

SAAS BOARD AND COMMITTEES – CHARTER

Charter and Constitution

The Sports Association for Adelaide Schools Incorporated (“SAAS” or the “Association”) is recognised as the leading school Sports Association in South Australia.

The affairs of SAAS are governed by the SAAS Constitution (the “Constitution”) and the *Associations Incorporation Act 1985* (SA). This Charter has been prepared in order to supplement (but not vary) the Constitution and describes the powers and responsibilities of the SAAS Board and its sub-committees.

To the extent of any inconsistencies between this Charter and the Constitution, the terms contained in the Constitution will prevail.

Objects of Association

As detailed in the Constitution, the Objects of SAAS are to:

- (a) facilitate, promote and conduct various sporting activities and competitions between Member schools and their students, with an emphasis on Saturday organised sports.
- (b) provide educational purpose and educational value to Member schools and their students through encouraged participation in organised sporting activities and competitions of the highest standard.
- (c) promote universal values of friendship, integrity, mutual respect, dignity, collegiality and fellowship between Member schools and their students.
- (d) foster a culture of fair behaviour, good sportspersonship and ethical participation in sporting activities between Member schools and their students.
- (e) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of the above objects.

The Board

The Board is the primary decision-making body of SAAS which is responsible for managing the affairs and finances of the Association and advancing the above Objects.

The composition, powers and responsibilities of the Board (as detailed in the Constitution) are summarised in Schedule 1 (SAAS Board) to this Charter.

As permitted by the Constitution, as at the date of this Charter, the Board has delegated:

- (a) certain powers and responsibilities to the Executive Officer as detailed in Schedule 1 (SAAS Board) to this Charter; and
- (b) the powers and responsibilities set out in Schedule 2 (Sports Programmes Committee) to this Charter to the SPC.

The Sports Programmes Committee

The Sports Programmes Committee (the “SPC”) is a sub-committee of the Board and is responsible for assisting with the organisation and improvement of sporting activities and programmes facilitated by SAAS.

The composition, powers and responsibilities of the SPC are summarised in Schedule 2 (Sports Programmes Committee) to this Charter.

From time to time, the SPC may delegate certain organisational responsibilities to the Activity Sub-Committees (“ASCs”) listed in Schedule 3 (Activity Sub-Committees) to this Charter.

Activity Sub-Committees

The ASCs are sub-committees of the SPC. They are responsible for assisting the SPC with its organisational responsibilities.

As at the date of this Charter, there is one ASC for primary school sports and one ASC for each secondary school sporting code as specified in Schedule 3 (Activity Sub-Committees).

The composition and responsibilities of the ASCs are summarised in Schedule 3 (Activity Sub-Committees) to this Charter.

The ASCs may not delegate any of their responsibilities.

SCHEDULE 1 – SAAS BOARD

Board Members	<p>The Board will be constituted by the Principals and/or Headmasters of each Full Member of the Association from time to time. There will be a maximum of 10 Board members.</p> <p>Where there are more than 10 Full Members of the Association, Board members will be rotated as per the Constitution.</p>
Powers and Responsibilities	<p>The Board is the ultimate decision-making body of the Association which is responsible for managing the affairs of the Association and advancing its objects. Without limiting the Constitution, it is responsible for:</p> <ul style="list-style-type: none"> (a) monitoring the financial performance of the Association and approving the annual budget of the Association. (b) considering and approving all rule, by-law and policy changes which are applicable to the Association and its activities. (c) considering and approving all annual or seasonal schedules, draws and programmes. (d) appointing/removing the Executive Officer and creating/dissolving sub-committees from time to time. (e) periodically reviewing the powers/responsibilities of the Executive Officer and sub-committees (including the SPC and ASCs). (f) periodically reviewing and approving the fee schedule for Members of the Association. (g) admitting, suspending, relegating and expelling Members of the Association. (h) reviewing and overseeing the Association's legal compliance and risk management strategies and systems.
Meetings and Proceedings	<p>As required by the Constitution, the Board will meet at least 4 times per year, with one meeting being on the same date as the AGM.</p> <p>The Board will appoint one of its number to act as Chair and Deputy Chair from time to time and such persons will hold office for 2 years (as per the requirements of the Constitution).</p> <p>The Executive Officer will act as Secretary for all Board meetings (and circulate agendas and minutes, etc as required by the Constitution and in accordance with good governance practice).</p>
Current Delegations	<p>As at the date of this Charter, as permitted by the Constitution, the Board has delegated:</p> <ul style="list-style-type: none"> (a) the powers and responsibilities mentioned in Schedule 2 (Sports Programmes Committee) to this Charter to the SPC. (b) certain day to day management powers and responsibilities to the Executive Officer (as per below) who may in turn, sub-delegate to other employees of the Association.

<p>Executive Officer Powers and Responsibilities</p>	<p>Powers and Responsibilities</p> <p>Subject to the limitations below, the Board has delegated the following powers and responsibilities to the Executive Officer:</p> <ul style="list-style-type: none"> (a) administering the day-to-day operations of the Association. (b) managing the finances of the Association and preparing quarterly financials for reporting to the Board. (c) preparing an annual budget for approval by the Board. (d) making recommendations to the Board regarding new Members and annual subscriptions payable by all Members. (e) making recommendations to the Board regarding the relegation, suspension or expulsion of Members. (f) acting as Treasurer, Secretary and Public Officer of the Association. (g) acting as Secretary of the SPC. (h) preparing quarterly Board reports (including without limitation, in relation to all matters which have been approved or recommended, by the SPC). (i) preparing quarterly Board and SPC agendas and minutes. <p>These powers and responsibilities may be withdrawn or amended by the Board at any time (as per the Constitution):</p> <p>Attendance at Meetings</p> <p>The Executive Officer is required to attend all Board meetings, SPC meetings and meetings of Members.</p> <p>Limitations</p> <p>The Executive Officer is not entitled or empowered to do any of the following, unless they have obtained the prior written approval of the Board:</p> <ul style="list-style-type: none"> (a) spend any money of the Association or incur any other expenditure on behalf of the Association which has not been approved by the Board in the annual budget. (b) employ any personnel on behalf of the Association. (c) take any legal action on behalf of the Association or instruct or retain any external legal advisers on behalf of the Association. (d) change the accountants or bookkeepers used from time to time by the Association to assist with the preparation of accounts and budgets. (e) sell, transfer, dispose of or encumber any property of the Association (or acquire any property which requires expenditure not approved in the annual budget). (f) enter into contracts on behalf of the Association which require expenditure not approved in the annual budget). (g) enter into any lease or licence in respect of premises or storage space which is to be used by the Association. (h) enter into any grant funding agreements (or related agreements) or otherwise enter into any formal contracts with government bodies on behalf of the Association. (i) do any things or make any decisions which are expressly reserved for the Board and not able to be delegated (as per the Constitution). (j) make any final decisions which are to be approved by the Board (as set out above in this Schedule 2 (SAAS Board)).
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SCHEDULE 2 – SPORTS PROGRAMMES COMMITTEE (“SPC”)

<p>SPC Members</p>	<p>The SPC will consist of up to 10 Heads of Sport or Sports Coordinators from Full Member schools.</p> <p>As required by the Constitution, each Full Member school is required to make its Head of Sport or Sports Coordinator available to participate in the SPC.</p> <p>When a Full Member has its Headmaster or Principal sitting on the Board (as required by the Constitution) their Head of Sport or Sports Coordinator must sit on the SPC.</p>
<p>Powers and Responsibilities</p>	<p>The SPC has the following powers and responsibilities:</p> <ul style="list-style-type: none"> (a) organising sporting activities and sporting programmes facilitated by SAAS. (b) conducting periodic reviews of by-laws which apply to each sporting code or activity facilitated by SAAS and making related recommendations to the Board. (c) preparing a draft annual activity calendar for each sporting code or activity facilitated by SAAS for approval by the Board. (d) preparing a draft draw (and/or schedule) for each season of each sporting code or activity facilitated by SAAS for approval by the Board. (e) recommending improvements to the Board in relation to different sporting codes/activities through development proposals. <p>The SPC will report and make recommendations to the Board through the Executive Officer, who will attend all SPC meetings.</p>
<p>Meetings and Proceedings</p>	<p>The SPC will meet at least once per school term prior to the quarterly Board meeting so there is sufficient time for proposals and reports of the SPC to be considered and referred to the Board for approval at its next meeting.</p> <p>Decisions of the SPC will be made by simple majority.</p> <p>The Head of Sport or Sports Coordinator of the Full Member whose Principal or Headmaster is Chair (or Deputy Chair) of the Board from time to time will be Chair (or Deputy Chair) of the SPC. The Chair of an SPC meeting will have a casting vote.</p> <p>The Executive Officer will act as Secretary to the SPC (and circulate agendas and minutes, in a similar manner to that which is required by the Constitution for Board meetings and otherwise in accordance with good governance practice).</p> <p>Minutes of meetings of the SPC will be shared with the Board.</p>
<p>Powers of Sub-Delegation</p>	<p>The SPC may sub-delegate organisational responsibilities for sporting activities and programmes to the relevant ASC's set out in Schedule 3 (Activity Sub-Committees) from time to time.</p>

SCHEDULE 3 – ACTIVITY SUB-COMMITTEES (“ASCs”)

ASC Members	Each ASC will consist of at least 1 Head of Sport or Sports Coordinator from a Full Member school.														
ASCs	<p>As at the date of this Charter, SAAS has 14 ASCs, as follows:</p> <table data-bbox="446 414 1157 739"> <tr> <td>1) Primary school sports</td> <td>8) Water Polo</td> </tr> <tr> <td>2) Badminton</td> <td>9) Basketball</td> </tr> <tr> <td>3) Athletics</td> <td>10) Cross Country</td> </tr> <tr> <td>4) Cricket</td> <td>11) Football</td> </tr> <tr> <td>5) Swimming</td> <td>12) Hockey</td> </tr> <tr> <td>6) Tennis</td> <td>13) Soccer</td> </tr> <tr> <td>7) Volleyball</td> <td>14) Table Tennis</td> </tr> </table>	1) Primary school sports	8) Water Polo	2) Badminton	9) Basketball	3) Athletics	10) Cross Country	4) Cricket	11) Football	5) Swimming	12) Hockey	6) Tennis	13) Soccer	7) Volleyball	14) Table Tennis
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Powers and Responsibilities	<p>Each ASC is responsible for:</p> <ul style="list-style-type: none"> (a) completing a periodic review of by-laws which apply to the relevant sporting code or activity for review by the SPC. (b) preparing the annual activity calendar for the relevant sporting code or activity for review by the SPC. (c) preparing a draft draw (and schedule) for each season of the relevant sporting code/activity for review by the SPC. (d) recommending improvements to the SPC in relation to the relevant sporting code/activity through development proposals. <p>Minutes of meetings of the ASCs will be shared with the SPC and the Board.</p>														
Meetings and Proceedings	<p>Each ASC will be chaired by a Full Member school Head of Sport or Sports Coordinator.</p> <p>Each ASC will have a minimum of 3 meetings per annum generally before, during and after the relevant season.</p> <p>The Chair of each ASC meeting will prepare minutes to be circulated to the relevant ASC members and the SPC as soon as possible following each ASC meeting.</p>														
Powers of Delegation	The ASCs may not delegate any of their responsibilities.														