



Reg No: A10878

Rules of Association

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EdTechSA Inc

RULES of ASSOCIATION

1 NAME

1.1 The name of the association shall be EdTechSA. The Association was formerly known as CEGSA (Computers in Education Group of South Australia).

2 OBJECTIVES

EdTechSA is a professional association of groups and individuals that promotes and supports teaching and learning with digital technologies, both broadly and as a subject discipline.

The Association's objectives are:

- promoting networking and communication
- sharing research, quality practice, resources, and current issues and initiatives within the educational community
- providing and promoting high quality professional learning opportunities for educators and school leaders to learn from international, national and local experts
- acting as an advocate on behalf of South Australian educators at national, state and local levels on educational issues related to digital technologies
- contributing to the work of the Council of Educational Associations of South Australia (CEASA), the Australian Council for Computers in Education (ACCE) and the International Society for Technology in Education (ISTE)
- recognising and celebrating excellence in the educational use of digital technologies in South Australia
- facilitating partnerships with industry and other professional associations to benefit educators and students.

3 DEFINITIONS

- 3.1 In this Rules of Association, unless the contrary intention appears:
- 3.1.1 "Management Committee" means the supreme governing body of the Association
 - 3.1.2 "Financial year" means the year ending on the 31st December
 - 3.1.3 "General Meeting" means a General Meeting of members convened in accordance with Rule 10
 - 3.1.4 "Annual Meeting" means an annual meeting of members
 - 3.1.5 "Member" means a member of the Association
 - 3.1.6 "Ordinary Member of the Committee" means a member of the Management Committee who does not have an Executive role on the Management Committee under rule 6
 - 3.1.7 "Executive Member of the Committee" means a member of the Management Committee elected by the Management Committee under rule 6.4
 - 3.1.8 "Representative" means a representative of a member organisation
 - 3.1.9 "The Act" means Associations Incorporation Act 1985
 - 3.1.10 "The Regulations" means Regulations under the Act
 - 3.1.11 "Special resolution" means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution
- 3.2 In these Rules, a reference to the Secretary of the Association is a reference:
- 3.2.1 Where a person holds office under these Rules as Secretary of the Association - to that person; and
 - 3.2.2 In any other case, to the Secretary of the Association.

4 POWERS OF THE ASSOCIATION

For the purpose of carrying out the above objectives, EdTechSA shall assume the following powers:

- 4.1 **The Association shall have all the powers conferred by Section 25 of the Act.**
In addition, the Association shall assume the following powers:
- 4.2 To conduct meetings, conferences, seminars and workshops that promote the potential of digital technologies as tools for learning and fostering the professional development of the education community.

- 4.3 To establish, promote or assist in establishing or promoting, discussion, debates, lectures, and other lawful pastimes.
- 4.4 To undertake the publication and the distribution, in a variety of media, of materials that further the objectives of the Association.
- 4.5 To promote and conduct alone or jointly with any other association, club, company, person or government department, tests, examinations, or contests and to offer, give or contribute towards prizes, medals, certificates and awards.
- 4.6 To form a communications network through affiliation with bodies with similar aims in South Australia, other states and territories of Australia and in other countries.
- 4.7 To purchase equipment and/or property, to enter into agreements with lending institutions to borrow money to purchase equipment and/or property, to enter into hire arrangements, to invest money, to lend money, to enter into contracts, partnerships or other agreements, and to do all things necessary to attain the objectives of the Association.

5 MEMBERSHIP

Membership is conditional upon the payment of an annual subscription according to the following categories.

5.1 The categories of membership shall be:-

5.1.1 Individual Members

These members shall be entitled to vote and hold office in the Association and may receive all publications and services of the Association according to the procedures established by the Executive.

5.1.2 Organisational Members

Organisational membership is available under this description to any international, national, state or local organisation including schools, colleges or universities interested in the objectives of the Association. Each Organisational Member shall be entitled to one vote by a nominated delegate acceptable to the Executive in elections of the Association but no such delegate shall be entitled to hold office through Organisational Membership nor may Organisational Members nominate others for office.

5.1.3 Student Members

These shall be persons undertaking full-time courses in a tertiary institution.

5.1.4. Honorary Members

These members shall be appointed by Executive once only for no greater time than two years and shall be persons who are temporarily resident in South Australia.

5.1.5 Honorary Life Members

These members shall be appointed by the Association in general meeting. Honorary Life Members shall be members who have given long and honourable service to the Association.

- 5.2 A financial member shall be a member who has paid the appropriate subscription fee for their membership year.
- 5.3 The Executive reserves the right to decline an application for membership based on the objectives of the Association.
- 5.4 The Executive shall have the right to reprimand; suspend the membership rights of a member for a specified period; or expel any member whom it considers to have acted in a manner contrary to the objectives of the Association.
- 5.5 If the subscription of a member remains unpaid for a period of one calendar month after the date of renewal, then membership and all rights pertaining thereto will be suspended. Upon payment of all arrears, membership will resume and be backdated to the specified date of renewal.
- 5.6 Membership of the Association will automatically cease upon death, mental incapacity or, in the case of corporate membership, insolvency.
- 5.7 A member may at any time by notice in writing to the Association, resign membership of the Association, but shall continue to be liable for any monies due to the Association.
- 5.8 A member who is under investigation or against whom allegations of misconduct have been made or, in the opinion of the Executive, has conducted themselves in ways prejudicial to the Association may have their membership cancelled.
- 5.9 Prior to having membership cancelled the member must have the opportunity to respond to such allegations, according to the principles of natural justice.
- 5.10 Cancellation of membership may only occur at a meeting of the Executive after:
 - receipt by the Secretary of a notice of motion to this effect
 - notification in writing to the member concerned at least one week prior to the date of the meeting
 - the provision to the member concerned of notice of the grounds alleged for dismissal
 - the passing of the motion for cancellation being carried by a two-thirds majority of the Executive present at the meeting.

5.11 An up to date register of members is to be kept by the Association

5.11.1 A register of members must be kept and contain:

- the name and address of each member
- the date on which each member was admitted to the Association
- if applicable, the date of and reason(s) for termination of membership.

6 MANAGEMENT COMMITTEE

6.1 The members of the Management Committee shall be elected by Vote of the Financial Members at the Annual General Meeting of the Association.

6.1.1 Members of the Management Committee will be members of EdTechSA through individual membership.

6.1.2 Interested persons willing to join the Management Committee must be current financial members (either individual or through organisational membership) and will need to complete the nomination process of endorsement by a current individual financial member. (see 7.2)

6.1.3 If an individual from an organisational membership is elected, they are required to become an individual member of EdTechSA within 7 days of the AGM.

6.2 The Management Committee shall consist of a maximum of 12 elected members, or such number as the members of the Association at an Annual General Meeting, may decide to elect.

6.3 The Management Committee retains the right to co-opt further committee members on an ad hoc basis as the need arises. Maximum of 2 co-opted members per financial year with tenure to the end of the management year.

6.4 The Management Committee, at its first meeting after the Annual General Meeting, elects from its Management Committee members, the following officers of the Association to form the Executive Committee:

- President
- Vice-President - Publicity
- Vice-President - Professional Learning
- Secretary
- Treasurer

It is preferable that Executive Officer positions are filled by committee members with at least 1 full years' experience as an Ordinary Member on the Management Committee.

Executive Officers are elected for a two year term, after which time these positions are declared vacant. At the first meeting after the AGM the Management Committee will elect Officers to the vacant positions.

Apart from the President's role, it may on occasion be necessary to combine roles for a period determined by the Management Committee.

In the instance of an Executive Officer position becoming vacant during the term of office, a current Executive Officer or Management Committee member may be elected into the role until the next AGM. The Committee can continue to act despite any vacancy in its membership.

- 6.5 The handover of office-bearers will occur at the conclusion of the first meeting of the Management Committee after the Annual General Meeting.
- 6.6 The quorum shall consist of half the members of the Management Committee, or in the case of an odd number of members, half the members plus one, two of which must be office bearers.
- 6.7 The term of office for each member of the Management Committee shall be two years, one half of the number of elected members to retire each year. A Committee member may be re-elected. Co-opted members shall serve on the Management Committee for one year, or until the next Annual General Meeting whichever is the shorter period, unless co-opted for a shorter period of time.

6.8 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- expelled as a member as decided by the Executive Committee
- permanently incapacitated by ill health
- absent without apology from more than three meetings in a financial year
- absent with apology for more than 50% of meetings in a financial year
- no longer the duly appointed representative of a corporate member.

PART 6B – COMMITTEES

- 6B.1 The professional development work of the Association will be undertaken by committees of members (“Committees”) dedicated to specific areas of interest and lead by a Committee Manager, for example: Professional Learning, Annual Conference, Publicity
- 6B.2 The Executive may from time to time resolve to approve the formation of a Committee for a specific area of interest.
- 6B.3 The members of a Committee shall be as approved or nominated by the Executive from time to time.
- 6B.4 The Executive may from time to time at its discretion resolve to
- dissolve a Committee
 - suspend a Committee for such a period of time as it thinks fit or
 - remove members of a Committee and appoint new members to the Committee.
- 6B.5 The Executive may delegate any of its powers to Committees as it thinks fit and any Committee so formed shall exercise the powers delegated to it in accordance with any directions of the Executive. The effect of a Committee exercising a power delegated to it by the Executive is the same as if the Executive exercised it.
- 6B.6 Subject to any directions from the Executive to the contrary, a Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a Committee shall be determined by a majority of votes by the members of the Committee present and in case of an equality of votes the Committee Manager shall have a second or casting vote.
- 6B.7 Each Committee shall furnish to the appropriate meeting of the Executive a report of its activities and shall tender to the Executive such advice concerning the subject matter of its activities as the Executive deems desirable.

7 ELECTIONS

- 7.1 The members of the Management Committee shall be nominated prior to the Annual General Meeting of the Association. (See Section 5) Individual membership and honorary life membership shall entitle the member to one vote; Organisational membership shall carry an entitlement of one vote per organisation to be exercised by the organisation's nominee. Honorary membership and student membership shall not entitle the member to a vote.
- 7.2 The President shall give written notice to all Financial Members a minimum of 21 days before the Annual General Meeting of the date set for that meeting and call for nominations to fill the positions on the Management Committee.

- 7.3 Each nomination shall be endorsed by the proposer and the candidate and shall be lodged with the President 48 hours prior to the Annual General Meeting. (see 6.1.2)
- 7.4 Elections may be by show of hands or by ballot depending upon the wish of majority of the members at the Annual General Meeting.
- 7.5 In the event of a ballot being required, the meeting shall appoint two scrutineers, being financial members of the Association who are not themselves candidates or proposers in the election being conducted.
- 7.6 All positions on the Management Committee shall be decided by a simple majority of votes. In the event of a tied vote, a re-vote will be conducted. If a tied vote still exists, the election will be determined by lot.

8 GENERAL MEETINGS

8.1 Annual General Meeting

The Annual General Meeting shall be held within five months after the close of the financial year for the purpose of electing the members of the Management Committee.

8.1.1 The order of the business at the Annual General Meeting shall be:

- (i) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
- (ii) the consideration of the accounts and reports of the Management Committee and the auditor's report
- (iii) the election of Management Committee members
- (iv) the appointment of auditors
- (v) any other business requiring consideration by the Association in general meeting.

8.2 Special General Meeting

The Management Committee may at any time summon a Special General Meeting by giving a minimum of fourteen days' notice in writing to Financial Members and shall in any case do so within fourteen days of receiving a written request signed by at least 20 members of the Association.

- 8.3 A quorum of any General Meeting shall be 20 members or half the number of Financial Members which ever be the lower number. Where a quorum is not achieved within 30 minutes of the time stated in the notice paper, the meeting may be reconvened with a quorum of 10 members under the following conditions:

- that a clear fourteen days' notice of the reconvened meeting shall be given to all members.
 - that such a meeting be clearly identified as a reconvened meeting.
 - that all items on the agenda of the original meeting, and only those items, shall constitute the business of the reconvened meeting.
- 8.4 A resolution of a General Meeting shall be made by a greater than 51% majority, excepting special resolution, requiring 75% majority, to change the Rules of Association.
- 8.5 Voting at general meetings
- (i) Subject to these rules, every member of the association has only one vote at a meeting of the Association.
- (ii) 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 or, where proxies are allowed, by proxy, at that meeting.
- (iii) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- (iv) An organisational member shall be entitled to appoint one person, who shall not be an individual member of the Association, to represent it at a particular general meeting or at all general meetings of the association.
- 8.6 Proxies
- A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

9 CHANGES TO THE RULES OF ASSOCIATION

- 9.1 Changes may be made to the Rules of Association at the Annual General Meeting, at a Special General Meeting called for the purpose or by a postal survey of the wishes of the Financial Members of the Association.
- 9.2 Notice of the proposed changes shall be given in writing to all Financial Members not less than 21 days before such a meeting.
- 9.3 Motions involving changes to the Rules of Association must be carried by a 75% majority of those members present or responding to a postal survey. Abstentions are not counted towards the vote.
- 9.4 Changes to the Rules of Association approved by such means shall take effect immediately unless otherwise specified in the successful motion.

10 GENERAL

- 10.1 All officers and members of the Management Committee are hereby indemnified by the Association for all losses or expenses incurred by them in or about the discharge of their respective duties, except as a result of their own wilful default.
- 10.2 No office bearer or member of the Management Committee shall be responsible for the act or default of any other member of the Association.

11 FINANCES

- 11.1 Subscriptions shall be determined in accordance with rule 5 and shall be due and payable on a yearly basis.
- 11.2 The Management Committee may determine fees for conferences, seminars, workshops and publications and in so doing may assign differential fees or discounts to the membership categories and to non-members.
- 11.3 The Financial Year shall end on the last day of December.
- 11.4 All money received by the Association shall be recorded and deposited with a financial institution nominated by the Management Committee.
- 11.5 All expenditure shall be properly authorised by the Management Committee.
- 11.6 Proper and full records of all financial transactions shall be kept and audited prior to the Annual General Meeting.
- 11.7 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 them to the Association or otherwise owing by the Association to them 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.

12 WINDING UP

- 12.1 The Association may be wound up in the manner provided for in the Act.
- 12.2 The Association may be disbanded by the Financial Members at an Annual General Meeting or a Special General Meeting by a motion that shall include clear directions on the disbursement of the assets of the Association provided that the assets 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 11. Such institution or institutions shall be determined by the members of the Association.