



# SASPA

**Constitution and Rules of**

**THE SOUTH AUSTRALIAN SECONDARY  
PRINCIPALS ASSOCIATION INCORPORATED**

*Approved: 8<sup>th</sup> May 2026*

ABN: 24 335 997 895

Incorporation Number: SA A9416

## **1.1 Name and Purpose**

The name of the incorporated association is the South Australian Secondary Principals Association Incorporated (“SASPA”).

The South Australian Secondary Principals Association is a professional association established to support, develop, and strengthen school leadership in South Australian government schools with secondary enrolments. The purpose of the organisation is to help shape the future of state education in South Australia through influential and progressive high-quality leadership, ensuring that all students receive the highest quality education.

## **1.2 Definitions**

Act means the Associations Incorporation Act 1985 (SA)

Annual General Meeting means the meeting of members convened in accordance with rule 12

Auditor means the auditor appointed pursuant to Rule 21

Board means the SASPA Executive Board

Department means the South Australian Department for Education

Life member means a member appointed pursuant to Rule 2.6

Member means a member of SASPA pursuant to Rule 2.1

School term is defined by the dates set by the South Australian Department for Education

SASPA means South Australian Secondary Principals Association

Special Resolution means a special resolution passed in accordance with the Act.

## **1.3 Interpretation**

In the Rules unless the context requires otherwise:

- 1.3.1 An expression in a Rule that deals with a matter by a provision of the Act has the same meaning as in that provision of the Act.
- 1.3.2 Words (including defined expressions) importing the singular include the plural and vice-versa.
- 1.3.3 Words (including defined expressions) importing any gender include the other gender.
- 1.3.4 Words (including defined expressions) importing persons shall include corporations and bodies politic.
- 1.3.5 References to writing include any mode of representing or reproducing words in tangible and permanently visible form and includes any electronic form of writing (e.g. email).

## **2. Membership**

### **2.1. Membership**

While membership entitlement is outlined in Section 2, if questions arise regarding an applicant’s suitability, the Executive Board shall determine if the applicant is guilty of any conduct that the Board considers is unbecoming of the applicant or is otherwise prejudicial to the interests of SASPA. The Board’s decision regarding eligibility in such cases is final and conclusive.

The Members of SASPA shall be the:

2.1.1 Life Members

2.1.2 Retired Members

2.1.3 Full Members

#### 2.1.4 Associate Members

### 2.2 Continuous Membership

Members who have held any previous membership of SASPA shall be entitled to remain financial members of the Association upon payment of the same membership subscription.

### 2.3 Full members

All South Australian Government Principals, Deputy Principals and Assistant Principals (or any other name by which such positions might be known) of schools with secondary enrolments are entitled to be Full Members of the Association.

### 2.4 Associate Members

Government School personnel in sites with secondary enrolments who are not eligible for full membership are entitled to individual associate membership. They do not have voting rights or the right to hold office.

### 2.5 Retired Members

Retired members can retain a formal connection with SASPA through the Retired Membership category. The fee for the *Retired Members* category shall be 15% of the full membership fee. Retired members will have access to the chat list and ability to attend SASPA events at member prices. Retired members will not be eligible to vote.

### 2.6 Life Members

Life Membership may be conferred by the Executive Board with majority agreement on a member who has made an outstanding contribution to SASPA for at least five (5) years. Life Members may attend and speak at meetings but are not entitled to vote or hold office unless they remain financial members.

### 2.7 Register of Members

A database of all SASPA members shall be kept by SASPA. The database will contain at minimum member name, email address, school site, position title, date of membership commencement and if applicable, date and reason(s) for termination of membership. Other information can be included in the database as SASPA sees fit.

### 2.8 Subscriptions

The annual subscription fees shall be determined by members at the Annual General Meeting. If subscription fees are to remain unchanged from the previous year, no resolution at the Annual General Meeting is required.

## 3. Cessation of Membership

### 3.1. Death, Resignation and Other Events

An individual immediately ceases to be a member if the individual:

3.1.1 Dies;

3.1.2 Becomes of unsound mind or an individual whose estate is liable to be dealt with in any way under the law relating to mental health.

3.1.3 Resigns from their membership by contacting the SASPA office in writing and requesting to do so. Any member resigning shall be liable for outstanding subscriptions which may be recovered as a debt to the association.

### **3.2 Removal of a Member**

The Board may suspend or expel a member if, in its opinion, the Member fails to comply with any provision of the Rules or is guilty of any conduct that the Board considers is unbecoming of the Member or is otherwise prejudicial to the interests of SASPA.

### **3.3. Notice to Member**

The Board may not make a determination under Rule 3.2 unless it shall first have complied with the prior notice procedure prescribed in Rule 4.2.

## **4. Disputes**

4.1 A resolution of the Board under Rule 3.2 is of no effect unless the Board at a meeting held no later than 90 days after service on the member of a notice under section 4.2 confirms the resolution.

### **4.2 Prior Notice**

4.2.1 Before SASPA or its Board makes any determination to which this Rule 4.1 applies it shall as soon as practicable before the meeting at which the relevant determination is to be considered, cause a notice in writing to be served on the member.

- a) Setting out the resolution of the Board and the grounds on which it is based
- b) Stating that the member may address the Board at a meeting to be held no later than 90 days after service of the notice
- c) Stating the date, place, and time of that meeting; and
- d) Informing the member that the member may do either or both of the following:
  - (i) Attend and speak at that meeting
  - (ii) Submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

4.2.2 At a meeting of the Board as defined in section 4.1 the Board shall

- (a) give to the member mentioned in section 3.2 an opportunity to make oral representations
- (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under section 3.2

## **5. Rights of Appeal**

5.1 A member may appeal a determination under rule 3.2 and confirmed by rule 4.2.2 by the Board by lodging with the SASPA Office a notice to that effect within 7 days after the notice of determination is served on the member.

5.2 Upon receipt of a notice under section 5.1 the SASPA Board shall convene an extraordinary meeting of the Executive Board to be held within one month of the SASPA office receiving the notice.

5.3 At an extraordinary meeting of the Board convened under section 5.2.,

a) no business other than the question of the appeal shall be transacted;

b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

c) the members present shall vote by on the question of whether the resolution made under section 3.2 should be confirmed or revoked.

5.4 If the meeting passes with majority vote of Board members present in favour of the confirmation of the resolution made under section 3.2 that resolution is confirmed.

## **6. Executive Board**

### **6.1 Eligibility**

Any full member currently working in a leadership role in a school site with secondary enrolments is eligible to be elected as a Member of the Executive Board, while ensuring where applicable rule 7 is adhered to.

### **6.2 Executive Board Positions**

*The SASPA Executive Board shall comprise:*

- The President
- The Vice President
- The Deputy Vice President
- The Secretary/Treasurer
- SASPA Chief Executive (Ex officio)
- SASPA Business Manager/Director (Ex officio)

6.3 Ex officio members of SASPA Executive do not have voting rights

6.4 The term of office of the President shall be for three years from the start of their first calendar year to the end of their third calendar year. The President may hold office for a maximum of two consecutive terms.

6.5 The term of office of the Vice President, Deputy Vice President and Secretary/Treasurer shall be for two years from the start of their first calendar year to the end of their second calendar year. The Vice President, Deputy Vice President and the Secretary/Treasurer may hold office for a maximum of three consecutive terms.

6.6 The Board have the authority to extend or change length of tenure for any Board position in the best interest of the association.

6.7 The Deputy Vice President will be a Deputy Principal, Assistant Principal or equivalent position with a different title.

6.8 SASPA in a General Meeting may increase or reduce the number of Executive members.

6.9 The SASPA Executive Board will set the following calendar year Board meeting dates by the end of the previous calendar year. No less than one Board meeting per school term shall be set.

6.10 The SASPA Board have the authority to co-opt additional temporary Board member to advise on specific business for the association. Co-opted Board members will not have voting rights.

6.11 All Members of the Executive Board are required to attend Executive Board meetings, Advisory Board meetings and the Annual General Meeting. Board members must attend at least 80% of the total Board meetings each year, except if they are on approved leave. Board members must not absent themselves for three (3) consecutive Board meetings unless a leave of absence is approved by the SASPA President. An apology for absence does not constitute approved leave.

6.12 The President or in his/her absence the Vice President shall preside at all Executive meetings.

6.13 SASPA Executive Board meetings will take place prior to SASPA Advisory meetings with adequate time to plan for the meeting. The SASPA Governance and Operations Handbook will outline operational practice for this.

6.14 The quorum for all Executive Board Meetings of the Association shall be a majority of elected Board members.

6.15 The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

6.16 The Board shall meet for the dispatch of business at times and places to be determined by the Board.

6.17 Questions or decisions rising at any meeting of the Board shall be decided by a majority of votes and in the event of equality of votes the President/Chairperson shall have a casting vote in addition to a deliberative vote.

6.18 A member of the Board who has a direct or indirect interest, including a pecuniary interest, in a contract or proposed activity with the Association must disclose the nature and extent of that interest to the Board as required by the Act and must not vote on, or be present during consideration of, that matter.

6.19 The Board shall have the power to determine policy, through consultative processes with the Association's membership. The Board has the power to publish resource papers and other documents on issues relevant to the Association. The Board has the right to appoint officers and employees whose roles and responsibilities are negotiated and outlined in the SASPA Operational Governance Framework.

## **7. President**

### **7.1 Eligibility**

Any full SASPA member in a Principal position is eligible to be appointed as President of SASPA.

### **7.2 Role and Responsibilities**

7.2.1 The President shall be the chair of the SASPA Executive Board.

7.2.2 The responsibilities of the President are as outlined in the President Role Statement included in the SASPA Operational Governance Framework.

7.2.3 The President shall have a deliberative as well as a casting vote.

## **8. Chief Executive**

8.1 The SASPA Executive Board appoints the SASPA Chief Executive on such terms and conditions as it thinks fit.

8.2 The process for an appointment of a Chief Executive is set out in the SASPA Operational Governance Framework.

8.3 The role and duties of the SASPA Chief Executive are as set out in the SASPA Operational Governance Framework.

## **9. Vacancy of a Board Member**

### **9.1. Vacancy of an Executive Board Member**

The office of a Board member is vacated if the Board Member:

9.1.1 Becomes of unsound mind of a person whose estate is liable to be dealt with in any way under the law relating to mental health.

9.1.2 Does not attend at least 80% of all meetings without consent of the President and the President resolves that the Board Member's office be vacated.

9.1.3 Resigns the office of Board Member by written notice to the President.

9.1.4 Is removed in accordance with Rule 3.2

9.1.5 Otherwise ceases to be, or becomes prohibited from being, by virtue of the Act or is removed from office as a Board Member by a resolution pursuant to the Act.

### **9.2. Removal of an Executive Board Member**

9.2.1 The Board may suspend or remove a Member of the Board from that Member's duties. Where such action is taken, the Board shall document the reasons for doing so and shall supply a copy to the affected Board Member.

## **10. Powers and Duties of the Executive Board**

### **10.1 Executive Board to Manage SASPA**

10.1.1 The direction of the business and affairs of SASPA is vested in the Board and its management is vested in the Chief Executive.

10.1.2 The Association shall have all the powers conferred by section 25 of the Act.

10.1.3 The Executive Board of the Association is responsible for effective governance, strategic planning, fiduciary responsibility and oversight of SASPA.

10.1.4 The Executive Board may establish advisory boards, committees, panels, working groups or other bodies as it considers necessary to support the purposes and strategic objectives of the Association. The roles, composition and operating arrangements of these bodies will be determined by the Executive Board and be set out in the Association's Operational Governance Framework.

## **11. Elections**

11.1 The Vice President, Deputy Vice President and Secretary/Treasurer are elected by the SASPA membership. A Nominations Committee will be appointed to conduct the election.

11.2 Board elections will be held in accordance with procedures and timelines outlined in the SASPA Operational Governance Framework.

## **12. Annual General Meeting**

12.1 The Board shall call an Annual General meeting in accordance with the Act and these rules.

12.2 The Annual General Meeting shall be held at a date determined by the Board and in accordance with the Act.

12.3 Preliminary notice of such meetings shall be disseminated to every Member at least twenty-one (21) days before the date of the meeting that shall set out the business to be conducted at the meeting.

## **13. Special General Meetings**

13.1 The Board may call a Special General Meeting of the Association at any time.

13.2 The President or in his/her absence the Vice President shall preside at all general meetings. In the absence of the President and Vice President, the meeting shall elect a Chairperson.

13.3 A Special General Meeting may be called by not less than 20 members of the Association requesting such in writing to the SASPA Office. Such a meeting must be held within eight weeks of the SASPA Office receiving a valid request, which is signed by each requesting Member and stating the purpose(s) of the meeting.

13.4 At least twenty-one (21) days' notice of any Special General Meeting shall be given to members, The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.

13.5 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.

## **14. Quorum – General Meetings**

14.1 The quorum for all General Meetings of the Association shall be twenty (20) members or 5% of the members, whichever is the lesser.

## **15. Proxies**

15.1 Proxies are not permitted for any reason at SASPA Executive Board meetings.

## **16. Minutes**

16.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Executive Board shall be kept and circulated within one month after the relevant meeting.

16.2 The minutes kept pursuant to this rule must be confirmed by the meeting chair and then all members of the meeting at a subsequent meeting.

## **17. Use of Technology**

17.1 A SASPA Board meeting may be held using any technology provided by SASPA and agreed by the Chair of the meeting.

17.2 A minute of the proceedings of a technology supported meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the chair or convenor of the meeting.

17.3 A member or Board member must have permission of the Chair of the meeting to record by any device any part of the technologically supported meeting.

## **18. Voting**

18.1 Subject to these rules, every member of the Association has only one vote at a meeting of the association

18.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution must be determined by a majority of members who vote in person.

18.3 A Special Resolution requires minimum twenty-one (21) days' notice and acceptance of 75% of votes cast

18.3 Unless a poll is demanded by at least five members, a question for a decision at a general meeting must be determined by a show of hands.

18.4 A decision at an Executive Board meeting must be determined by vote by show of hands, unless stated otherwise in these rules. Each elected Executive Board member has one vote, with the President or Chair of the meeting also holding a casting vote in addition to their deliberative vote

## **19. Poll at general meetings**

19.1 If a poll is requested by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

19.2 A poll requested for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **20. Finances**

20.1 The Financial Year of SASPA shall be 1<sup>st</sup> January to 31<sup>st</sup> December of the calendar year.

### **20.2 Income and Funds**

20.2.1. An annual subscription shall be paid by all Members as prescribed in Rule 2.8 of the Rules.

20.2.2. The funds of SASPA shall be derived from entrance fees if any, annual subscriptions, sponsorship, and such other sources as the Board determines.

### **20.3 Bank Account/Investment**

20.3.1. Accounts shall be held in the name of SASPA at a bank or other financial institution as approved by the Board.

20.3.2. The Board shall approve, from time to time, signatories to SASPA accounts.

20.3.3. All cheques and account withdrawals shall require two (2) approved signatories.

#### 20.4 Borrowing of Additional Funds

When funds in addition to those held by SASPA are required for an approved project these may be procured by loan or any other appropriate arrangement with approval from the Board

#### 20.5 Purchase of Property

SASPA funds may be used to purchase real estate, vehicles, or an interest in the same, with approval from the Board.

#### 20.6 Investment of Funds

The Executive Board may invest or otherwise apply any surplus funds of the Association in such manner as it determines appropriate, provided that such investments are made in accordance with the duties of Executive Board members under applicable legislation and with regard to prudent financial management principles.

20.7 SASPA shall keep and retain such accounting records as necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### **21. Auditor**

21.1 The Annual General Meeting of SASPA shall appoint an Auditor. The Auditor shall audit the accounts of SASPA. The Auditor shall have full and complete access to all books, documents, records, and property of SASPA. An audit shall be conducted in accordance with legislative requirements or as directed by the Board.

21.2 In the event that the Auditor is unable or unavailable to carry out the Auditors duties, and interim Auditor shall be appointed by the Board. The interim Auditor shall serve until such time as the Auditor is able to resume duty or until the next Annual General Meeting whichever first occurs.

### **22. Changes to the Constitution**

22.1 Changes to the Constitution may be made at the Annual General Meeting or a Special General Meeting called for the purpose.

22.2 Notices of motion for changes to the Constitution shall be received by the SASPA Office twenty-one (21) days prior to either the Annual General Meeting or the Special General Meeting.

22.3 Members shall be notified of any such notices of motion at least twenty-one (21) days for an Annual General Meeting or a Special General Meeting.

### **23. Dissolution of SASPA**

#### 23.1 Dissolution

SASPA may be dissolved upon a Special Resolution of Members present at a properly constituted General meeting.

23.1.1 In the event of winding up of SASPA the amount remaining after satisfaction of all debts and liabilities must not be paid or distributed amongst the Members but shall be given or transferred to another charity having predominantly charitable objects similar to the objects of SASPA, and which prohibit the distribution of all assets and income to its Members.

23.1.2 The charitable organisation or organisations that an amount remaining after satisfaction of all debts and liabilities shall be given or transferred to will be decided by members at a Special meeting.

#### **24. Not for Profit**

24.1 The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

24.2 Rule 24.1 does not stop the association from doing the following things, provided they are done in good faith:

- paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
- making a payment to a member in carrying out the associations charitable purpose(s)

#### **25. SASPA Operational Governance Framework**

Subject to the Act, the Executive Board may make, amend, or repeal the SASPA Operational Governance Framework and its related documents consistent with the Rules, for the internal management of SASPA.