

CONSTITUTION
Business and Enterprise Teachers' Association
of South Australia Incorporated

1 NAME

The name of the Association shall be the Business and Enterprise Teachers' Association of South Australia Incorporated.

2 DEFINITIONS

In these rules, unless the contrary intention appears:

2.0.1 The "Act" means the Associations Incorporation Act 1985; and

2.0.2 The "Regulations" means the Associations Regulations, 1985.

3 OBJECTIVES OF THE ASSOCIATION

3.01 To provide and extend business and enterprise education in South Australia

3.02 To provide means for exchange of ideas on the teaching of business and enterprise education subjects

3.03 To act as a body representative of teachers of business and enterprise education subjects wherever the educational interests of those subjects are involved

3.04 To publish and make available materials of interest and value to teachers of business and enterprise education subjects

3.05 To maintain liaison with professional associations of teachers of business and enterprise education subjects elsewhere, plus other professional and academic bodies; and

3.06 To undertake any other activities aimed at promoting and supporting business education.

4 POWERS

The Association shall have all the powers conferred by Section 25 of the Act save and except such modifications and inclusions as are specified in this constitution.

5 MEMBERSHIP OF THE ASSOCIATION

5.01 All persons or organisations interested in business and enterprise education may apply for full membership of the association;

5.02 A full Member may be an individual or a school or an organisation. Full membership entitles a Member to full voting rights at an Annual or Special General Meeting; and, one set of privileges as determined by the Board of Management from time to time;

5.03 Full membership shall be conditional upon payment of such annual subscription as shall be determined from time to time by the Board of Management. Student concession will be available at the discretion of the Board of Management;

5.04 Full membership rights shall commence from the date of full payment of subscription;

5.05 Life membership may be awarded by the Board of Management to any person who has given exceptional service to the Association. This entitles such a person to full membership rights at no charge; and

5.06 A current register of Members shall be maintained by the Board of Management including details of the name and mailing address of each Member.

6 SUBSCRIPTIONS

6.01 The subscription for each class of membership shall be such sum as the Board of Management shall determine from time to time in general meeting;

6.02 The subscription fees for each class of membership shall be payable annually on the 1st day of January or such other time and in such other manner as the Board of Management shall determine from time to time;

- 6.03 In the event of a Member resigning membership during a subscription year no refund of the membership fee shall be payable by the Association to the resigning Member; and,
- 6.04 Any Member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a Member of the Association provided always that the Board of Management may reinstate such a person's membership on such terms as it thinks fit.

7 RESIGNATION

A Member may resign from membership of the Association by giving written notice thereof to the Administration Assistant of the Association. Any Member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

8 EXPULSION OF A MEMBER

Subject to giving a Member an opportunity to be heard or to make a written submission, the Board of Management may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association and in which regard the following procedures shall be adhered to and observed:

- 8.01 Particulars of the charge shall be communicated to the Member at least one (1) calendar month before the meeting of the Board of Management at which the matter will be determined and during which determination the Member shall be entitled to attend and shall be entitled to answer and respond to the charge and shall be entitled to produce such information or witnesses as the Member requires to do so for the purpose of answering the charge;
- 8.02 The determination of the Board of Management shall be communicated to the Member, and in the event of an adverse determination the Member shall subject to sub-rule 8.03 cease to be a Member fourteen (14) days after the Board of Management has communicated its determination to the Member;
- 8.03 It shall be open to a Member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Administration Assistant or Public Officer of the Association within fourteen (14) days after the determination of the committee has been communicated to the Member; and,
- 8.04 In the event of an appeal under sub-rule 8.03 the appellant's Membership of the Association shall not be terminated unless the determination of the Board of Management to expel the Member is upheld by the Members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board of Management is upheld.

9 THE BOARD OF MANAGEMENT

- 9.01 The affairs of the Association shall be managed and controlled exclusively by a Board of Management which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by these rules required to be done by the Association in general meeting;
- 9.02 The Board of Management shall have the power to appoint such officers and employees including an Executive Officer as are required to carry out the objects of the Association, including a Public Officer as required by the Act, and may discuss or delegate any of its powers to such officers and employees PROVIDED ALWAYS that the Board of Management may appoint the most senior Member of staff to be the Public Officer;
- 9.03 The Board of Management shall include a President, Vice President, Treasurer and Administration Assistant;
- 9.04 The Board of Management may appoint a person to fill a casual vacancy, and such an appointee shall hold office until the next Annual General Meeting of the Association;

- 9.05 A retiring Board of Management member shall be eligible to stand for re-election. A Member shall be eligible to stand for election provided a Member of the Association has nominated him or her prior to or at the Annual General Meeting. The nominee is to signify a willingness to stand for election;
- 9.06 If no more than the required number of persons are nominated to fill the positions upon the incoming Board of Management, the Electoral Officer shall report accordingly to the Annual General Meeting, and shall declare such persons duly elected as Board of Management Members, otherwise elections shall take place in accordance with the provisions of Clause 21 hereof;
- 9.07 A person elected to the Board of Management must be a Member of the Association;
- 9.08 The Board of Management shall consist of the President and eleven (11) other persons who are Members of the Association elected at the Annual General Meeting and shall commence tenure at the handover meeting following the Annual General Meeting;
- 9.09 Where the elected Board of Management does not contain a representative from business/industry or higher education, the Board of Management shall wherever possible co-opt one person (who need not be a Member of the Association) from each such sector to become a Member of the Board of Management upon such terms and conditions including length of tenure as the Board of Management may attach to such appointment but with full voting rights on the Board of Management;
- 9.10 The handover meeting shall be called by the President of the retiring Board of Management. The handover meeting must be held within sixty (60) days of the Annual General Meeting;
- 9.11 At the first Board of Management meeting the positions of Deputy President and Treasurer shall be elected, and an Administration Assistant appointed by the incoming Board of Management. Once these positions have been elected/ appointed the retiring President shall handover the meeting to the newly elected President. With the approval of the Board of Management at such meeting any officer's roles and/or duties may be combined and/or delegated;
- 9.12 The Board shall meet regularly with a minimum of five (5) meetings between Annual General Meetings;
- 9.13 The Board of Management shall be entitled to constitute sub-committees from time to time for the purpose of delegating to such committees the conduct and management of any activity or activities that would otherwise be undertaken by the Board of Management provided always:
- 9.13.01 such sub-committees comprise of members of this Association or any other persons appointed by the Board of Management;
- 9.13.02 each sub-committee shall be chaired by a Member of the Board of Management;
- 9.13.03 each sub-committee shall report and be responsible to the Board of Management at meetings and at least annually, all records of the sub-committee shall be handed over to the Administration Assistant to be archived;
- 9.14 There shall at all times be a standing sub-committee for the purpose of professional development and publications;
- 9.15 A Board of Management Member who fails to attend three (3) consecutive meetings of the Board or any sub-committee of which he or she is a Member without apologies to the Board of Management shall be deemed to be no longer a Member of the Board of Management; and,
- 9.16 Any vacancy which occurs between Annual General meetings may be filled by the Board of Management.

10 DISQUALIFICATION OF BOARD OF MANAGEMENT MEMBERS

The position of a Board of Management Member shall become vacant if a Board of Management Member resigns or is:

- (i) disqualified by the Act;
- (ii) expelled under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) infringes the provisions of Clause 9.15 hereof; or,
- (v) is no longer a Member of the Association or if is co-opted to the Board, has such appointment terminated by the Board.

11 PROCEEDINGS OF THE BOARD OF MANAGEMENT

- 11.01 The Board of Management shall meet together for the dispatch of business at such times as the Board of Management may decide;
- 11.02 Questions arising at any meeting shall be decided by majority of votes, and in the event of equality of votes the President or other chairperson of the meeting shall have a casting vote;
- 11.03 A quorum for a meeting of the Board of Management shall be half of the Members plus one; and,
- 11.04 A Member of the Board of Management having a pecuniary interest in a contract with the Association must disclose that interest to the Board of Management as required by the Act, and shall not participate in or vote with respect to that item of business.

12 FINANCIAL YEAR

The financial year of the Association shall commence on the 1st day of September of each successive year.

13 BORROWING POWERS

- 13.01 Subject to this Constitution the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board of Management sees fit, and may secure the repayment thereof by charging the property of the Association;
- 13.02 Subject to Section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board of Management from time to time.

14 RULES

- 14.01 These regulations shall not be altered, amended, added to or repealed except at an Annual General Meeting or a Special General Meeting called for this purpose and provided that not less than two thirds of the Members present and voting at the meeting shall vote in favour of such change.
- 14.02 Notice of and reasons for any proposed change to this constitution must be lodged with the Administration Assistant who shall ensure that full details are given in writing to all Members at the time of giving notice of the meeting at which the changes will be considered;
- 14.03 The registered rules shall bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof;
- 14.04 Any alterations to the Rules shall be registered with the Commission as required by the Act.

15 MEETINGS

- 15.01 The affairs of the Association shall be under the ultimate control of the Annual General Meeting of the Members to be held each year;
- 15.02 The Annual General Meeting shall be held in September or October of each year;
- 15.03 The Board of Management shall give to all Members written notice of the Annual General Meeting not less than thirty (30) days before it is due to be held;
- 15.04 A Special General Meeting may be called under the following circumstances:
 - 15.04.01 by resolution of the Board of Management;
 - 15.04.02 by a request to the Board of Management signed by at least ten (10) Members served on the President by Certified Mail; and
- 15.05 The Board of Management must call a meeting of Association Members to be held within thirty (30) days upon the occurrence of either event specified in Clause 15.04 hereof PROVIDED ALWAYS that a minimum of fourteen (14) days notice of the agenda for such meeting is given to the Members.

16 DUTIES OF OFFICE BEARERS

The President

- 16.01 Apart from the duties specified elsewhere in this constitution, the President shall act as spokesperson for the Association and make all statements in accordance with previously agreed policy, or in an emergency, following consultation with at least two (2) other Members of the Board of Management;
- 16.02 The President shall chair the Board of Management meetings, Special General Meetings and Annual General Meetings;
- 16.03 The President shall have the casting vote at the above stated meetings;
- 16.04 The President shall be one of the signatories to operate the Association's Bank Account or Accounts;
- 16.05 In the absence of the President from the meeting the Vice President shall chair the meeting;
- 16.06 The President shall be the delegate of the Association to the Business Educators Australasia Incorporated (BEA); and
- 16.07 Any of the duties of the President may be delegated to another Member of the Board of Management with the approval of the Board of Management.

Treasurer

- 16.08 The Treasurer shall be charged with the responsibility, control and accountability of the funds of the Association;
- 16.09 The Treasurer shall maintain all proper accounting records of the Association;
- 16.10 The Treasurer shall be a co-signatory to the Association's cheque account or accounts;
- 16.11 The Treasurer shall report to the Board of Management, auditors and Members;
- 16.12 The Treasurer shall present audited financial statements at the Annual General Meeting of the Association upon the approval of the Board of Management. These shall be accompanied by the Treasurer's report for the financial year;
- 16.13 The Treasurer shall make payments on behalf of the Association upon the approval of the Board of Management. The Treasurer shall furnish a list of accounts for payment for approval at the Board of Management meetings;
- 16.14 Urgent payments may be made by the Treasurer on behalf of the Association up to an amount to be decided by the Board of Management from time to time;
- 16.15 The Treasurer shall be responsible to the Board of Management to present Bank Reconciliation statements to the end of the nearest month preceding Board of Management meetings;
- 16.16 The Treasurer shall at Board meetings present analysis of the receipts and payments described in the report relevant to the Board;
- 16.17 The Treasurer should not be involved in receipt of money paid to the Association or in the banking of such money in that the Association shall provide an assistant for this task; and,
- 16.18 The Treasurer shall provide to the Board of Management such financial information and reports as the Board may require it from time to time.

Administration Assistant

- 16.19 The Administration Assistant shall be responsible to notify the Members of meetings;
- 16.20 The Administration Assistant shall be responsible to make all arrangements for the meetings of the Board of Management, and members of the Association from time to time;
- 16.21 The Administration Assistant shall be responsible for the collection and dissemination of all correspondence to the Association; and,
- 16.22 The Administration Assistant shall be responsible to oversee the establishment of the records of the Association including the keeping of minutes of meetings, correspondence and all indexing of the archival records.
- 16.23 The Administration Assistant shall be responsible for the processing of Membership Applications, renewals and subscriptions;
- 16.24 The Administration Assistant shall make available to the Treasurer and the Board of Management reports of membership;
- 16.25 The Administration Assistant shall maintain a register of Members.

17 STANDING PROFESSIONAL DEVELOPMENT AND PUBLICATIONS SUB-COMMITTEE

- 17.01 The standing professional development and publications committee shall be responsible to attend to the objectives of the Association relating to or incidental to professional development and publication of materials;
- 17.02 Nothing in this constitution shall prevent the establishment of two (2) sub-committees to carry out separately the function of professional development and publications; and,
- 17.03 The professional development and publications committee shall be responsible for the provision of activities and publications relating to the professional development of Members of the Association and the nature, medium and frequency of such activities and publications shall be decided in the entire discretion of the standing sub-committee in response to its perception of Members' requirements.

18 FINANCE

- 18.01 The Treasurer shall be the central point of control of accountability for the finances of the Association;
- 18.02 The responsibility for the banking of the Association's funds rests with the officers or committees responsible for the receipt of such funds;
- 18.03 Signatories to operate the Bank Account or Accounts of the Association shall be the President, the Treasurer and a third party nominated by the Board of Management. All Accounts shall be operated by any two (2) of the three (3) such signatures; and,
- 18.04 The Board of Management may authorise a petty cash imprest system for any office or activity as required.

19 AUDITOR

- 19.01 The Association in general meeting shall appoint an auditor who shall hold office until the next Annual General Meeting;
- 19.02 No Member of the Board of Management shall be eligible to hold the office of Auditor;
- 19.03 A retiring Auditor shall be eligible for re-appointment;
- 19.04 The Board of Management may fill any vacancy in the office of Auditor which arises prior to an Annual General Meeting;
- 19.05 The Auditor shall:
 - 19.05.01 audit annually the accounts of the Association covering the financial year;
 - 19.05.02 have the power to call for all books, papers, vouchers and documents belonging to the Association;
 - 19.05.03 sign the annual financial statements of the Association and submit a report in writing upon each audit at the subsequent Annual General Meeting;
 - 19.05.04 audit the accounts of the Association at any time at the direction of a Special General Meeting of the Members; and,
 - 19.05.05 present the auditor's account for such services with the audit.

20 QUORUM

- 20.01 A quorum for Annual and Special General Meetings shall be twenty five (25) members;
- 20.02 If within 35 minutes of the time appointed for an Annual or Special General Meeting a quorum is not present the Chairperson shall adjourn the meeting to another date between fourteen (14) and twenty one (21) days thereafter in the event of an Annual General Meeting and will dissolve the meeting if a Special General Meeting convened upon requisition of the Members;
- 20.03 A quorum for the meeting of any sub-committee shall be one half of the Members of the sub-committee or such other number as the Board of Management may specify when establishing the sub-committee or as the Board of Management may from time to time resolve.

21 ELECTIONS

- 21.01 An Electoral Officer will be charged with the responsibility of conducting the nominations and election process of the Board of Management;

- 21.02 The Electoral Officer shall be appointed by the Board of Management from year to year PROVIDED ALWAYS that the Electoral Officer shall not be a Member of the Board of Management or a nominee in the succeeding Board of Management;
- 21.03 At the time of the elections two (2) scrutineers shall be appointed by the Members in general meeting;
- 21.04 No Member shall hold the same position on the Board of Management for more than three (3) consecutive terms;
- 21.05 The election of the Board of Management Members shall be decided by secret ballot at the Annual General Meeting conducted in such a manner to be decided by the Board of Management from year to year. The result of such election shall be communicated to the Members at such Annual General Meeting;
- 21.06 The Electoral Officer shall first conduct the ballot for the position of President PROVIDED ALWAYS that there shall be no need to conduct a ballot if there is only a single nomination for the position. In the case of a ballot, the nominee returning the most votes shall be declared President elect;
- 21.07 Following the declaration of the President elect the Electoral Officer shall finalise the nominations to the remaining eleven (11) positions on the incoming Board of Management and will declare to the Annual General Meeting the final nominees whereupon the ballot will then proceed;
- 21.08 Following the taking of the ballot the President elect and the eleven (11) candidates polling the most votes for the remaining Board of Management positions shall be proclaimed the incoming Board of Management PROVIDED THAT the results are made known prior to the closure of the Annual General Meeting;
- 21.09 At the Annual General Meeting all correspondence nominating Members to the Board of Management will be received and tabled. Nominations will also be received from the Members present at the Annual General meeting.

22 MINUTES

- 22.01 The minutes of all Annual and Special General Meetings and Board of Management meetings shall be recorded in minute books provided for such purpose wherein all resolutions and proceedings shall be recorded;
- 22.02 The minutes of each meeting shall be signed by the Chairperson of the succeeding such meeting. The signature of the Chairperson shall be accepted as prima face evidence of the matters stated in the minutes; and,
- 22.03 The Administration Assistant is responsible for ensuring that the minutes are appropriately recorded distributed and archived.

23 CONDUCT OF MEETINGS

The rules of conduct of all meetings unless otherwise stated herein shall be those of common procedure.

24 THE SEAL

- 24.01 The Association shall have a common seal upon which its corporate name shall appear in legible characters;
- 24.02 The seal shall not be used without the express authorisation of the Board of Management and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be any two (2) Members of the Board of Management from time to time;
- 24.03 The seal shall be kept in the custody of the Administration Assistant.

25 VOTING RIGHTS AND PROXIES

- 25.01 Subject to these rules each Member present in person or by proxy shall be entitled to one (1) vote;

- 25.02 A Member being a body corporate shall be entitled to appoint one (1) person who need not be a Member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be deemed to be a Member on behalf of the appointor Member for all purposes until the authority to represent the corporate Member is revoked;
- 25.03 Each Member shall be entitled to only one (1) vote;
- 25.04 A Member shall be entitled to appoint in writing a person who is also a Member of the Association to be the appointor's proxy, and attend and vote at any meeting of the Association.

26 ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

27 WINDING UP AND DISPOSAL OF ASSETS

- 27.01 The Association shall cease to exist only by two thirds majority of vote of Members present and voting at a Special General Meeting called for the sole purpose of winding up the Association; and,
- 27.02 In the event of the Association being wound up, the disposal of funds and other assets shall be decided by the Board of Management provided that this shall be to an organisation or organisations having as its or their objectives or amongst its or their objectives the furthering of Business and Enterprise education in Australia and/or the representation of the professional interests of Business and Enterprise Education Teachers in Australia.