or electronic mail stating the place, date and time of the meetings for that calendar year.

- 9.5 At least 7 days before the date of the meeting, the ED must cause to be sent to the same recipients as in 12.3 e above any minutes of the previous meeting and the Agenda for the forthcoming meeting.as well as any required reading
- 9.6 The date, time and place of each subsequent Council meeting for the next twelve months shall be included at the end of the minutes of each meeting to be forwarded to each of the recipients listed in 12.3 above.
- 9.7 Business other than that set out in the Agenda may be introduced at any general meeting of the CEASA Council after advertised business has been dealt with.
- 9.8 A Director of the CEASA Board desiring to bring any business before a meeting may give notice of that business in writing or by telephone to the President or ED, and that business must be included in the Agenda for the next general meeting of the CEASA Council.

**BY-LAW: 10 ACCOUNTABILITY**

**Clause: 4 OBJECTS and 5 POWERS**

**Resolved: 20-1-17**

- 15.1 It is incumbent on the CEASA Board to ensure that the requirements of the Constitution and its By-Laws are met in accordance with the Duties and Responsibilities of Directors of a Company (see ASIC Guide - Company Directors and summary document 'Your Company and the Law').

<http://asic.gov.au/for-business/running-a-company/company-officeholder-duties/your-company-and-the-law/>

**BY-LAW: 11 BUDGET AND INVESTMENT POLICIES**

**Clause: 11 Accounts**

**Resolved: 20-1-17**

- 11.1 The Treasurer will manage the development and review of a financial policy as part of the annual financial papers. This will be based on the following principles agreed to by the Board in July 2016:

<b>AREA OF POLICY</b>	
Equity	To hold two years' employee costs as an equity baseline
Reserves (Operating surplus)	To reduce our reserves in line with our equity policy. <i>(As a not-for-profit we believe it's inappropriate to hold funds beyond our equity target policy. Therefore, we aim to reduce our reserves through targeted strategic spending over a board approved period.)</i>

- 11.2 In developing and reviewing CEASA's investment strategies, the CEASA Board will adhere to a set of fundamental principles designed to safeguard the collective assets of CEASA. Capital Investments by CEASA should:
  - (a) be made in accordance with CEASA's Constitution and its By-Laws
  - (b) reflect CEASA's Objects
  - (c) aim to benefit CEASA as a whole (i.e. its Member Associations / Organisations)
  - (d) be conservative and low risk

- (e) be subject to review by the CEASA Board as part of the annual review of a financial policy

**BY-LAW: 12 AWARDS**

**Clause: 6 MEMBERSHIP**

**Resolved: 20-1-17**

- 12.1 The CEASA Board may institute special awards for individuals who have made a significant contribution to the work of CEASA.
- 12.2 Honour Awards may be given to individuals who have undertaken significant responsibilities in assisting CEASA to implement its Objects.
- 12.3 Service Awards may be given to employees of CEASA who have given meritorious service over an extended period of time.
- 12.4 Assessment processes for all such awards will be determined by the Board

**BY-LAW: 13 DELEGATIONS**

**Clause: 8 CEASA BOARD; 11 ACCOUNTS; 14 APPLICATION OF INCOME**

**Resolved: 20-1-17**

13.1 Purposes of Delegation:

Delegations of authority and responsibility are intended to ensure that:

- (a) CEASA's administrative processes are both efficient and effective; and
- (b) Appropriate staff have been provided with the level of authority necessary to discharge their responsibilities.

13.2 Principles of delegation:

- (a) Authority to undertake specific responsibilities can be delegated but accountability cannot. The Board retains accountability for the statutory obligations and strategic directions of CEASA.
- (b) Authority is delegated to a position and not an individual.
- (c) Authority may be exercised only within the law.
- (d) Authority may be exercised only within an approved budget.
- (e) Authority may not be exercised for the benefit of the individual or where a conflict of interest exists or may exist or be perceived to exist.

13.3 Delegations to the Executive Director

- (a) The Board delegates authority to the Executive Director to:
  - (i) Execute the operational aspects of the Strategic Plan;
  - (ii) Manage the day-to-day business of CEASA.
- (b) The Executive Director must seek advice or direction from the Board where:
  - (i) The strategic framework or delegated authorities are ambiguous;
  - (ii) Decisions required may have impacts beyond those intended; or
  - (iii) The exercise of authority may constitute or result in significant business risk.

13.4 Delegations to the Business Manager

The Executive Director delegates authority to the Business Manager for day-to-day management of the finances.

13.5 Details of approved delegations are contained in the Delegations Schedule.

## DELEGATIONS SCHEDULE

**Abbreviations Used:**

- B** Board
- P** President (or nominee)
- ED** Executive Director
- BM** Business Manager
- SC** Services Coordinator

CATEGORY	ITEM	DETAIL	AUTHORITY
<b>HUMAN RESOURCE DELEGATIONS</b> (See also relevant policies)	<b>Approval to Recruit / Appoint / Amend</b> (Written Authority Required)	Salary Packages	B
		Change of hours (inc Job Share)	ED
		Provision of Mobile Phone, Laptop, Printer, Remote Access, Credit Card	ED
	<b>Leave</b> (Leave Application Required)	All types of Leave including Conversion of Leave to Salary, Time Off In Lieu (TOIL) and Working from Home	ED for BM ED for SC (with BM) P for ED
	<b>Payroll</b> (Written Authority Required)	Time sheets	BM
		Deductions and Personal Details Amendments	Employee
	<b>Non-Payroll</b> (Written Authority Required)	Secondments, Consultants, Agency (Temp)	ED
		Auditor	BM
<b>Staff Training / Study Assistance</b> (Purchase Order Required)	<\$2,000 per event	ED for BM & SC P for ED	
	>\$2,000 per event	B	
<b>PROCUREMENT / PURCHASING / PAYMENT DELEGATIONS</b>	<b>Goods, Services and Assets (Requisition)</b> (Purchase Order Required)	<\$2,000 per item	ED
		<\$1,000 per item	BM
		>\$2,000 per item	B
	<b>Small Purchases (Credit Card)</b> (Tax Invoice Required)	<\$100 per Tax Invoice	BM
		>\$100 per Tax Invoice	ED
	<b>Travel</b> (Purchase Order Required) <i>(Fares, accommodation, meals and incidentals)</i>	Domestic Travel – Staff, ED & P <\$2,000 per person per occasion	ED
		Domestic Travel - Staff, ED & P >\$2,000 per person per occasion	B
	<b>Credit Union SA VISA Card</b> (Tax Invoice – to Card Limit)	<\$2,000 per transaction	ED
<\$1,000 per transaction		BM	
>\$2,000 per transaction		B	
<b>Electronic Transfers</b>	<\$2,000 per transaction	Ed	
	<\$1,000 per transaction	BM	
	>\$2,000 per transaction	B	
<b>SIGNATORY / AUTHORITY DELEGATIONS</b>	<b>Financial</b> (Authority to commit to expenditure, process payments and adjustments)	Cheques and Manual / Electronic Bank Transfers	Any 2 of Approved Signatories
		EFT and Bpay - Payments & Payroll Transactions	Any 2 of Approved Authorities
		Adjusting Journal Entries	BM
	<b>Grants / Sponsorship / Contracts / MOUs</b> (Signing of)	Grants / Sponsorship / Contracts / MOUs	ED and P
<b>OTHER DELEGATIONS</b>	<b>Changing Service Providers</b> (Authorised Document Required)	Communication Providers, Utility Suppliers, IT Equipment	ED