

ASSOCIATIONS INCORPORATION ACT 1985

Constitution

The Asia-Pacific Forum on Educational Integrity

These Rules are drafted according to the *Associations Incorporation Act 1985 (SA)*
Office of Consumer and Business Affairs
http://www.ocba.sa.gov.au/assets/files/assoc_rules.pdf
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This document contains the Rules of the Asia-Pacific Forum
on Educational Integrity

1. NAME

The name of the incorporated association is *The Asia-Pacific Forum on Educational Integrity* referred to herein as “the association”.

2. DEFINITIONS

“the association” means the Asia-Pacific Forum on Educational Integrity

“member” means an individual or institutional member

“institutional member” means an educational institution which has paid the relevant subscription fee for the current year and is represented by up to three representative members

“representative member” means a person who is one of up to three persons nominated by and representing an educational institution, the International Journal of Educational Integrity, or the Asia-Pacific Educational Integrity Conference

“voting member” means a financial member

“student member” means an individual financial member who is enrolled as a student at an educational institution

“financial member” means an individual member who has paid the relevant subscription fee for the current year and all previous years of that member’s membership or a representative member whose institution has paid its relevant subscription fee for the current year and

all previous years of that institutional member's membership

“educational institution” means an education provider institution, such as schools and post-secondary institutions and is not otherwise restricted to a particular type of education or form of institution

“committee” means the committee of management of the association

“general meeting” means a general meeting of members of the association convened in accordance with these rules

“the Act” means the Associations Incorporation Act 1985 (SA)

“special resolution” means a special resolution as defined in the Act

“month” means a calendar month.

“written notice” includes communication by email

3. OBJECTIVES OF THE ASSOCIATION

The objectives of the association are:

- 3.1 to collaborate towards the research and promotion of educational and academic integrity
- 3.2 to present models of best practice in the management of educational and academic integrity
- 3.3 to provide a platform for educators across all sectors to investigate, collaborate and access resources in the field of educational and academic integrity
- 3.4 to offer an opportunity for researchers, educators and practitioners to take a leadership role in the field of educational and academic integrity
- 3.5 to make available a central point of reference where issues of educational and academic integrity can be discussed, researched, progressed and shared with the wider academic community.
- 3.6 to publish an international refereed journal where research on educational and academic integrity can be disseminated in an accessible and cost-effective format
- 3.7 to oversee conferences on educational and academic integrity.

4. POWERS OF THE ASSOCIATION

For the purpose of carrying out its objectives, the association shall have all the powers conferred by section 25 of the Act:

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate accounts; and
- (d) invest its moneys—
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the association; and
- (e) borrow money upon such terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 Membership of the APFEI shall be open to

- (a) educational institutions,
- (b) the International Journal of Educational Integrity
- (c) the Asia-Pacific Educational Integrity Conference (formerly the Asia Pacific Conference on Educational Integrity), and
- (d) individuals

5.2 An educational institution may register up to three representative members from its faculty, students or staff.

5.3 The International Journal of Educational Integrity may register up to three representative members.

5.4 The Asia-Pacific Educational Integrity Conference (formerly the Asia Pacific Conference on Educational Integrity), may register up to three representative members.

5.5 An individual member will be a natural person employed by an educational institution or who can demonstrate a sufficient interest and possible contribution to the association, and who applies for membership of the association. The Committee reserves the right to refuse membership based on its interpretation of this point

5.6 An applicant shall become a member of the association upon the committee accepting the applicant's application by the committee and upon payment of the first annual subscription fee.

6. SUBSCRIPTION FEES

- a. The initial subscription fees for membership shall be those amounts set out in Appendix A to this constitution
- b. The initial annual subscription fees for membership shall be varied to such sum, as the members shall determine from time to time in general meeting.
- c. The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine and are not refundable
- d. Any member whose subscription fee is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a member's membership on such terms as it thinks fit.

7 RESIGNATIONS

- a. A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.
- b. Any member so resigning shall be liable for any outstanding subscription fees which may be recovered as a debt due to the association.

8 EXPULSION OF A MEMBER

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge of misconduct shall be communicated to the member at least one month before the meeting of the committee at which the matter will be decided.
- c. The decision of the committee shall be communicated to the member, and in the event of an adverse decision the member shall, (subject to 8.4d below), cease to be a member 14 days after the committee has communicated its decision to the member.
- d. It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the decision of the committee has been communicated to the member.
- e. In the event of an appeal under 8.4d above, the appellant's membership of the association shall not be terminated unless the decision of the committee to expel the member is upheld by a general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of that general meeting.

9 REGISTER OF MEMBERS

A register of members shall be kept and contain:

- i) the name, address and email address of each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

10. THE COMMITTEE

10.1 POWERS AND DUTIES

- a. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objectives of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has responsibility for the management and control of the funds and other property of the association.
- c. The committee 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.
- d. The committee shall appoint a public officer as required by the Act and within one month after the appointment or change of appointment lodge notice of the identity and

address of the public officer with the Office of Consumer and Business Affairs.

10.2 APPOINTMENT

- a. The committee shall be comprised of up to ten financial members, holding the offices of chair, deputy chair, secretary, treasurer, one or two representative members of the International Journal of Educational Integrity, up to two representative members of the Asia-Pacific Educational Integrity Conference and two ordinary committee members.
- b. A representative member may hold any office on the committee.
- c. An individual member may hold any office on the committee.
- d. The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation.
- e. The members of the committee shall retire from the committee at the second annual general meeting and be eligible to stand for re-election.
- f. The term of the committee shall be for two years.
- g. No other person shall be eligible to stand for election unless a nomination has been received at least 28 days before the Annual General Meeting by delivering a nomination signed by the proposer and the nominee to the secretary of the association.

- h. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the Annual General Meeting at which the election is to take place.
- i. The committee may appoint a financial member to fill a casual vacancy, and that committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

10.3 PROCEEDINGS OF COMMITTEE

- a. The committee shall meet together bi-monthly for the dispatch of business or at such other times as decided by the chair.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chair shall have a casting vote.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must (in addition to 10.3e.) disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract.
- e. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must (in addition to 10.3d.) disclose the

nature and extent of her or his interest in the contract at the next annual general meeting of the association.

10.4 DISQUALIFICATION OF COMMITTEE MEMBERS

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

- (a) disqualified from being a committee member by the Act;
- (b) expelled as a member under these rules;
- (c) permanently incapacitated by ill health;
- (d) absent without apology from more than four meetings in a year; or
- (e) no longer a duly appointed representative member as in 10.2a.

11. THE SEAL

- a. The association shall have a common seal upon which its corporate name shall appear in legible characters.
- b. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by at least two members of the committee.

12. GENERAL MEETINGS

12.1 ANNUAL GENERAL MEETINGS

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within six months after the end of its financial year.
- c. The order of business at the meeting shall include:
 - 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 committee and the auditor's report (if auditor's report is required)
 - iii) the election of committee members (if required – see rule 10.2h)
 - iv) the appointment of auditors (if required - see rule 15.5)
 - v) other business.

12.2 SPECIAL GENERAL MEETINGS

- a. The committee may call a special general meeting at any time.
- b. Upon a request in writing of not less than forty voting members, the committee shall within one month of the receipt of the request, convene a special general meeting for the purpose specified in the request.
- c. A request for a special general meeting shall be signed by the relevant voting members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 12.2b., the relevant voting members who signed the request, or at least 50% of their number, may convene a special general meeting.
- e. A special general meeting convened by the relevant voting members as referred to in 12.2d. shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the relevant voting members are supplied free of charge with particulars of the voting members entitled to receive a notice of meeting.
- f. The reasonable expenses of convening and conducting a special general meeting as referred to in 12.2d. shall be borne by the association.

12.3 NOTICE OF GENERAL MEETINGS

- a. Subject to 12.3b, at least 14 days notice of any general meeting shall be given to voting members. The notice shall set out where and when the meeting will be held, the agenda,

and the nature and order of the business to be transacted at the meeting.

- b. Notice of a meeting at which a special resolution is to be proposed shall be given to voting members at least 21 days prior to the date of the meeting.
- c. A notice may be given by the association to any voting member by serving the voting member with the notice personally, or by sending it by post or email to the address appearing in the register of voting members. (See rule 9.)
- d. Where a notice is sent by post:
 - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- e. Where a notice is sent by email
 - (i) the service is effected by properly addressing and sending the email
 - ii) unless the contrary is proved, service will be taken to have been effected at the time at which the email would be delivered in the ordinary course of events.

12.4 PROCEEDINGS AT GENERAL MEETINGS

- a. Ten voting members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of voting members is not present, a meeting convened upon the request of voting members shall lapse.
- c. In any case other than a meeting requested by voting members, if within 30 minutes after the time appointed for the meeting a quorum of voting members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the voting members present shall form a quorum.
- d. Subject to 12.4e., the chair shall preside as chair at a general meeting of the association.
- e. If the chair is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the voting members may choose a committee member or one of their own number present to be the chair of that meeting.

12.5 VOTING AT GENERAL MEETINGS

- a. Subject to these rules, every voting member of the association has only one vote on each motion to be decided at a general meeting of the association.

- b. Subject to these rules, a motion at a general meeting, other than a special resolution, must be decided by a majority of voting members who vote in person, or via telephone or video conference [or where proxies are allowed, by proxy, at that general meeting.
- c. Unless a poll is demanded by at least five voting members, a motion at a general meeting must be decided by a show of hands.

12.6 POLL AT GENERAL MEETINGS

- a. If a poll is demanded by at least five voting 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.
- b. A poll demanded 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.

12.7 SPECIAL AND ORDINARY RESOLUTIONS

- a. A special resolution is a resolution passed at a duly convened meeting of voting members providing —
 - (i) at least 21 days written notice specifying the intention to propose the special resolution has been given to all voting members; and

- (ii) it is passed by a majority of not less than three-quarters of such voting members as, being entitled to do so, vote in person or via telephone or video conference, where proxies are allowed, by proxy, at that meeting;
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

12.8 PROXIES

- a. A voting member shall be entitled to appoint in writing an individual member or a representative member to be a proxy, and attend and vote at any general meeting.
- b. A committee member shall be entitled to appoint in writing another committee member to be a proxy, and attend and vote at any committee meeting.

13. MINUTES

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

- c. The minutes kept pursuant to this rule shall be approved by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and approved they shall be deemed as proof, until the contrary is proved, that
 - i) the meeting was convened and duly held,
 - ii) all proceedings held at the meeting were duly held, and
 - iii) all appointments made at a meeting were valid.

14. DISPUTE RESOLUTION

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between
 - i) a member and another member
 - ii) a member and the association.
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

15. FINANCIAL REPORTING

15.1 FINANCIAL YEAR

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

15.2 ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

15.3 ACCOUNTS AND REPORTS LAID BEFORE MEMBERS

Should the association become a prescribed association as defined in the Act the accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the next annual general meeting.

15.4 ANNUAL RETURN

Should the association become a prescribed association as defined in the Act the annual return of the association shall be

lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year, and be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

15.5 APPOINTMENT OF AUDITOR

- a. Should the association become a prescribed association as defined in the Act, at each annual general meeting, the members shall appoint a person to be auditor of the association in accordance with sections 35(2)(b) and 35(4) of the Act.
- b. If an auditor is appointed at the annual general meeting the auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an auditor is not appointed at the annual general meeting the committee may appoint an auditor for the current financial year.

16. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objectives 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.

17. WINDING UP

The association may be wound up in the manner provided for in the Act.

18. APPLICATION OF SURPLUS ASSETS

- a. If after the winding up of the association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objectives and has rules which prohibit the distribution of its assets and income to its members.
- b. The association may determine to distribute surplus assets to nominated charities.
- c. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- d. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

19. RULES

- a. The rules are to be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.

- b. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- c. The rules may be rescinded, replaced, substituted or altered (including an alteration to the association's name) by special resolution of the members of the association.
- d. An alteration to the rules shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.
- e. An alteration to the rules shall come into force at the time that the alteration is passed.
- f. An alteration to the name of the association shall come into force when the alteration is registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.

APPENDIX A

1. Annual subscription fees for educational institutions shall be
 - (a) AUD\$150 for enrolments up to 2,000
 - (b) AUD\$500 for enrolments up to 5,000
 - (c) AUD\$700 for enrolments between 5,001 and 15,000
 - (d) AUD\$900 for enrolments above 15,000

2. Annual subscription fees for individual members shall be AUD\$100.

3. Annual subscription fees for student members shall be AUD\$50.