



## ANNUAL GENERAL MEETING

FRIDAY 1 SEPTEMBER 2017

AT 9:30 am - 11:00am

AT  
FLOCKART HALL  
METHODIST LADIES COLLEGE  
207 BARKERS ROAD  
KEW VIC 3101

### AGENDA NOTES

#### INTRODUCTION

##### Apologies

Apologies have been received from: Rebecca Clarke (Principal, Walford Anglican School for Girls), Elisabeth Lenders (Principal, Kingswood College), Kevin Tutt (Principal, Seymour College).

Additional apologies will be received at this stage.

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

**If there is not a quorum present, the formal business and election will be held by postal ballot within 90 days, as defined in the Constitution.**

##### Items of other business

Items of other business will be accepted at this point of the meeting

#### ORDINARY BUSINESS

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

Copies of the record are attached.

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

**That the Record of the 2016 Annual General Meeting motions confirmed by postal ballot be accepted as an accurate record.**

2. **BUSINESS ARISING NOT LISTED ELSEWHERE**

Matters of business, arising from the record of the Annual General Meeting for 2016 and not listed elsewhere on the agenda, will be accepted at this point of the meeting.

3. **FINANCIALS**

The income and expenditure statement and a balance sheet for the 2016/2017 financial year are attached. The Chair and Treasurer have signed the independent auditors report before the AGM on the 1 September 2017.



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

**That the income and expenditure statement for the financial year 1/4/2016 – 31/3/2017 be approved.**

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

**That the Independent Audit Report provided by Ian Thomas be accepted.**

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

The Chair's Report is included with the agenda papers.

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

**That the Chair's Annual Report be accepted.**

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

The composition of the Standing Committee is 9 elected members. In accordance with the Constitution, there are five 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

Nominated members must be the representative of an Authorised Full membership school.

The Constitution of the Association indicates that there cannot be more than 3 members from any one state territory or province and that Coordinators from all 3 IB programs and a Head of School should be included in the membership of the Standing Committee.

The following nominations have been received by the Executive Officer 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

The Chair will declare the conduct of an election which will be held by postal ballot should there not be a quorum present.

The next meeting of the Standing Committee is scheduled for 1<sup>st</sup> September 2017.

#### **6. APPOINTMENT OF AUDITORS**

It is recommended that IB Schools Australasia continue with the appointment of Ian Thomas of Ian Thomas & Co. as auditor.

The Chair will seek the support of the motion:

**That Ian Thomas of Ian Thomas & Co. be appointed as auditor for the 2017/2018 financial year.**

## **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

#### *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"

#### *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.

**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.

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.

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.

**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.

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.

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.

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.

*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.

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.

*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.

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.**

**2. APPROVAL OF NEW MEMBERS**

The Treasurer has provided an updated list of member schools. Approval is required to be by majority vote at the Annual General Meeting of the Association.

The Chair will seek 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.

**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.

*Attachments:*

*Record of approved motions of 2016 Annual General Meeting*

*Chair's Annual Report March 2017*

*Independent Auditor's Report including Income and Expenditure Statement for 2016/2017*

*Attachment to Auditor report listing members of Standing Committee.*