

THE ISOLATED CHILDREN'S PARENTS' ASSOCIATION CONSTITUTION OF AUSTRALIA (Inc)

22 September 2024



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**THE ISOLATED CHILDREN'S PARENTS' ASSOCIATION
OF AUSTRALIA (INC)**

CONSTITUTION

1.0. NAME

The name of the Association is "The Isolated Children's Parents' Association of Australia (Inc)" hereinafter referred to as the Association.

2.0. OBJECTS

The objects of the Association are -

- 2.1. to promote awareness and understanding of the problems and needs of geographically isolated students and schools; and
- 2.2. to seek assistance for geographically isolated students to gain access to appropriate schooling or specialist services so that the individual educational needs of the student are met; and
- 2.3. to advance educational and associated services that are, or should be provided for students in and from isolated areas; and
- 2.4. to seek assistance for the continuance of recognised residential facilities that provide boarding places for students from isolated areas; and
- 2.5. to seek living-away-from-home allowances for those children who must live away from home in order to receive a continuing education; and
- 2.6. to lobby appropriate authorities to expand existing specialist services or establish new ones that will improve the educational, social or cultural life of isolated students; and
- 2.7. to do all such things as may, in the opinion of the Association, promote cordial relations between the Association and kindred associations or persons, interested in any aspect of education; and
- 2.8. to become a member of, support, co-operate or amalgamate with, any kindred association whose objects are altogether or in part similar to the Association; and
- 2.9. to do all such lawful things as the Association may think incidental or conducive to the attainment of the objects of the Association in whole or in part; and
- 2.10. to solely apply the property and income of the Association towards the promotion of the objects of the Association, and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members except in good faith in the promotion of these objects.

3.0. DEFINITIONS

- 3.1. **An isolated child** is one who for geographic reasons does not have reasonable daily access to an appropriate educational institution.
- 3.2. **Rules** means these rules of the Association, as in force for the time being.
- 3.3. **The Act** means the *Associations Incorporation Act* of Western Australia 2015 and the regulations pertaining thereto.
- 3.4. **The Regulation** means the *Associations Incorporation Regulation 2016*.
- 3.5. **Commissioner** means the person for the time being designated as the Commissioner under Section 153 of *the Act*.
- 3.6. **Membership** shall be open to all who wish to further the interests of the Association.
 - 3.6.1. **Ordinary member** means a member with the rights referred to in *Rule 6.2*.
 - 3.6.2. **Life member** means a member with the rights referred to in *Rule 6.3*.
 - 3.6.3. **Lone member** means a member with the rights referred to in *Rules 6.4*
 - 3.6.4. **ICPA Corporate member** means a member with the rights referred to in *Rule 6.5*.
 - 3.6.5. **ICPA School Corporate member** means a member with rights referred to in *Rule 6.6*.
- 3.7. **Register of members** means the register of members deemed to be open for inspection at the request of a member in Section 54 of *the Act*.
- 3.8. **Member bodies** of the Association are Branches, State Councils and the Federal Council, all of whose members shall abide by and actively pursue the aims of the Association, as outlined in rule 11.0.
 - 3.8.1. **A Branch** of the Association is a body with at least five memberships, whose members join together in accordance with the Association's Constitution and the Constitution of their respective State Council, if existing, to facilitate the administration of the Association and the attainment of its aims.
 - 3.8.2. **A State Council** is a properly constituted body elected from financial members within that State or Territory, to -
 - i) have general control and management of the administration, affairs, property and funds of the State association; and
 - ii) have general control of branches within that State or Territory.
 - 3.8.3. **The Federal Council**, hereinafter referred to as the Committee, is the properly constituted body elected from financial members within Australia to have general control and management of the administration, affairs, property and funds of the Association.
 - 3.8.4. **The aims** of the Association are the ultimate goals stated in the Constitution as objects (2.1. to 2.10.) and which seek to achieve equity of educational opportunity and access between geographically isolated and non-isolated children.

- 3.8.5. **The policy** of the Association is a statement of guiding principles which shall determine the Association's course of action in achieving its aims.
- 3.9. **The objectives** of the Association are particular goals to be achieved in the implementation of the Association's policy.
- 3.9.1. **By-Laws** means by-laws made by the Association under *Rule 29.0*.
- 3.9.2. **Books** of the Association include the following -
- i) register; and
 - ii) financial records, financial statements or financial reports, however compiled, recorded or stored; and
 - iii) a document; and
 - iv) any other record of information.
- 3.9.3. **Financial records** include -
- i) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - ii) documents of prime entry; and
working papers and other documents needed to explain the methods by which financial statements are prepared; and
 - iii) adjustments to be made in preparing financial statements.
- 3.10. **Financial reports** of the association have the meaning given in Section 63 of *the Act*.
- 3.11. **Financial statements** mean the financial statements in relation to the Association required under Part 5 Division 3 of *the Act*.
- 3.12. **Financial year** of the Association has the meaning given in *Rule 18.3*.
- 3.13. **General meeting** of the Association means a meeting of the Association that all members are entitled to receive notice of and to attend.
- 3.13.1. **Special general meeting** means a general meeting of the Association other than the annual general meeting.
- 3.13.2. **Special resolution** means a resolution passed by the members at a general meeting in accordance with Section 51 of *the Act*.
- 3.14. **Subcommittee** means a subcommittee appointed by Federal Council under *Rule 23.0*.
- 3.15. **Agent** means an entity appointed by Federal Council to act on its behalf, including the collection of the federal affiliation fees as set out in the By-Laws.
- 3.16. **Body corporate** means a legal entity (such as an association, company, person, government, government agency or institution).

4.0. POWERS OF THE ASSOCIATION

- 4.1. The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- 4.2. Subject to *the Act*, the rules, By-Laws and any resolution passed at a general meeting, the committee has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 4.3. The committee must take all reasonable steps to ensure that the Association complies with *the Act*, the Rules and the By-Laws.
- 4.4. The committee has the power to -
 - 4.4.1. acquire, hold, deal with, and dispose of any real or personal property; and
 - 4.4.2. open and operate accounts at financial institutions; and
 - 4.4.3. invest its money in any security in which trust monies may be invested; and
 - 4.4.4. invest its money in any other manner authorised by the Constitution of the Association; and
 - 4.4.5. borrow money upon such terms as the Association considers fit; and
 - 4.4.6. give such security for the discharge of liabilities incurred by the Association as the Association considers fit; and
 - 4.4.7. appoint agents to transact any business of the Association on its behalf; and
 - 4.4.8. enter into any other contract which the Association considers necessary or desirable; and
 - 4.4.9. appoint a subcommittee to assist with Federal Council business, according to *Rule 23.0*.

5.0. POLICY

- 5.1. The policy of the Association shall be related to education and other issues that have an influence on educational opportunities for geographically isolated children in Australia.
- 5.2. The Association's policy shall be established by and at Annual General Meetings and Annual Conferences, held in accordance with Rule 25.0. of this Constitution.
- 5.3. All members must abide by this policy.
- 5.4. Interim policy decisions made by Federal Council shall be presented for ratification or rejection at the next Annual General Meeting or Annual Conference.
- 5.5. Interim policy decisions rejected at an Annual General Meeting or Annual Conference can only be re-introduced at a subsequent Annual General Meeting or Annual Conference.
- 5.6. Amendments to policy shall require -

- 5.6.1. at least twelve weeks' notice in writing to the Association's Secretary of any proposed alteration; and
 - 5.6.2. notification in writing to all Branches and State Councils by the Association's Secretary of any proposed alteration, at least eight weeks prior to the Annual General Meeting or Annual Conference; and
 - 5.6.3. ratification by a majority of at least three-quarters of the delegates eligible to vote at an Annual General Meeting or Annual Conference;
- 5.7 The Association's policy objectives shall be reviewed by the Federal Council annually and updated as required to reflect the outcomes of Federal Conference motions.

6.0. MEMBERS

- 6.1. Membership shall be open to any person/body corporate who wish to further the interests of the Association, and members shall have no restrictions placed on them by virtue of religious or political beliefs, sex, age or race.
- 6.2. An ordinary membership of the Association relates either to an individual or to one or both parents of a family who have joined a registered branch of the Association or who have joined as a lone member and who have paid the appropriate subscription.
- 6.3 Life Membership of the Association may be conferred on an individual at any Annual General Meeting of the Association for exceptional or meritorious service to the education of geographically isolated children.
- 6.3.1 Awarding of Life Membership shall be subject to any By-Laws drawn up by Federal Council under this Constitution.
 - 6.3.2 Life Membership applies exclusively to the individual so honoured and does not extend to any other member of his or her family.
- 6.4 A lone member is an ordinary member for whom it is impractical to become a member of a registered Branch, or an ICPA School Corporate member.
- 6.4.1 Providing there are five or more lone member subscriptions in any State or Territory, those members shall be jointly entitled to representation at Annual Federal Conferences and Annual General Meetings in accordance with *Rule 27.0.* of this Constitution.
- 6.5 An ICPA Corporate membership of the Association with no associated voting right is available.
- 6.5.1 Corporate membership shall be subject to any By-Laws drawn up by Federal Council under this Constitution.
 - 6.5.2 Membership fees will be paid directly to the Federal Treasurer and no branch membership is required.
- 6.6 An ICPA School Corporate membership of the Association is available.
- 6.6.1 School Corporate membership shall be subject to any By-Laws drawn up by Federal Council under this Constitution.

6.7 To obtain membership and to facilitate the management of the Association persons shall, where practical, join a Branch of the Association.

6.8 The number of Branches of the Association shall not be limited (except as to size in accordance with *Subrule* 11.1.2. of this Constitution).

7.0. MEMBERSHIP FEES

7.1. The annual subscription for members shall be determined at the Annual General Meeting. The fee set will commence on the first day of January the following year.

7.2. The fees determined under *Rule* 7.1. may differ for different categories of membership.

7.3 Payment options are set out under Rule 18.0 of this Constitution'.

7.4 If a member has not paid the annual membership fee within the period of 3 months after the expiry date , the member ceases to be a member.

7.5. If a person who ceased to be a member under *Rule* 7.4. offers to pay the annual membership fee after the period referred to in this rule -

7.5.1. the committee may, at its discretion, accept that payment; and

7.5.2. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

8.0. WHEN MEMBERSHIP CEASES

8.1. A person ceases to be a member when any of the following takes place -

8.1.1. for a member who is an individual, the individual dies; or

8.1.2. for a member who is a body corporate, the body corporate is wound up; or

8.1.3. the person resigns from the Association under *Rule* 9.0.; or

8.1.4. the person is expelled from the Association under *Rule* 13.0.

8.2. The Treasurer must keep a record, for at least one year after a person ceases to be a member, of -

i) the date on which the person ceased to be a member; and

ii) the reason why the person ceased to be a member.

9.0. RESIGNATION

9.1. A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.

9.2. The resignation takes effect -

9.2.1. when the Secretary receives the notice; or

9.2.2. if a later time is stated in the notice, at that later time.

10.0. RIGHTS NOT TRANSFERABLE OR REFUNDABLE

- 10.1. The rights of a member are not transferable and end when membership ceases.
- 10.2. Membership is paid in advance and not refundable if membership ceases.

11.0. MEMBER BODIES

- 11.1. A proposed Branch member body shall apply for registration with the Association providing it -
 - 11.1.1. presents a statement that it will abide by and actively pursue the aims of the Association and accept the definitions in this Constitution; and
 - 11.1.2. has a minimum of five members.
- 11.2. The Branch member bodies shall -
 - 11.2.1. present the views of their members to the State Council in their State, if existing, and to the Federal Council of the Association; and
 - 11.2.2. forward the annual subscriptions of their members to the Association's Treasurer.
- 11.3. A State Council member body of ICPA shall apply for registration with the Association providing it -
 - 11.3.1. has at least three registered branches of the Association in that State or Territory; and
 - 11.3.2. presents a statement that it will abide by and actively pursue the aims of the Association and accept the definitions in this Constitution.
- 11.4. The Association shall have the right to refuse registration to any Branch member body or State Council member body in any State, where it has good reason to believe that the relevant member body has not complied with *Subrule* 11.1.1. or *Subrule* 11.3.2. of this Constitution.
- 11.5. Where a registered State Body is not able to maintain three Branches in that State, registration may continue if -
 - 11.5.1. the State body has as its minimum fifteen members, who will be considered State Lone members and be managed by the State Body.
- 11.6. The Federal Treasurer shall maintain a register of individual members.
- 11.7. All member bodies shall maintain solvency.

12.0. DISSOLUTION OF MEMBER BODIES

- 12.1. A Branch member body and a State Council member body may dissolve at any time by giving notice in writing to the Association's Secretary, such dissolution to only take effect at the time when such notice is received by the Association's Secretary, unless a later date is specified in the notice, when it shall take effect on that later date.
- 12.2. Any financial member of a dissolved Branch may become a lone member or member of another Branch or form a new Branch.

- 12.3. In the event that a State Council does not have processes in place for dissolution, refer to the Association's By-Laws.

13.0. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Term used: member

In this Part — **member**, in relation to a member who is expelled from the Association, includes former member.

- 13.1. Suspension or expulsion of a member of the Association
- 13.1.1. The Federal Council may decide to suspend a member's membership or to expel a member from the Association if -
- i) the member contravenes any rules of this constitution or By-Law; and/or
 - ii) the member acts detrimentally to the interests of the Association.
- 13.2. The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by Federal Council.
- 13.3. The notice given to the member must state -
- 13.3.1. when and where the committee meeting is to be held; and
 - 13.3.2. the grounds on which the proposed suspension or expulsion is based; and
 - 13.3.3. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to Federal Council about the proposed suspension or expulsion.
- 13.4. At the meeting, the Federal Council must -
- 13.4.1. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Council about the proposed suspension or expulsion; and give due consideration to any submissions so made;
 - 13.4.2. decide whether to or not to suspend the member's membership;
 - 13.4.3. outline a period of suspension if the decision is to suspend the membership; or
 - 13.4.4. decide whether or not to expel the member from the Association.
- 13.5. A decision of the Federal Council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 13.6. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- 13.7. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under *Rule 13.2.* give written notice to the secretary requesting the appointment of a mediator under *Rule 16.9.*

- 13.8. If notice is given under *Rule* 16.9. the member who gives the notice in question, and the committee are the parties to the mediation.
- 13.9. Consequences of suspension -
- 13.9.1. During the period a member's membership is suspended, the member -
- i) loses any rights (including voting rights) arising as a result of membership; and
 - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 13.10. When a member's membership is suspended, the Treasurer must record in the register of members -
- 13.10.1. that the member's membership is suspended; and
 - 13.10.2. the date on which the suspension takes effect; and
 - 13.10.3. the period of the suspension.
- 13.11. When the period of the suspension ends, the Treasurer must record in the register of members that the member's membership is no longer suspended.

14.0. DEREGISTRATION OF A MEMBER BODY

- 14.1. The Federal Council may deregister any Branch member body or State Council member body if -
- 14.1.1. in the opinion of the Federal Council, such Branch member body or State Council member body has acted contrary to or in disregard of the Constitution of the Association or its By-Laws; or
 - 14.1.2. in the opinion of the Federal Council, such Branch member body or State Council member body has acted in any manner prejudicial to the interests of the Association.
- 14.2. Any deregistered Branch member body or State Council member body who may be aggrieved by any expulsion or suspension by the Federal Council under the preceding rule, is entitled to the same dispute or mediation process as set out in Sections 13.0. and 16.0.

15.0. REMOVAL OF A MEMBER OF FEDERAL COUNCIL

- 15.1. The Federal Council, at a properly constituted General Meeting may, by resolution by a two-thirds majority of members present, remove any member of the Council from office before the expiration of the member's term of office if -
- 15.1.1. the member is found to be in breach of *Rule* 26.2. of this constitution; or
 - 15.1.2. Federal Council considers that a member has acted in a manner that discredits the Association.
- 15.2. The council member in question is entitled to the same dispute or mediation process as set out in Sections 13.0. and 16.0.

16.0. RESOLVING DISPUTES

Terms used:

- i) **Grievance procedure** means the procedures set out in this Division;
- ii) **Party to a dispute** includes a person –
 - a) who is a party to the dispute; and
 - b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- iii) **Application of Division**
The procedure set out in this Division (the grievance procedure) applies to disputes -
 - a) between members; or
 - b) between one or more members and the Association.

- 16.1. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 16.2. if the parties to a dispute are unable to resolve the dispute between themselves within the time required by *Rule* 16.1., any party to the dispute may start the grievance procedure by giving written notice to the Secretary of -
 - 16.2.1. the parties to the dispute; and
 - 16.2.2. the matters that are the subject of the dispute.
- 16.3. Within 28 days after the Secretary is given the notice, a Council meeting must be convened to consider and determine the dispute.
- 16.4. The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 16.5. The notice given to each party to the dispute must state -
 - 16.5.1. when and where the committee meeting is to be held; and
 - 16.5.2. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 16.6. If the dispute is between one or more members and the Association and any party to the dispute gives written notice to the secretary stating that the party -
 - 16.6.1. does not agree to the dispute being determined by the committee; and
 - 16.6.2. requests the appointment of a mediator under *Rule* 16.12., the committee must not determine the dispute.
- 16.7. Determination of dispute by Federal Council.
 - 16.7.1. At the council meeting at which a dispute is to be considered and determined, the Federal Council must -
 - i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written

- and oral) submissions to the committee about the dispute; and
- ii) give due consideration to any submissions so made; and
- iii) determine the dispute.

16.8. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

16.9. A party to the dispute may, within 14 days after receiving notice of the committee's determination under *Rule* 16.8., give written notice to the Secretary requesting the appointment of a mediator under *Rule* 16.10. If notice is given under *Rule* 16.10., each party to the dispute is a party to the mediation.

16.10. Application of Division

16.10.1. This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator -

- i) by a member under *Rule* 16.9.; and/or
- ii) by a party to a dispute under *Rule* 16.9.

16.11. If this Division applies, a mediator must be chosen or appointed under *Rule* 16.14.

16.12. Appointment of mediator

16.12.1. The mediator must be a person chosen -

- i) if the appointment of a mediator was requested by a member under *Rule* 16.9. by agreement between the Member and the committee; or
- ii) if the appointment of a mediator was requested by a party to a dispute under *Rule* 16.9. or 16.10., by agreement between the parties to the dispute; or
- iii) if there is no agreement for the purposes of *Rule* 16.11. then the Federal Council must appoint a mediator.

16.12.2. The person appointed as mediator by the Federal Council must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by -

- i) a member under *Subrule* 16.12.2.; or
- ii) a party to a dispute under *Rule* 16.9.; or
- iii) a party to a dispute under *Rule* 16.10. and the dispute is between one or more members and the Association.

16.12.3. The person appointed as mediator by Federal Council may be a member or former member of the Association but must not -

- i) have a personal interest in the matter that is the subject of the mediation; or
- ii) be biased in favour of or against any party to the mediation.

17.0. MEDIATION PROCESS

17.1. The parties to the mediation must attempt in good faith to settle the matter that

is the subject of the mediation.

- 17.2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 17.3. In conducting the mediation, the mediator must -
 - 17.3.1. give each party to the mediation every opportunity to be heard; and
 - 17.3.2. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - 17.3.3. ensure, natural justice is given to the parties to the mediation throughout the mediation process.
- 17.4. The mediator cannot determine the matter that is the subject of the mediation.
- 17.5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 17.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 17.7. If mediation results in a decision to suspend or expel being revoked -
 - 17.7.1. if mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under *Rule 13.0.*; and
 - 17.7.2. as the result of the parties in mediation, the decision to suspend the member's membership or expel the member is revoked.

That revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

18.0. ANNUAL SUBSCRIPTION

- 18.1. The annual subscription, as determined under *Rule 7.1* may be paid using the following methods -
 - 18.1.1 electronically through the ICPA website via the online gateway.
 - (i) State Councils acting as collection agencies shall abide by the agreements drawn up by the Federal Council.
 - 18.1.2 manually by cash or direct deposit to the appropriate Branch whose Treasurer shall forward the prescribed subscription to the Association's State and Federal Treasurer, except for a lone member, who shall forward the annual subscription directly to the appropriate State Council Lone Member Officer; or
- 18.2 The annual subscription shall be payable in advance:

- i. Subscriptions paid online are due 12 months from the previous payment.
 - ii. Subscriptions paid manually to the Branch are due on the first day of January.
- 18.3 Members who pay manually to the Branch are not considered financial until the Branch Treasurer forwards the affiliation fee to the State and Federal Council.
- 18.4 A financial member at any given time is a member who is not then indebted to the Association in respect of any annual subscription or levy or other payment whatsoever.
- 18.5 No member shall be selected as a delegate from a Branch or State Council to an Annual General or General Meeting or Conference unless that member is currently a financial member of the Association

19.0. MANAGEMENT

- 19.1. The general control and administration of the Association shall be vested in a Federal Council consisting of a President, two (2) Vice Presidents, a Secretary, an Assistant Secretary and a Treasurer, who collectively constitute the Executive, plus a general committee of not fewer than six (6) nor more than nine (9) members including the position of Publicity Officer.
- 19.2. The Immediate Past President shall be an ex-officio member of Federal Council and the Executive.
- 19.3. The Federal Council shall comprise at least one representative from each State or Territory which has a State Council of the Association, provided that there is a nomination from that State or Territory.
- 19.4. The Secretary must maintain custody of all records, books, documents and securities of the Association, other than those required by *Rule* 14.6. and 14.7. *Rule* 19.6. and 19.7. to be kept and maintained by or in the custody of the Treasurer.
- 19.5. The documentation nominated in *Rule* 19.4. must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.
- 19.6. The Treasurer shall have custody of all securities, books and documents of a financial nature and accounting records of the Association and keep such accounting records in such a manner as to enable true and accurate records of the Association to be prepared from time to time.
- 19.7. The Treasurer on behalf of the Association shall keep and maintain in an up-to-date condition, a register of the members of the Association, including their postal addresses and email address (if available). The Treasurer shall also maintain a register of Branches, State Councils and Federal Council, the dates when the bodies were first registered and the names and addresses of their respective Presidents, Secretaries and Treasurers.

- 19.7.1. Particulars shall also be entered of any resignation, de-registration and re-formation of Branch and State Council member bodies and any further particulars as required by the Annual General Meeting or Annual Conference of the Association.
- 19.7.2. The Register of members and member bodies shall be open for inspection as set out in *Rule 33.0*.
- 19.8. The register must be so kept and maintained at the Treasurer's place of residence or at such other place as the members at a general meeting decide.
- 19.9. A notice or other document that is deemed to have been given to a member if it is in writing and -
 - 19.9.1. delivered by hand to the recorded address of the members; or
 - 19.9.2. sent by prepaid post to the recorded postal address of the member; or
 - 19.9.3. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.
- 19.10. The Association's financial year shall run from the first day of June to the thirty-first day of May.

20.0. VACANCIES ON FEDERAL COUNCIL

- 20.1. A casual vacancy occurs in the office of the Federal Council and that office becomes vacant if the Council member -
 - 20.1.1. dies; or
 - 20.1.2. resigns at any time by notice in writing delivered to the Association's Secretary but such resignation shall only take effect at the time when such notice is received by the Secretary, unless some later date is specified when it shall take effect on that later date; or
 - 20.1.3. is permanently incapacitated by mental or physical ill-health; or
 - 20.1.4. is convicted of an offence under *the Act*; or
 - 20.1.5. ceases to be a member of the Association.
- 20.2. The committee may appoint a member to fill this vacancy and every member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Federal Council at such meeting.

21.0. FUNCTIONS OF THE FEDERAL COUNCIL

- 21.1. Except as otherwise provided by this Constitution, and subject to resolutions of the members of the Association carried at Annual General or General Meetings or Annual Conferences, the Federal Council -
 - 21.1.1. shall have the general control and management of the affairs, property and funds of the Association; and
 - 21.1.2. shall be responsible for the implementation of any policy established at any Annual General Meetings or Annual Conferences of the Association; and
 - 21.1.3. shall have the authority to interpret the meaning of this Constitution and any matter relating to the Association on which

this Constitution is silent.

- 21.2. At his/her discretion, the Association's President may convene a meeting of the Executive members of Federal Council (including if necessary the non - Executive Leaders of specific policy areas) when for reasons of urgency or impracticability it is not possible to confer with the full Council. Any decisions made by the Executive as a consequence of that meeting must be presented for discussion at the next meeting of the whole Council for endorsement or rejection.

22.0. MEETINGS OF THE FEDERAL COUNCIL

- 22.1. The Federal Council shall meet as deemed necessary by the President, either face to face, by teleconference or other suitable means.
- 22.2. At least four weeks' notice of face-to-face meetings shall be given.
- 22.3. A special meeting of the Federal Council shall be convened by the Secretary on the requisition in writing of not less than three members of the Council; such requisition to clearly state the reasons why such a special meeting is being convened and the nature of the business to be transacted.
- 22.4. At every meeting of the Federal Council a simple majority of the currently serving members of Council shall constitute a quorum.
- 22.5. Providing a quorum is present, resolutions before the Federal Council shall be decided by a majority of votes of members present at a meeting and in the case of equality of votes on any question or at any meeting of the Council, the question shall be deemed to be decided by the second or casting vote of the Chairman.
- 22.6. A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred -
 - 22.6.1. in attending a committee meeting; or
 - 22.6.2. in attending a general meeting; or
 - 22.6.3. otherwise in connection with the Association's business.
- 22.7. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- 22.8. A person invited under *Rule 22.7.* to attend a committee meeting -
 - 22.8.1. has no right to any agenda, minutes or other document circulated at the meeting; and
 - 22.8.2. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and cannot vote on any matter that is to be decided at the meeting.

23.0. DELEGATION BY COUNCIL TO SUBCOMMITTEE

- 23.1. The committee may, by instrument in writing, delegate to one or more subcommittees the exercise of any of the functions of the committee that are

specified.

23.2. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

23.3. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

24.0. MATERIAL PERSONAL INTERESTS OF COMMITTEE MEMBERS

24.1. A member of the committee who has a material personal interest in a matter being considered at a committee meeting must -

24.1.1. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; or

24.1.2. disclose the nature and extent of the interest at the next general meeting of the Association.

24.2. This rule does not apply in respect of a material personal interest that exists only because the member -

24.2.1. is a member of a class of persons for whose benefit the association is established; or

24.2.2. that the member has in common with all, or a substantial proportion of, the members of the Association.

24.3. If a member of the committee who has a material personal interest as voted by the Committee of in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.

24.4. The association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

25.0. ANNUAL GENERAL MEETING, GENERAL MEETINGS AND CONFERENCES OF THE ASSOCIATION

25.1. For all Annual General Meetings, General Meetings and Conferences, the Secretary shall give at least twelve weeks' notice of the date to all Branch and State Council member bodies, the manner of such notice to be determined by the Federal Council.

25.2. The date for the Annual General Meeting and the Annual Conference shall be determined at the previous Annual General Meeting, in consultation with the relevant State Council and Convening Committee.

25.2.1. The State or Territory where the Annual General Meeting and Annual Conference is to be held shall be determined at the Annual General Meeting two years previously.

25.3. At all Annual General Meetings, General Meetings and Conferences, a quorum

shall consist of delegates from a minimum of twenty branches, from at least four States.

25.4. Unless otherwise provided by this Constitution, at every Annual General Meeting, General Meeting and Annual Conference -

- 25.4.1. the President shall be the Chairman and in his/her absence the Vice-President or in his/her absence, a Chairman elected by resolution of a majority of the delegates at the meeting; and
- 25.4.2. the Chairman shall maintain order and conduct the meeting in a proper and orderly manner; and
- 25.4.3. the Association's Secretary shall keep full and accurate minutes of all resolutions and other proceedings of every Federal Council Meeting, Annual General Meeting, General Meeting or Annual Conference of the Association, such minutes to be available for inspection at all reasonable times by any financial member who previously applies to the Secretary for such inspection; and
- 25.4.4. any financial member is entitled to speak on any motion at any Annual General Meeting, General Meeting or Annual Conference of the Association; and
- 25.4.5. every question, matter or resolution shall be decided by a majority of votes of the delegates present, with the exception of any matters pertaining to the alteration of this Constitution or the Association's aims and/or policy, when a majority of at least three-quarters of those eligible to vote shall be necessary; and
- 25.4.6. in the case of an equality of votes, the Chairman shall have a second or casting vote.

25.5. The business to be transacted at every Annual General Meeting shall be -

- 25.5.1. the receiving of the Treasurer's balance sheet and statement of accounts for the preceding financial year; and
- 25.5.2. the receiving of the Auditor's report upon the books and accounts for the preceding financial year; and
- 25.5.3. the determination of the annual subscription; and
- 25.5.4. any proposed amendments to this Constitution, of which proper notice has been given; and
- 25.5.5. any proposed amendments to the Association's policy, of which proper notice has been given; and
- 25.5.6. the appointment of an Auditor; and
- 25.5.7. the election, by secret ballot when required, of the Federal Council.

25.6. The business to be transacted at every Annual Conference shall be -

- 25.6.1. the receiving of reports from the Federal President and every State Council of the Association; and
- 25.6.2. the consideration and resolution of motions from Branch member bodies, State Council member bodies, Federal Council and Lone Members. Such motions to be accepted onto the agenda, in accordance with any By-Laws implemented from time to time, as follows -
 - i) motions which are in the hands of the Association's Secretary eight weeks prior to the date of the Annual Conference; and

- ii) any late motions presented on a supplementary agenda; and
- iii) motions from the floor only with the consent of delegates after the motion has been read to the conference by the Chairperson; and
- iv) such policy and administrative reports as determined by Federal Council; and
- v) the presentation of papers by guest speakers as determined by Federal Council; and
- vi) such other matters as the Federal Council in its discretion may from time to time decide.

26.0. ELECTION OF CANDIDATES TO FEDERAL COUNCIL

- 26.1. At the Annual General Meeting of the Association all Federal Councillors for the time being shall retire from office but shall be eligible for re-election subject to *Rule 26.7.* of this Constitution.
- 26.2. In accordance with the Act, Section 39, the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Federal Council -
 - 26.2.1. a person who is, according to the *Interpretation Act 1984 (WA)* Section 13D, a bankrupt or person whose affairs are under insolvency laws; or
 - 26.2.2. a person who has been convicted, within or outside the State, of -
 - i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - iii) an offence under Part 4 Division 3 or Section 127 of the Act.
- 26.3. No member of any Australian Parliament or a nominated candidate for election to any Parliament shall be eligible to stand for any position on the Federal Council. Any currently serving member of the Council who nominates as a candidate for parliamentary election shall have his/her position on the Council declared vacant.
- 26.4. The election of the Executive of the Federal Council will be conducted by secret ballot when two or more nominations are received for any one position.
- 26.5. The election of the Federal Council will be conducted by secret ballot when nominations received exceed required positions, subject to *Rule 26.6.* of this Constitution.
- 26.6. Where there is only one candidate from a State or Territory that has a State Council, for a position on the Committee AND no other person from that State or Territory has been elected to the Executive, then that candidate shall be automatically elected to the Committee, subject to *Rule 26.8.* of this Constitution.
- 26.7. All Federal Councillors shall be elected annually. Executive members shall be

limited in any one position to a maximum of four (4) consecutive years and thereafter may not be re-elected to the same position until one year has elapsed.

- 26.8. If a sole State or Territory nominee whose one (1) year term as a non-Executive member of the Federal Council has expired and who is not elected to the Executive of the Federal Council, then that nominee will be automatically re-elected as a non-Executive member of the Federal Council for a further twelve (12) months, should the nominee so desire. There is no time limit on the number of consecutive years a sole State or Territory nominee can serve in a non-Executive position.
- 26.9. Any financial member of the Association may be nominated for position on the Federal Council, irrespective of whether or not they are present at the Annual General Meeting of the Association, subject only to the limitations which may apply to that nomination by any other clause in this Constitution.
- 26.10. At the conclusion of Federal Conference, all committee members not re-elected must return all of the relevant documents, records and property they are holding pertaining to the management of the association's affairs, to a committee member at their earliest convenience. Any information retained must not be distributed or used without the written permission of the committee.

27.0. VOTING ENTITLEMENT

- 27.1. At every Annual General Meeting, General Meeting and Annual Conference those entitled to vote are –
 - 27.1.1. two delegates from each Branch member body duly nominated and registered, such delegates to be financial members of that Branch
 - i) if it so chooses, a Branch may send as delegates two individual ordinary members or two members of the same ordinary member family, or one of each: and
 - ii) listed on the Register of Members of the Association referred to in Rule 19.7; and
 - iii) either delegate may be replaced by a duly nominated and registered delegate who is also a financial member of the Branch; and
 - iv) when only one delegate from a Branch attends that delegate may exercise two votes for that Branch member body.
 - 27.1.2. Federal Life Members and currently serving members of the Federal Council shall be delegates; and
 - 27.1.3. two currently serving members from each State Council member body shall be delegates; when only one member from a State Council attends, that member may exercise two votes for that State Council member body; and
 - 27.1.4. provided there are at least five Lone Members within a State or Territory they shall be entitled to a maximum of two delegates, who must be selected by that State Council from -
 - i) financial Lone Members within that State or Territory; and/or
 - ii) the properly determined Lone Member representative on that State Council.

27.2. At all Annual General Meetings, General Meetings and Conferences the Chairperson shall have a deliberative and where the voting is equal, a casting vote.

27.3. There is no provision for proxy voting.

28.0. PATRON

28.1. A Patron may be appointed by Federal Council subject to any By-Laws of the Association.

29.0. BY-LAWS

29.1. The Federal Council may from time to time make, amend or repeal By-Laws not inconsistent with this Constitution, for the internal management of the Association; at a properly convened meeting of the Federal Council.

30.0. ALTERATIONS TO THE CONSTITUTION

30.1. This Constitution may be amended at any Annual General Meeting by a resolution that is carried by a majority of at least three-quarters of the delegates eligible to vote at the Annual General Meeting.

30.2. At least twelve weeks' notice of any proposed alteration to this Constitution shall be given to the Secretary who shall notify all Branches and State Councils of such proposed alterations at least eight weeks prior to the Annual General Meeting.

31.0. FUNDS

31.1. The income and the property of the Association shall be applied in promotion of its aims. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects.

31.2. No honorarium shall be granted to any person from the funds of the Association and no dividend shall be paid to, and no income or property of the Association shall be distributed amongst the members.

31.3. A payment may be made to a member out of the funds of the Association only if it is authorised under *Rule* 31.4.

31.4. A payment to a member out of the funds of the Association is authorised if it is -
31.4.1. payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
31.4.2. reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

31.5. The funds of the Association, received by membership subscription, grants, donations or other sources, shall be banked in the name of the Association in

such financial institutions as the Federal Council may from time to time direct.

- 31.6. Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 31.7. Accounts for payment shall be presented and passed at a Federal Council meeting, and payments which have been made, presented for approval.
- 31.8. The Auditor shall examine and audit all the books and accounts of the Association annually, and have the power to call for all books, papers, accounts, receipts etc. of the Association and report thereon to the Annual General Meeting.

32.0. INSPECTION OF RECORDS OF THE ASSOCIATION

- 32.1. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
- 32.2. The Register of members and member bodies shall be open for inspection at all reasonable times by any financial member of the Association who gives reasonable notice in writing to the Secretary of the Association for such inspection. The member may make a copy or take an extract from the register but shall have no right to remove the register for that purpose.
- 32.3. The Committee may, on the application of a Member of the Association, withhold information about a member (other than the Member's full name) from the register available for inspection if the Federal Council has reasonable grounds for believing the disclosure of the information would put the member at risk of harm or where to do so may be prejudicial to the interests of the Association.
- 32.4. A Member must not -
 - 32.4.1. use the information obtained from the register of Members of the Association to contact, or send material other than association information; or
 - 32.4.2. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes, unless the use or disclosure of the information is approved by the Association.

33.0. DISSOLUTION

- 33.1. The Association shall be dissolved -
 - 33.1.1. if the membership is fewer than that required for seven Branches:
and
 - 33.1.2. if a resolution to that effect is carried by a vote of a three-quarters majority of the delegates at a General Meeting convened to consider the question.

- 33.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to other incorporated associations which have similar objects, and which are not carried out for the purposes of profit or gain to their individual members, and which associations shall be determined by resolution of the members.