



Victorian Principals Association Inc. Rules

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I. Definitions and Interpretations

1.1. Name

The name of the incorporated association is the Victorian Principals Association Incorporated (“VPA”).

1.2. Definitions

In the Rules:

Act means the *Associations Incorporation Act 1981 (Vic)*.

Annual General Meeting means the meeting of Members convened in accordance with Rule 6.1.

Auditor means the auditor appointed pursuant to Rule 17.8.

Board means the Board of the VPA.

By-Laws means the By-Laws of the VPA made pursuant to Rule 22.

Council means the body prescribed in Rule 8.

Executive Officer means the individual appointed pursuant to Rule 15 who shall be the Secretary of the VPA.

Financial Year means the year ending on 30 June.

General Meeting means a general meeting of Members convened in accordance with Rule 6 and includes the Annual General Meeting.

Life Member means a Member appointed pursuant to Rule 3.

Logo means the logo of the VPA in Appendix 2 of the Rules.

Member means a member of the VPA pursuant to Rule 2.

Office Bearers means the President, Deputy President and Treasurer collectively pursuant to Rule 9.2.1.

President, Deputy President and Treasurer means respectively the individuals elected pursuant to Rules 9.6.1 and 10.3.

Public Officer means the Secretary.

Register of Members means the register maintained in accordance with Rule 2.6.

Registered Office means the registered office of the VPA.

Registrar shall mean the Registrar prescribed in section 28 of the Act.

Regulations means regulations under the Act.

Relevant Documents means the documents prescribed in section 3 of the Act.

Rules means the rules of the VPA.

Seal means the common seal of the VPA.

Secretary means a person appointed pursuant to Rule 15 who shall be the Public Officer and Executive Officer of the VPA.

Special Resolution means a special resolution passed in accordance with section 29 of the Act.

Statement of Purposes means the statement of purposes of the VPA in accordance with the Act and filed with the Registrar.

VPA means the Victorian Principals Association Incorporated.

1.3. Interpretation

In the Rules unless the context requires otherwise:

- 1.3.1. an expression in a Rule that deals with a matter dealt with 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. a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements in any of them (whether of the same or any other legislative authority having jurisdiction);
- 1.3.6. references to writing include any mode of representing or reproducing words in tangible and permanently visible form and includes telegram, electronic mail and facsimile transmission;
- 1.3.7. reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month; and
- 1.3.8. a reference to a Rule is a reference to one of the Rules.

1.4. Headings

Headings do not effect the interpretation of the Rules.

1.5. Model Rules Not to Apply

The Model Rules in the Regulations are displaced by these Rules and do not apply to the VPA.

2. Membership

2.1. Membership

The Members of the VPA shall be the:

- 2.1.1. Life Members; and
- 2.1.2. ordinary Members.

2.2. Ordinary Members

The ordinary Members of the VPA will be those individuals admitted by the Board to Membership who shall be individuals who hold or who have held principal class positions in the Department of Education.

2.3. Application for Membership

Individuals applying for membership shall submit an application to the Board in writing in such form as shall be approved by the Board from time to time.

2.4. Guarantee

The liability of the Members is limited in accordance with the Act.

2.5. Subscriptions

The entrance fee if any and annual subscription for Members shall be determined at the Annual General Meeting and shall be paid as prescribed by the Board.

2.6. Register of Members

A Register of all Members of the VPA shall be kept by the VPA. Any Member of the VPA shall upon written request to the Executive Officer be entitled to inspect by appointment, the Register of Members at the Registered Office.

3. Life Members

The Council may vote to admit to membership as a Life Member of the VPA an individual who has in its opinion, made a major contribution to the VPA and/or education in Victoria.

4. Cessation of Membership

4.1. Death, Resignation and Other Events

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

- 4.1.1. ceases to be qualified pursuant to Rule 2.2;
- 4.1.2. dies;
- 4.1.3. 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;
- 4.1.4. becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns the Member's joint and separate estate for the benefit of the Member's creditors; or
- 4.1.5. is convicted on indictment of an offence and the Board does not within one (1) month after that conviction resolve to confirm the Member's membership of the VPA.

4.2. Removal of 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 the VPA.

4.3. Notice to Member

The Board may not make a determination under Rule 4.2 unless it shall first have complied with the prior notice procedure prescribed in Rule 5.2.

5. Disputes and Mediation

5.1. Procedure

The grievance procedure prescribed in Rules 5.3 – 5.6 applies to disputes under the Rules between:

- 5.1.1. Members; or
- 5.1.2. a Member and the VPA; and

the grievance procedure prescribed in Rule 5.2 applies to matters between a Member and the Board or Council as prescribed by the Rules.

5.2. Prior Notice

Before the VPA, its Board or Council makes any determination to which this Rule applies it shall at least one (1) week before the meeting at which the relevant determination is to be considered, give notice to the Member of the meeting prescribing what is alleged against the Member and the possible determination and providing the Member with an opportunity of giving at the meeting orally or in writing, any explanation or defence the Member may think fit before the resolution is considered by the Board or Council.

5.3. Informal Resolution

- 5.3.1. The parties to a dispute must notify the Board of the dispute or the Board may of its own volition, determine that a dispute exists. The Board shall determine whether to implement the grievance procedure under the Rules to seek to resolve the dispute.
- 5.3.2. If the grievance procedure is implemented then the parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within fourteen (14) days.
- 5.3.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within ten (10) days, hold a meeting in the presence of a mediator.

5.4. Mediator

- 5.4.1. The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement in the case of a dispute between Members, a person appointed by the Board; or
 - (c) in case of a dispute between a Member and the VPA, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5.4.2. A Member of the VPA can be appointed as a mediator but cannot be a party to the dispute.

5.5. Mediation

- 5.5.1. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 5.5.2. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by the parties; and
 - (c) accord natural justice to the parties.

5.6. Termination & Resolution

- 5.6.1. The mediator must not determine the dispute.
- 5.6.2. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise according to law.

6. General Meetings

6.1. Annual General Meeting

- 6.1.1. An Annual General Meeting of the VPA shall be convened by the Board and must be held within five (5) months of the end of the Financial Year at a time and place as determined by the Board.
- 6.1.2. All Members of the VPA are eligible to attend the Annual General Meeting.

6.2. Power to Convene General Meeting

The President or Board may convene a General Meeting whenever they think fit and must convene a General Meeting of the VPA when requisitioned in writing by no less than thirty (30) Members. No Member may call a General Meeting of the VPA except as provided by the Rules.

6.3. Notice of General Meeting

- 6.3.1. At least twelve (12) weeks notice must be given of an Annual General Meeting of the VPA and at least twenty one (21) days notice must be given of a General Meeting of the VPA.
- 6.3.2. A notice of a meeting must be given to all Members within twenty one (21) days of the meeting.
- 6.3.3. A notice convening a meeting of the VPA must:
- (a) specify the place, date and time of the meeting and state the general nature of the business to be dealt with at the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner;
 - (b) state that:
 - (i) a Member entitled to attend and vote is entitled to appoint a proxy; and
 - (ii) a proxy need not be a Member.

- 6.3.4. If a Special Resolution is to be proposed the notice of meeting must set out an intention to propose a Special Resolution and state the resolution; and
- 6.3.5. The non-receipt of a notice of a General Meeting or the accidental omission to give notice of a General Meeting to a person entitled to receive notice, does not invalidate any resolution passed at the General Meeting.

6.4. Auditor Entitled to Notice

The VPA must give its Auditor:

- 6.4.1. notice of an Annual General Meeting in the same way that a Member is entitled to receive notice; and
- 6.4.2. any other communications relating to the Annual General Meeting that a Member is entitled to receive.

6.5. Cancellation or Postponement of General Meeting

- 6.5.1. Where a General Meeting (not including an Annual General Meeting) is convened by the Board, it may, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by it.
- 6.5.2. Written notice of cancellation or postponement of a General Meeting must be given to all persons entitled to receive notices of General Meetings from the VPA at least three (3) days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.
- 6.5.3. A notice postponing the holding of a General Meeting must specify:
 - (a) a date and time for the holding of the meeting;
 - (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
 - (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.
- 6.5.4. The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the meeting may not be less than the number of clear days notice of the meeting required to be given by these Rules or the Act.
- 6.5.5. The only business that may be transacted at a General Meeting that is postponed is the business specified in the notice convening the meeting.
- 6.5.6. The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.
- 6.5.7. Where:
 - (a) by the terms of an instrument appointing a proxy or attorney, a proxy or attorney is authorised to attend and vote at a General Meeting to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date;
 - (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney;

then, by force of this Rule, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney unless the Member appointing the proxy or attorney gives to the VPA at its Registered Office notice in writing to the contrary not less than

forty-eight (48) hours before the time to which the holding of the meeting has been postponed.

7. Proceedings at General Meetings

7.1. Business

- 7.1.1. The business of an Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Board, reports upon the transactions of the VPA during the last preceding Financial Year;
 - (c) to receive from the Returning Officer the results of the election of Members of the Board;
 - (d) to receive and consider the statement submitted by the VPA in accordance with section 30(3) of the Act;
 - (e) to determine the annual subscription rate and entrance fee if any of the VPA;
 - (f) to determine allowances if any, to the Office Bearers of the VPA; and
 - (g) appoint the Auditor.
- 7.1.2. The Annual General Meeting may deal with any proposed alterations or addition to the Rules otherwise in accordance with the Rules.

7.2. Attendance by Member

- 7.2.1. A Member may be present and vote in person or may be represented at any meeting of the VPA by:
- (a) proxy; or
 - (b) attorney.
- 7.2.2. Unless the contrary intention appears, a reference to a Member in Rule 7 means a person who is a Member, or is a proxy or attorney of that Member.

7.3. Quorum

- 7.3.1. Subject to Rule 7.3.4 thirty (30) Members present in person, by proxy or attorney are a quorum at a General Meeting.
- 7.3.2. An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is deemed to be present throughout the meeting unless the chair of the meeting on the chair's own motion or at the instance of a Member, proxy or attorney who is present otherwise declares.
- 7.3.3. If within fifteen (15) minutes after the time appointed for a meeting a quorum is not present, the meeting:
- (a) if convened on a requisition of Members is dissolved;
 - (b) in any other case stands adjourned to the same day in the next week and the same time and place, or for such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.

- 7.3.4. At a meeting adjourned pursuant to Rule 7.3.3(b), ten (10) persons each being a Member, proxy or attorney present at the meeting are a quorum, and if a quorum is not present within fifteen (15) minutes after the time appointed for the adjourned meeting the meeting is dissolved.

7.4. President

- 7.4.1. The President is entitled to preside at General Meetings, but if the President is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement) namely, the Deputy President, a Board Member chosen by the majority of the Members present, or a Member, proxy or attorney chosen by a majority of the Members present in person or by proxy or attorney.
- 7.4.2. If there is an equality of votes, whether on a show of hands or on a poll, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy or attorney of a Member. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

7.5. Determination of Questions

- 7.5.1. Every question submitted to a meeting is to be decided by a show of hands, unless a poll is demanded:
- (a) before the vote is taken;
 - (b) before the voting results and a show of hands are declared; or
 - (c) immediately after the voting results on the show of hands are declared by:
 - (i) the chair of the meeting; or
 - (ii) at least seven (7) Members present in person or by proxy or attorney and having the right to vote at the meeting

and the demand for the poll is not withdrawn.

- 7.5.2. On a show of hands, a declaration by the chair is conclusive evidence of the result.

7.6. Majority

Subject to the requirements of the Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

7.7. Poll

- 7.7.1. If a poll is properly demanded and the demand is not withdrawn, it must be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the chair of the meeting then or subsequently determines. The result of the poll is to be deemed the resolution of the meeting at which the poll is demanded.
- 7.7.2. A poll demanded on the election of a chair of a meeting or on a question of adjournment must be taken immediately.
- 7.7.3. A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- 7.7.4. A demand for a poll may be withdrawn.

7.8. Objection to Voting Qualification

- 7.8.1. Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or where the poll is taken and every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid for all purposes.
- 7.8.2. If there is a dispute as to the admission or rejection of a vote, the chair of the meeting must decide it and the chair's decision made in good faith is final and conclusive.

7.9. Adjournment

- 7.9.1. The chair of a meeting may, with the consent of any meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting to a new time, day or place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.9.2. If the meeting is adjourned for thirty (30) days or more, notice of the adjournment must be given in accordance with Rule 6.3.2.
- 7.9.3. Except as provided by Rule 7.9.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 7.9.4. A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- 7.9.5. A resolution passed at a meeting resumed after an adjournment is passed on the day it is passed.

7.10. Voting Rights

- 7.10.1. Subject to the rights and any restrictions attached to or affecting Members and to any other restrictions in the Rules:
 - (a) on a show of hands, each Member present in person and each other present as proxy or attorney of a Member has one vote; and
 - (b) on a poll, each Member present in person has one vote and each person present as proxy or attorney of a Member has one vote for each Member that the person represents.
- 7.10.2. A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

7.11. Appointment of Proxy

- 7.11.1. A Member entitled to attend and vote at a meeting of Members may appoint an individual as the Member's proxy to attend and vote for the Member at the meeting. A proxy need not be a Member.
- 7.11.2. An appointment of a proxy is valid if it is signed by the Member making the appointment and is in the form prescribed in Appendix 1 to the Rules.
- 7.11.3. An undated appointment is to be taken to have been dated on the day it is given to the Executive Officer.
- 7.11.4. An appointment may specify the way the proxy is to vote on a particular resolution. In that event:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

- (b) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- (c) if the proxy is the chair, the proxy must vote on a poll and must vote that way;
- (d) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If the proxy is also a Member, this Rule does not affect the way that person can cast any votes attached to that person's membership.

- 7.11.5. Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person.
- 7.11.6. A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 7.11.7. An instrument appointing a proxy is to be taken to confer authority to demand or join in demanding a poll.

7.12. Right to Appoint Attorney

A Member may by power of attorney duly executed in the presence of at least one (1) witness (if necessary) duly stamped, appoint an attorney to act on the Member's behalf at all or any meetings of the VPA.

7.13. Receipt of Proxy and Other Instruments

To be effective, an instrument appointing a proxy and any power of attorney under which it is executed or a copy (verified by statutory declaration as a true copy) of the power of attorney, or an instrument appointing the attorney pursuant to Rule 7.12, in either case together with such evidence of due stamping (if necessary) and evidence of non-revocation of the power of attorney as the Board may require, must be received by the Executive Officer at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

7.14. Validity of Vote in Certain Circumstances

A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding:

- 7.14.1. the previous death or unsoundness of mind of the appointer;
- 7.14.2. the revocation of the instrument, or the authority under which the instrument was executed, or of the power,

if notice in writing of the death, unsoundness of mind or revocation has not been received by the Executive Officer at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

8. Council

8.1. Eligibility

Subject to the Rules, any Member is eligible to be appointed to the Council.

8.2. Composition of Council

8.2.1. The Council shall comprise of not more than sixty one (61) Members. The Members of the Council shall be known as Councillors.

8.2.2. The Council will comprise of the following individuals:

- (a) the President;
- (b) the Board Members;
- (c) between two (2) and five (5) Members nominated by each of the five (5) Department of Education and Training country regions;
- (d) between two (2) and six (6) Members nominated by each of the four (4) Department of Education and Training metropolitan regions; and
- (e) ex officio – the Executive Officer.

8.3. Rotation of Councillors

8.3.1. A Councillor may not retain office for more than two (2) calendar years without reappointment.

8.3.2. At the Annual General Meeting in each year those Councillors whose term of office expires at the end of the calendar year must retire from office but are eligible for reappointment.

8.4. Duties of the Council

The duties of the Council shall be to:

- 8.4.1. deal with such matters referred to it by the Board or by Members at a General Meeting;
- 8.4.2. develop and monitor the VPA's strategic plan;
- 8.4.3. establish the VPA's position on relevant issues;
- 8.4.4. develop and monitor an action plan to fulfil those recommendations of the Board;
- 8.4.5. identify policy concerns and provide primary feedback to the Board on policy issues;
- 8.4.6. design and monitor programmes of support for the viability and growth of affiliates and other constituent groups;
- 8.4.7. establish working groups to accomplish the work of the Council;
- 8.4.8. fill extraordinary vacancies of Councillor for the duration of a Councillor's term; and
- 8.4.9. delegate to the Board such of its duties as it shall determine.

8.5. Meetings of Council

8.5.1. Prior to the Annual General Meeting the Council shall determine the number and times of Council meetings to be held the following year.

- 8.5.2. Additional meetings may be called by the President or must be called by the Executive Officer within ten (10) days of receipt of a requisition signed by at least half of the Councillors.
- 8.5.3. Unless otherwise decided by the Members of the Council, voting shall be by a show of hands.

8.6. Quorum

A number comprising fifty percent (50%) plus one (1) of the Members who shall comprise of the Council during each year shall constitute a quorum.

8.7. Voting

Questions arising at a meeting of the Council are to be decided by a majority of votes and in the event of an equality of votes the chair of the meeting has a casting vote. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

8.8. Chair

The President shall be the chair of the Council.

9. Board

9.1. Eligibility

Any Member is eligible to be elected as a Member of the Board.

9.2. Office Bearers

- 9.2.1. The Office Bearers of the VPA will comprise of a President, a Deputy President and a Treasurer.
- 9.2.2. The VPA in General Meeting may increase or reduce the number of Office Bearers.

9.3. Composition of Board

- 9.3.1. The Board shall consist of not more than twelve (12) persons, including office bearers. The Members of the Board shall be known as Board Members.
- 9.3.2. The Board shall consist of the following individuals:
 - (a) not more than eleven (11) individuals to be elected at the Annual General Meeting of the VPA or appointed in accordance with Rules 9.5.4 or 9.8; and
 - (b) ex-officio – the Executive Officer.

9.4. Rotation of Board Members

- 9.4.1. A Board Member may not retain office for more than two (2) calendar years without submitting for re-election.
- 9.4.2. At the Annual General Meeting in each year those Board Members whose term of office expire at the end of the calendar year must retire from office but are eligible for re-election.

9.5. Election of Board Members

- 9.5.1. Any two (2) Members may nominate any other Member for election as a Board Member.
- 9.5.2. The nomination, in writing and signed by the Member nominated and the two (2) nominating Members, must be lodged with the Returning Officer, Australian Electoral Commission no later than 4.00 pm on the last Thursday of term 3 of the school year. An individual is not eligible to be elected as a Board Member unless this provision is complied with.
- 9.5.3. If the number of candidates for vacant positions as Board Members does not exceed the number of vacancies, those candidates are to be deemed elected.
- 9.5.4. If there is not a sufficient number of candidates nominated, the Board must, subject to Rule 9.1, fill the remaining vacancy or vacancies.
- 9.5.5. If the number of candidates is such that an election is necessary the Returning Officer, Australian Electoral Commission shall act as the Returning Officer and shall conduct the ballot on a first past the post basis and by mail or electronically otherwise in accordance with the applicable By-Laws of the VPA.
- 9.5.6. The result of the ballot shall be declared by the Executive Officer, Victorian Principals Association at the Annual General Meeting.

9.6. Election of Office Bearers

- 9.6.1. At the first Board meeting after the Annual General Meeting, the Board must elect the Deputy President and the Treasurer.
- 9.6.2. Any two (2) Board Members may, at that meeting, nominate another Board Member for election as a bearer of a particular office.
- 9.6.3. If only one (1) candidate is nominated for a particular Office Bearer's position, that candidate is to be deemed elected.
- 9.6.4. The candidates who receive the most votes will be elected. If two (2) or more candidates receive an equal number of votes, the chair who retired at that Annual General Meeting has a casting vote.

9.7. Attendance at Meetings

All Members of the Board are required to attend Board meetings, Council meetings and the Annual General Meeting. Board Members must attend at least eighty percent (80%) of the Board meetings and eighty percent (80%) of the Council meetings during each year. Board Members must not absent themselves for three (3) consecutive Council or Board meetings unless leave of absence is approved by the Board and/or Council. An apology for absence does not constitute approved leave.

9.8. Casual Vacancies

Subject to Rule 9.1 the Board may at any time appoint a person to the Board, either to fill a casual vacancy or as an additional Board Member, but so that the total number of Board Members is not at any time to exceed the number fixed by the Rules. The Board Member so appointed in the case of a casual vacancy holds office for the remaining term of the Board Member replaced but otherwise shall hold office only until the next Annual General Meeting but is then eligible for re-election.

9.9. Removal of Board Member

The VPA in General Meeting may by resolution remove a Board Member from office as a Board Member.

10. President

10.1. Eligibility

Any Member is eligible to be elected as President of the VPA.

10.2. Rotation of President

10.2.1. The President may not retain office for more than two (2) calendar years without submitting for re-election.

10.2.2. At the Annual General Meeting in each year the President whose term of office expires at the end of the calendar year must retire from office but is eligible for re-election.

10.3. Election

10.3.1. Any two (2) Members may nominate any other Member for election as President.

10.3.2. The nomination, in writing and signed by the Member nominated and the two (2) nominating Members, must be lodged with the Returning Officer, Australian Electoral Commission no later than 4.00 pm on the last Thursday of term 3 of the school year. An individual is not eligible to be elected as President unless this provision is complied with.

10.3.3. If there is only one (1) candidate for President then that candidate is deemed elected.

10.3.4. If the number of candidates is such that an election is necessary then the procedures prescribed for the election of Board Members in the Victorian Principals Association Rules shall apply to the election of the President.

10.3.5. In an election year, candidates standing for the office of President be afforded the opportunity to attend a Meeting at which they will make a ten (10) minute presentation and respond to questions from the floor. The Meeting will be conducted by the VPA office to take place immediately prior to the distribution of the ballot papers.

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10.4. Role and Responsibilities

10.4.1. The President shall be the chair of the Board and of the Council and be the Chief Executive Officer of the VPA together with an ex-officio member of all committees, sub-committees and working parties of the VPA.

10.4.2. The responsibilities of the President shall include:

- (a) articulating and enacting the visions, values and directions of the VPA;
- (b) facilitating effective Board and Council processes and decision making;
- (c) ensuring the effective flow of information to the Board, Council and Members;
- (d) developing the Board Members into a cohesive team;
- (e) building a sound working relationship with the Executive Officer; and
- (f) representing the VPA in all external forums including the media.

10.5. Meetings

- 10.5.1. The President shall preside at all meetings of the VPA except as prescribed in Rule 7.4.1 and at the President's discretion at such committee or sub-committee meetings as the President shall attend.
- 10.5.2. When the President is absent the Deputy President shall preside with the full powers of the President. This provision will also apply should the President be unable or unavailable to carry out the President's duties.
- 10.5.3. Only the President, or in the absence of the President, the Deputy President and/or such other person or persons delegated by the President, may speak on behalf of the VPA.

10.6. Vote

- 10.6.1. The President shall have a deliberative as well as a casting vote.

II. Vacation of Office**11.1. Vacancy of Board Member**

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

- 11.1.1. becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- 11.1.2. is not present without the consent of the Board for no less than eighty percent (80%) of the Board meetings and the Board Members resolve that the Board Member's office be vacated;
- 11.1.3. resigns the office of Board Member by written notice to the President;
- 11.1.4. is removed in accordance with Rule 11.2;
- 11.1.5. becomes a bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns the Board Member's joint and separate estate for the benefit of the Board Member's creditors; or
- 11.1.6. 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.

11.2. Removal of Board Member

- 11.2.1. The Board may suspend a Member of the Board from that Member's duties. Where such action is taken, the Board shall formulate the reasons for doing so and shall supply a copy to the affected Board Member. Before the Board considers the suspension it must first comply with the procedure prescribed in Rule 5.2. A vote of the Council shall be taken to confirm the suspension and remove the Board Member. If a Special Resolution of the Council endorses the suspension and supports the removal of the Board Member, the Board Member shall thereupon cease to hold office as a Board Member.
- 11.2.2. A Board Member who is removed from the Board by the Council shall have the right of appeal to a properly constituted General Meeting of the VPA. Such appeal shall be lodged by the affected Board Member so removed within three (3) calendar months of the Board Member's removal.
- 11.2.3. The Board shall call a General Meeting to consider the appeal within twenty (20) working days of receipt of notification of the appeal.

11.3. Leave of Absence

In the event that a Board Member makes a request for leave of absence from the Board, one period of three (3) months per term of office shall be granted.

12. Powers and Duties of the Board**12.1. Board to Manage VPA**

12.1.1. The management of the business and affairs of the VPA is vested in the Board.

12.1.2. The Board in furtherance of its powers and duties prescribed in Rule 12.1.1 shall:

- (a) implement the VPA's strategic plans;
- (b) implement the recommendations of the Council;
- (c) monitor the implementation of the VPA policies;
- (d) allocate the VPA's resources;
- (e) align resources to the strategic plan and approve a budget to accomplish the plan;
- (f) employ and annually review the performance of the Executive Officer;
- (g) establish working groups to accomplish the work of the Board;
- (h) fill extraordinary vacancies of Board Members until the next election;
- (i) review and take action on recommendations for any constitutional review process;
- (j) review applications for affiliate status and association partnerships and alliances; and
- (k) examine on a regular basis, the Board's own performance and invest in Board, Executive Officer and Council development.

13. Proceedings of Board**13.1. Meetings of Board**

13.1.1. The Board shall meet at least once between meetings of the Council. Such meetings shall:

- (a) be determined by the President; or
- (b) upon requisition to the Executive Officer, signed by at least three (3) Board Members, such meeting to be held within seven (7) days of receipt of the requisition.

13.1.2. The President may invite and the Board Members may resolve that the President invite, any person despite such a person not being a Member or Board Member, to a meeting of the Board and to participate in any discussions the Board thinks fit, provided that such a person shall not have any voting rights.

13.1.3. The Executive Officer has the right to attend and speak at all meetings of the Board and may be appointed to serve on any committee of the Board provided that the Executive Officer shall have no power to vote.

13.2. Quorum

- 13.2.1. The quorum necessary for the transaction of business of the Board shall be six (6) Board Members.
- 13.2.2. A meeting of the Board during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under the Rules for the time being vested in or exercisable by the Board generally.
- 13.2.3. Where a quorum cannot be established for a meeting of the Board (or consideration of a particular matter) a Board Member may convene a General Meeting to deal with a matter or the matters in question.
- 13.2.4. The continuing Board Members may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum prescribed by Rule 13.2.1 as a quorum, the continuing Board Members may except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or of summoning a General Meeting.

13.3. Notice of Meeting

- 13.3.1. Notice of every Board meeting will be given to each Board Member who is within Australia, but it is not necessary to give notice to any Board Member who is outside Australia.
- 13.3.2. A Board meeting may be called or held using any technology agreed by the Board. The consent may be a standing one.

13.4. Alternate Board Member

No Board Member is entitled to appoint a person as an alternative Board Member.

13.5. Board Members Contracts with the VPA

Subject to the Act:

- 13.5.1. no Board Members will be disqualified from holding the office of Board Member by virtue of holding any office or place of profit in any corporation in which the VPA is a shareholder or is otherwise interested;
- 13.5.2. no Board Member will be disqualified by that office from serving the VPA in any other office or in any other professional capacity, except that of Auditor of the VPA;
- 13.5.3. no Board Member will be disqualified by virtue of holding the office of Board Member from contracting with the VPA or any corporation in which the VPA is a shareholder or is otherwise interested or in any related entity, either as vendor, purchaser or otherwise and nor will any contract or arrangement entered into by or on behalf of the VPA in which any Board Member is in way directly or indirectly interested be avoided; and
- 13.5.4. a Board Member is not liable to account to the VPA for any profit arising from that office or realised by the contract or arrangement, or by any participation in any association, institution, fund, trust or scheme or otherwise by reason only of the Board Member holding that office or of the fiduciary relations thereby established, provided that the disclosure required by Rule 13.8 has been made.

13.6. When a Board Member may Vote

- 13.6.1. A Board Member who has a material personal interest in a matter that is being considered at a meeting of the Board, unless section 29C of the Act permits, must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

13.6.2. No act of the VPA is invalid or voidable by reason only of the failure of a Board Member to comply with such prohibition.

13.7. May Affix Seal Notwithstanding Interest

Notwithstanding that a Board Member is interested in the contract or arrangement, that Board Member may be appointed as the Board Member to sign on behalf of the VPA or in whose presence the Seal is to be affixed, any instrument to which the interest relates.

13.8. Disclosure of Interest

13.8.1. A Board Member who is in any way, whether directly or indirectly, interested in the matter in which the VPA has an interest will declare the nature of the interest at the meeting of the Board as soon as practicable after the relevant facts have come to the Board Member's knowledge.

13.8.2. For the purposes of Rule 13.8.1 a general notice given to the Board by a Board Member to the effect that the Board Member is an officer or member of a specified corporation or is otherwise interested in any corporation and is to be regarded as interested in any matter, after the date of the notice, in which that corporation may have an interest, will be deemed to be a sufficient declaration of interest in relation to the matter if:

- (a) the notice states the nature and extent of the Board Member's interest in the corporation;
- (b) when the matter is first considered, the extent of the Board Member's interest in the corporation is not greater than as stated in the notice; and
- (c) the notice is given at a meeting of the Board or the Board Member takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board after it was given.

13.8.3. It is also the duty of the Board Member who holds any office or possesses any property the holding of which office or the possession of which property might, whether directly or indirectly, create duties or interests in conflict with the Board Member's duties or interests as a Board Member of the VPA, to declare at the first meeting of the Board held after the Board Member becomes a Board Member, or if the Board Member is already a Board Member at the first meeting of the Board held after the Board Member commenced holding any such office or possess any such property, the fact of the Board Member's holding such office or possessing such property and the nature, character and extent of the conflict.

13.9. Record of Disclosures

It is the Executive Officer's duty to record in the minutes any disclosure given by a Board Member pursuant to Rule 13.8.

13.10. Meaning of Contract

In Rule 13.8, where the context permits, "contract or arrangement" includes a proposed contract or arrangement.

13.11. President and Deputy President

13.11.1. The President is entitled to preside at meetings of the Board but, if the President is not present and able and willing to act within fifteen (15)

minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Deputy President;
- (b) a Board Member chosen by a majority of the Board Members present.

13.11.2. The President may only be removed from that office by resolution of the Council of which not less than fourteen (14) days notice has been given to all Councillors for the time being in Australia and it has first complied with the procedure prescribed in Rule 5.2. The Council may at any time replace the President removed pursuant to this Rule.

13.12. Voting

Questions arising at a meeting of the Board are to be decided by a majority of votes and in the event of an equality of votes the chair of the meeting has a casting vote. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

13.13. Committees of Board

13.13.1. The Board may delegate any of its powers to committees consisting of one or more Board Members as it thinks fit and the Board may from time to time revoke that delegation.

13.13.2. The Board may also appoint the Executive Officer to any committee provided that the Executive Officer shall have no right to vote.

13.13.3. A committee will conform to any regulations that may be imposed upon it by the Board in the exercise of its powers.

13.13.4. So far as they are capable of application and with the necessary changes, the provisions of the Rules for regulating the meetings and proceedings of the Board govern the meeting and proceedings of committees.

13.13.5. The committee shall have the capacity to appoint Members to any committee as it considers appropriate provided such Members shall first be approved by the Board.

13.13.6. At least one third of a committee's membership shall constitute a quorum.

13.13.7. Minutes of meetings of committees maintained in accordance with Rule 14 of the Rules must be tabled at each subsequent meeting of the Board next after the committee meeting.

13.14. Meetings of Committees

13.14.1. Committees of the VPA shall meet:

- (a) at such times as may be determined by the convenor of the committee; or
- (b) upon requisition to the convenor of the committee, signed by at least three (3) members of the committee, such meeting to be held within seven (7) days; or
- (c) if so requested or directed by the Board.

13.14.2. At any properly constituted meeting of a committee the convenor shall be the chair with the proviso that in the absence of an elected convenor members of the committee present at the commencement of the meeting shall appoint an acting chair.

13.15. Finance and Audit Committee

- 13.15.1. Pursuant to Rule 13.13.1 the Board shall appoint the Treasurer and such other Board Member or Board Members to form a Finance and Audit Committee. The Treasurer will be chair of the Finance and Audit Committee.
- 13.15.2. The Finance and Audit Committee must investigate and recommend on any matter delegated to it by the Board, shall examine and certify the correctness of all accounts before they are submitted to the Board and otherwise act pursuant to the Rules.

13.16. Written Resolution

- 13.16.1. If no less than two thirds of the Board Members have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Board Member or, if the Board Members signed the documents on different days, on the day on which and at the time at which the document was last signed by a Board Member.
- 13.16.2. For the purposes of Rule 13.6.1:
- (a) two (2) or more separate documents contained statements in identical terms each of which is signed by one or more Board Members will together be deemed to constitute one document containing a statement in those terms signed by the Board Members;
 - (b) a reference to Board Members does not include a reference to the Board Member who, at a meeting of the Board, would not be entitled to vote on the resolution;
 - (c) any document so signed by a Board Member may be received by the VPA at the Registered Office (or other place agreed by the Board Member) by post, by facsimile or other electronic means or by being delivered personally by that Board Member.

13.17. Use of Technology

- 13.17.1. Without limiting Rule 13.3.2, for the purposes of the Rules the contemporaneous linking together by telephone or other means of instantaneous communication ("telephone") of a number of the Board Members, being at least a quorum, whether or not any one or more of them is out of Australia, is to be deemed to constitute a meeting of the Board and all the provisions of the Rules as to meetings of the Board apply to such a meeting if the following conditions are met:
- (a) all the Board Members entitled to notice of a meeting of the Board receive notice of the meeting;
 - (b) all the Board Members wanting to take part in the meeting are linked by telephone for the purposes of the meeting; and
 - (c) at the commencement of the meeting each Board Member taking part acknowledges the respective Board Members' presence for the purposes of the meeting to all other Board Members taking part and acknowledges that the Board Member is able to hear each of the other Board Members taking part.
- 13.17.2. A Board Member may not leave a telephone meeting by disconnecting the telephone without the consent of the chair of the meeting and a Board Member is deemed to be present and form part of the quorum throughout the meeting unless the Board Member has obtained the consent of the chair of the meeting to leave the meeting.

13.17.3. A minute of the proceedings of a telephone 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 of the meeting.

14. Minutes

14.1. Minutes of all proceedings to be kept.

The Board Members will cause full and accurate minutes of all proceedings of General Meeting and meetings of the Board, including meetings of committees of the Board, to be duly entered in books kept for that purpose in accordance with the Act.

14.2. Minutes to be Signed by President

Except in the case of written resolutions made in accordance with Rule 13.16 the Board will cause the minutes of all proceedings of General Meetings and meetings of the Board, including meetings of committees of the Board, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

14.3. Minutes to be Presumed Accurate

Where the minutes of proceedings of General Meetings and meetings of the Board, including meeting of committees of Board, are signed in accordance with Rule 14.2 those minutes shall be presumed to be an accurate record of the relevant proceedings unless the contrary is proved.

14.4. Inspection of Minutes

Books containing the minutes of proceedings of General Meetings will be open for inspection by any Member without charge.

15. Secretary and Executive Officer

15.1. Appointment of Secretary/Executive Officer

There must be at least one (1) secretary of the VPA who is to be appointed by the Board on such terms and on such conditions as it thinks fit. Secretary includes the assistant or acting secretary of the VPA and any substitute for the time being of the Secretary.

15.2. Executive Officer

The Secretary shall be the Public Officer of the VPA and shall be known as the Executive Officer.

15.3. Suspension or Removal of Secretary/Executive Officer

The Board may suspend or remove the Executive Officer from that office.

15.4. The Powers of Secretary/Executive Officer

15.4.1. The Executive Officer shall have such duties as are prescribed by the Act together with such powers, duties and authorities as the Board may from

time to time determine and the Executive Officer must exercise all such powers and authorities at all times to the control of the Board. The duties of the Executive Officer shall include:

- (a) preparation of the annual financial report and the annual budget under the supervision of the Board and the Finance and Audit Committee;
 - (b) maintaining a current policy statement handbook;
 - (c) project management and implementation;
 - (d) administration of operations and entering into contracts with the approval of the Board; and
 - (e) acting as secretary of the Board and of the Council.
- 15.4.2. The Council may vest in the Executive Officer such powers, duties and authorities as it may from time to time determine and the Executive Officer must exercise all such powers and authorities subject at all times to the control of the Board.

16. Treasurer

16.1. Duties

The Treasurer shall:

- 16.1.1. be a Board member;
- 16.1.2. in accordance with the Act be responsible for the keeping of the accounts and financial records of the VPA;
- 16.1.3. present to each Board meeting a financial statement, including a summary of all accounts to be passed for payment;
- 16.1.4. present to each Annual General Meeting a financial statement and balance sheet audited by the Auditor;
- 16.1.5. supervise the preparation by the Executive Officer of an annual budget as prescribed in Rule 17.5; and
- 16.1.6. keep a record of all accounts passed for payment by the Board.

16.2. Financial and Audit Committee

The Treasurer shall convene the Finance and Audit Committee of the Board.

17. Finance

17.1. Financial Year

The Financial Year of the VPA shall be 1 July to 30 June of the following year.

17.2. Income and Funds

- 17.2.1. An annual subscription shall be paid by all Members as prescribed in Rule 2.5 of the Rules.
- 17.2.2. The funds of the VPA shall be derived from entrance fees if any, annual subscriptions, donations and such other sources as the Board determines.

17.3. Bank Account/Investment

- 17.3.1. Accounts shall be held in the name of the VPA at a bank or other financial institution as approved by the Board.
- 17.3.2. The Board shall approve, from time to time, signatories to VPA accounts.
- 17.3.3. All cheques and account withdrawals shall require two (2) approved signatories.

17.4. Investment of Funds

The funds of the VPA shall be placed in such interest bearing deposit accounts in the name of the VPA as the Finance and Audit Committee shall from time to time determine. No funds of the VPA shall be withdrawn from the interest bearing deposit accounts except by approval of the Board and by cheque signed by the Treasurer and either of the President or Executive Officer.

17.5. Budget

The Treasurer in conjunction with the Executive Officer shall prepare a budget for the following Financial Year. After approval by the Board, the budget shall be presented to the Council for consideration and approval.

17.6. Borrowing of Additional Funds

When funds in addition to those held by the VPA are required for an approved project these may be procured by loan or any other appropriate arrangements only after a Special Resolution of the Board.

17.7. Allowances

Any allowances to the Office Bearers shall be approved as prescribed in Rule 7.1.

17.8. Auditor

- 17.8.1. The Annual General Meeting of the VPA shall appoint an Auditor. The Auditor shall audit the accounts of the VPA. The Auditor shall have full and complete access to all books, documents, records and property of the VPA. An audit shall be conducted once in each year and at such other times as the Board directs.
- 17.8.2. In the event that the Auditor be unable or unavailable to carry out the Auditor's duties, an interim Auditor shall be appointed by the Board, such appointment to be brought to the notice of the Council at its next meeting for consideration. The Council shall endorse the appointment or appoint an alternative interim Auditor. 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.

17.9. Purchase of Property

VPA funds may be used to purchase real or personal property only after a Special Resolution of the Board.

18. The Seals and Logo

18.1. Common and Duplicate Common Seal

18.1.1. The VPA may have:

- (a) a Seal; and
- (b) a duplicate Seal which must be a copy of the Seal with the words "Duplicate Seal" added.

18.1.2. The Board must provide for the safe custody of all Seals in such manner as it thinks fit.

18.2. Affixing Seal

18.2.1. The Seal will only be used by the authority of the Board or a committee of the Board authorised by the Board in that regard.

18.2.2. Every instrument to which the Seal is affixed, subject to any provisions contained in this Rule 18, will be signed by a Board Member and countersigned by the Executive Officer, another Board Member or by some other person appointed by the Board for that purpose.

18.3. Facsimile Signature

The Board may determine either generally or in a particular case and in any event subject to such conditions as it thinks fit that wherever a signature is required by the Rules on a document to or on which the Seal is affixed or incorporated, that requirement will be satisfied by a facsimile of the signature affixed by mechanical or other means.

18.4. Effect of Sealing

Any instrument bearing the Seal is issued for valuable consideration and will be binding on the VPA notwithstanding any irregularity attaching the authority of the Board to issue the same, or the circumstances of its issue.

18.5. Logo

The Logo of the VPA shall be as appears in Appendix 2 of the Rules.

19. Custody of Records

Except as otherwise provided in the Rules, the Executive Officer shall keep in the Executive Officer's custody or under the Executive Officer's control, all books, documents and securities of the VPA.

20. Inspection of Books

20.1. Inspection

Subject to the Act, the Rules and any resolution of the VPA in General Meeting, the Board may determine whether and to what extent and at what times and places and under what conditions and regulations the books and documents of the VPA or any of them will be open for inspection by the Members and other persons.

20.2. Prohibition on Inspection

A Member or other person, not being a Board Member, has no right to inspect any of the books or documents of the VPA except as conferred by the Act, the Rules or authorised by the Board or by a resolution of the VPA in General Meeting and is not entitled to require or receive any information concerning the affairs of the VPA.

21. Notices**21.1. Method of Service of Notices**

A notice may be served by the VPA on a Member or other person receiving notice under the Rules by any of the following methods:

- 21.1.1. by serving it personally on the Member or other person;
- 21.1.2. by leaving it at the Member's address or the address of the other person;
- 21.1.3. by sending it by post in a pre-paid letter, envelope or wrapper addressed to the Member at the Member's address or for the other person at that person's address; or
- 21.1.4. by sending to the electronic address, or by facsimile transmission to a facsimile number, nominated by the Member or the person for the purpose of serving notices.

21.2. Notice by Advertisement

Any notice by a court of law or otherwise required or allowed to be given by the VPA to the Members or any of them by advertisement will unless otherwise stipulated, be sufficiently advertised if advertised once in a daily newspaper circulating in the State.

21.3. Time of Service

- 21.3.1. Any notice sent by post, airmail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier.
- 21.3.2. In proving service of any notice it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier.
- 21.3.3. A certificate in writing signed by any manager, secretary or other officer or staff that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence of the posting.
- 21.3.4. Subject to the Act, if the Rules require or permit notice to be given to the VPA, the Office Bearers or Executive Officer, neither accidental omission to give the notice or non-receipt of the notice invalidates the meeting, resolution, procedure or other matter to which the notice relates.

21.4. Time of Service by Facsimile

Any notice sent by facsimile transmission or any other electronic means will be deemed to have been served on receipt of the transmission report or other means of confirmation of successful transmission, confirming successful transmission.

21.5. Signature on Notices

The signature on any notice to be given by the VPA may be written or printed on or a facsimile thereof may be affixed by mechanical or other means subject to the Act.

21.6. Calculation of Notice Period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or other periods.

22. By-Laws

Subject to the Act, the Board may make, amend or repeal By-Laws consistent with the Rules, for the internal management of the VPA.

23. Dissolution Of The VPA

AMENDED
10/08/2009

23.1. Dissolution

The VPA may be dissolved upon a Special Resolution of Members present at a properly constituted General Meeting convened for the sole purpose of considering dissolution of the VPA.

23.2. Not For Profit

In the event of winding up or cancellation of the VPA 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 some other association or associations having predominantly charitable objects similar to the objects of the VPA and which shall prohibit the distribution of all assets and income to its Members.

24. Alteration Of Rules And Statement Of Purposes

The Rules and Statement of Purposes of the VPA shall not be altered except in accordance with the Act.

25. Authorisation

The VPA is authorised to trade under section 51 of the Act.

DATED this 1st day of January 2009.

Approved in the first instance at the VPA Council Meeting held on November 28, 2008.

Formal approval received from Consumer Affairs February 2009.



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President

On behalf of the Members

APPENDIX I

FORM OF APPOINTMENT OF PROXY

I, _____ of _____

being a member of the Victorian Principals Association (“VPA”)

appoint _____

of _____

being a member of the VPA, as my proxy to vote for me on my behalf at the general meeting of the VPA (annual/special general meeting of the VPA to be held on the:

_____ day of _____ 20____ and at any adjournment of that meeting.

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

*I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of the resolution)

Signed _____

The _____ day of _____ 20 _____

APPENDIX 2



**Victorian
Principals
Association**