

**THE ISOLATED CHILDREN'S
PARENTS' ASSOCIATION
(Western Australia)
Inc.**

CONSTITUTION



Updated **15th** ~~18th~~ March 2022 **2024**

CONSTITUTION

THE ISOLATED CHILDREN'S PARENTS' ASSOCIATION (WESTERN AUSTRALIA) INC

1. NAME

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

2. 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.
- 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.
- 2.3 To advance educational and associated services that are, or should be, provided for students in and from regional and isolated areas.
- 2.4 To seek assistance for the continuation of recognised residential facilities that provide boarding places for students from regional and isolated areas.
- 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.
- 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 regional and isolated students.
- 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.
- 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 this Association.
- 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.
- 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 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 **Regional** is defined by all the towns and areas that lie beyond the capital city of Western Australia.
- 3.3 **The Act** means the Association's Incorporation Act 2015 (WA) and the regulations pertaining thereto.
- 3.4 **Rules** mean these rules of the Association, as in force for the time being.
- 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 *Clause 6.2*.
- 3.6.2. **Life member** means a member with the rights referred to in *Clause 6.6*.
- 3.6.3. **Lone member** means a member with the rights referred to in the By-Laws.
- 3.6.4. An **Associate Member** is referred to as a 'Friend of ICPA WA' and is either an individual who does not have current students in their immediate family or an organisation with an active interest in and wishes to support ICPA WA.
- 3.6.5. **Rolling membership** means a subscription that is active for a period of twelve (12) months from the date of enrolment or renewal.
- 3.6.6. **Recurring payment** means a subscription that automatically renews at regular twelve (12) monthly intervals.
- 3.7 **Member bodies** of the Association are BRANCHES and the STATE COUNCIL, all of whose members shall abide by and actively pursue the aims of the Association.
- 3.7.1 **A Branch** of the Association is a body with at least five (5) memberships, whose members join together in accordance with the Association's Constitution to facilitate the administration of the Association and the attainment of its aims.
- 3.7.2 The **State Council** is the properly constituted body elected from financial members within Western Australia, to:-
- i. have general control and management of the administration, affairs, property and funds of the Association; and
 - ii. have general control of Branches within the State.
- 3.8 The **aims** of the Association are the ultimate goals stated in the constitution as OBJECTS (2.1 – 2.10), and which seek to achieve equity of educational opportunity and access between geographically isolated and non-isolated children.
- 3.9 The **policy** of the Association is a statement of guiding principles which shall

The Isolated Children's Parents' Association (Western Australia) Inc.

determine the Association's course of action in achieving its aims.

- 3.10 The **objectives** of the Association are particular goals to be achieved in the implementation of the Association's policy.
- 3.11 **By-Laws** mean By-Laws made by the Association under *Clause 19*.
- 3.12 The **Committee** is the STATE COUNCIL and is responsible for the management of the committee.
- 3.13 **Committee meeting** means a meeting of the committee.
- 3.14 **Committee member** means a member of the committee.
- 3.15 **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.
- 3.16 **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
 - iii. working papers and other documents needed to explain –
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements.
- 3.17 **Financial reports** of the Association have the meaning given in Section 63 of *the Act*.
- 3.18 **Financial statements** mean the financial statements in relation to the Association required under Part 5 Division 3 of *the Act*.
- 3.19 **Financial year** of the Association has the meaning given in *Clause 10.8*.
- 3.20 **General meeting** of the Association means a meeting of the Association that all members are entitled to receive notice of and to attend.
- 3.21 **Special general meeting** means a general meeting of the Association other than the annual general meeting.
- 3.22 **Special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of *the Act*.

4 — INTERPRETATION

- 4.1 ~~“The Act” means the Association’s Incorporation Act 2015 (WA) and the regulations pertaining thereto.~~
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4 POWERS OF THE ASSOCIATION

The Isolated Children's Parents' Association (Western Australia) Inc.

- 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*, these 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*, these rules and the By-Laws.
 - 4.4 To acquire, hold, deal with and dispose of any real or personal property.
 - 4.5 To open and operate accounts at financial institutions.
 - 4.6 To invest its money:-
 - 4.6.1. in any security in which trust money may be invested; and
 - 4.6.2. in any other manner authorised by the rules of the Association.
 - 4.7 To borrow money upon such terms as the Association considers fit.
 - 4.8 To give such security for the discharge of liabilities incurred by the Association, as the Association sees fit.
 - 4.9 To appoint agents to transact any business of the Association on its behalf; and,
 - 4.10 To enter into any other contract which the Association considers necessary or desirable.
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5 POLICY

- 5.1 The policy of the Association shall be related to education and other issues (such as communication, health, welfare and travel) that have an influence on educational opportunities for geographically isolated children in Western Australia.
 - 5.1.1. The Association's Policy shall be established by, and at, Annual General Meetings and Annual Conferences, held in accordance with *Clause 15* of this Constitution.
 - 5.1.2. The policy of the Association must be in accordance with the policy of the Isolated Children's Parents' Association of Australia.
 - 5.1.3. All members must abide by this policy.
 - 5.1.4. Interim policy decisions made by State Council shall be presented for ratification or rejection at the next Annual General Meeting or Annual Conference.
 - 5.1.5. Interim policy decisions rejected at an Annual General Meeting or Annual Conference can only be reintroduced at a subsequent Annual General Meeting or Annual Conference.
- 5.2 AMENDMENTS TO POLICY shall require:

The Isolated Children's Parents' Association (Western Australia) Inc.

- 5.2.1. At least twelve (12) weeks' notice in writing to the Association's Secretary of any proposed alteration.
 - 5.2.2. Notification in writing to all Branches by the Association's Secretary of any proposed alteration, at least eight (8) weeks prior to the Annual General Meeting or Annual Conference.
 - 5.2.3. Ratification by a majority of at least three-quarters of the delegates eligible to vote at an Annual General Meeting or Annual Conference.
 - 5.2.4. The Association's OBJECTIVES shall be reviewed by the State Council annually and updated as required to reflect the outcomes of State Conference motions.
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6 MEMBERS

- 6.1 Membership shall be open to any person who wishes 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 either or both parents of a family who have joined a registered branch of the Association and who have paid the appropriate subscription.
- 6.3 An associate membership (Friend of ICPA WA) relates to either to an individual or organisation that has applied in writing and paid the appropriate subscription to the ICPA WA State Treasurer.
- 6.4 Membership is not valid until the Branch Treasurer has forwarded the appropriate State membership subscription to the Association's Treasurer, or the membership subscription has been distributed to Branch, State and Federal Treasurers by the authorised receiving officer.
- 6.5 The State Council shall have the right to refuse membership to any person, without assigning any reason, therefore.
- 6.6 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.
 - 6.6.1 Awarding Life Membership shall be subject to any By-Laws drawn up by State Council under this constitution.
 - 6.6.2 Life Membership applies exclusively to the individual so honoured and does not extend to any other member of his or her family.
- 6.7 A Lone Member is an ordinary member for whom it is impractical to become a member of a registered Branch.
 - 6.7.1 Providing there are five (5) or more Lone member subscriptions in any State or Territory, those members shall be jointly entitled to representation at Annual General Meetings in accordance with *Clause 15* of the Constitution.

The Isolated Children's Parents' Association (Western Australia) Inc.

- 6.8 The number of branches of the Association shall not be limited (except as to size in accordance with *Clause 3.7.1* of this Constitution).
- 6.9 To obtain membership and to facilitate the management of the Association persons shall, where practical, join a Branch of the Association.

7 ANNUAL SUBSCRIPTION

- 7.1 The annual subscription for members and Friends of ICPA WA shall be determined at Annual General Meetings.
- 7.1.1 For rolling memberships annual subscriptions shall be due on the anniversary of each 12-month joining date.
- 7.1.2 For Life Members, annual subscriptions shall be due on the first day of January in each financial year
- 7.1.3 For manual memberships, annual subscriptions shall be due on the first day of January in each financial year.
- 7.2 The Annual Subscription shall be paid using the following methods:-
- 7.2.1 To the appropriate Branch Treasurer using any recognised payment process who shall forward the prescribed subscription to the Association's State Treasurer; or,
- 7.2.2 Electronically through the ICPA website via the online gateway.
- 7.3 Branch Treasurers and the State Treasurer will keep a register of their financial members.
- 7.4 ~~The Association's financial year shall run from the first day in January to the thirty-first day in December.~~
- 7.5 The Annual Subscription shall be payable in advance.
- 7.5.1 Online subscriptions shall be due 12 months from the date of the previous payment.
- 7.5.2 Manual subscriptions shall be due on the first day of January.
- 7.5.3 Life Member subscriptions shall be due on the first day of January.
- 7.6 A member may opt to make recurring membership payments when renewing their subscriptions online.
- 7.7 A financial member at any given time is a member who is not then indebted to the Association in respect of Annual Subscription or levy or other payment whatsoever.
- 7.8 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 **across all tiers**.

8 MEMBER BODIES

- 8.1 A proposed Branch Member Body shall apply for registration with the Association providing it:-
- 8.1.1 Presents a statement that it will abide by and actively pursue the AIMS of the Association and accept the DEFINITIONS in this Constitution; and
 - 8.1.2 Has a minimum of five (5) members.
- 8.2 The Branch member bodies shall:-
- 8.2.1 Present the views of their members to State Council
 - 8.2.2 Forward the annual subscriptions of their members to the Association's Treasurer.
- 8.3 The Association shall have the right to refuse registration to any BRANCH MEMBER BODY, where it has good reason to believe that the relevant member body has not complied with *Clauses 8.1.1 or 8.2.2* of this Constitution.
- 8.4 The State Council shall appoint one or more of its members to maintain a register of individual members. They shall also maintain a register of Branches, the date when the BODIES were first registered and the names and addresses of their respective Presidents, Secretaries and Treasurers.
- 8.4.1 Particulars shall also be entered of any resignation, de-registration and re-formation of Branch Member Bodies and any further particulars as required by the Annual General Meeting or Annual Conference of the Association.
 - 8.4.2 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.

9. DISSOLUTION AND DEREGISTRATION OF MEMBER BODIES

- 9.1 A Branch Member Body may dissolve at any time by giving notice in writing to the Association's Secretary, such dissolution is 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.
- 9.1.1 A Branch which:-
 - i. dissolves or
 - ii. is not financial after twelve (12) months from when subscriptions are due, must forward any Branch funds to State Council to be held in trust for the Branch, for a period of one (1) year, after which time all funds revert to State Council funds if the branch is not reactivated within that time.
- 9.2 Any financial member of a dissolved Branch may become a member of another Branch or form a new branch.
- 9.3 The State Council shall deregister any Branch Member Body or any branch member if:-

- 9.3.1 In the opinion of State Council, such Branch Member Body or branch member has acted contrary to or in disregard of the Constitution of the Association or its By-Laws and Orders.
- 9.3.2 In the opinion of State Council, such Branch Member Body or branch member has acted in any manner prejudicial to the interests of the Association.
- 9.4 Any deregistered Branch Member Body or branch member who may be aggrieved by any expulsion or suspension by the State Council under the preceding clause may, by written notice lodged with the Association's Secretary within one month of the deregistration, require the convening of an Extraordinary General Meeting of delegates to determine an appeal against such deregistration.
- 9.5 Such Extraordinary General Meetings shall be held within twelve (12) weeks of the date of receipt by the Association's Secretary of a notice of intention to appeal.
- 9.6 At such a meeting both parties to the appeal shall be given the opportunity to fully present their case, either orally or in writing or by both these means.
- 9.7 The appeal shall be determined by the vote of the majority of the delegates present at that meeting.
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10 MANAGEMENT

- 10.1 The general control and administration of the Association shall be vested in a State Council consisting of a President, a Vice President, a Secretary and a Treasurer, who collectively constitute the Executive plus a Publicity Officer, a Lone Members' Officer and a general committee of no less than three (3) members and no more than five (5).
- 10.2 The Immediate Past President shall be an ex-officio member of the State Council and the Executive for the first twelve (12) months of that position.
- 10.3 All State Councillors shall be elected annually. Executive members shall be limited in any one position to a maximum of three (3) consecutive years and thereafter may not be re-elected to the same position until one year has elapsed.
- 10.4 At the Annual General Meeting of the Association all State Councillors for the time being shall retire from office but shall be eligible for re-election subject to *Clause 10.3* of this constitution.
- 10.4.1 Any financial member of the Association may be nominated for any position on State 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.
- 10.4.2 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 State Council. Any currently serving member of the Council who nominates, as a candidate for parliamentary election shall have his/her position on State Council declared vacant.
- 10.5 Any State Councillor may resign at any time by notice in writing delivered to the

The Isolated Children's Parents' Association (Western Australia) Inc.

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.

- 10.6 A member of the State Council ceases to be a State Councillor if the person:-
- 10.6.1 Dies;
 - 10.6.2 Resigns from the State Council pursuant to *Clause 10.5*;
 - 10.6.3 Becomes ineligible to accept an appointment or act as a State Councillor under section 39 of *the Act*;
 - 10.6.4 Ceases to be a Member of the Association;
 - 10.6.5 Becomes permanently unable to act as a State Councillor because of mental or physical ill-health; or
 - 10.6.6 Fails to attend three (3) consecutive meetings of the State Council, of which the person has been given notice, without having notified the State Council that the person will be unable to attend.
- 10.7 A member of the State Council is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:-
- 10.7.1 In attending a meeting of the State Council;
 - 10.7.2 In attending a General Meeting; or
 - 10.7.3 Otherwise in connection with the Association's business.
- 10.8 The Association's financial year shall run from the first day in January to the thirty-first day in December
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11.0. MATERIAL PERSONAL INTERESTS OF COMMITTEE MEMBERS

- 11.1 A member of the committee who has a material personal interest in a matter being considered at a committee meeting must:-
- 11.1.1 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
 - 11.1.2 Disclose the nature and extent of the interest at the next general meeting of the Association.
- 11.2 This rule does not apply in respect of a material personal interest that exists only because the member:-
- 11.2.1 Is a member of a class of persons for whose benefit the association is established; or
 - 11.2.2 That the member has in common with all, or a substantial proportion of,

the members of the Association.

- 11.3 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.
- 11.4 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.
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12 VACANCIES ON STATE COUNCIL

- 12.1 The State Council shall have the power to appoint a financial member to fill any casual vacancy on the State Council until the next Annual General Meeting.
- 12.2 Every member so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election as a member of the State Council at such meeting.
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13 FUNCTIONS OF THE STATE COUNCIL

- 13.1 Except as otherwise provided by this Constitution and subject to resolutions of the members of the Association carried at the Annual General or General Meetings or Annual Conferences, the State Council:-
- 13.1.1 Shall have the general control and management of the affairs, property and funds of the Association.
- 13.1.2 Shall be responsible for the implementations of any Policy established at any Annual General Meetings or Annual Conferences of the Association.
- 13.1.3 Shall have the authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
- 13.2 At their discretion, the Association's President may convene a meeting of the Executive members of the State Council (including, if necessary, the non-Executive Convenors of specific policy areas) when for reasons of urgency or impracticability it is not possible to confer with a 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.
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14 MEETINGS OF THE STATE COUNCIL

- 14.1 The State Council shall meet as deemed necessary by the President, either face to face, by teleconference or by other suitable means.
- 14.1.1 At least four (4) weeks' notice of face-to-face meetings shall be given.

The Isolated Children's Parents' Association (Western Australia) Inc.

- 14.2 A special meeting of the State Council shall be convened by the Secretary on the requisition in writing (including email) of not less than three (3) 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.
 - 14.3 At every meeting of the State Council a simple majority of the currently serving members of the Council shall constitute a quorum.
 - 14.4 Providing a quorum is present, resolutions before the State 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 questions or, at any meeting of the Council, the question shall be deemed to be decided by the second or casting vote of the Chairman.
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15 ANNUAL GENERAL MEETING, GENERAL MEETINGS & CONFERENCES OF THE ASSOCIATION

- 15.1 For all Annual General Meetings, General Meetings and Conferences:-
 - 15.1.1 The Secretary shall give at least eight (8) weeks' notice of the date to all BRANCH member bodies; and
 - 15.1.2 The notice must specify the date, time and place of the meeting and any special resolution to be considered at the meeting and either in the notice or in an additional notice prior to the commencement of the meeting indicate the general nature of each item of business to be considered and set out any other proposed resolution.
- 15.2 The dates for the Annual General Meeting, General Meeting and State Conference of branches shall be determined by the State Council. If it is proposed to hold the Annual General Meeting more than six (6) months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of *the Act* within four (4) months after the end of the Financial Year.
- 15.3 At all Annual General Meetings, General Meetings and Conferences, a quorum shall consist of delegates from a minimum of half of the number of financial branches.
- 15.4 Unless otherwise provided by this Constitution, at every Annual General Meeting, General Meeting and Annual Conference:-
 - 15.4.1 The President shall be the Chairman and in their absence the Vice-President or in their absence a Chairman elected by resolution of a majority of the delegates at the meeting.
 - 15.4.2 The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
 - 15.4.3 The Association's Secretary shall keep full and accurate minutes of all resolutions and other proceedings of every State 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.
 - 15.4.4 Any financial member is entitled to speak on any motion at any Annual

The Isolated Children's Parents' Association (Western Australia) Inc.

General Meeting, General Meeting or Annual Conference of the Association.

- 15.4.5 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 Policy when a majority of at least three-quarters of those eligible to vote shall be necessary.
- 15.4.6 In the case of an equality of votes, the Chairman shall have the second or casting vote.
- 15.5 The business to be transacted at every Annual General Meeting shall be:-
- 15.5.1 The receiving of the Treasurer's Balance Sheet and Statement of Accounts for the preceding financial year.
- 15.5.2 The receiving of the Auditor's Report upon the books and accounts for the preceding financial year.
- 15.5.3 The determination of the Annual Subscription.
- 15.5.4 Any proposed amendments to this Constitution, of which proper notice has been given.
- 15.5.5 Any proposed amendments to the Association's Policy, of which proper notice has been given.
- 15.5.6 The appointment of an Auditor; and
- 15.5.7 The election, by secret ballot when required, of the State Council.
- 15.6 The business to be transacted at every State Conference shall be:-
- 15.6.1 The receiving of the State President's Report.
- 15.6.2 The consideration and resolution of motions from Branch Member Bodies and State Council; such motions to have precedence on the agenda as follows:-
- i. Motions which are in the hands of the Association's Secretary four (4) weeks prior to the date of the State Conference.
 - ii. Any late motions, presented on a Supplementary Agenda, in accordance with any By-Laws implemented from time to time.
 - iii. Motions from the floor only with the consent of delegates after the motion is read to the Conference by the Chairman.
- 15.6.3 Such policy and administrative reports as determined by State Council.
- 15.6.4 The presentation of papers by guest speakers as determined by the State Council.
- 15.6.5 Such other matters as the State Council in its discretion may from time to time decide.
- 15.7 The State Council must convene a General Meeting within twenty eight (28) days if at least 20% of the Members require a General Meeting to be convened. The Members requiring a General Meeting to be convened must:-

The Isolated Children's Parents' Association (Western Australia) Inc.

- 15.7.1 Make the requirement by written notice given to the Secretary; and
- 15.7.2 State in the notice the business to be considered at the meeting; and
- 15.7.3 Each sign the notice.
- 15.8 If the State Council does not convene a General Meeting within the required twenty eight (28) day period under *Clause 15.7*, the Members who gave the notice under *Clause 15.7* (or any of them) may convene the General Meeting. The General Meeting must be held within three (3) months after the notice was given to the Secretary under *Clause 15.7* and may only consider the business stated in the notice by which the requirement for a meeting was made. The Association must reimburse any reasonable expenses incurred by the Members convening a General Meeting.
- 15.9 A notice or other document that is to be given to a Member under this Constitution is taken not to have been given to the Member unless it is in writing and:-
- 15.9.1 Delivered by hand to the recorded address of the Member; or
- 15.9.2 Sent by prepaid post to the recorded postal address of the Member; or
- 15.9.3 Sent by facsimile or electronic transmission (including email) to an appropriate recorded number or recorded electronic address of the Member.
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16 VOTING ENTITLEMENT

- 16.1 At every Annual General Meeting, General Meeting and Annual Conference those entitled to vote are:-
- 16.1.1 Two (2) 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 (2) Individual Ordinary Members or two (2) members of the same Ordinary Member family, or one (1) of each.
 - ii. Either delegate may be replaced by a duly nominated and registered delegate who is also a financial member of the Branch.
 - iii. When only one (1) delegate from a Branch attends that delegate may exercise two (2) votes for that Branch Member Body.
- 16.1.2 Life members, currently serving members of the State Council and West Australian members of the Federal Council shall be delegates.
- 16.1.3 A member of the State Council or a West Australian member of the Federal Council may also be a Branch delegate.
- 16.1.4 No member may exercise more than two (2) votes at the Annual General Meeting, Extraordinary Meeting or State Conference of Branches.
- 16.1.5 At all Annual General Meetings, General Meetings and Conferences the Chairman shall have a deliberative and where the voting is equal a casting vote.

17 RESOLVING DISPUTES

- 17.1 The procedures set out in *Clause 17* apply to disputes between Members or between one (1) or more Members and the Association.
- 17.2 The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.
- 17.3 If the parties to a dispute fail to resolve the dispute within fourteen (14) days, any party to the dispute may give written notice to the Secretary detailing the parties to the dispute and the matters that are the subject of the dispute.
- 17.4 Within twenty eight (28) days after the Secretary has been given the notice, a meeting of the State Council must be convened to consider and determine the dispute.
- 17.5 The Secretary must give each party to the dispute seven (7) days written notice of the State Council meeting at which the dispute is to be considered and determined.
- ~~17.6~~ The notice given to each party under *Clause 17.5* must state:-
- 17.6.1 When and where the State Council meeting is to be held; and
- 17.6.2 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 State Council about the dispute.
- 17.7 If the dispute is between one (1) or more Members and the Association and any party to the dispute gives written notice to the Secretary stating that the party:-
- 17.7.1 Does not agree to the dispute being determined by the State Council; and
- 17.7.2 Requests the appointment of a mediator under *Clause 18*, the State Council must not determine the dispute.
- 17.8 At the State Council meeting at which a dispute is to be considered and determined, the State Council must:-
- 17.8.1 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 State Council about the dispute;
- 17.8.2 Give due consideration to any submissions so made; and
- 17.8.3 Determine the dispute.
- 17.9 The State Council must determine the dispute within seven (7) days of the meeting and must give each party to the dispute written notice of the State Council's determination, and the reasons for the determination, within seven (7) days after the State Council meeting.
- 17.10 A party to the dispute may, within fourteen (14) days after receiving notice of the State Council's determination under *Clause 17.9*, give written notice to the Secretary requesting the appointment of a mediator under *Clause 18*.

17.11 If notice is given under *Clause 17.10*, each party to the dispute is a party to the mediation.

18 MEDIATION

18.1 This clause applies if written notice has been given to the Secretary requesting the appointment of a mediator by a party to a dispute under *Clause 17.7* or *Clause 17.10*.

18.2 The parties to the dispute must choose a mediator.

18.3 If the parties to a dispute cannot agree on a mediator within twenty one (21) days of the relevant notice, then, subject to *Clause 18.4* and *Clause 18.5*, the State Council must appoint the mediator.

18.4 The person appointed as mediator by the State Council must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

18.5 The person appointed as mediator by the State 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.
- ii. Be biased in favour of or against any party to the mediation.

18.6 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 five (5) days before the mediation takes place.

18.7 In conducting the mediation, the mediator must:-

18.7.1 Give each party to the mediation every opportunity to be heard; and

18.7.2 Allow each party to the mediation to give due consideration to any written statement given by another party; and

18.7.3 Ensure that natural justice is given to the parties to the mediation throughout the mediation process.

18.8 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

18.9 The mediator cannot determine the matter that is the subject of the mediation.

18.10 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.

18.11 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

19 BY-LAWS

19.1 The State Council may from time to time make, amend or repeal By-Laws not

inconsistent with this Constitution, for the internal management of the Association; any By-Law may be set aside by delegates at a properly convened meeting.

20 ALTERATIONS TO THE CONSTITUTION

20.1 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.

20.1.1 At least twelve (12) weeks' notice of any proposed alterations to this Constitution shall be given to the Secretary who shall notify all Branches of such proposed alterations at least eight (8) weeks prior to the Annual General Meeting.

21 FUNDS

21.1 The income and the property of the Association shall be applied in promotion of its aims and as referred to under *Clause 2.10*.

21.2 The funds of the Association shall be banked in the name of the Association in such financial institutions as the State Council may from time to time direct.

21.3 Proper books and accounts shall be kept and maintained correctly showing the financial affairs of the Association and the particulars usually shown in books of a like nature.

21.4 Accounts for payment shall be presented and passed at a State Council meeting, and payments, which have been made, presented for approval.

21.5 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.

21.6 The Annual General Meeting shall appoint an Auditor.

21.7 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.

22 COMMON SEAL

22.1 ~~The Association has no Common Seal in use. The Common Seal of the Association shall be kept in the hands of the Secretary. The Seal shall not be used or affixed to any deed or other document, except, pursuant to a resolution of the State Council and in the presence of at least the President and two (2) members of the Council both of whom shall subscribe their names as witnesses.~~

23 RECORDS OF THE ASSOCIATION

- 23.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
- 23.2 Subject to *Clause 21.3* the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- 23.3 The financial records and as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- 23.4 *Clause 21.2* and *Clause 21.3* have effect except as otherwise decided by the State Council.
- 23.5 The books of the Association must be retained for at least seven (7) years.
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24 DISSOLUTION

- 24.1 The Association shall be dissolved if a resolution to that effect is carried by a vote of a three-quarter majority of the delegates convened to consider the question.
- 24.2 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed to another association incorporated under the Act or for charitable purposes, which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Committee under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.