

**IB Schools Australasia Annual General Meeting Minutes  
 Friday 1 September, 2017**

Flockart Hall  
**METHODIST LADIES COLLEGE**  
 207 Barkers Road  
 Kew VIC 3101  
 9:30am – 11.00am

**INTRODUCTION**

Ashley Coats, Chair, IB Schools Australasia opened the 2017 AGM with a welcome to all those present and a thank you for all those who have attended in person this year.

**APOLOGIES**

The following list of attendees and apologies was accepted by the Chair:

Name of Member School	Acceptance	Apology	Postal vote form received
ACG Senior College		Tracy Dykstra	Yes
Al Zahra College		Wissam Mustapha, Principal	Yes
Albert Park College			
Annesley College			
Aspendale Gardens Primary School	Dr Cheryle Osborne		
Australian International Academy of Education, Victoria	Ms Irene Kakoulis and Mr Kumaravell Sepulohniam		
Australian International Academy, Kellyville Campus			
Australian International Academy, Strathfield Campus			
Ballarat Grammar			
Benowa State High School			
Blackwood High School		Kate Young	Yes
Canberra Girls Grammar School		Anne Coutts, Principal	Yes
Canberra Grammar School		Justin Garrick Tracy Maynard	Yes

Carey Baptist Grammar School		Philip Grutzner, Principal	Yes
Chilton Saint James School			
Cleveland District State High School	Karen Abraham Robyn Przewloka		
Concordia College	-	Aliki Papapetros	
Coromandel Valley Primary School			
Cranbrook School		Genet Erickson- Adam	Yes
Diocesan School for Girls	Susan Marriott		
Essendon North Primary School			
Fintona Girls' School	Eleni Goulas		
Firbank Grammar Junior School - Brighton Campus (Turner House)			
Firbank Grammar Junior School - Sandringham Campus			
Geelong Grammar School	Stephen Meek, Principal		
German International School Sydney (GISS)		Mr Erhard Seifert, Annie Thomson	Yes
Glenunga International High School		Wendy Johnson	Yes
Good Shepherd Lutheran College		Rachel Boyce, Laura England	Yes
Grace Christian College		Larry Gunn	Yes
Holy Trinity Primary School		Cameron Tarrant Judy Spence	Yes
Hunter Valley Grammar School		Paul Teys	Yes
Immanuel College		Jolanta Stephens	Yes
Indooroopilly State High School		Lois O'Reilly	Yes
International School of Western Australia			
International School Suva			

Ivanhoe Grammar School		Gerard Foley	Yes
John McGlashan College		Chris Knopp	Yes
John Paul College		Laura Ewan	Yes
Kambala School	Mr Shane Hogan, Interim Principal		
Kardinia International College		David Fitzgerald	Yes
Kingswood College	Heather Westwood	Ms Elisabeth Lenders	
Kormilda College Limited		Ian Hixson	Yes
Kororoit Creek Primary School	Bethany Suanders, Natalie Bakai		
Kristin School	David Boardman		
Lauriston Girls' School		Susan Just	Yes
Le Fevre High School		Rob Shepherd	Yes
Linden Park Primary School		Julie James	Yes
Loreto College		Kathryn Morgan	Yes
Lycee Condorcet - The International French School of Sydney		Melina Futia	Yes
Mater Christi College		Mary Fitz-Gerald	Yes
Melba Copland Secondary School	Mary Arnold		
Mercedes College	Ashley Coats		
Methodist Ladies' College	Anne Wallington, Rebecca Bunnnett		
Miles Franklin Primary School			
MLC School		Anne Layman	Yes
Monte Sant' Angelo Mercy College		Nicole Christensen	Yes
Mount Scopus Memorial College			

Mountain Creek State High School		Cheryl McMahon	Yes
Narrabundah College			
Newington College		Briony Morath	Yes
North Ainslie Primary School			
Oakleigh Grammar	Haydn Flanagan	Peter Cummins	
Pedare Christian College			
Pembroke School			
Penrith Anglican College		Philip McIntyre	Yes
Presbyterian Ladies' College - Perth		Dr Kate Hadwen	Yes
Presbyterian Ladies' College Melbourne	Peter Francis		
Preshil - The Margaret Lyttle Memorial School	Natalie Jensen		
Prince Alfred College		Martin McKinnon, Neil Andary	Yes
Queen Margaret College			
Queensland Academy - Science Mathematics and Technology	Kath Kayrooz		
Queensland Academy for Creative Industries		Gavin Bryce	Yes
Queensland Academy for Health Sciences		Alan Craig-Ward	Yes
Queenwood		Sarah Thompson	Yes
Radford College	Fiona Godfrey		
Rangitoto College		Melanie Waugh	Yes
Ravenswood School for Girls		Monique Connor	Yes
Red Hill Primary School			
Redlands		Darren Taylor	Yes

Rivercrest Christian College	Caryn Johnson		
Roma Mitchell Secondary College		Noel Hernes	Yes
Rose Park Primary School		Rebecca Weber	Yes
Sacred Heart College Geelong			
Saint Kentigern College	Suzanne Winthrop		
Santa Maria College			
Santa Sabina College	Mrs Sharon Portlock	Mrs Emma McAulay	
Scots College			
Seymour College		Kevin Tutt	
Somerset College		Michele Sauer	Yes
Southern Christian College			
St Andrew's Cathedral School		Kathleen Layhe, Sharon Munro	Yes
St Cuthbert's College		Joann Palmer	Yes
St Dominic's Priory College		Aurora Reid	Yes
St John's Lutheran School, Eudunda, Inc.			
St Leonard's College	Ms Susanne Haake	Mr Stuart Davis	
St Margaret's College		Ms Gillian Simpson	Yes
St Margaret's School	Ms Annette Rome		
St Mark's Church School		Kent Favel	Yes
St Paul's Grammar School	Antony Mayrhofer		
St Peter's College		Paul Hadfield	Yes
St Peter's Collegiate Girls School		Ms Julia Shea	Yes

St Peters Lutheran College		Mr Tim Kotzur	Yes
Stradbroke School		Sarah Button	Yes
Takapuna Grammar School		Jackie Rodgers	Yes
Tara Anglican School for Girls		Scott Baker	Yes
Telopea Park School / Lycée Franco-Australien de Canberra		Michele McLoughlin	Yes
The Friends' School	Mary-Margaret Gibson		
The Hills Grammar School			
The Illawarra Grammar School			
The Kilmore International School	Deanna Krills	Judy Rutter	
The King's School Preparatory School		Peter Allison, Sonia Weston	Yes
The Montessori School Kingsley, WA		Katharina Stillitano	Yes
The Norwood Morialta High School		Jacqui van Ruiten	
Tintern Grammar	Bradley Fry		
Townsville Grammar School		Chris Wilson	Yes
Trinity Grammar School-Sydney	William Campbell		
Trinity Lutheran College		Tsae Wong	Yes
Walford Anglican School for Girls		Rebecca Clarke, Carly Brooks	Yes
Werribee Secondary College	Kurt Butyn		
Wesley College, Melbourne	Kristen Smith	Anne-Louise Szudja	
Woodcroft College	Catherine Lockhart		

#### QUORUM

The quorum for a meeting requires 40 per cent of the school member representatives. (S 5.1 of Constitution). The current financial membership of Full

Member schools that are eligible to vote at the AGM is 121 schools. The quorum for this meeting therefore is 49 Full Members of the Association.

59 schools returned their postal vote forms. total postal vote forms received. A further 31 schools had a representative attend the AGM in person.

Total forms RSVP/Postal Vote forms received: 90 schools.

The Chair confirmed a quorum is in attendance to proceed.

### **ITEMS OF OTHER BUSINESS**

There were no other items of business

### **ORDINARY BUSINESS**

#### **1. CONFIRMATION OF RECORD OF MOTIONS OF 2016 ANNUAL GENERAL MEETING CONFIRMED BY POSTAL BALLOT.**

The minutes from the 2016 Annual General Meeting were adopted as an accurate record of Proceedings.

**Postal vote result: FOR: 53/AGAINST: 0/WITHHELD: 6  
Motion carried by majority in attendance.**

#### **2. BUSINESS ARISING NOT LISTED ELSEWHERE**

Nil

#### **3. FINANCIALS**

The income and expenditure statement and a balance sheet for the 2016/2017 financial year were provided, with the Chair and Treasurer having signed the independent auditors report prior to the AGM on the 1 September 2017.

- **The income and expenditure statement for the financial year 1/4/2016 - 31/3/2017 were accepted**

**Postal vote result: FOR: 56/AGAINST: 0/WITHHELD: 3  
Motion carried by majority in attendance.**

- **The Independent Audit Report provided by Ian Thomas was accepted.**

**Postal vote result: FOR: 56/AGAINST: 0/WITHHELD: 6  
Motion carried by majority in attendance.**

#### **4. CHAIR'S ANNUAL REPORT**

The Chair provided his report with the agenda papers and gave an overview of the associations activities for the past year.

**Motion: That the Chair's Annual Report was accepted. (Brett Darcy/  
Antony Mayrhofer)**

#### **5. ELECTION OF STANDING COMMITTEE**

The composition of the Standing Committee is 9 elected members. In accordance with the Constitution, there are three current elected members who are to retire. They are:

- Brett Darcy, Rose Park Primary School, SA - PYP
- Briony Morath, Newington College, NSW - DP
- Suzanne Winthrop, Saint Kentigern, NZ - DP

Briony Morath is eligible for re-election.

The remaining elected members of the Standing Committee are:

- Ashley Coats, Mercedes College, SA – PYP, MYP, DP
- Anne Wallington, Methodist Ladies College, VIC – DP
- David Boardman, Kristin School, NZ, PYP, MYP, DP
- Antony Mayrhofer, St Paul’s Grammar School, NSW – PYP, MYP, DP
- Judy Rutter, The Kilmore International School, VIC – DP
- Kath Kayrooz, Queensland Academies Science, Mathematics and Technology Campus, QLD – DP

The following nominations have been received by the Executive Assistant by the due date of Wednesday 2 August 2017:

- Karen Abraham, Deputy Principal, IB Coordinator, Cleveland District State High School, Queensland, Australia
- Fiona Godfrey, Principal, Radford College, Australian Capital Territory, Australia
- Natalie Jensen, MYP Coordinator, Preshil, Victoria, Australia
- Briony Morath, IB Coordinator, Newington College, New South Wales, Australia

**Motion: That the four nominations be accepted on the Standing Committee (Motion carried by majority in attendance)**

## 6. APPOINTMENT OF AUDITORS

The motion that **Ian Thomas of Ian Thomas & Co. be appointed as auditor for the 2017/2018 financial year was accepted.**

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

## SPECIAL BUSINESS

### 1. CHANGES TO THE CONSTITUTION OF THE ASSOCIATION OF AUSTRALASIAN IB SCHOOLS AND RULES AND REGULATIONS OF AAIBS LTD

The Association of Australasian IB Schools (AAIBS) has reviewed the Rules and Regulations of AAIBS Ltd and seeks endorsement by AAIBS members of the following recommended changes that relate to:

- Ensuring our constitution and rules and regulations meet the standards as set by Consumer and Business Affairs South Australia (the jurisdiction under which AAIBS is incorporated)
- To reflect recent changes within the IB
- Addition of the Career-related programme to the constitution under IB Programmes
- Clarification and changes to the rules for membership
- Ability for proxy attendance at General Meetings of the Association
- Terminology changes to remove gender
- Minor grammatical changes

The Chair will seek comment and the acceptance of the resolutions:

#### *Preamble*

1. **That the Preamble of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd be amended as follows to include schools that deliver ‘The Career-Related Programmes’ as members:**

The Association comprises members who are candidate, partner or fully authorised schools delivering at least one IB Programme.

- The Primary Years Programme
- The Middle Years Programme
- The Diploma Programme
- The Career-Related Programme



Postal vote result: FOR: 57/AGAINST: 1/WITHHELD: 1  
Motion carried by majority in attendance.

**1. Name**

2. That Section 1 'Name' of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd Rules and Regulations of AAIBS Ltd be amended as follows:

so that Section 1 changes from

1. The name of the Association shall be the Association of Australasian IB Schools (AAIBS)

**to read**

The name of the incorporated Association is the Association of Australasian IB Schools (AAIBS), referred to herein as "the Association"

Postal vote result: FOR: 58/AGAINST: 0/WITHHELD: 1  
Motion carried by majority in attendance.

**2. Interpretation**

3. That Section 2 'Interpretation' dot-point 13 of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd be amended as follows:

The phrase 'a High School or a school' be replaced with 'a Partner School with an Authorised school'

so that Section 2 Dot-point 13 changes from

"Associate Member" shall mean any school that is a High School or a school implementing an IB programme, and has been admitted to Associate Membership according to the provisions of this Constitution.

**to read**

"Associate Member" shall mean any school that is a Partner School with an Authorised school implementing an IB programme, and has been admitted to Associate Membership according to the provisions of this Constitution.

Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.

**Membership**

4. That Section 4 'Membership' of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd be amended as follows:

Section 4.1 be amended

Section 4.4 be amended and 4.4.1 be amended

Section 4.6 be amended and Section 4.6.1 be removed

Section 4.7 be added

so that Section 4.1 changes from

- 4.1 A school shall become a School Member by majority vote at the Annual General Meeting of the Association. Any school nominated for membership must be proposed and seconded by school members. Election to membership shall be by simple majority.

**to read**

- 4.1 Any school that is a fully authorized, candidate or partnership school delivering at least one IB programme is eligible to apply for Membership of the Association. The application for membership shall be made in writing, signed by the school Head. Upon acceptance of the application by the Standing Committee and payment of the first annual subscription, the applicant school shall become a member.

- 4.1.1 A school may become a Full Member if they are a fully authorized IB school.

- 4.1.2 A school may become an Associate Member if they are a Candidate IB school until such time as they become a fully authorized school, or if they are a partner school with an authorized school implementing an IB programme.
- 4.1.3 A school may become a Partner Member if they are a partner school with an authorised school implementing an IB programme, and have been admitted to Associate Membership.

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

so that Section 4.4 changes from

- 4.4 A school shall cease to be a member of the Association:
- by delivering its resignation in writing to the secretary;
  - on its dissolution;
  - on being expelled; or
  - by failing to pay the membership fee within 60 days of the due date in any calendar year.
- 4.4.1 A school member may be expelled by a special resolution of the Association passed at a general meeting and supported by three-quarters of the total membership.
- 4.4.2 The notice of resolution for expulsion shall be accompanied by a statement of the reasons for the proposed expulsion.
- 4.4.3 A school which shall be the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

*to read*

- 4.4 A school shall cease to be a member of the Association:
- by delivering its resignation in writing to the secretary;
  - on its dissolution;
  - on ceasing to be an Accredited IB School
  - on ceasing candidacy toward accreditation as and IB School
  - on being expelled; or
  - by failing to pay the membership fee within 90 days of the due date in any calendar year provided always that the Standing Committee may reinstate such a school's membership on such terms as it sees fit.
- 4.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Standing Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association
- 4.4.2 The notice of resolution for expulsion shall be accompanied by a statement of the reasons for the proposed expulsion.
- 4.4.3 A school which shall be the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Discussion arose regarding proposed constitution changes to expulsion rules and whether there would be notification to the school and other member schools over the proposed expulsion. It was confirmed by the Chair that in such an instance items 4.4.1, 4.4.2. and 4.4.3 would come into affect.  
Item 4.4.3 – there should be a grammatical change made ‘A school which..’ should be replaced by ‘A school that..’

**Postal vote result: FOR: 56/AGAINST: 1/WITHHELD: 2  
Motion carried by majority in attendance.**

so that Section 4.7 is added to *read*

- 4.7 A register of members must be kept and contain:

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

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

***Annual General Meeting***

**5 That Section 5 ‘Annual General Meeting’ of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd be amended as follows:**

Section 5.1 be amended  
Section 5.6 be amended  
Section 5.7 be amended  
Section 5.8 be added

so that Section 5.1 changes from

5.1 The Association shall, in each calendar year, hold an Annual General Meeting. The attendance of 40 per cent of the school member representatives shall constitute a quorum at the General Meeting.

***to read***

5.1 The Association shall, in each calendar year, hold an Annual General Meeting. The attendance of 40 per cent of the school member representatives present personally or by proxy and entitled to vote shall constitute a quorum for the transaction of business at any General Meeting.

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

so that Section 5.6 changes from

5.6 All questions at General Meetings shall be decided by a majority of the membership and who are represented at such meetings, or who have lodged a postal vote. In the case of an equality of votes, the Chair shall not have the casting vote and the question shall be deemed to be decided in the negative.

***to read***

5.6 All questions at General Meetings shall be decided by a majority of members at the meeting who vote in person or, where proxies are allowed to vote, by proxy, or have lodged a postal vote. In the case of an equality of votes, the Chair shall not have the casting vote and the question shall be deemed to be decided in the negative.

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

so that Section 5.7 changes from

5.7 If the required 40% of the membership is not present personally or by proxy at a General Meeting, a postal vote of the total membership shall be taken within 90 days. If a majority or more of those responding within a period of 30 days from the date of mailing are in favour, the proposal(s) shall be approved and acted upon.

***to read***

5.7 If within 30 minutes of the time appointed for the meeting the required 40% of the membership is not present personally or by proxy at a General Meeting, a postal vote of the total membership shall be taken within 90 days. If a majority or more of those responding within a period of 30 days from the date of mailing are in favour, the proposal(s) shall be approved and acted upon.

Clarification was sought on the terminology ‘majority or more’ by the Principal of Geelong Grammar. It was noted by Prof Kay Margetts that in the terminology, while strange, is one

used in constitutions where ‘majority’ means 40% so ‘majority or more’ means 40% or more.’

**Postal vote result: FOR: 56/AGAINST: 1/WITHHELD: 2  
Motion carried by majority in attendance.**

so that Section 5.8 is added to *read*

**5.8 A School Member shall be entitled to appoint in writing a representative of a Full Member School to be their proxy to attend and vote on their behalf at any General Meeting of the Association.**

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

#### ***Annual General Meeting***

**6 That Section 6 ‘Annual General Meeting’ of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd be amended as follows:**

Section 6.1 be amended  
Section 6.2.1 be amended  
Section 6.2.5 be amended

so that the word ‘Chairman’ in Section 6.1 is replaced with the word ‘Chair’

#### ***to read***

6.1 The Standing Committee members shall consist of up to 10 elected individuals who shall be IB Co-ordinators or Heads of IB schools. The immediate past Chair will be co-opted as an additional member. The Standing Committee will have the power to co-opt members to the Committee so as to afford fair and adequate representation of the diversity of the schools and programmes represented by the IB in Australasia. Co-opted members may be invited to join from like-minded organisations.

so that the word ‘him’ in Section 6.2.1 is replaced with the words ‘him/her’

#### ***to read***

6.2.1 The term of office of an elected member of the Standing Committee shall be two years. A co-opted member shall serve until the next election following the co-option. A retiring member shall be eligible for election or cooption, other than the Immediate Past Chair whose term of service will be his/her term as an elected member in addition to his/her term as Immediate Past Chair.

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

so that the term ‘A CRP coordinator’ is added in Section 6.2.5

#### ***to read***

6.2.5 That, subject to receipt of nominations, at least one member of the Standing Committee is to a DP coordinator; an MYP coordinator; a PYP coordinator; a CRP coordinator, a Head of an IB school.

**Postal vote result: FOR: 57/AGAINST: 0/WITHHELD: 2  
Motion carried by majority in attendance.**

#### ***Amendment***

**7 That Section 7 ‘Amendment’ of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd be amended as follows:**

so that Section 7.1 changes from

7.1 Changes to the Constitution of AAIBS shall be made by simple majority vote at a General Meeting where a majority of the membership is present.

#### ***to read***

7.1 Changes to the Constitution of AAIBS shall be made by simple majority vote at

a General Meeting where a majority of the membership is present in person or by proxy.

**Postal vote result: FOR: 56/AGAINST: 0/WITHHELD: 3  
Motion carried by majority in attendance.**

The Chair will seek comment and the acceptance of the motion:

**That amendments to the Preamble and Sections 1; 2; 4; 5; 6 and 7 of the Constitution of the Association of Australasian IB Schools and the Rules and Regulations of AAIBS Ltd be accepted and ratified.**

**Motion carried.**

## **2. APPROVAL OF NEW MEMBERS**

The Treasurer has provided an updated list of member schools.

The Chair sought comment and the acceptance of the motion:

That the list of schools presented by the Treasurer for membership of the Association of Australasian IB Schools be approved.

**Postal vote result: FOR: 56/AGAINST: 0/WITHHELD: 3  
Motion carried by majority in attendance.**

## **ANY OTHER BUSINESS**

In the initial Notice of Meeting, members were invited to raise matters with the Secretary by 2 August 2017. No other matters have been raised.

Meeting closed: 10:53am