



Constitution of
The Association of Australasian
IB Schools
and
Rules and Regulations of AAIBS Ltd

Revised March 2022



ib schools
australasia

TABLE OF CONTENTS

1.....	Name
2.....	Interpretation
3.....	Purpose and Powers
4.....	Membership
5.....	Annual General Meeting
6.....	Standing Committee
7.....	Amendment
8.....	Financial Matters
9.....	Audit
10.....	Notice
11.....	Indemnity
12.....	Dissolution



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*The Association of Australasian IB 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. This was amended in 2010 to the **Association of Australasian IB Schools (AAIBS) Incorporated**. Following a rebranding this was amended in March 2016 to **IB Schools Australasia (IBSA)**. The registration details of the Association of Australasian IB Schools (AAIBS) Incorporated are:*

- *Incorporated Association Registration Number: A22426*
- *Australian Business Number (ABN) 38 129 667 431*

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*

*The Constitution of the Association of Australasian IB Schools guides the operation of the organisation on behalf of its membership. On September 29, 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. The Association of Australasian International Baccalaureate Schools (AAIBS) Ltd is an Australian Public Company and is 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 (AAIBS) 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 IB Schools also serve as the Rules and Regulations of the Association of Australasian International Baccalaureate Schools (AAIBS) Ltd and are appended as Rules and Regulations to the separate and publicly registered Constitution of Association of Australasian International Baccalaureate Schools (AAIBS) Ltd as a guide to the Directors of the Association of Australasian International Baccalaureate Schools (AAIBS) Ltd.

1. Name

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

2. Interpretation

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

- 2.1. “Australasian” shall mean Australia and adjacent islands of the South-West Pacific.
- 2.2. “IBSA” shall mean IB Schools Australasia (IBSA),.
- 2.3. “AAIBS Ltd” is the registered company managing the affairs of IB Schools Australasia (IBSA) through its Directors who are nominated by IBSA Standing Committee on behalf of the membership of IB Schools Australasia.
- 2.4. “The Board” is the legally constituted governing committee of AAIBS Ltd.
- 2.5. “The Standing Committee” shall mean the Standing Committee for the time being of IBSA constituted according to the provision of this Constitution.
- 2.6. “The Chair” shall mean the individual who shall have, from time to time, been duly elected by members of the Standing Committee to become Chair of the Standing Committee of IBSA. The Chair of the Standing Committee will be recommended by the Standing Committee to become a nominee for the position of Director of AAIBS Ltd.
- 2.7. “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 the Standing Committee will be recommended by the Standing Committee to become a nominee for the position of Director of AAIBS Ltd.
- 2.8. “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 the Standing Committee will be recommended by the Standing Committee to become a nominee for the position of Director of AAIBS Ltd.
- 2.9. “The Company Officer” is appointed by the Directors of AAIBS Ltd to be responsible for matters associated with governance and company responsibilities pertaining to AAIBS Ltd.
- 2.10. “The Immediate Past Chair” assumes the role on the election of a new Chair of the Standing Committee. The Immediate Past Chair concludes their service on the Standing Committee as Immediate Past Chair at the conclusion of the period of service of the serving Chair of the Standing Committee. The Immediate Past Chair of the Standing Committee, if not already a Director of AAIBS Ltd., will be recommended by the Standing Committee to become a nominee for the position of Director of AAIBS Ltd.
- 2.11. “IB Programme” shall mean an International Baccalaureate® programme, offered through the International Baccalaureate® of Geneva, Switzerland.

- 2.12. "Head of School" shall mean the person recognised in this role by the IBO. These individuals can be found on the MyIB website under the information for a specific school.
- 2.13. "School Member" shall mean a school offering at least one of the IB programmes in Australasia admitted to membership according to the provisions of this Constitution.

- 2.14. “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.
- 2.15. “The Chair”, “The Secretary”, “The Treasurer” and “The Immediate Past Chair” of the Standing Committee will be recommended as nominees to the Board of AAIBS Ltd and on election become Directors of AAIBS Ltd. The Standing Committee, may at its discretion, recommend other nominees to the Board of AAIBS Ltd.
- 2.16. Words importing one gender shall, where practicable, be removed and terms be gender neutral and non-binary.
- 2.17. The headings in this Constitution are for convenience and shall not affect the construction of the provisions thereof.

3. *Purpose and Powers*

- 3.1 The purpose of the Association shall be to:
 - 3.1.1 Promote IB programmes and support IB schools within Australasia
 - 3.1.2 Provide professional support for teachers and school members in areas not covered by the IB
 - 3.1.3 Liaise with the International Baccalaureate in matters affecting the interest of IB Schools in Australasia
 - 3.1.4 Support the IB in promoting its programmes in the Australasian region
 - 3.1.5 Advocate for IB programmes with government and educational agencies/organisations in Australasia
- 3.2 For the purposes of carrying out its objects, the Association may:
 - 3.2.1 Acquire, hold, deal with, and dispose of, any real or personal property; and
 - 3.2.2 Administer any property on trust; and
 - 3.2.3 Open and operate authorised deposit taking institution accounts; and
 - 3.2.4 Invest its moneys –
 - 3.2.4.1 in any security in which trust moneys may, by Act of Parliament, be invested;
 - or
 - 3.2.4.2 in any other manner authorised by the rules of the Association; and
 - 3.2.5 Appoint agents to transact any business of the Association on its behalf; and
 - 3.2.6 Enter into any contract it considers necessary or desirable.

4. *Membership*

- 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 World School
- 4.1.2 A school may become an Associate Member if they are a Candidate IB World 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.
- 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 IBSA. 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 IB programmes
 - **Associate Membership** for recognised *Candidate* schools with one or more IB programme
 - **Partner Membership** for recognised *Partnership* schools or schools in *Cluster* arrangements with formal recognition to conduct aspects of an IB 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 ceasing to be an Accredited IB World School;
 - on ceasing candidacy toward accreditation as an IB World School;
 - on being expelled; or
 - by failing to pay the membership fee within 90 days of the due date in any calendar year provided 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 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.

- 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 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 the Standing Committee.
- 4.7 A register of members must be kept and contain:
 - i. The name and address of each School Member and the name of the representative of the School
 - 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.

5. *Annual General Meeting*

- 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.
- 5.2 Sixty (60) days' notice of the Annual General Meeting shall be given in writing to each school member. 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 School Member. The nominee shall consent in writing to their 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 Company Officer 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 School Members. This meeting shall consider only such Agenda items as shall have been listed in the requisition.
- 5.6 All questions at General Meetings shall be decided by a majority of members who vote in person or, where proxies are allowed to vote, by proxy, at that meeting. 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.

- 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.
- 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.

6. *The Standing Committee*

- 6.1 The affairs of IBSA shall be managed by a committee of representatives of school members and like-minded organisations to be called the Standing Committee.
- 6.1.1 The Standing Committee shall, subject to this constitution, exercise all such powers and functions as may be exercised by IBSA 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 members of IB World Schools who hold senior positions that impact the delivery of an IB programme. 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.

- 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 co option, 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.
- 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 Standing committee is to be elected from outside Australia.
- 6.2.5 That, subject to receipt of nominations, at least one member of the Standing Committee is a DP coordinator; an MYP coordinator; a PYP coordinator; a CRP coordinator: a Head of an IB school.
- 6.2.6 That no more than three members of the 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.
- 6.4 A member of the Standing Committee shall cease to be a member of the Committee if he/she:
- submits his/her resignation in writing to the Chair of the Standing Committee;
 - ceases to be employed by an IBSA school member; or is employed by a school that ceases to be an IBSA member.
- 6.5 A co-opted member shall possess all the powers vested in a duly elected member of the Standing Committee.
- 6.5.1 Ex-officio members (apart from the Immediate Past Chair), consisting of the IBAP Australasian Representative and invited official IBO representatives who are members of IBSA, do not have voting rights.
- 6.6 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.

- 6.7 Meetings of the Standing Committee shall be convened by the Chair at their discretion or by them upon the request of at least half of the membership of the Standing Committee.
- 6.8 Notice shall be given to all members of the Standing Committee of any meeting, specifying the general nature of the business to be transacted.
- 6.9 A majority of the membership of the Standing Committee shall constitute a quorum for the transaction of the business of a meeting.
- 6.10 A meeting of the Standing Committee may be by telephone/video conference at the discretion of the Chair.
- 6.11 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.
- 6.12 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 and for ensuring that all communications regarding elections follow the constitution. This includes receiving nominations for election, checking their validity and ensuring that member schools are aware of the nominees.
- 6.13 The Treasurer shall be responsible: for keeping the financial records, bank accounts and ASIC and Tax Office requirements of the Association, reporting on these to the Standing Committee and member schools at the AGM, and for such other responsibilities as may be assigned to them by a 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.
- 6.15 If the position of the Chair, Secretary or Treasurer becomes vacant due to resignation or lack of re-election, the position will be filled from within the current Standing Committee and all elected members of more than 3 months tenure shall be eligible.
- 6.16 The Chair, or Previous Chair, in the case of the Chair position becoming vacant, shall ask for expressions of interest from the committee and provide no less than 7 days for these to be received. Role descriptions will be provided to all Standing Committee members.
- 6.17 Standing Committee members will vote, anonymously, and have no less than 7 days to complete this. The Executive Officer will oversee this, and a simple majority vote will decide the successful candidate. In the case of a hung vote, the Chair (or Previous Chair) will cast the deciding vote.
- 6.18 The positions of Chair, Secretary or Treasurer have a maximum consecutive tenure of four years, or two election cycles, at which point the incumbent must stand down from this position.

7. *Amendment*

- 7.1 Changes to the Constitution of IBSA shall be made by simple majority vote at a General Meeting where at least 40% of the membership is present in person or by proxy.
 - 7.2 Proposals for changes to the Constitution of the IBSA 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.
 - 7.3 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 school members.
 - 7.4 Successful amendments to the Constitution of IBSA 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.
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8. *Financial Matters*

- 8.1 The income and property of IBSA 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.
- 8.2 The Standing Committee shall cause proper accounting and other records to be kept showing the financial affairs of IBSA 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 IBSA and an individual member designated for this purpose by any school member.

9. *Audit*

- 9.1 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.
- 9.2 The retiring auditor shall be eligible for re-appointment.
- 9.3 The Standing Committee shall fill any casual vacancy in the office of an auditor and fix the remuneration of an auditor so appointed.
- 9.4 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 them by the Standing Committee from time to time.
- 9.5 The financial year for the Association will commence on 1 April and end on 31 March the following year.

10 *Notice*

- 10.1 Any notice required under this Constitution to be given to any member shall be given either personally or by sending by post or by electronic/digital transfer or other written communication to that member at the address provided by that member for the giving of notices. Notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice or sending the notice by electronic/digital transfer, and to have been effected on the seventh day after the date of its posting or transmitting.

11. *Indemnity*

- 11.1 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.

12. *Dissolution*

The Association may wind up by a special resolution passed by a postal vote of the total membership if:

- 12.1.1 at least 30 days written notice specifying the resolution as a special resolution has been given to all members of the Association; and
- 12.1.2 it is passed by a majority of not less than three-quarters of current financial members of the Association responding within 30 days from the date of mailing.

12.2 In the case of the dissolution of IBSA, the balance of any funds of the Association shall be given to the International Baccalaureate® Office, Geneva.

