

NSW SECONDARY PRINCIPALS' COUNCIL



Constitution

As amended 15/6/2023

**This constitution meets the requirements of Schedule 1 of
the *Associations Incorporation Act 2009***

1 PREAMBLE

- 1.1 This constitution complements the “Memorandum of Understanding between the NSW Secondary Principals’ Council Inc. and the Director-General of the Department of Education and Training” signed on 23 August 1996.
- 1.2 Throughout this constitution those parts of the Memorandum of Understanding (MOU) with constitutional relevance shall be recognised by numerical references to the MOU.
- 1.3 The Council is incorporated in the State of New South Wales and recognises all the Requirements of Incorporation (1994).
- 1.4 This constitution shall be subject to the endorsement of the Secretary of the NSW Department of Education
- 1.5 For the purposes of this constitution, the terms “principal” and “secondary principal” refer to:
 - 1.5.1 NSW public school principals who are principals of high schools, colleges, campuses, community schools (K-12), central schools, schools for specific purposes with secondary enrolments and other public schools with secondary enrolments
 - 1.5.2 Principals from NSW public secondary schools or other NSW public schools with secondary enrolments who are currently deployed or seconded within the NSW Department of Education and Communities or other public education-related organisations
 - 1.5.3 Principals of public secondary schools or other public schools with secondary enrolments from other Australian states and territories or overseas countries who have been accepted for membership of the Council
 - 1.5.4 Co-principals and relieving principals of the NSW public schools described in 1.5.1 above.
- 1.6 Procedures and guidelines
 - 1.6.1 This constitution shall be supported by a set of procedures and guidelines that under normal circumstances shall be reviewed during Term 3 each year by the Executive Officer in consultation with the Executive.
 - 1.6.2 Any changes deemed necessary to the procedures and guidelines shall be approved by State Assembly.
 - 1.6.3 In some situations there may be urgent circumstances where a change to procedures or guidelines requires implementation prior to when the State Assembly can meet. In these circumstances, the Executive shall immediately notify all members of State Assembly for feedback and response prior to implementing this change, and shall then seek formal approval of this change at the next State Assembly.

2 NAME

- 2.1 The name of the association shall be “New South Wales Secondary Principals’ Council Inc.” hereinafter called the Council.

3 ROLE

- 3.1 The Council’s main role is to enhance the effectiveness of NSW public secondary school principals through advocacy, support, professional learning and collegial networks. This role will lead to improved learning outcomes for students in public education. (MOU 1.1)
- 3.2 The Council is an organisation integral to the NSW Department of Education and Communities, which recognises its constitution. NSW principals engaged in the business of the Council are Departmental officers on duty. (MOU 1.2)
- 3.3 Within the NSW Department of Education and Communities the work of the Council shall include:
 - 3.3.1 improving the effectiveness of principals and the NSW Department of Education and Communities
 - 3.3.2 providing a forum for professional discussion and debate
 - 3.3.3 representing the views of principals to the Secretary, Deputy Secretaries and senior officers of the NSW Department of Education and Communities
 - 3.3.4 co-ordinating meetings, professional learning and networks to assist principals to be informed and empowered school leaders in learning communities
 - 3.3.5 effectively participating in local and state level decision making
 - 3.3.6 providing advice and welfare support for principals
 - 3.3.7 producing and distributing newsletters, bulletins, publications and other information
 - 3.3.8 maintaining a web site
 - 3.3.9 preparing and delivering programs, in collaboration with the NSW Department of Education and Communities as necessary, to meet the needs of principals within the framework of Departmental priorities. (MOU 1.3)
- 3.4 Complementary to the NSW Department of Education and Communities the work of the Council shall include:
 - 3.4.1 identifying and meeting particular professional, collegial and personal needs of principals
 - 3.4.2 representing the views of principals to state and federal ministers, state and

federal bureaucracies, relevant interest groups and other stakeholder groups

- 3.4.3 advocacy for secondary principals, public secondary schools and public education in general
 - 3.4.4 affiliations, membership and involvement as determined by State Assembly in national associations and the International Confederation of Principals (ICP)
 - 3.4.5 working with other professional associations and organisations to enhance the effectiveness of principals and support public education.
- 3.5 Public comment by authorised representatives of the Council shall enhance the quality and standing of the public education system and the professional standing of principals in the community. (MOU 1.5)

4 MEMBERSHIP

4.1 Eligibility for membership

- 4.1.1 Membership shall be open to all principals of NSW public schools in the following categories:
 - 4.1.1.1 high schools
 - 4.1.1.2 colleges and campuses
 - 4.1.1.3 community schools (K-12)
 - 4.1.1.4 central schools
 - 4.1.1.5 schools for specific purposes with secondary enrolments
 - 4.1.1.6 other public schools with secondary enrolments.
- 4.1.2 Membership shall also be open to co-principals and relieving principals of the NSW public schools listed in 4.1.1 above.
- 4.1.3 Membership shall also be open to principals from NSW public secondary schools or other NSW public schools with secondary enrolments who are currently deployed or seconded within the NSW Department of Education and Communities or other public education-related organisations.
- 4.1.4 Membership shall also be open to principals of public secondary schools or other public schools with secondary enrolments from other Australian states and territories or overseas countries who have been accepted for membership in the Council.
- 4.1.5 Membership shall require the payment of an annual subscription.

- 4.1.6 In the case of principals from interstate or overseas schools, membership shall require formal acceptance of that person's written application for membership by the Executive of Council. This application for membership shall include a formal agreement by that person to abide by the Council's constitution, procedures and guidelines.
- 4.1.7 Financial members shall be entitled to attend Council activities, vote at Council meetings where appropriate, and hold elected and/or appointed office.

4.2 Life membership

4.2.1 The Council may confer the honour of life membership or honorary life membership on a member or non-member who has made an outstanding contribution to its work. This honour shall be conferred at an Annual General Meeting.

4.2.2 Criteria for life membership

- 4.2.2.1 The member has occupied the position of principal for a minimum of ten years, and has been a financial member of Council during that whole period.
- 4.2.2.2 The Executive of the Council may in exceptional circumstances recommend the award of life membership to a member who has occupied the position of principal for a minimum of seven years and been a financial member of the Council during that whole period.
- 4.2.2.3 The member has served the Council with significant merit as a member of the Executive, member of a regional council or local council, State Assembly delegate, leader of a Council reference group, interest group, project team or working party, or in some other significant Council leadership or contributing role for at least five years.
- 4.2.2.4 The member has been an active contributor and participant in Council activities.

4.2.3 Criteria for honorary life membership

- 4.2.3.1 The person has actively supported public education, public schools and secondary principals and has supported, enhanced and actively contributed to the work of the New South Wales Secondary Principals' Council over an extended period of time.

4.2.4 Procedure for conferring life membership

- 4.2.4.1 Nominations may be made at any time.
- 4.2.4.2 Nominations may be made by two current financial members of Council, by a decision of a regional or local council meeting or by a decision of the Executive of Council.

- 4.2.4.3 Nominations accompanied by supporting material in accordance with the life membership nomination forms shall be forwarded to the Executive via the Executive Officer.
- 4.2.4.4 After confirming that the nomination has met the criteria for life membership, the Executive shall refer the nomination to the next State Assembly Meeting for decision by a secret ballot.
- 4.2.4.5 To be accepted for life membership, the nomination needs to achieve a 75% majority of those present and eligible to vote.

4.2.5 Privileges of life membership

- 4.2.5.1 The conferring of life membership and honorary life membership shall be marked by the presentation of a citation, the Life Members' lapel badge and the presentation of an appropriate plaque.
- 4.2.5.2 Life Members and Honorary Life Members may attend and speak at meetings but are not entitled to vote or to hold elected office unless they are also eligible for ordinary membership.
- 4.2.5.3 Life members and Honorary Life Members may attend Council meetings and conferences at a fee no greater than that applicable to ordinary members.
- 4.2.5.4 Life members and Honorary Life Members may elect to receive bulletins, annual reports and other Council publications. The Share e-list is not an SPC publication and as such life members, who are not current Principals, should not have access to Share.
- 4.2.5.5 Life members and Honorary Life Members may elect to retain their access to Council's website.
- 4.2.5.6 Life Members and Honorary Life Members present at gatherings of principals shall be recognised and introduced as honoured guests.

4.3 Retired principals

- 4.3.1 Retired principals who were previously financial members of Council shall be able to participate in a retired principals' group set up by Council. There shall be no membership subscription required of retired principals to join this group.
- 4.3.2 The purpose of this group shall be to:
 - 4.3.2.1 maintain contact and collegiality between retired principals, currently serving principals and Council
 - 4.3.2.2 provide advice to Council on matters relevant to their areas of interest and expertise

4.3.2.4 assist Council, where appropriate, in a range of activities related to its role.

4.4 Relieving principals

4.4.1 In a situation where the appointed principal of a NSW school is a financial member of Council currently on leave, or deployed or seconded on a full-time basis, the relieving principal of that school may attend Council meetings, participate in council discussion and otherwise be involved in Council activities without the need to become a financial member of the Council. The only exception in terms of participation rights is that should the appointed principal also be present at a Council meeting then only one of the two principals shall have the right to vote.

4.4.2 In a situation where the appointed principal of a NSW school is not a financial member of Council and is currently on leave, or deployed or seconded on a full-time basis, the relieving principal of that school may attend Council meetings, participate in council discussion, vote at meetings and otherwise be involved in Council activities provided they are a financial member of the Council.

4.5 Co-principals

4.5.1 In a situation where the appointed principal of a NSW school is a financial member of Council currently deployed or seconded on a part-time basis, the co-principal of that school may attend Council meetings, participate in council discussion and otherwise be involved in Council activities provided they are a financial member of the Council. The only exception in terms of participation rights is that should the appointed principal also be present at a Council meeting then only one of the principals shall have the right to vote.

4.5.2 In a situation where the appointed principal of a NSW school is not a financial member of Council and is currently deployed or seconded on a part-time basis, the co-principal of that school may attend Council meetings, participate in council discussion, vote at meetings and otherwise be involved in Council activities provided they are a financial member of the Council.

5 MEMBERSHIP SUBSCRIPTIONS

5.1 Membership subscriptions may be paid by direct debit from salary, personal cheque or from school funds (MOU 5). If the membership subscription is paid from school funds, the membership is not transferable and remains with the principalship at that school.

5.2 Principals appointed after the beginning of the Council financial year shall pay a pro rata membership subscription for the remainder of that financial year.

5.3 The membership subscription for principals of central schools, community schools (K-12), schools for specific purposes with secondary enrolments and other public schools with secondary enrolments shall be 66.6 % of the subscription for high schools provided the principal is also a financial member of the NSW Primary Principals' Association. This subscription shall be rounded off to the nearest five dollars.

5.4 The membership subscription for co-principals of NSW schools where the

appointed principal is on a part-time deployment or secondment shall be proportional to the percentage of time each week or fortnight they act in the role of principal.

- 5.5 A member shall be deemed financial for the current year from the time that the membership subscription has been received by the Honorary Treasurer.
- 5.6 The membership subscription payable in any Council financial year shall be determined at the Annual General Meeting held in the previous financial year. The subscription shall increase each year by the percentage increase in salary that NSW principals receive in the period between the last Annual General Meeting at which the subscription was determined and the current Annual General Meeting at which the new subscription will be determined. The following formula shall be used to calculate any increase in subscription: $\text{New membership subscription} = \text{current subscription} + (\text{current subscription} \times \text{percentage salary increase})$. This subscription shall be rounded off to the nearest five dollars.
- 5.7 The financial year of the Council shall end on 30 April each year.

6 ORGANISATION

6.1 Regional organisation

- 6.1.1 Secondary principals in each Council region in NSW may form a regional council or where decided by the region's principals, sub-groupings within the region which shall be referred to as local councils.
- 6.1.2 Regional councils or local councils shall elect delegates to State Assembly. The actual number of delegates per Council region shall be 3, 4 or 5, based on a representational ratio of 1 :10 to 1 :14, dependent on the number of principal positions in each region and as determined by State Assembly so that the total number of regional and local council delegates shall not exceed 40.
- 6.1.3 Council regions shall employ a system whereby half (or as close as practicable to half) of their delegates shall be elected each year for a two-year period. This election shall occur in Term 1 each year. A special election may be required if a vacancy occurs.
- 6.1.4 In the event that an elected delegate is temporarily unable to carry out his or her duties, an alternate delegate may be appointed by the elected delegate to represent the regional council or local council. The alternate delegate must be a principal from that Council region and a financial member of the NSW Secondary Principals' Council.
- 6.1.5 Regional and local councils may meet up to twice per term. One of these meetings shall occur before the end of Week 4 each term to allow for regional and local issues and motions to be forwarded to the Executive Officer for State Assembly.
- 6.1.6 Regional and local councils shall maintain records of meetings. These records should be sent to the Executive Officer after each meeting.

6.1.7 Regional and local councils shall report to the Council on their discussions and activities, especially where those discussions and activities are of wider interest.

6.1.8 The duties and responsibilities of regional councils, local councils and their delegates shall be determined by the State Assembly.

6.2 State Assembly

6.2.1 The State Assembly of the Council shall consist of the elected delegates of each Council region, Council's reference group leaders, a delegate from Central Schools, a delegate from Schools for Specific Purposes, one or more delegates representing interstate and overseas principals (depending on the number of principals concerned and their location), a delegate from the NSW Secondary Deputy Principals' Association and the Executive of the Council.

6.2.1.1 The number of delegates representing interstate and overseas principals shall be determined by the State Assembly, following recommendations by the Executive of the Council.

6.2.1.2 In addition, other members of the Council may attend State Assembly at their own cost as observers. Observers cannot participate in debate, nor can they vote.

6.2.2 The State Assembly is the strategic decision making body of the Council in all matters except the constitution. All members of State Assembly shall be able to participate in discussion and debate, with voting rights restricted to regional delegates and the elected members of the Executive.

6.2.3 The State Assembly may set up sub-committees and working parties for any purpose related to the Council's role.

6.3 The State Executive

6.3.1 The Executive of the Council shall act and manage, as required by the Associations Incorporations Act (2009) and shall comprise the following members

6.3.1.1 The President, elected for a two year term of office

6.3.1.2 Three Deputy Presidents, each elected for a two year term of office

6.3.1.3 An Honorary Treasurer, elected for a two year term of office

6.3.1.4 Ten Executive Members, each elected for a two year term of office

6.3.1.5 One representative of central schools, elected for a two year term of office

6.3.1.6 The Professional Officer

6.3.1.7 The Executive Officer.

6.3.2. The role and powers of the Executive shall include:

6.3.2.1 managing the operations of Council in the interests of the whole organisation

6.3.2.2 identifying strategic policy directions for the work of Council

6.3.2.3 developing the strategic plan

6.3.2.4 consulting with the membership

6.3.2.5 formulating policy

6.3.2.6 recommending decisions to State Assembly

6.3.2.7 appointing employed officers of the Council

6.3.2.8 coordinating the implementation of decisions made by State Assembly

6.3.2.9 ensuring effective communication

6.3.2.10 ensuring effective networks are maintained

6.3.2.11 managing Council's assets and finance

6.3.2.12 risk management

6.3.2.13 ensuring compliance with relevant legislation and Council policy

6.3.2.14 ensuring compliance with relevant DoE policies in relation to the operations of the organisation

6.3.2.15 advocating for principals and the Council in communicating with senior officers of DoE, government and other organisations

6.3.2.16 conducting the day to day leadership and management of Council matters between meetings of the State Assembly.

6.3.3 A President may not serve more than two consecutive terms of office in that position.

6.3.4 All members of the Executive other than the Professional Officer and Executive Officer shall be elected by an electronic ballot of all Council members.

6.3.5 Any ballot for an elected position on the Executive shall be by extended preferential voting.

6.3.6 Any ballot for an elected position on the Executive shall occur

immediately prior to an Annual General Meeting and the successful candidate(s) shall take up their appointment as from that Annual General Meeting.

6.3.7 The returning officer shall be the Executive Officer.

6.3.8 The Executive may set up sub-committees and working parties for any purpose related to the Council's role.

6.4 Duties of Executive Members

6.4.1 Individual members of the Executive shall act honestly in the interests of the organisation, shall be effective in their fiduciary duty to the organisation and shall declare any potential conflict of interest involved in undertaking their executive role to both the President and the Deputy Presidents. In the case of the President and Deputy Presidents, this declaration shall be made to the Executive as a whole group.

6.4.2 The President shall preside at all meetings of the Executive, the Annual General Meeting and State Assembly. In the absence of the President, a Deputy President shall preside. Otherwise the Executive shall elect a person to preside. The Executive Officer shall act as Chair.

6.4.3 The President or a member of the Executive nominated by the President shall be the New South Wales delegate to any national or international requiring NSW Secondary Principals' Council representation.

6.4.4 The President or a member of the Executive nominated by the President shall be appointed to act in a liaison, advisory and support role to the leader of each reference group, interest group and project team.

6.4.5 The President will allocate roles to members of the Executive at the next Executive Meeting following the Annual General Meeting

6.4.7 The Honorary Treasurer shall:

6.4.7.1 maintain accurate records of income and expenditure, including all necessary and appropriate documentation to support the receipt of moneys in and the payment of moneys out

6.4.7.2 maintain a record of financial membership

6.4.7.3 bank all moneys within seven days of receipt

6.4.7.4 present at each State Assembly meeting a financial statement showing receipts and expenditure during the period since the preceding meeting

- 6.4.7.5 present to the Annual General Meeting an audited financial statement for the year to the end of the month of April
 - 6.4.7.6 table the recommendations of the auditor at the Executive Meeting following the Annual General Meeting
 - 6.4.7.7 make available to the auditor all books, receipts, vouchers and statements of accounts prior to the Annual General Meeting
 - 6.4.7.8 hand over all books, records of accounts, receipts and vouchers to his or her successor on relinquishing office.
- 6.4.8 For the purpose of this constitution, a vacancy on the Executive occurs if a member of the Executive:
- 6.4.8.1 dies
 - 6.4.8.2 ceases to be a member of the Council
 - 6.4.8.3 resigns from office
 - 6.4.8.4 steps down from the Executive due to an appointment or the performance of a role within DEC or elsewhere that in the eyes of the Executive conflicts with the role and responsibilities held as a member of Executive
 - 6.4.8.5 becomes insolvent under administration within the meaning of corporate law
 - 6.4.8.6 suffers from mental or physical incapacity
 - 6.4.8.7 is absent from meetings without the consent of the Executive during a period exceeding six months.
- 6.4.9 The requirement for when a member of the Executive shall step down due to an appointment or performance of a role as described in 6.4.8.4 shall be determined by the Executive through the publication of written guidelines in the procedures and guidelines document.
- 6.4.10 A vacancy on the Executive may be filled on a temporary basis until the next Annual General Meeting via an appointment by the President in consultation with the Executive but an election shall be held immediately prior to that Annual General Meeting to resolve that vacancy.
- 6.5 Reference groups, interest groups, project teams and working parties
- 6.5.1 The Council shall establish state-level reference groups, interest groups, project teams and working parties as required. The number and nature of these groups shall be decided by the Executive.
 - 6.5.2 The Executive shall call for nominations for membership of these groups at least once every two years.

- 6.5.3 Members may also volunteer for reference groups and interest groups at any time by contacting the President, Executive Officer or the leader of a group.
 - 6.5.4 Each reference group and interest group, in consultation with the executive member appointed to liaise with and advise the group, shall recommend a reference group or interest group leader to the Executive, for appointment by the President.
 - 6.5.5 Each reference group or interest group leader shall liaise closely with the President or the member of the Executive nominated by the President for that purpose.
 - 6.5.6 Reference groups and interest groups shall provide consultation, advice and feedback to the Executive and to the NSW Department of Education and Communities on behalf of the Council, including appropriately representing Council's stated policies and agreed viewpoints.
 - 6.5.7 Reference groups and interest groups shall report to the Executive on all meetings of the group including meetings with DEC personnel, using the online reporting facility on the Council website or, if appropriate, by verbal or other means.
 - 6.5.8 Project teams and working parties shall be formed to work on specific projects or address specific priorities, issues or needs.
- 6.6 Professional Officer
- 6.6.1 The operation of the Executive and Council shall be supported by a Professional Officer whose role, working conditions and terms of employment shall be determined by the Executive.
- 6.7 Executive Officer
- 6.7.1 The operation of the Executive and Council shall be supported by an Executive Officer whose role, working conditions and terms of employment shall be determined by the Executive.
- 6.8 Project Officers
- 6.8.1 The operation of the Executive and Council shall be supported by Project Officers whose role, working conditions and terms of employment shall be determined by the Executive.

7 ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting shall be held during the Annual Conference of the Council. If there is no Annual Conference, the President shall convene an Annual General Meeting in conjunction with the State Assembly that occurs in either Term 2 or Term 3.
- 7.2 Notice of the Annual General Meeting shall be given to all members at least 30 days before the Annual General Meeting.
- 7.3 The Annual General Meeting is the pre-eminent decision making body of the

Council in constitutional matters. Proposals to amend the constitution must be submitted in writing to the Executive Officer who shall then present them to the State Assembly for debate and recommendation. Following this, proposals shall be forwarded to all members by the Executive Officer at least four weeks before the Annual General Meeting at which they shall be subject to decision.

- 7.4 An Annual Report on the activities and the finances of the Council shall be presented to the Annual General Meeting by the Executive.
- 7.5 The Annual General Meeting has the power to suspend a section or sections of the constitution, provided notice of the intent is conveyed to members in terms of Section 7.3. The motion to suspend requires a simple majority of those present and voting. The motion must specify the period of the suspension and in every case shall lapse at the end of the period or at the next Annual General Meeting.

8 OTHER MEETINGS

- 8.1 The Council shall conduct other meetings as required to transact its business and role including meetings as outlined in the Memorandum of Understanding. (MOU 3.3, 3.4, 3.5, 3.6, 3.7 and 3.8)
- 8.2 Motions and decisions made at meetings as outlined in 8.1 have the status of recommendations to the State Assembly and Executive.

9 BUSINESS OF MEETINGS

- 9.1 At all meetings of the Council the order of business shall include, where appropriate, the receipt of apologies; the confirmation of the minutes of the previous meeting; business arising from the minutes; correspondence relevant to the meeting; financial statements; accounts; reports; agenda matters; questions, notice of motions, motions of which due notice has been given; general business. The President or Chairperson may vary the order of business at any time provided that the meeting concurs.

10 RULE MAKING POWER

- 10.1 The Council shall make such rules as are required to conduct the business of the Council so long as these rules do not contravene the constitution and that such rules are made by a simple majority vote at State Assembly or at an Executive meeting.

11 QUORUM

- 11.1 In the absence of a quorum no Council business can be conducted.
- 11.2 At the State Assembly of the Council a quorum shall consist of fifty percent plus one (50% + 1) of the regional delegates of the State Assembly.

11.3 At the Annual General Meeting of the Council a quorum shall consist of fifty (50) members.

11.4 At a meeting of the Executive of the Council a quorum shall consist of fifty percent plus one (50% + 1) of the members of the Executive present in person or fully involved in the meeting by electronic means.

12 FUNDS

12.1 The funds of the Council shall be banked in the name of the Council in a bank account.

12.2 The account shall be operated by any two nominated members of the Executive

12.3 The Executive or the State Assembly may authorise reference groups, sub committees or others to expend certain funds in fulfilling the Council's role.

12.4 No commitment shall be entered into for the expenditure of funds except by resolution of the Executive or State Assembly.

13 ACCOUNTS

13.1 The Treasurer shall certify at Executive Meetings the authorisation of all accounts payable

14 AUDITORS

14.1 Auditors, who are not members of the Council, shall be appointed by the Annual General Meeting for the ensuing year.

14.2 Auditors shall examine all accounts, vouchers and receipts, audit the books and furnish a report thereon which shall be submitted to the Annual General Meeting

14.3 Qualified auditors shall be appointed, and if a fee is charged, such expenditure should be authorised by the Executive.

15 COMMON SEAL

15.1 The common seal of the Council shall be a stamp that shows the Council's name.

15.2 The common seal of the Council shall be kept in the custody of the Manager of Council Business.

15.3 The common seal shall not be affixed except by the authority of the President.

DISSOLUTION

16 16.1 This Council may be dissolved only in terms of resolution carried by a two-thirds majority at an Annual General Meeting, after due notice has been given in writing to the President and State Assembly four weeks prior to the meeting.

16.2 Should the Council be dissolved, its minute book, books of account and all other records together with the residue of its funds, shall be disposed of in whatever manner as may be resolved by the meeting at which the dissolution was decided.