

**CONSTITUTION OF  
TARREMAH STEINER SCHOOL FOUNDATION Inc**

**Name of Association**

1. The name of the Association shall be 'Tarremah Steiner School Foundation Inc' (in these rules called "the Association").

**Objects and purposes of the Association**

2. The basic objectives of the Association are:-
- (1) To contribute to and abide by the educational standards in the State of Tasmania and at all times work out of and foster the educational philosophy and indications of Rudolf Steiner, which includes
- (a) *emphasis on the harmony of nature;*
  - (b) *respect for the individuality of the child;*
  - (c) *fostering self determination in the child;*
  - (d) *development of the child's creative and critical abilities;*
  - (e) *stress on co-operation rather than competition;*
  - (f) *stress on active involvement of learners in a wide range of educational situations;*
  - (g) *using individual assessment and not competitive examinations; and*
  - (h) *to work together in a collegial manner.*
- by establishing and maintaining in such places that may be thought convenient a kindergarten and school, the latter comprising primary and secondary sections of the highest standard for the purpose of achieving the objects.
- (2) To contribute to the educational services provided to children and adults with special needs in the State of Tasmania, based on the principles of Curative Education outlined by Rudolf Steiner.
- (3) To maintain an association with other Rudolf Steiner Schools in Australia and other bodies appropriate to developing the objectives of the Association.

**Interpretation**

3. (1) In these rules, unless the contrary intention appears –  
"Council" means the Tarremah School Council referred to in r. 22;  
"general meeting" means a general meeting of members convened in accordance with rule 15;  
"Council member" means a member of the Council.  
"College" means the body established by r 24.  
"the school" means the Tarremah school operated by the Association.
- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and such other forms of electronic communication as Council shall approve from time to time.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provision of the Acts of Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.

### **Association's Office**

4. The office of the Association shall be at Tarremah Steiner School, Nautilus Grove, Huntingfield or such other place as the Council may from time to time, determine.

### **Other Objectives**

5. (1) in addition to the basic objectives of the Association; the objectives and purpose of the Association shall be deemed to include: -
- (a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.
  - (b) The buying, selling, and supplying of, and dealing in, goods of all kinds.
  - (c) The construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association.
  - (d) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association.
  - (e) The taking of such steps from time to time as the Council or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise.
  - (f) The printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Council or the members in general meeting may think desirable for the promotion of the objects of the Association.
  - (g) The borrowing and raising of money in such manner and on such terms as the Council may think fit or as may be approved or directed by resolution passed at a general meeting.
  - (h) The investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Council may from time to time determine.
  - (i) The making of gifts, subscriptions or donations to any of the funds, authorities, or institutions to which Divisions 30 and 50 of the Income Tax Assessment Act 1997 of the Commonwealth relates.
  - (j) The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes.
  - (k) The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association.
  - (l) The purchase or acquisition of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
  - (m) The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.
  - (n) To enter into any arrangement with any government, federal or municipal authority, church or religious, charitable, education, scientific, cultural or ethical body that may be conducive to the Association's objects or any of them and to obtain from any such body any rights, privileges and concessions which the Association may think desirable and to carry out

exercise and comply with such arrangements, rights, privileges and concessions and in connection therewith to enter into such guarantees or responsibilities in connection with such body as the Association may think desirable including co-opting a member or officer of the body to the Council for such time as the Association sees fit.

- (o) To appoint employ remove and suspend such teachers, managers, secretaries, servants, workers and other persons as may be necessary for the purposes of the Association.
  - (p) To open and operate bank accounts and to make draw accept and endorse discount execute and issue promissory notes bills of exchange and other negotiable or transferable instruments.
- (2) In this rule, 'basic objects of the Association' means those referred to in r. 2.

### **Membership of Association**

6. (1A) This rule is subject to rule 6A
- (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.
  - (2) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership
    - (a) unless he or she is nominated as provided in sub-rule (3) of this rule; and
    - (b) unless his or her admission as a member is approved by the Council.
  - (3) A nomination of a person for membership of the Association: -
    - (a) shall be made in writing, signed by one member of the Association;
    - (b) shall be accompanied by the written consent of the person nominated, including a declaration to pursue the objects of the Association (which may be endorsed on the form of nomination); and
    - (c) shall be lodged with the public officer of the Association.
  - (4) As soon as is practicable after the receipt of a nomination the Public Officer shall refer the nomination to the Council.
  - (5) Upon a nomination being approved by the Council, the public officer shall, with as little delay as possible, notify the nominee, in writing, that he or she has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the nominee as his or her first year's subscription, shall, enter the nominee's name in a register of members to be kept by the public officer.
  - (6) A member of the Association may, at any time, resign from the Association by delivering or sending by post to the public officer a written notice of resignation
  - (7) Upon receipt of a notice under sub-rule (6) of this rule, the public officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
  - (8) A right, privilege, or obligation of a person by virtue of his or her membership of the Association:-
    - (a) is not capable of being transferred or transmitted to another person;
    - (b) terminates upon the cessation of his or her membership, whether by death, resignation, or otherwise.
  - (9) Upon the member's name being recorded in the register and the subscription paid, the member is entitled to vote at general meetings of the Association.

- 6A. (1) Unless otherwise stated, this rule prevails over rule 6.
- (2) There shall be three classes of members of the Association:-
- (a) Parents and guardians. Subject to sub-rule (2)(c) upon a child being enrolled at the School, the name of the child's parent(s) and/or guardian are to be entered on the register of members to be kept by the public officer. A member in this category is to be known as a Parent Member or Guardian Member, as the case requires.
  - (b) An annual fee of \$10 shall be added to the first invoice of each year in respect of a child whose parent(s) and/or guardian are to become members in this category, such payment is to be the annual subscription to the Association.
  - (c) A parent or guardian who is a staff member is not required to pay the annual fee of \$10 more than once in each year, and can choose whether to be a parent or guardian member or a staff member but not both.
  - (d) Upon receipt of the first invoice of the year, a parent or guardian may by written objection lodged with the public officer, object to becoming a member. Upon receipt of the objection the public officer is to refund the \$10 fee if paid and ensure the parent or guardian's name is not entered on the register of members.
  - (e) A parent or guardian may resign membership at any time as provided in rule 6(6). A Parent or Guardian Membership lapses when the parent or guardian ceases to have enrolled children at the school.
  - (f) Staff members. All staff employed by the school are eligible for Staff Membership, and their names are to be entered on the register of members to be kept by the public officer after they have lodged a Staff Membership application form with the public officer and paid the annual membership fee.
  - (g) A staff member may resign membership at any time as provided in rule 6(6). A Staff Membership lapses when the person ceases to be employed at the school.
  - (h) Sub-rule 6(8) and (9) apply to Parent or Guardian Membership and staff membership.
  - (i) General members. Any person who is not a current parent or guardian or staff member may apply for membership according to Rule 6.
  - (j) The register of members kept by the public officer is to record whether a person is a parent, guardian, staff or general member of the Association.
  - (k) For the avoidance of doubt, Parent or Guardian members and staff members have all the rights, liabilities and powers of a member of the Association.
  - (l) For the avoidance of doubt, a person cannot be entered on the register of members in more than one category of membership.

### **Winding up of Association**

7. (1) In the event of the Association being wound up:-
- (a) Every member of the Association; and
  - (b) Every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association,

is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding ten dollars, as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

- (2) If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or association having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income to an extent at least as great as is imposed on the Association such institution or association to be determined by the members of the Association at or before the dissolution or in default thereof by a judge of the Supreme Court of the State of Tasmania and if and so far as effect cannot be given to this clause then to some charitable object.

### **Income and Property of Association**

8. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
- (2) The Association shall not:-
- (a) Appoint a person who is a member of the Council, other than a person referred to in r. 29(1)(b), to any position as employee, contractor, agent or otherwise to the holder of which there is payable any remuneration by way of salary, fees, or allowances.
  - (b) Pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pockets expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:-
- (a) Remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business.
  - (b) Interest at a rate which shall be determined from time to time at the Annual General Meeting on moneys lent to the Association by the servant or member, or
  - (c) A reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

### **Accounts of receipts, expenditure etc**

9. (1) True accounts shall be kept: -
- (a) Of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) Of the property, credits, and liabilities of the Association, and subject to any reasonable restriction as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
- (2) The Treasurer of the Association shall ensure that all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association are kept in such form and manner as the Council may direct
- (3) The accounts, books, and records referred to in sub-rule (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Council may decide.

### **Banking and Finance**

10. (1) The Treasurer of the Association, or such other officer or employee delegated such function by the Council, shall on behalf of the Association receive all monies paid to the Association and forthwith after the receipt thereof issue official receipts therefore.
- (2) The Council shall cause to be opened with such bank as the Council selects a banking account in the name of the Association into which all monies received shall be paid by the Treasurer or such other officer or employee delegated such function by the Council as soon as possible after receipt thereof.
- (3) The Council may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the Council no payment shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the Council may provide the Treasurer or such other officer or employee delegated such function by the Council with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Council may impose.
- (5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Council.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and Public Officer or, in the absence of either, by such other member or members of the Council or employees of the Association as the Council may nominate for that purpose.

### **Auditor**

11. (1) At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for reappointment.
- (3) The first auditor of the Association may be appointed by the Council before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the

members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.

- (4) If an appointment is not made at an annual general meeting the Council shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) Except as provided in sub-rule (3) of this rule, the auditor may only be removed from office by special resolution.
- (6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Council may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

### **Auditor of Accounts**

12. (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (3) In his or her report, and in certifying to the accounts, the auditor shall state: -
  - (a) Whether he or she has obtained the information required by him or her.
  - (b) Whether, in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal and the explanations given to him or her and as shown by the books of the Association, and
  - (c) Whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- (5) The auditor: -
  - (a) Has a right of access to the accounts, books, records, vouchers and documents of the Association.
  - (b) May require from the servants of the Association such information and explanations as may be necessary for the performance of his or her duties as auditor.
  - (c) May employ persons to assist him or her in investigating the accounts of the Association; and
  - (d) May, in relation to the Association, examine any member of the Council or any servant of the Association.

### **Annual General Meeting**

13. (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than five months after the close of the financial year of the Association) as the Council may determine.
- (3) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be:-
  - (a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
  - (b) To receive from the Council, auditor, Chair of the College and other servants of the Association as appropriate reports upon the transactions of the Association during the last preceding financial year.

- (c) To elect ordinary Council members.
  - (d) To appoint a Public Officer, who must be a member of the Tarremah Steiner School Foundation.
  - (d) To appoint the auditor and determine his or her remuneration; and
  - (e) To determine the remuneration of servants of the Association.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting shall be called special general meetings.

### **Special General Meetings**

14. (1) The Council may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Council shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the Council does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

### **Notice of General Meetings**

15. The public officer of the Association shall at least fourteen days before the date fixed for holding a general meeting of the Association, in a newsletter published by the school, place a notice specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat and shall at least fourteen days before the date fixed for holding a general meeting of the Association notify each and every member by post sent to their last known address or by newspaper published within Tasmania specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

### **Business and quorum at general meetings**

16. (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Half of the membership plus one, or 15 (whichever is lower), members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

#### **Chairperson to Preside**

17. The Chairperson, or in his or her absence, their nominee from Council shall preside as Chairperson at every general meeting of the Association.

#### **Adjournment of General Meetings**

18. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **Questions arising at General Meetings**

19. Subject to r. 21, a question arising at a general meeting of the Association should wherever possible be resolved through consensus. When a vote is taken, the result shall be determined on a show of hands.

#### **Votes**

20. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) In the case of an equality of voting on a question the question shall be referred to a future meeting.
- (3) Notwithstanding rule 6(9) a member who has not paid his or her annual subscription 24 hours before the date and time fixed for a general meeting is not entitled to vote at a general meeting.

#### **Absentee Votes**

21. (1) The Council may, in respect to any item of business or question proposed to be determined at a General Meeting, determine that such item or question is to be determined by absentee votes in addition to votes of those present.
- (2) Where the Council has made a determination referred to in sub-rule 1 of this rule, the following procedures are to apply.
- (a) The item of business or question proposed to be determined is to be subject to a vote, and r. 19 will not apply.
- (b) the notice sent to members personally referred to in r. 15 is to include a proforma voting paper, in a form approved by Council, for the purpose of members casting an absentee vote.

(c) a member wishing to cast an absentee vote may register their vote by completing the proforma voting paper in respect of an item of business or question and returning the completed paper to the Public Officer at least 24 hours prior to the meeting.

(d) at the meeting when such item or question is determined, the Chair of the meeting or a person designated by the Chair is to count the absentee votes in the presence of those members present and the votes of all members, including absentee members, are to be recorded in the minutes of the meeting.

(e) r. 20 applies to voting at a general meeting.

### **Management of the Affairs of the Association by the Council**

22. (1) The affairs of the Association shall be overseen by a Council constituted as provided in rule 29.
- (2) The Council: -
- (a) Shall be known as the "Tarremah School Council";
  - (b) Shall control the business and affairs of the Association;
  - (c) May, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association;
  - (d) Subject to the Act and these rules, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.
23. Notwithstanding any other provision in these rules, the Council can appoint and oversee people or bodies as responsible for managing any of the affairs of the Association to the satisfaction of Council. Such responsibilities can include, inter alia,
- (a) the development and delivery of a Steiner education
  - (b) the maintenance of the well-being of the students
  - (c) providing administrative support as necessary to deliver a Steiner education to the school students.
  - (d) undertaking other such duties as directed by Council, according to the governing terms of employment

### **The College**

24. (1) There is established a College.
- (2) The College is comprised of: -
- (a) teachers who satisfy eligibility requirements set by College and approved by Council;
  - (b) the person appointed by Council as College Chair;
  - (c) any other person nominated by College and approved by Council, for a term agreed by Council.
- (3) The functions of the College are to: -
- (a) provide advice to the College Executive;
  - (b) develop and formulate policies and procedures for the school in consultation and co-operation with the College Executive,

- (c) provide all teachers with an opportunity to have an input into the management of the school.
  - (d) develop and maintain Tarremah as a Steiner School,
  - (e) maintain a school ethos and culture,
  - (f) develop and maintain a cohesiveness of the school community consistent with Steiner principles.
  - (g) communicate educational issues with parents and the wider public.
  - (h) participate in strategic planning for the school.
  - (i) co-ordinate, in consultation and co-operation with the College Executive, the education within the school and between all classes.
- (4) The College is accountable to the Council in respect to all its functions and powers

### **The College Executive**

25. (1) The management of the school is to be carried out by the College Executive as the representative body of the College.
- (2) The College Executive is comprised of:-
- (a) the College Chair;
  - (b) such number of teachers as agreed to by the Council, but not less than a ratio of one teacher per each complete set of 3 classes.
  - (c) the Business Manager, in *ex officio non-voting* capacity.
- (3) The College Executive is accountable to the Council in respect to all its functions and powers.
- (4) The role of the College Executive is to:
- (a) provide advice and recommendations to the Council on all matters relating to the school and as required by Council;
  - (b) implement decisions of the Council;
  - (c) inform the College of Council decisions;
  - (d) achieve goals and targets set by Council.
  - (e) report to Council on all matters as required by Council.
  - (f) frame budgets for approval by Council and ensure accountability of the school within budgetary constraints set by Council.
  - (g) subject to any directions from Council, administer the school.
  - (h) recommend appointment of staff, manage and administer the school, subject to policies and procedures approved by Council and any directions of Council.
- (5) A teacher may be appointed to the College Executive by Council on such terms as the Council agrees to.
- (6) Meetings of College Executive will be convened by the Chair.

### **Process of Appointment to College Executive**

26. (1) To be eligible to be appointed to the College Executive a College Member:
- (a) shall satisfy requirements agreed to by Council; and
  - (b) shall be recommended to Council by the College Executive for appointment;
- (2) Any appointment to the College Executive shall be approved by Council.
- (3) A College Member's tenure as a member of the College Executive will be subject to guidelines agreed to by Council.

### **The College Chair**

27. (1) The Council will appoint a person as College Chair.
- (2) To be eligible for appointment as College Chair a person should be an educationalist or teacher with a background in Steiner's educational philosophy and have appropriate management/administrative training and/or experience.
- (3) Subject to any direction from Council, the functions of the College Chair are to:-
- (a) be responsible for developing and maintaining Tarremah as a Steiner School and to provide leadership and guidance in furthering the educational mission and vision of the school;
  - (b) be responsible for developing and maintaining a school ethos and culture;
  - (c) be responsible for developing and maintaining a school community consistent with Steiner principles;
  - (d) oversee and ensure satisfactory and effective performance by the College Executive, the College, and the administration of the school;
  - (e) represent the College and College Executive at Council Meetings;
  - (f) communicate Council decisions to College and College Executive;
  - (g) implement any decisions and directions of Council, as determined by Council;
  - (h) to teach classes within the school, as appropriate;
- (4) In appointing a person as College Chair, the Council:
- (a) must consult with the College and College Executive; and
  - (b) ensure that any appointment panel or sub-committee set up to consider candidates for appointment as College Chair must include at least one nominee of the College Executive.

### **Officers of the Association**

28. (1) The officers of the Association shall be:-
- (a) Chairperson
  - (b) Treasurer
  - (c) Secretary
- (2) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (3) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Council may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

### **Composition of the Council**

29. (1) The Council shall consist of 8 members, of whom: -
- (a) Seven (7) members will be elected from the body of the Association; and
  - (b) The College Chair is an *ex-officio* member of the Council, and is not entitled to vote.
  - (c) The Business Manager attends Council meetings as required, in an advisory and non-voting capacity
  - (d) Council Advisors
    - (i) Notwithstanding any other provision of this constitution the Council can appoint up to two additional advisors (called "Council Advisors") at any time in order to assist the Council through the provision of specific skills or experience.
    - (ii) Council Advisors' appointments expire either on the earliest time of the holding of the Association's Annual General Meeting, or after 12 months have elapsed.
    - (iii) Council Advisors are not entitled to vote at Council Meetings.
    - (iv) For the avoidance of doubt, Council Advisors are not required to be members of the Association
    - (v) Council Advisors' appointments can be subject to such conditions as determined by the Council.
- (2) (a) Each Council member elected under rule 29 (1)(a) shall be appointed for a term of 3 years but is eligible to be re-elected.
- (c) Each Council member elected under rule 30 shall hold office until the annual general meeting three (3) years after the date of his/ her election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of a Council member elected under rule 29 (1) (a) the Council may appoint a member of the Association to fill the vacancy. The member so appointed shall hold office until the next annual general meeting.

### **Filling a vacancy on Council**

30. (1) Two (2) positions on Council will fall vacant each year with three (3) positions falling vacant every third year.
- (2) The Association shall
- (a) seek nominations of candidates for election as Council members, which: -
    - (i) Shall be made in writing signed by two members of the Association and accompanied by the written consent of the

candidate which may be endorsed on the form of nominations;  
and

- (ii) Shall be delivered to the Public Officer of the Association at least twenty-one (21) days before the date fixed for the holding of the annual general meeting.
- (b) provide to the Association appropriate background materials to help members of the Association cast their ballot in the election of Council members.
- (3) A ballot for the election of Council members shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
- (4) In the event that not all vacancies are filled at the Annual General Meeting, the Association shall seek nominations to fill those positions and a Special General Meeting shall be convened to elect the candidates.
- (5) At the next scheduled meeting of Council after the Annual General Meeting where the ordinary Council members were elected, the Council shall elect from its members a chairperson, secretary and treasurer. The outgoing officers shall continue to hold office until the result of that election has been declared.

#### **Vacation of Office**

31. For the purposes of these rules, the office of an officer of the Association or of a Council member becomes vacant if the officer or Council member-
- (a) Dies.
  - (b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit.
  - (c) Becomes of unsound mind.
  - (d) Resigns his or her office by writing under his or her hand addressed to the Council.
  - (e) Ceases to be a resident in the State.
  - (f) Fails without leave granted by the Council, to attend three consecutive meetings of the Council.
  - (g) Ceases to be a member of the Association; or
  - (h) Fails to pay all arrears of subscription due by him or her within fourteen days after he or she has received a notice in writing signed by the Public Officer stating that he or she has ceased to be a financial member of the Association.

#### **Meetings of the Council and Sub-Committees**

32. (1) The Council shall meet at such place and such time as the Council shall determine. A minimum of one meeting shall be held in each calendar month, February to November inclusive.
- (2) Special meetings of the Council may be convened by the Chairperson or any four of its members.
- (3) Notice shall be given to members of the Council of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Any four members of the Council constitute a quorum for the transaction of the business of a meeting of the Council provided that one of the quorum be an office bearer and one a non office bearer Council member.
- (5) No business shall be transacted 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

shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.

- (6) Questions arising at meetings of the Council or of any sub-committee appointed by the Council should, where possible, be resolved through consensus. When a vote is taken, the result shall be determined on a show of hands.
- (7) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, consideration of the question should be deferred to a future meeting.
- (8) Written notice of each Council meeting shall be served on each member of the Council by delivering it to him or her at a reasonable time before the meeting or by sending it by email, or, in special circumstances with agreement of Council, by post in a prepaid letter addressed to him or her at his or her usual or last known place of abode in time to reach him or her in due course of post before the date of the meeting.

### **Disclosure of Interest in Contracts**

33. (1) A member of the Council who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his or her interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration, if his or her interest then exists, or, in any other case, at the first meeting of the Council after the acquisition of his or her interest.
- (2) If a member of the Council becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Council after he or she becomes so interested.
- (3) No member of the Council shall vote as a member of the Council in respect of any contract or arrangement in which he or she is interested and if he or she does so vote his or her vote shall not be counted.
- (4) In this rule, a reference to a member of Council being interested in any contract or arrangement made or proposed to be made with the Association shall include a reference to that member's partner, spouse, family member or business.

### **Sub-Committees and Executive Committees**

34. (1) The Council may at any time appoint a sub-committee from the Council as it may think fit and shall prescribe the powers and functions thereof.
- (2) The College Executive will be given the option of having a representative participate in any sub-committee established by Council if no representative is already present.
- (3) The Council may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- (4) Two appointed members of a sub-committee constitute a quorum at a meeting of the sub- committee.
- (5) The convenor of a particular sub-committee is responsible for calling meetings of the sub- committee.
- (6) The Chairperson, the Secretary, and the Treasurer constitute an executive committee, which may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Council, and where any such instructions are issued shall report thereon to the next meeting of the Council.

### **Annual Subscription**

35. (1) Until otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be the sum of \$10.00 with a concession of \$5.00 for students pensioners and unemployed people.
- (2) The amount of the annual subscription may be altered from time to time by the members by resolution.
- (3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

### **Financial Year**

36. The Financial year of the Association is the period beginning on 1st January in each year and ending on the 31<sup>st</sup> of December next following.

### **Notices**

37. A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her usual or last known place of abode.

### **Expulsion of Members**

38. (1) Subject to this rule, the Council may expel a member from the Association if, in the opinion of the Council, the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:-
- (a) Until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
- (b) If the member exercises his or her right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal; whichever is the later date.
- (3) Where the Council expels a member from the Association, the public officer of the Association shall, without undue delay, cause to be served on the member a notice in writing:-
- (a) Stating that the Council has expelled the member.
- (b) Specifying the grounds for the expulsion; and
- (c) Informing the member that if they desire they may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, within fourteen days after the service of that notice in requisition in writing demanding the convening of such meeting for the purpose of hearing their appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule the public officer shall forthwith notify the Council of its receipt and the Council shall thereupon cause a special general meeting of members to be held within twenty one days after the date on which the requisition is received by the public officer.
- (6) At a special general meeting convened for the purpose of this rule:-
- (a) No business other than the question of the expulsion shall be transacted;
- (b) The Council may place before the meeting details of the grounds of the expulsion and the Council's reasons for the expulsion;
- (c) The expelled member shall be given an opportunity to be heard; and

- (d) The members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his or her membership of the Association.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

### **Disputes**

- 39. (1) Subject to this rule, a dispute between a member of the Association, in their capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.
- (2) Nothing in this rule affects the operation or effect of rule 38.

### **Seal of the Association**

- 40. (1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the Council and the affixing thereof shall be attested by the signatures either of two members of the Council or of one member of the Council and of the public officer of the Association or such other person as the Council may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Council.
- (3) The seal shall remain in the custody of the public officer.

### **Changes to Constitution**

- 41. The rules may be amended by resolution passed by a three quarters majority of financial members voting at a special general meeting.
- 42. Notice of the proposed amendment shall be included in the notice calling the special general meeting.
- 43. An amendment to the objects and purposes of the Association shall not be effective until registered by the Commissioner.