

Constitution of
The Association of Australasian
International Baccalaureate Schools
and
Rules and Regulations of AAIBS Ltd

April 2008

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The Association of Australasian International Baccalaureate Schools was formed to represent and advance the interests of International Baccalaureate Schools in the Australasian region. AAIBS was originally Incorporated in South Australia as the **Association of Australasian International Baccalaureate Schools (AAIBS) Incorporated** by the South Australian Office of Consumer and Business Affairs. The registration details of Association of Australasian International Baccalaureate Schools (AAIBS) Incorporated are:

- Incorporated Association Registration Number: A22426

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

- The Primary Years Programme
- The Middle Years Programme
- The Diploma Programme

The Constitution of the Association of Australasian International Baccalaureate Schools guides the operation of the organisation on behalf of its membership. On September 9 2006, a company named the **Association of Australasian International Baccalaureate Schools Limited (AAIBS Ltd)** was formed in accordance with Australian Government legislation governing commercial bodies. AAIBS Ltd is an Australian Public Company and Limited by Guarantee. It is under the jurisdiction of the Australian Securities and Investments Commission. The registered particulars of Association of Australasian International Baccalaureate Schools Limited include:

- Australian Company Number: 121 988 010
- Australian Business Number: 56 121 988 010

The arrangements detailed in the Constitution of the Association of Australasian International Baccalaureate Schools also serve as the Rules and Regulations of AAIBS Ltd and are appended as Rules and Regulations to the separate and publicly registered Constitution of AAIBS Ltd as a guide to the Directors of AAIBS Ltd.

1. **Name**

The name of the Association shall be the Association of Australasian International Baccalaureate Schools (AAIBS).

2. **Interpretation**

In the interpretation of this Constitution, unless inconsistent with the context:

- “Australasian” shall mean Australia and adjacent islands of the South West Pacific.
- “AAIBS” shall mean the Association of Australasian International Baccalaureate Schools.
- “AAIBS Ltd” is the registered company managing the affairs of Association of Australasian International Baccalaureate Schools (AAIBS) through its Directors who are nominated by AAIBS Standing Committee on behalf of the membership of the Association of Australasian International Baccalaureate Schools.
- “The Board” is the legally constituted governing committee of AAIBS Ltd.
- “The Standing Committee” shall mean the Standing Committee for the time being of AAIBS constituted according to the provision of this Constitution.
- “The Chair” shall mean the individual who shall have, from time to time, been duly elected by members of Standing Committee to become Chair of the Standing Committee of AAIBS. The Chair of Standing Committee will be recommended by Standing Committee to become a nominee for the position of Director of AAIBS Ltd.
- “The Secretary” shall mean the individual who has from time to time been duly elected to the office of Secretary of the Standing Committee. The Secretary of Standing Committee will be recommended by Standing Committee to become a nominee for the position of Director of AAIBS Ltd.
- “The Treasurer” shall mean the individual who has from time to time been duly elected to the office of Treasurer of the Standing Committee. The Treasurer of Standing Committee will be recommended by Standing Committee to become a nominee for the position of Director of AAIBS Ltd.
- “The Company Secretary” is appointed by the Directors of AAIBS Ltd to be responsible for matters associated with governance and companies responsibilities pertaining to AAIBS Ltd.
- “The Immediate Past Chair” assumes the role on the election a new Chair of Standing Committee. The Immediate Past Chair concludes their service on Standing Committee as Immediate Past Chair at the conclusion of the period of service of the serving Chair of Standing Committee. The Immediate Past Chair of Standing Committee, if not already a Director of AAIBS Ltd., will be recommended by Standing Committee to become a nominee for the position of Director of AAIBS Ltd.

- “IB Programme” shall mean an International Baccalaureate program, offered through the International Baccalaureate Organisation of Geneva, Switzerland.
 - "School Member" shall mean a school offering at least one of the International Baccalaureate programs in Australasia admitted to membership according to the provisions of this Constitution.
 - “Associate Member” shall mean any school that is a Partner School with an authorised High School or a school implementing an IB programme, and has been admitted to Associate Membership according to the provisions of this Constitution.
 - “The Chair”, “The Secretary”, “The Treasurer” and “The Immediate Past Chair” of Standing Committee will be recommended as nominees to the Board of AAIBS Ltd and on election become Directors of AAIBS Ltd. Standing Committee, may at its discretion, recommend other nominees to the Board of AAIBS Ltd.
 - Words importing one gender shall include the other and words importing the singular member shall include the plural and vice versa.
 - The headings in this Constitution are for convenience and shall not affect the construction of the provisions thereof.
3. The purpose of the Association shall be to:
- 3.1.1 Foster a sense of community within the Australasian IB community
 - 3.1.2 Provide a professional support for teachers and member schools in areas not covered by the IBO
 - 3.1.3 Maintain a working relationship with officers of the IBO
 - 3.1.4 Support member schools in fostering and maintaining IB programmes
 - 3.1.5 Support the IBO in promoting its programmes in the Australasian region
- 3.2 The income and property of AAIBS shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly except as compensation for services rendered or expenses incurred on behalf of the Association.
4. **Membership**
- 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.
 - 4.2 Each school member shall be represented by an individual from that school who shall be nominated by the School Head to represent the school at AAIBS. The individual appointed to represent the school shall hold that position for the calendar year or, in the case of a member of the Standing Committee, for a two year period.
 - 4.3 The amount of the annual membership fee for schools shall be determined by the Standing Committee of the Association, and shall be communicated in writing to all school members. There will be three categories of annual membership.

- **Full membership** for *Authorised* schools with one or more International Baccalaureate programme
- **Associate Membership** for recognised *Candidate* schools with one or more International Baccalaureate programme
- **Partner Membership** for recognised *Partnership* schools or schools in *Cluster* arrangements with formal recognition to conduct aspects of an International Baccalaureate programme in conjunction with an authorised lead school

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.

4.4.1 A member school 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 re-resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

4.5 No individual or school member of the Association shall publish or otherwise communicate any statement of any kind which may purport to represent the views or policy of the Association, as part or whole, without the express permission of the Standing Committee.

4.6 A school shall become an Associate Member by majority vote at the Annual General Meeting of the Association. Any school nominated for Associate Membership must be proposed and seconded by school members. Election to membership shall be by simple majority.

4.6.1 A school may become an Associate Member if they are a Partner School with an authorised school implementing an IB Programme.

4.6.2 An Associate Member will have access to full school membership rights except for voting rights at the Annual General Meeting and the right to have a school representative elected to Standing Committee.

5. ***Annual General Meeting***

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

5.2 **Sixty (60) days'** notice of the Annual General Meeting shall be given in writing to each member school. This first notice shall specify the place, the date and the time of the Annual General Meeting. A second notice shall advise the nature of the business to be transacted

and shall be notified in writing to each school member at least twenty-one (21) days before the meeting.

- 5.3 The first notice of each Annual General Meeting, shall invite nominations for vacancies on the Standing Committee. Nominations shall be signed by a nominator who shall be a representative of a member school. The nominee shall consent in writing to his nomination. Additional nominations may be submitted by the Search Committee in accordance with the procedures outlined in the Bye Laws.
- 5.4 Nominations for election to the Standing Committee shall be received by the Secretary not less than 30 days before the date fixed for the Annual General Meeting. Nominations shall be made known to school members with the second notice of the Annual General Meeting.
- 5.5 The Chair shall call a Special General Meeting within thirty days of having received a written requisition to this effect from a minimum of one half of member schools. This meeting shall consider only such Agenda items as shall have been listed in the requisition.

6. *The Standing Committee*

The affairs of AAIBS shall be managed by a committee of representatives of member schools to be called the Standing Committee which shall hold office from the conclusion of one Annual General Meeting to the conclusion of the succeeding Annual Meeting.

- 6.1.1 The Standing Committee shall, subject to this constitution, exercise all such powers and functions as may be exercised by AAIBS other than those powers and functions that are required by this constitution to be exercised by a General Meeting.
- 6.1.2 The Standing Committee, in particular:
 - shall fill casual vacancies on the Standing Committee
 - shall determine annually the membership fees;
 - shall establish and control the annual budget;
 - shall make payments from the funds of the Association;
 - shall determine the level of paid technical and secretarial support for the Association;
 - shall invest the monies of the Association; shall delegate such of its functions as it may think fit to Sub-Committees and shall approve of all publications issued in the name of the Association.
- 6.2 The Standing Committee members shall consist of up to 10 elected individuals who shall be International Baccalaureate Co-ordinators or Heads of IB schools. The immediate past Chairman 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 organisation.
 - 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 cooption. A retiring member shall be eligible for election or cooption, other than the Immediate Past Chair whose term of service will be his term as an elected member in addition to his term as Immediate Past Chair.

- 6.2.2 When a Committee member retires in the manner aforesaid, the membership shall fill the vacated office by electing a person thereto. The procedure for nominating and electing members of the Standing Committee is set out in the Bye-Laws of this Constitution.
- 6.2.3 Any casual vacancy among elected members occurring in the Standing Committee may be filled by a majority vote of the remaining Standing Committee members, either at a meeting called for that purpose, or by a postal ballot. A member thus appointed shall hold office only until the next General Meeting when the membership shall elect one of their members to complete the unexpired term of office.
- 6.2.4 That, subject to receipt of nominations, at least one member of the AAIBS committee is to be elected from outside Australia.
- 6.2.5 That, subject to receipt of nominations, at least one member of the AAIBS Committee is to be elected from an MYP/PYP school.
- 6.2.6 That no more than three members of the AAIBS Standing Committee are to be elected from any one State, Territory or Province.
- 6.2.7 That no school is to have more than one member on the Standing Committee.
- 6.3 Each member of the Standing Committee shall be elected for a term of two years. One half of the elected members shall retire at each Annual General Meeting.
- 6.4 At a Meeting immediately following the election of the Standing Committee, the committee shall elect from among its membership a Chair, a Secretary and a Treasurer.
- 6.5 A member of the Standing Committee shall cease to be a member of the Committee if he:
- submits his resignation in writing to the Chair of the Standing Committee;
 - ceases to be employed by an AAIBS member school; or is employed by a school which ceases to be an AAIBS member.
- 6.6 A co-opted member shall possess all the powers vested in a duly elected member of the Standing Committee.
- 6.6.1 Ex-officio members (apart from the Immediate Past Chair), consisting of the IBAP Australasian Representative and invited official IBO representatives who are members of AAIBS, do not have voting rights.
- 6.7 The Standing Committee shall meet at least twice in any year. One of these meetings shall be at a time different from the Annual General Meeting.
- 6.8 Meetings of the Standing Committee shall be convened by the Chair at his discretion or by him upon the request of at least half of the membership of the Standing Committee.
- 6.9 Notice shall be given to all members of the Standing Committee of any meeting, specifying the general nature of the business to be transacted.

- 6.10 A majority of the membership of the Standing Committee shall constitute a quorum for the transaction of the business of a meeting.
- 6.11 A meeting of the Standing Committee may be by telephone conference at the discretion of the Chair.
- 6.12 The Chair shall chair each Annual General Meeting and Standing Committee Meeting and be generally responsible for the direction of the affairs of the Association.
- 6.13 The Secretary shall be responsible: for publishing in due time notices and agendas of Annual and Standing Committee Meetings; for keeping minutes of such meetings; for keeping the financial records, bank accounts and cheque books of the Association and for such other responsibilities as may be assigned to him by majority vote of the Standing Committee.
- 6.14 The Annual General Meeting and the Standing Committee Meeting shall be conducted in accordance with such standing orders as may be prescribed by the Standing Committee from time to time.

7. *Amendment or Termination*

- 7.1 Changes to the Constitution or Termination of AAIBS shall be made by simple majority vote at a General Meeting where at least two thirds (2/3) of the membership is present.
- 7.2 If the required two thirds (2/3) of the membership is not present at a General Meeting, a postal vote of the total membership shall be taken within 90 days. If two thirds (2/3) 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.
- 7.3 Proposals for changes to the Constitution of the AAIBS shall be submitted in writing to the Standing Committee at least 120 days prior to a General Meeting and the proposals circulated to the membership not less than 60 days prior to the General Meeting.
- 7.4 Notice of any proposed amendment to the Constitution shall be included with the second notice of the Annual General Meeting, provided for under Article 5.2. Any such amendment shall be moved and seconded by the designated representative of member schools.
- 7.5 Successful amendments to the Constitution of AAIBS will be recommended to the Board of AAIBS Ltd for adoption in the Rules and Regulations of AAIBS Ltd by the Chair of Standing Committee at the Standing Committee Meeting held immediately following the Annual General Meeting.

8. *The Seal*

- 8.1 There shall be a Common Seal of AAIBS which shall be in the custody of the Standing Committee and it shall not be affixed to any document except by the majority vote of the Standing Committee.
- 8.2 Every instrument to which the Seal of AAIBS is so affixed shall be signed by at least two members of the Standing Committee. A register shall be kept by the Secretary/Treasurer of all occasions upon which the seal is used.

9. Accounts

9.1 The Standing Committee shall cause proper accounting and other records to be kept showing the financial affairs of AAIBS and the particulars usually shown in books of accounts of like nature. Such accounts books shall at all times be open to the inspection of the auditor of AAIBS and an individual member designated for this purpose by any school member.

10. Audit

10.1 The Standing Committee shall appoint annually an auditor who shall hold office for 1 year. The next Standing Committee will appoint an auditor for the following term.

10.2 The retiring auditor shall be eligible *for* re-appointment.

10.3 The Standing Committee shall fill any casual vacancy in the office of auditor and fix the remuneration *of any* auditor so appointed.

10.4 The auditor shall audit the Statement of Accounts that is presented by the Treasurer to the Annual General Meeting and shall perform such other duties as shall be allocated to him by the Standing Committee from time to time.

10.5 The financial year for the Association will commence on 1 April and end on 31 March the following year.

11. Notice

11.1 Any notice required under this Constitution to be given to any member shall be given either personally or by sending it by post to that member at the address provided by that member for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected on the seventh day after the date of its posting.

12. Indemnity

12.1 Members of the Standing Committee shall be indemnified out of the Association's assets for all liabilities incurred by them in the bona fide execution of their duties under this constitution.

13. Dissolution

13.1 In the case of the dissolution of AAIBS, the balance of any funds of the Association shall be given to the International Baccalaureate Office, Geneva.