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# The Great Public Schools'

Association of Queensland Incorporated

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## Constitution

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## **RULES OF THE ASSOCIATION**

### **1 NAME**

The name of the incorporated association shall be The Great Public Schools' Association of Queensland Incorporated (in these Rules called "**the Association**").

### **2 OBJECTS**

The objects for which the Association is established are:

- a) to promote and conduct various forms of activities between Member Schools with a view to fostering a spirit of fellowship, sound educational practice and mutual support and assistance among schools;
- b) to promote the welfare and best interests of the Great Public Schools of Queensland;
- c) to consider, deliberate upon and deal with educational matters and with matters and questions of common policy and principle concerning the Great Public Schools of Queensland;
- d) to contribute to and influence the formulation and advancement of educational policy in Queensland;
- e) to exercise general supervision and control over the joint activities of the Great Public Schools of Queensland; and
- f) to do all such other things as are conducive or incidental to the attainment of the aims and objects set forth above or any of them.

### **3 POWERS**

The powers of the Association are all the power of an individual.

### **4 MEMBERSHIP**

4.1 The membership shall consist of one class of members known as "Member Schools".

4.2 The membership of the Association at the date of incorporation is comprised of the following Member Schools:

Ipswich Grammar School  
Brisbane Grammar School  
St Joseph's College, Gregory Terrace  
Toowoomba Grammar School  
St Joseph's Nudgee College  
The Southport School  
Brisbane Boys' College  
Anglican Church Grammar  
Brisbane State High School School

- 4.3 Every applicant for membership of the Association shall be a secondary school admitting male students (whether or not the school also admits female students) and shall be proposed by one member of the Association and seconded by another. The application for membership shall be made in writing signed by the applicant and its proposer and seconder and shall be in such form as the Management Committee from time to time prescribes and be accompanied by such information as the Management Committee requires.
- 4.4 The number of members shall be unlimited.
- 4.5 The Headmaster or Principal of each Member School shall have the authority to sign all documents for and on behalf of that member.
- 4.6 Each Member School shall appoint a delegate to attend and vote at general meetings and to nominate persons for election. The delegate for each Member School shall be the Headmaster or Principal or Acting Headmaster or Acting Principal of the Member School.
- 4.7 For the purposes of these Rules, where a Member School has appointed an Acting Headmaster or Acting Principal the terms "Headmaster" or "Principal" in relation to that Member School shall be read as "Acting Headmaster" or "Acting Principal".

## **5 MEMBERSHIP FEES**

- 5.1 The membership fees shall be such sum as the Management Committee shall from time to time determine.
- 5.2 The membership fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **6 ADMISSION AND REJECTION OF MEMBERS**

- 6.1 At the next Management Committee meeting after the receipt of any application for membership, such application shall be considered by the Management Committee, which shall thereupon determine upon the admission or rejection of the applicant.
- 6.2 Any applicant who receives a two-thirds majority of votes at the Management Committee meeting at which such application is being considered shall be accepted as a member of the Association.
- 6.3 Upon the acceptance or rejection of an application for membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **7 TERMINATION OF MEMBERSHIP**

- 7.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the times such notice is received by the Secretary unless a later date is specified in the notice, when it shall take effect on that later date.
- 7.2 A member's membership may be terminated in accordance with this clause 7.
- 7.3 The member concerned shall be given a full and fair opportunity of presenting a case and if the general meeting resolves by a two-thirds majority of votes of the members present to terminate the membership, it shall instruct the Secretary to advise the member in writing accordingly.

## **8 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

8.1 There shall be no appeal against rejection or termination of membership.

## **9 REGISTER OF MEMBERS**

9.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and addresses of all schools admitted to membership of the Association and the dates of their admission.

9.2 Particulars shall be entered into the Register of resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

9.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **10 THE MANAGEMENT COMMITTEE**

The Management Committee of the Association shall be made up of a Chairperson, Deputy Chairperson and a Treasurer and six (6) committee persons.

## **11 ELECTION OF THE MANAGEMENT COMMITTEE**

11.1 The election of members of the Management Committee shall take place at each annual general meeting in the following manner:

- (a) each Member School shall nominate one person being the Headmaster or Principal of the Member School;
- (b) the number of members of the Management Committee which is the same as the number of the Member Schools, will be elected by the members;
- (c) each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

11.2 The members of the Management Committee will elect the Chairperson, Deputy Chairperson and Treasurer from amongst themselves. It is the long held convention that the positions of Chairperson, Deputy Chairperson and Treasurer shall rotate. The Management Committee shall, if it deems appropriate, create by-laws to record the method of rotating the positions on the Executive Committee.

11.3 The Management Committee shall have power at any time to appoint any Acting Headmaster or Acting Principal of one of the Member Schools of the Association to fill any casual vacancy on the Management Committee until a new Headmaster or Principal is appointed, provided that the person filling the casual vacancy comes from the same Member School as the person who created the casual vacancy. Upon the new Headmaster or Principal being appointed the Acting Headmaster or Acting Principal shall resign and the new Headmaster or Principal shall be appointed to fill the casual vacancy.

11.4 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is

reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

- 11.5 Members of the Management Committee may resign by notice in writing to the Secretary or may be removed by a two-thirds majority of votes of members at a general meeting of the Association. There shall be no appeal against the removal of a member of the Management Committee.

## **12 FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 12.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried by a general meeting the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) shall have authority to interpret the meaning of the Rules and any matter relating to the Association on which these Rules are silent.
- 12.2 The Management Committee shall appoint a person to serve as the Secretary of the Association for such time and on such conditions, including remuneration, as it thinks fit and any Secretary so appointed may be removed by the Management Committee. The Secretary shall not be a member of the Management Committee and accordingly shall have no vote at any meetings held by it.
- 12.3 The Management Committee may exercise all the powers of the Association.
- 12.4 The Management Committee specifically delegates authority to the Executive Committee pursuant to clause 14.

## **13 MEETINGS OF THE MANAGEMENT COMMITTEE**

- 13.1 The Management Committee shall meet at least four times per year to exercise its functions.
- 13.2 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than two-thirds of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 13.3 At every meeting of the Management Committee the number of members of the Management Committee whose presence is necessary to constitute a quorum is such number as is determined by the Management Committee and, unless so determined, is eight.
- 13.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that, unless otherwise provided in these Rules, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the chairperson of the meeting shall not have a second or casting vote and the question shall be deemed to be defeated.

- 13.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they or any member of the Association by which they are employed is interested, or any matter arising thereout, and if they do so vote their vote shall not be counted.
- 13.6 Not less than seven days notice shall be given by the Secretary to members of the Management Committee of any meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 13.7 The Chairperson shall preside as chairperson at every meeting of the Management Committee, or if there is no Chairperson, or if at any meeting they are not present within 10 minutes after the time appointed for holding that meeting, the Deputy Chairperson shall be chairperson of the meeting.
- 13.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting shall lapse.
- 13.9 A member of the Management Committee may, in the case of an emergency, attend a Management Committee meeting by telephone or other mode of telecommunication but shall not do so on a regular basis.

#### **14 THE EXECUTIVE COMMITTEE**

- 14.1 The Executive Committee shall consist of a Chairperson, Deputy Chairperson and Treasurer.
- 14.2 The Executive Committee has the specific delegated authority of the Management Committee to deal with urgent matters which arise between meetings of the Management Committee.
- (a) The Executive Committee may, depending upon the circumstances, the urgency and the timing, exercise their specific delegated authority and make a final determination of a matter.
- (b) The Executive Committee may at its absolute discretion seek ratification of its decision by:
- (i) referring the matter to the next Management Committee meeting where the matter will be discussed and determined by majority vote at the Management Committee; or
- (ii) forwarding a circulating resolution to all members of the Management Committee and the matter shall be determined by a majority vote of the Management Committee.
- 14.3 In addition to the provisions of clause 14.2 in relation to specific delegated authority to the Executive Committee in relation to urgent matters, the Management Committee may from time to time specifically delegate or refer a specific matter to the Executive Committee for determination and in those circumstances, the Executive Committee shall not seek ratification of their decision.
- 14.4 In the event that a member of the Executive Committee resigns, at the next meeting of the Management Committee the Management Committee shall determine who will fill the positions of Chairperson, Deputy Chairperson and Treasurer. In the event that there is a casual vacancy in the position of Chairperson, Deputy Chairperson or Treasurer, the Management Committee shall determine the replacement of that person having regard to

the principles of rotating these positions and depending upon the circumstances the Management Committee shall make determination as to how this will occur.

## **15 DELEGATION OF POWERS**

- 15.1 The Management Committee may delegate any of its powers to a sub-committee consisting of such persons as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 15.2 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the sub-committee members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 15.3 A sub-committee must act in accordance with the written delegation of the Management Committee and with the terms of reference as approved by the Management Committee, except where the written delegation authorises the sub-committee to make determinations. Unless that specific delegation is given, any decision of a sub-committee will be a recommendation only.

## **16 ACTS**

All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person acting aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

## **17 RESOLUTIONS IN WRITING**

A resolution in writing signed by a majority of the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee. This may be done by email.

## **18 ANNUAL GENERAL MEETING**

- 18.1 The annual general meeting shall be held within three months of the close of the financial year.
- 18.2 The business to be transacted at every annual general meeting shall be -
  - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

- (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (c) the election of members of the Management Committee; and
- (d) the appointment of an auditor

## **19 SPECIAL GENERAL MEETING**

The Secretary shall convene a special general meeting –

- (a) when directed to do so by the Management Committee; or
- (b) on the requisition in writing signed by not less than two-thirds of the members. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

## **20 CONDUCT OF GENERAL MEETINGS**

Unless otherwise provided by these Rules, at every general meeting -

- 20.1 the Chairperson shall preside as chairperson of the meeting, or if there is no Chairperson, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairperson shall be the chairperson of the meeting or if the Deputy Chairperson is not present or is unwilling to act then the members present shall elect one of the number to be chairperson of the meeting;
- 20.2 the chairperson of the meeting shall maintain order and conduct the meeting in a proper and orderly manner;
- 20.3 every question, matter or resolution shall be decided by a majority of votes of the members present;
- 20.4 every member present shall be entitled to one vote and in the case of an equality of votes the chairperson of the meeting shall not have a second or casting vote and the motion shall be deemed to be defeated;
- 20.5 voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The chairperson of the meeting shall appoint two representatives of the members to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the chairperson of the meeting shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 20.6 a member may vote in person or by proxy and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or other duly authorised representative shall have one vote;
- 20.7 the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

20.8 where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit –

GREAT PUBLIC SCHOOLS' ASSOCIATION OF QUEENSLAND INCORPORATED

..... of..... , being a member of the abovenamed Association, hereby appoint..... of ..... as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of ..... , 20 ..... , and at any adjournment thereof.

Signed this day of , 20 .

Signature: .....

This form is used

- in favour of the resolution
- against

• Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit)

20.9 the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting at which the person named in the instrument proposes to vote; and

20.10 the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting. However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

**21 QUORUM FOR GENERAL MEETING**

21.1 At any general meeting the number of members required to constitute a quorum shall be eight.

21.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or representing a member.

21.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- 21.4 The chairperson of a general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

## **22 NOTICE OF GENERAL MEETINGS**

- 22.1 The Secretary shall convene all general meetings of the Association by giving not less than fourteen (14) days' notice of any such meeting to the members of the Association.
- 22.2 The manner by which such notice shall be given shall be determined by the Management Committee. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

## **23 BY-LAWS**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

## **24 ALTERATIONS OF RULES**

Subject to the provisions of the *Associations Incorporation Act 1981*, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. However no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive of the Department administering the *Associations Incorporation Act 1981*.

## **25 COMMON SEAL**

The Management Committee may provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## **26 FUNDS AND ACCOUNTS**

- 26.1 The funds of the Association shall be deposited in the name of the Association in such bank or permanent building society as the Management Committee may from time to time direct.
- 26.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

- 26.3 The Management Committee shall determine who is authorised to make payments on behalf of the Association and how receipts and payments including petty cash will be handled.
- 26.4 All expenditure shall be approved or ratified at a Management Committee meeting.
- 26.5 As soon as practicable after the end of each financial year the Secretary shall cause to be prepared a statement containing particulars of –
- (a) the income and expenditure for the financial year ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 26.6 All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 26.7 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof 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 of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by it to the Association or otherwise owing by the Association to it or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **27 DOCUMENTS**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **28 FINANCIAL YEAR**

The financial year of the Association shall close on 31 December in each year.

## **29 DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after 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 institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 26.7, such institution or institutions to be determined by the members of the Association.

### **30 GRIEVANCE PROCEDURE**

- 30.1 The Association may create by-laws setting out a grievance procedure for dealing with any dispute under the rules between:
- (a) a member and another member; or
  - (b) a member and the Association.
- 30.2 The grievance procedure must include reference to mediation and may provide for a person to decide the outcome of the dispute.
- 30.3 A member may appoint any person to act on behalf of the member in the grievance procedure.
- 30.4 In applying the grievance procedure, the Association must ensure that:
- (a) each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
  - (b) the mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.
- 30.5 If a member has initiated a grievance procedure in relation to a dispute between the member and the Association, the Association must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed:
- (a) the member that initiated the grievance procedure (the Complainant Member); or
  - (b) a person appointed by the Complainant Member under rule 30.3 to act on behalf of the Complainant Member in the grievance procedure.

### **31 MODEL RULES DO NOT APPLY**

Section 47(1) of the *Associations Incorporation Act 1981* does not apply to this constitution.