ICPA (Aust) Illustrative Draft By-laws Version 1.0 – Not Yet Adopted

Member Consultation Document

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ILLUSTRATIVE DRAFT BY-LAW - 1

THE ICPA FEDERATED STRUCTURE

This Illustrative Draft By-law has been prepared to support the proposed Constitution and provide context on how its provisions are intended to work in practice. It is provided for member consultation and has not been adopted.

Purpose

The purpose of this By-law is to explain the federated structure of ICPA and the relationship between ICPA (Aust), Member Associations and Branches.

The Federated Structure

1. ICPA operates as a federated organisation comprising:

    a) ICPA (Aust), as the national Association,

    b) Member Associations (ICPA State and Territory Associations), and

    c) Branches.

2. Each part of the Association has a distinct governance and advocacy role while working together to achieve the Purposes of ICPA.

The Isolated Children's Parents' Association of Australia

3. ICPA (Aust):

    a) is the national incorporated Association,

    b) is incorporated in Western Australia and governed by the ICPA (Aust) Constitution and applicable legislation,

    c) provides national leadership, governance and advocacy in support of the Purposes of the Association,

    d) is responsible for the administration of national functions, including the national website, membership systems and governance framework, and other national initiatives approved by the Board, and

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e) recognises Member Associations and Branches in accordance with the Constitution.

4. ICPA (Aust) is registered as a Registrable Australian Body under the *Corporations Act 2001 (Cth)* and has an Australian Registered Body Number (ARBN).

Member Associations

5. A Member Association:

   a) is a separately incorporated association within its State or Territory,

   b) is governed by its own Constitution and the legislation under which it is incorporated,

   c) through its governing body, provides State or Territory leadership, governance, advocacy and administration within its jurisdiction,

   d) is responsible, in accordance with its own governance arrangements, for State or Territory functions, which may include supporting and administering Branches and Lone Members within its jurisdiction, and

   e) is recognised under the ICPA (Aust) Constitution as the Voting Member representing its State or Territory through Delegates at the Association's General Meetings and Annual Conferences.

Branches

6. A Branch:

   a) is either an incorporated or unincorporated group of Members within a local geographic area,

   b) provides local leadership and advocacy on issues affecting rural and remote education within its community,

   c) administers its local membership in accordance with the Constitution and the governance requirements of its relevant Member Association, and

   d) is recognised under the ICPA (Aust) Constitution as a Voting Member represented by Delegates at the Association's General Meetings and Annual Conferences.

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Advocacy Within the Federated Structure

7. ICPA's advocacy is developed and progressed through the federated structure, with each part undertaking complementary advocacy responsibilities.

8. ICPA (Aust):

    a) represents the collective advocacy position of the Association to the Australian Government and other national bodies as determined at the Association's Annual Conference.

9. Member Associations:

    a) develop, debate and determine advocacy positions on State or Territory matters through their Annual Conferences,

    b) represent their collective advocacy position to the relevant State or Territory Government and other organisations within their jurisdiction, through their respective State Councils.

10. Branches:

    a) represent the collective views of their Members within their local communities,

    b) contribute to the development of State, Territory and national advocacy through the Association's representative structure.

Governance Framework

11. The ICPA (Aust) Constitution establishes the governance framework for the national Association and recognises Member Associations and Branches as Voting Members of the Association within the Constitution.

12. Each Member Association is a separately incorporated association governed by its own Constitution and the legislation under which it is incorporated. The Constitution of each Member Association establishes its governance framework and regulates its internal governance, administration and operations within its State or Territory.

13. Branches are recognised under the ICPA (Aust) Constitution and operate within the governance framework established by the Constitution and governance arrangements of their relevant Member Association. Where a Branch has its own Constitution or governing

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documents, it must also operate in accordance with those documents.

14. Together, these governing documents support the operation of the Association's federated structure by providing a governance framework for the national Association, Member Associations and Branches, while recognising the separate legal status and governance responsibilities of each incorporated Member Association.

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ILLUSTRATIVE DRAFT BY-LAW - 2

MEMBERSHIP CATEGORIES AND REPRESENTATION

This Illustrative Draft By-law has been prepared to support the proposed Constitution and provide context on how its provisions are intended to work in practice. It is provided for member consultation and has not yet been adopted.

Purpose

This By-law supports the implementation of the Constitution by establishing the membership categories recognised by the Association and the administrative arrangements relating to representation at General Meetings.

Membership Categories

1. The Constitution establishes two classes of membership:
    a) Voting Members, and
    b) Ordinary Members.
2. The Voting Member class comprises the following categories:
    a) Branches,
    b) Member Associations,
    c) Lone Member Bodies,
    d) the Directors, and
    e) Federal Life Members.
3. Ordinary Members are individuals who meet the requirements of the Constitution, including:
    a) individuals who have joined a Branch and are current financial Members,
    b) each parent within a Family Member arrangement, and
    c) Lone Members.

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4. The recognition of membership categories under this By-law does not create or alter any membership rights, including voting rights, beyond those provided for in the Constitution.

Representation at General Meetings

5. For the purposes of this By-law, General Meetings include Annual General Meetings and Special General Meetings. The representative arrangements described in this By-law also apply to the Annual Conference where relevant to its advocacy motions and related business, subject to the Constitution and the applicable arrangements for the Annual Conference.

6. Members participate in the affairs of the Association through its representative structure. At General Meetings, Branches, Member Associations, Lone Member Bodies and the Directors are collectively represented by appointed Delegates in accordance with the Constitution. Federal Life Members participate and exercise their voting rights in their own capacity, in accordance with the Constitution. Through this representative structure, Members contribute to the development, debate and determination of the Association's advocacy positions and the conduct of its governance business.

7. Where an individual is a member of a Branch, that member participates through the Branch. The Branch determines its position on matters before the General Meeting and appoints a Delegate or Delegates to exercise the Branch's voting entitlement in accordance with the Constitution.

8. The governing body of a Member Association, such as its State Council, appoints its Delegate or Delegates from among the representatives of that governing body, in accordance with the Constitution.

9. The Association's Directors may appoint up to two Delegates from among their number to represent them at General Meetings and vote on their behalf, in accordance with the Constitution.

10. This representative structure reflects the long-standing federated model of the Association and supports the member-driven process through which Members participate in the affairs of the Association at General Meetings and, where relevant, the Annual Conference.

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Administration of Lone Members

11. A Lone Member is an individual or Family Member for whom it is impractical to be a member of a Branch and who meets the requirements for Lone Membership under the Constitution.

12. Where there are five or more financial Lone Members within a State or Territory, those Members constitute a Lone Member Body and are collectively entitled to representation at the Association's General Meeting in accordance with the Constitution.

13. The administration of Lone Members within a State or Territory is undertaken through the governing body of the relevant Member Association, in accordance with its governance arrangements.

14. The governing body of the relevant Member Association is responsible for the administration of the Lone Member Body and for appointing the Lone Member Body's Delegate or Delegates. Delegate appointments must comply with the ICPA (Aust) Constitution.

Delegates

15. Each Branch and Member Association must notify the Secretary of the appointment of its Delegate or Delegates within the timeframes set by the Board through the registration process .

16. Where applicable, the relevant Member Association shall notify the Secretary of the Delegate or Delegates appointed to represent the Lone Member Body.

17. A Branch or Member Association's governing body may replace a Delegate by notifying the Secretary or nominated registration coordinator of the replacement.

18. The Secretary must maintain a Register of Delegates.

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ILLUSTRATIVE DRAFT BY-LAW - 3

MEMBERSHIP APPLICATIONS AND ADMINISTRATION

This Illustrative Draft By-law has been prepared to support the proposed Constitution and provide context on how its provisions are intended to work in practice. It is provided for member consultation and has not yet been adopted.

Purpose

This By-law supports the administration of membership applications and membership arrangements under the Constitution, including the requirements applicable to individuals, Branches and Member Associations.

Applications

1. Applications for membership must be submitted using the processes approved by the Board.

2. Applications may be submitted electronically or by such other means approved by the Board.

3. The application process applies to applications for membership under the classes and categories established by the Constitution. The requirements applicable to an applicant depend on the class or category of membership sought.

Applications for Ordinary Membership

4. Where membership through a recognised Branch is reasonably practicable, individuals should apply for membership through that Branch.

5. Where membership through a recognised Branch is not reasonably practicable, an individual may apply for Lone Membership.

Applications by Branches

6. An application for membership as a Branch must:

    a) support the Purposes of the Association,

    b) agree to comply with the ICPA (Aust) Constitution and supporting By-laws, and

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c) comprise not fewer than five financial Members.

7. The Board may require such additional information as it reasonably considers necessary to determine an application.

Applications by a Member Association

8. An application for membership as a Member Association must:

   a) support the Purposes of the Association,

   b) agree to comply with the ICPA (Aust) Constitution and supporting By-laws, and

   c) meet the requirements of a Member Association under the Constitution.

Administration of Membership Applications

9. The Board may authorise a Branch, Member Association or other person to receive, process and administer membership applications and renewals on behalf of the Association.

10. Nothing in this By-law prevents the Board from exercising its powers under the Constitution in relation to membership applications.

Continued Recognition

11. A recognised Branch or Member Association must comply with the ICPA (Aust) Constitution, applicable By-laws and any continuing membership obligations or conditions that apply to it.

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ILLUSTRATIVE DRAFT BY-LAW - 4

MEMBERSHIP FEES AND FINANCIAL STATUS

This Illustrative Draft By-law has been prepared to support the proposed Constitution and provide context on how its provisions are intended to work in practice. It is provided for member consultation and has not yet been adopted.

Purpose

This By-law supports the implementation of the Constitution by establishing the requirements and administrative arrangements relating to the setting of the Association's membership fees, payment of membership fees and Members' financial status.

Membership Fees

1. The total membership fee payable by a Member comprises Branch, Member Association and Association components. This By-law applies only to the Association's component.

2. Memberships are administered on a calendar year basis commencing from 1 January and ending on 31 December.

3. In determining the Association's membership fee, the Board must have regard to the need to provide certainty to Branches, Member Associations and Members and to allow sufficient time for:

   a) budgeting and financial planning,

   b) member communications,

   c) website and system updates, and

   d) administrative arrangements and renewals prior to the commencement of the membership year.

4. Membership fees for the following membership year should ordinarily be determined by 30 June.

5. Membership fee changes determined by the Board shall ordinarily take effect from 1 January of the following membership year.

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6. Nothing in this By-law prevents the Board from determining or implementing membership fee changes at another time where the Board reasonably considers it necessary in the interests of the Association, including for financial sustainability or solvency.

7. Following the determination of membership fees, the Board shall promptly ensure that Branches and Member Associations are advised of any changes to enable the timely administration and implementation of membership renewals.

8. Membership fee changes shall be administered in accordance with the procedures approved by the Board.

Payment Of Membership Fees

9. Membership fees may be paid:

   a) through the Association's website via the online gateway approved by the Board, or

   b) manually through a Branch or, in the case of Lone Members, through the relevant Member Association in accordance with its administrative arrangements, by cash, electronic funds transfer or such other methods approved by the Board.

10. Membership fees are payable in advance.

11. Membership fees paid through the Association's online payment gateway are ordinarily due twelve months from the previous payment.

12. Membership fees paid manually are ordinarily due on 1 January.

13. Membership fees paid through the Association's online payment gateway shall be administered in accordance with the ICPA (Aust) By-law – Online Membership Payments.

14. Where membership fees are paid manually:

   a) the Branch Treasurer shall remit the prescribed Member Association and Association membership components to the relevant Member Association and ICPA (Aust) as soon as practicable.

   b) a Lone Member shall remit membership fees in accordance with the administrative arrangements of the relevant Member Association.

Financial Status

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15. A Member whose membership fees have been paid in accordance with the Constitution is considered financial and is entitled to exercise the rights attaching to their membership.

16. For the purposes of determining financial status and entitlement to membership rights, payment is taken to have been made on the date the Member pays the applicable membership fees, notwithstanding any subsequent delay in processing or remitting those fees.

17. The rights of a member are not transferable and end when membership ceases.

18. Membership fees are paid in advance and are not refundable if membership ceases.

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ILLUSTRATIVE DRAFT BY-LAW - 5

RURAL AND REMOTE

This Illustrative Draft By-law has been prepared to support the proposed Constitution and provide context on how its provisions are intended to work in practice. It is provided for member consultation and has not yet been adopted.

Purpose

This By-law supports the implementation of the Constitution by providing guidance on the interpretation and application of the terms Rural and Remote and Geographically Isolated for the purposes of the Association.

1. For the purposes of the Constitution, Policies and other documents of the Association, the terms Rural and Remote and Geographically Isolated are used interchangeably.

2. Rural and Remote means those areas, communities and circumstances within Australia where geographical isolation, distance and remoteness affect the educational opportunities, services and needs of students, families, schools and communities.

3. In describing rural and remote areas and circumstances, the Association may have regard to recognised measures of remoteness, including the Accessibility and Remoteness Index of Australia (ARIA).

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ILLUSTRATIVE DRAFT BY-LAW - 6

PATRON

This Illustrative Draft By-law has been prepared to support the proposed Constitution and provide context on how its provisions are intended to work in practice. It is provided for member consultation and has not yet been adopted.

Appointment

1. The Board may appoint a Patron of the Association.

2. The Patron must be a person who supports the Purposes of the Association and whose appointment is considered by the Board to be of benefit to the Association.

Role of the Patron

3. The role of the Patron is honorary and ceremonial in nature.

4. The Patron may, at the invitation of the Board:

   a) act as an ambassador for the Association,

   b) support and promote the Purposes of the Association,

   c) attend Association functions and events,

   d) undertake such other ceremonial or representative duties as may be agreed with the Board.

Rights of the Patron

5. The Patron is not, by virtue of holding the office of Patron:

   a) a Director of the Association,

   b) entitled to vote at a General Meeting or Annual Conference, or

   c) responsible for the management of the Association.

6. For the avoidance of doubt, a Patron who is otherwise entitled to vote in another capacity under the Constitution may exercise those rights independently of the office of Patron.

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Vacancy or Removal

7. The office of Patron becomes vacant if:

   a) the Patron resigns by written notice to the Secretary,

   b) the Patron dies, or

   c) the Board resolves to terminate the appointment.

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ILLUSTRATIVE DRAFT BY-LAW - 7

SUPPORTERS OF ICPA (AUST) – SUBSCRIPTION CATEGORY

This Illustrative Draft By-law has been prepared to support the proposed Constitution and provide context on how its provisions are intended to work in practice. It is provided for member consultation and has not yet been adopted.

Purpose

The purpose of this By-law is to establish a subscription category for individuals and organisations wishing to support ICPA (Aust) and receive national publications and relevant communications.

Establishment of Subscription Category

1. ICPA (Aust) may offer an annual subscription category known as *Supporters of ICPA (Aust)* for individuals and organisations wishing to support the national Association and remain informed about its activities and advocacy.

Eligibility

2. A subscription may be offered to:

    a) corporations, organisations and associations interested in supporting ICPA (Aust), and

    b) individuals invited by the Board, or a person authorised by the Board, to subscribe.

Subscription Benefits

3. Subject to the applicable subscription arrangements, a subscriber is entitled to receive:

    a) the ICPA (Aust) quarterly publication, *Pedals*

    b) the *Federal Focus* e-newsletter

    c) relevant national advocacy information and communications, including electronic communications about advocacy campaigns and opportunities to support ICPA (Aust)'s advocacy activities

    d) invitations to the ICPA (Aust) Annual Conference, and

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e) formal recognition as a Supporter of ICPA (Aust), in a manner determined by the Board.

Annual Subscription Fee

4. The annual subscription fee is determined by the Board. The Board may also determine the payment arrangements, subscription period, renewal requirements and any other conditions applicable to the subscription.

Status of Subscribers

5. A subscriber is not a Member of ICPA (Aust) by virtue of holding a subscription.

6. A subscription does not confer membership rights, voting rights, delegate entitlements or eligibility to hold office within the Association.

7. A subscriber may attend the Annual Conference as an observer, sponsor or partner, subject to the applicable registration arrangements, conditions of attendance and any relevant costs.

National Subscription Scope

8. The subscription relates to publications, communications and activities of ICPA (Aust). It does not include publications, communications or other benefits provided separately by State or Territory Member Associations. Subscribers wishing to receive those benefits may make separate arrangements directly with the relevant Member Association.

Administration

9. The Board may establish and amend administrative procedures and conditions for the operation of the Supporters of ICPA (Aust) subscription category, consistent with this By-law and the Constitution.

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