

# **HEADS OF INDEPENDENT CO-EDUCATIONAL SCHOOLS, IN NSW AND THE ACT (INCORPORATED)**

## **CONSTITUTION**

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# Objects

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- (a) The name of the association shall be The Heads of Independent Co-Educational Schools, in NSW and the ACT (Incorporated) (**HICES**).
  
- (b) The Objects of HICES are:
  - i) To provide a professional support group and forum for members who are heads of independent co-educational schools.
  - ii) To promote and advance co-education amongst members' schools and the wider community.
  - iii) To foster a collegial relationship between members and students of their schools.
  - iv) To create opportunities for the development in students of members' schools of qualities of self-reliance, leadership, tolerance and respect for the rights of others.
  - v) To arrange activities and programs, which nurture the development of students of members' schools in their academic performance, as well as in a range of co-curricular pursuits including music, spoken word, literature and sport (junior schools).
  - vi) To keep abreast of, and to apply for the benefit of students of members' schools, developments in co-educational theory and practice.
  - vii) To arrange opportunities from time to time for the professional development of members and the staff of independent co-educational schools.
  - viii) To liaise with governments and other bodies, and to contribute to debate and policy development on matters affecting members and their schools.
  - ix) To promote independent co-educational schooling.

# Rules

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## Part 1 - Preliminary

### 1. Definitions

#### 1.1 In these rules:

**Chair** means the chairperson of HICES.

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

**HICES** means The Heads of Independent Co-Educational Schools, in NSW and the ACT (Incorporated)

**ordinary member** means a member of the committee who is not an office-bearer of HICES, as referred to in rule 14.2.

**Public Officer** means the public officer of HICES for the purposes of the Act.

**secretary** means:

- (a) the person holding office under these rules as secretary of HICES; or
- (b) if no such person holds that office - the Public Officer.

**special general meeting** means a general meeting of HICES other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 1984*.

**the Regulation** means the *Associations Incorporation Regulation 1999*.

**the committee** means the executive committee of HICES, being the body which has the management of HICES.

#### 1.2 In these rules:

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

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

## Part 2 - Membership

### 2. Membership qualifications

#### 2.1 A person is qualified to be a member of HICES if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of HICES at any time after incorporation of HICES under the Act; or

- (b) the person is a natural person and the Head of an Independent Co-Educational School:
  - (i) who has been nominated for membership of HICES as provided by rule 3; and
  - (ii) who has been approved for membership of HICES by a general meeting of HICES.

## 2.2 In this rule 2:

- (a) 'Head of an Independent Co-Educational School' means the person who is considered the 'Head' or CEO of the Independent Co-Educational School (such person may be known by other titles, such as 'Principal', 'Dean', 'Headmaster', or Headmistress).
- (b) 'Independent Co-Educational School' means a school that is a fully integrated co-educational school in New South Wales or the Australian Capital Territory that:
  - (i) has both boy and girl students enrolled in each year group; and
  - (ii) (unless the committee determines otherwise) has in each year group a number of enrolled students of the least represented sex that is at least 20% of the total number of enrolled students in the year. ;
  - (iii) is established to Year Twelve or moving to Year Twelve within two years;
  - (iv) is made up of a senior school only (Years Seven to Twelve) or a junior school AND a senior school (Kindergarten to Year Twelve) where the head of the junior school and/or middle school is be accountable to the overall head of the school; and
  - (v) is following the guidelines for membership of the Association of Heads of Independent Schools in Australia (AHISA) in terms of governance of the school and relationship between the school council and the head of the School.
- (c) For the purposes of rule 2.2(b), a partially co-educational school, for example one that is co-educational only in Years Eleven and Twelve, is not a fully integrated co-educational school.

## 3. Nomination for membership

### 3.1 A nomination of a person for membership of HICES:

- (a) must be made by a member of HICES in writing in the form set out in Appendix 1 to these rules; and
- (b) must be lodged with the Chair of HICES.

### 3.2 A nomination received by the Chair must be included as an item of business at the next general meeting of HICES which will determine by resolution whether to approve or to reject the nomination.

### 3.3 As soon as practicable after HICES makes that determination, the Chair must

- (a) notify the nominee, in writing, that HICES approved or rejected the nomination (whichever is applicable). HICES is not required to supply reasons for accepting or rejecting a nomination for membership.
  - (b) if HICES approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as annual subscription and any entrance fee payable under these rules.
- 3.4 If HICES approves the nomination, the secretary must, on payment by the nominee of the amounts referred to in rule 3.3(b) within the period referred to in that rule, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of HICES.
- 3.5 While membership of HICES resides with the Head of the School (and not the School), there are times when a school appoints an Acting Head. This may occur when the Head is on leave or the school is awaiting appointment of a new Head. The Acting Head cannot be a member of HICES but at the Chair's discretion can be invited to meetings.

## 4. Cessation of membership

A person ceases to be a member of HICES if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from HICES; or
- (d) fails to pay fees within three months of the due date; or
- (e) is absent from three successive general meetings of HICES without approval from the Chair.

## 5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of HICES:

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

## 6. Resignation of membership

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

## 7. Register of members

- 7.1 The secretary of HICES must establish and maintain a register of members of HICES specifying the name, school and school address of each person who is a member of HICES together with the date on which the person became a member and the date of cessation of former members.
- 7.2 The register of members must be kept at the principal place of administration of HICES and must be open for inspection, free of charge, by any member of HICES at any reasonable hour.
- 7.3 A member of HICES may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

## 8. Fees and subscriptions

- 8.1 Members shall pay such fees as are determined by HICES at a general meeting.
- 8.2 In respect of each financial year of HICES, a member of HICES must pay to HICES an annual fee of the amount determined by HICES in general meeting:
- (a) except as provided by paragraph (b), before 1 January in each calendar year; or
  - (b) if the member becomes a member on or after 1 January in any calendar year - on becoming a member and before 1 January in each succeeding calendar year.

## 9. Members' liabilities

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

## 10. Resolution of internal disputes

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

## 11. Disciplining of members

- 11.1 A complaint may be made to the committee by any person that a member of HICES:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules;
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of HICES;
  - (c) has attended less than 75% of HICES dinners or HICES full day meetings in a two year period without leave of the Chair to be absent from the meetings or dinners not attended;



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

## 12. Right of appeal of disciplined member

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

## Part 3 - The Executive Committee

### 13. Powers of the committee

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

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

### 14. Constitution and membership

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

- (a) the office-bearers of HICES; and
- (b) 3 ordinary members;

each of whom is to be elected at the annual general meeting of HICES under rule 15.

14.2 The office-bearers of HICES are to be:

- (a) the Chair;
- (b) the immediate past chair;
- (c) the treasurer; and
- (d) the secretary.

14.3 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election provided that a person cannot hold the office of Chair for more than two consecutive one year terms. The immediate past chair is automatically an office bearer for the one year after they cease to be Chair of HICES.

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

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

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

- (ii) the date on which any such member cease to hold such a position.

## 15. Election of members

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

## 16. Secretary

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

## 17. Treasurer

- (a) The treasurer of HICES shall ensure that:
  - (i) all money due to HICES is collected and received and that all payments authorised by HICES are made; and
  - (ii) all money received by HICES is paid without deduction to the credit of a bank account of HICES's.

- (b) The treasurer shall ensure that correct books and accounts are kept showing the financial affairs of HICES, including full details of all receipts and expenditure connected with the activities of HICES. These records shall be available for inspection by any member and shall be kept in the custody of the treasurer.

## 18. Casual vacancies

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

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

## 19. Removal of a member

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

## 20. Meetings and quorum

- 20.1 The committee must meet at least 3 times in each period of 12 months and at least once in each half year at such place and time as the committee may determine.
- 20.2 Additional meetings of the committee may be convened by the Chair or by any member of the committee in consultation with the Chair.
- 20.3 Oral or written notice of a meeting of the committee must be given, by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under rule 20.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the

meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

- 20.5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 20.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.8 At a meeting of the committee:
- (a) the Chair or, in the Chair's absence, the immediate past chair is to preside; or
  - (b) if the Chair and the immediate past chair are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- 20.9 The Chair has the discretion to invite other members of HICES or non-HICES members to a committee meeting as non-voting observers, including a representative of the HICES junior schools, the chair of the deputy's group or any subcommittee representative.

## 21. Delegation by committee to sub-committee

- 21.1 The committee, [with the prior approval of HICES in general meeting by resolution], may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of HICES as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 21.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 21.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 21.4 Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 21.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 21.7 A sub-committee may meet and adjourn as it thinks proper.

- 21.8 The committee shall appoint a co-ordinator of each sub-committee who shall act as chairperson at each meeting of the sub-committee.
- 21.9 If the co-ordinator of a sub-committee is absent from a meeting of the sub-committee the members present at the meeting shall elect one of their number to be chairperson of the meeting.
- 21.10 The co-ordinator of a sub-committee must keep and maintain custody of records of the business of the sub-committee, including a list of the members of the sub-committee, minutes of all appointments of members of the sub-committee, minutes of the names of members of the sub-committee present at a sub-committee meeting, minutes of all proceedings at each sub-committee meeting and a file of correspondence,. The co-ordinator must forward copies of the minutes of each sub-committee meeting to the secretary of HICES as soon as practicable after the meeting. Minutes of proceedings at a sub-committee meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting
- 21.11 A sub-committee must seek approval from HICES in general meeting for any fees or charges it wishes to levy.
- 21.12 The co-ordinator of a sub-committee shall ensure that all money received by the sub-committee is paid to the Treasurer.
- 21.13 Any major or unusual expenditure proposed by a sub-committee must be referred to and approved by HICES in general meeting before being made.
- 21.14 At the end of each financial year, the sub-committee must provide the HICES treasurer with all its financial statements and if necessary the budget proposed for the following year.
- 21.15 The budget of a sub-committee for a financial year shall be approved, and may be amended, by resolution of a general meeting of HICES.
- 21.16 A sub-committee may recommend to the committee amendments to any protocols applying to the sub-committee under the terms of the committee's delegation or the adoption of new protocols appropriate to the sub-committees area of responsibility. Such proposed amendments or new protocols will not be effective unless approved by HICES at a general meeting by resolution and must be included as an item of business in the next general meeting after being recommended to the committee.
- 21.17 HICES may at a general meeting rescind or amend any resolution of a sub-committee or resolve to disband the sub-committee.

## 22. Voting and decisions

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

## Part 4 - General meetings

### 23. Number of meetings

With the exception of the calendar year of its incorporation, HICES must hold at least 3 general meetings of members (including an annual general meeting) in each calendar year and at least one in each half year.

### 24. Annual general meetings - holding of

24.1 With the exception of the first annual general meeting of HICES, HICES must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of HICES, convene an annual general meeting of its members.

24.2 HICES must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of 6 months after the expiration of the first financial year of HICES.

24.3 Rules 24.1 and 24.2 have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

### 25. Annual general meetings - calling of and business at

25.1 The annual general meeting of HICES is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the committee thinks fit.

25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee reports on the activities of HICES during the last preceding financial year;
- (c) to elect office-bearers of HICES and ordinary members of the committee;
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act; and
- (e) to consider and approve or amend of proposed budgets for HICES and if necessary its sub-committees for the following year.

25.3 An annual general meeting must be specified as such in the notice convening it.

### 26. Special general meetings - calling of

26.1 The committee may, whenever it thinks fit, convene a special general meeting of HICES.

26.2 The committee must, on the requisition in writing of at least 50 per cent plus one member of the total number of members, convene a special general meeting of HICES.

26.3 A requisition of members for a special general meeting:



- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held no later than 3 months after that date.
- 26.5 A special general meeting convened by a member or members as referred to in rule 26.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by HICES for any expense so incurred.

## 27. Notice

- 27.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of HICES, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of HICES, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matters required under rule 27.1, the intention to propose the resolution as a special resolution.
- 27.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25.2.
- 27.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 28. Procedure

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



- 28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## 29. Presiding member

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

## 30. Adjournment

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

## 31. Making of decisions

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

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

## 32. Special resolution

A resolution of HICES is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of HICES as, being entitled under these rules so to do, vote in person or by proxy at a general

meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

### 33. Voting

- 33.1 On any question arising at a general meeting of HICES a member has one vote only.
- 33.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 33.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 33.4 A member or proxy is not entitled to vote at any general meeting of HICES unless all money due and payable by the member or proxy to HICES has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### 34. Appointment of proxies

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

## Part 5 - Miscellaneous

### 35. Insurance

HICES may effect and maintain insurance.

### 36. Funds - source

- 36.1 The funds of HICES are to be derived from entrance fees and annual subscriptions of members, donations and, such other sources as HICES in general meeting determines by resolution.
- 36.2 All money received by HICES must be deposited as soon as practicable and without deduction to the credit of HICES's bank account.
- 36.3 HICES must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 37. Funds management

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

## 38. Alteration of objects and rules

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

## 39. Common seal

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

## 40. Custody of books

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

## 41. Inspection of books

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

## 42. Service of notices

- 42.1 For the purpose of these rules, a notice may be served on or given to a person:
- (a) by delivering it to the person personally; or
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 42.2 Service of documents on HICES may be effected by serving them on the Public Officer or by serving them personally on two members of HICES.
- 42.3 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 43. Public Officer

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

- a) The Public Officer may be an office bearer, HICES member, or any other person regarded as suitable for the position by HICES.
- b) The Public Officer will usually be the secretary.

#### 44. No Trading or Pecuniary Gain

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

#### 45. Non Distribution of Profits

- 45.1 The income and property of HICES, however derived, shall, subject to any applicable obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of HICES' objects as set out in this Constitution and in the exercise of the powers conferred upon HICES by these rules.
- 45.2 No portion of income and property of HICES shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members other than as payment in good faith of:
  - (a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any member in respect of moneys advanced by that member to HICES, or otherwise owing by HICES to the member;
  - (b) any remuneration to any officers or servants of HICES or other person in return for any services genuinely rendered to HICES; or
  - (c) compensation for expenses incurred on behalf of HICES.

#### 46. Surplus Property

- 46.1 In the event of a winding up or the cancellation of the incorporation of HICES, the surplus property of HICES (as defined in the Act) shall be distributed in accordance with a special resolution of HICES to some other organisation or organisations:
  - (a) having objects similar to the objects of HICES;
  - (b) which are exempt from income tax; and
  - (c) whose rules prohibit the distribution of income and property among members to an extent at least as great as Rule 45.2,provided that the surplus property shall, subject to rule 46.2, be distributed evenly between the schools, if any, that at the time of the special resolution have as their head a person who is a current member of HICES and that are organisations which satisfy the preceding requirements of this paragraph (if there are not any such schools, the surplus property shall otherwise be distributed pursuant to this rule 46.1).
- 46.2 In making a distribution of surplus property pursuant to rule 46.1, HICES must:
  - (a) comply with the provisions of the Act that apply to distributions of surplus property; and
  - (b) satisfy all legal obligations applying to any property over which a charitable trust exists.

## 47. Financial Year

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

## 48. Audit

- 48.1 The auditor or auditors shall be elected at the annual general meeting.
- 48.2 The auditor shall examine all accounts, vouchers, receipts, books, and other relevant documents of HICES and furnish a report thereon to the members at each annual general meeting.
- 48.3 Audits shall be conducted at regular intervals of not more than twelve months.
- 48.4 An auditor shall not be a member of the committee or closely related to a member of the committee.
- 48.5 Subject to Rule 48.6, notice of the intention to nominate an auditor to replace the current auditor shall be given to the secretary at least 21 days before the annual general meeting. The secretary shall send a copy of the nominations to the current auditor at least 7 days before the annual general meeting. The current auditor shall be entitled to attend the annual general meeting.
- 48.6 Where the current auditor submits his or her resignation, or notifies the secretary of his or her intention not to seek re-election as auditor, Rule 48.5 shall not apply.
- 48.7 The auditor:
- (a) has a right of access to the accounts, books, records, vouchers, and documents of HICES;
  - (b) may require from the servants and committee members of HICES such information and explanations as may be necessary for the performance of his duties as auditor.
  - (c) may employ persons to assist him in investigating the accounts of HICES; and
  - (d) may, in relation to the accounts of HICES, examine any member of the committee or any servants of HICES.

## 49. Indemnity

- 49.1 To the extent permitted by law, HICES indemnifies every person who is an officer of HICES against any liability or loss incurred by that person as such an officer of HICES.
- 49.2 The amount of any indemnity payable under Rule 49.1 will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing HICES with a GST tax invoice for the GST Amount.
- 49.3 For the purposes of this Rule 49, officer means:
- (a) a member of the committee; or
  - (b) a Public Officer.

## 50. Conflicts of Interest

- 50.1 A committee member must give the committee notice of any direct or indirect material personal interest in a matter that relates to the affairs of HICES and HICES shall maintain a register of such interests.
- 50.2 A committee member who has a material personal interest in a matter that is being considered at a committee meeting must not:
- (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter.

**50.3 APPENDIX 1**

**(Rule 3(1))**

**APPLICATION FOR MEMBERSHIP OF THE HEADS OF INDEPENDENT CO-EDUCATIONAL SCHOOLS, IN NSW AND THE ACT (INCORPORATED) ('HICES')**

(incorporated under the *Associations Incorporation Act 1984*)

I, .....

*(full name of applicant)*

of .....

*(address)*

..... hereby apply to become a

*(occupation)*

member of HICES. In the event of my admission as a member, I agree to be bound by the rules of HICES for the time being in force.

.....

*Signature of applicant*

Date .....

I, ..... a member of HICES,

*(full name)*

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

.....

*Signature of proposer*

Date .....

I, ..... a member of HICES,

*(full name)*

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

.....

*Signature of seconder*

Date .....

**APPENDIX 2**

**(Rule 33(1))**

**FORM OF APPOINTMENT OF PROXY**

I, ..... of .....

<i>(full name)</i>	<i>(address)</i>
--------------------	------------------

being a member of The Heads of Independent Co-Educational Schools, in NSW and the ACT (Incorporated) ('HICES')

--

hereby appoint ..... of .....

<i>(full name of proxy)</i>	<i>(address)</i>
-----------------------------	------------------

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of HICES (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of .....

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

and at any adjournment of that meeting.

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

*\* To be inserted if desired.*

.....

Signature of member appointing proxy

Date .....

**NOTE:**

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