



# RULES OF THE ASSOCIATION CONSTITUTION 2017

Incorporated 13 September, 1993

Certificate Number A1003378A

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## 1. PRELIMINARY

### 1.1. Name of Association

The name of the Association is Western Australian Education Support Principals and Administrators' Association Inc.

### 1.2 Objects of Association

The objects and purposes of the Association are:

1.2.1 To promote the role and status of education support administrators.

1.2.2 To advocate for a range of educational services for students with disabilities.

1.2.3 To promote the professional development of education support administrators and key personnel.

1.2.4 To promote research and excellence in education support.

1.2.5 To liaise with other organizations whose views and activities affect the development and standing of education support services and facilities.

1.2.6 To provide a forum for the development of policies and exchange of ideas that relate to students and staff in education support.

1.2.7 To promote, whether directly or by way of joint membership agreements with other associations, the interests of education support administrators.

### 1.2. Quorum for Executive Committee Meetings

Any half plus one Executive Committee Member constitutes a quorum for the conduct of the business at an Executive Committee Meeting.

### 1.3. Quorum for General Meetings

Ten Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for conducting of business at a General Meeting.

### 1.4. Financial Year

The Association's Financial Year will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

## 2. INTERPRETATION

### 2.1. Definitions

In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 2015;

"Administrator" means a person in the position of administering a program or project within an Education Support context who qualifies for the definition of membership under Rule 5.2.

"AGM" means the annual general meeting convened under rule 23.1; "Books of the Association" has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association.

"By-laws" are additional arrangements or processes adopted by members by Ordinary Resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

“Commissioner” means the person designated as the “Commissioner” from time to time under Section 153 of the Act.

“Country Member” means a member receiving Country Teaching Program Bands A, B, C or D.

“Executive Committee” means the Management Executive Committee required by the Act which is the body responsible for the management of the affairs of the Association;

“Executive Committee Meeting” means a meeting referred to in Rule 14.1;

“Financial Records” has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) 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;

“Financial Report” has the meaning given to it in sections 62 and 63 of the Act; “Financial Statements” has the meaning given to it in section 62 of the Act;

“Financial Year” has the meaning given to it in Rule 1.5;

“General Meeting” means a meeting of the association which all Members (including Associate Members) are invited to attend;

“Member” means a person who becomes a Member of the Association under these Rules;

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

“Rules” mean these rules of the Association as amended from time to time under Rule 24.2;

“Special Resolution” is a resolution of the Association passed in accordance with Rule 19.1;

“Sub-Committee” is a committee convened from time to time by the Executive Committee under Rule 16.

“Surplus Property” has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association;
- (b) the costs, charges and expenses of winding up the Association, but does not include books pertaining to the management of the Association; and
- (c) the Association qualifies as a Tier 1 Association having regard for the meaning given to it in section 62 of the Act.

## **2.2 Notices**

(a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:

- (i) delivered by hand to the nominated address of the addressee;
- (ii) sent by post to the nominated postal address of the addressee; or

(iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.

(b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register referred to in Rule 8.1.

### **3. POWERS OF THE ASSOCIATION**

#### **3.1. Powers of the Association**

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

### **4. NOT FOR PROFIT**

The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

### **5. BECOMING A MEMBER**

#### **5.1. Minimum Number of Member**

The Association must have at least six Members with full voting rights.

#### **5.2 Qualifications for Membership**

(a) Subject to Rules 5.2(b) and (c) any person who supports the purposes of the Association is eligible to apply for membership.

(b) The by-laws of the Association made under By-Law 25 requires members to hold specified educational positions, professional qualifications or roles relevant to the special education sector or as determined by the Executive Committee from time to time.

(c) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership;

#### **5.3. Applying for Membership**

(a) A person who wants to become a Member must apply in writing to the Association;

(b) All application forms must be signed by the Applicant or endorsed electronically;

(c) If the Association has more than one class of membership, the application form must specify the applicable class of membership.

#### **5.4. Deciding Membership Applications**

(a) The Executive Committee will consider and decide whether to approve or reject any membership application other than ordinary members.

(b) When considering a membership application, the Executive Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.

(c) The Executive Committee must not approve a membership application unless the Applicant:  
(i) meets all the eligibility requirements under Rule 5.2; and  
(ii) applies under Rule 5.3.

(d) The Executive Committee may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2.

(e) As soon as is practicable after the Executive Committee has made a decision under Rule 5.4(a), the Executive Committee must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

## **5.5. Becoming a Member**

(a) An Applicant becomes a Member if:  
(i) the Applicant is eligible for membership under Rule 5.2;  
(ii) the Applicant applies in writing to the Association under Rule 5.3;  
(iii) the Executive Committee approves the Applicant's application for membership; and  
(iv) the Applicant pays any fees due under Rule 9.1.

(b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when Rule 5.5 (a) has been fulfilled.

## **5.6. Recording Membership in the Register**

The Secretary is responsible to ensure that a person's details as outlined in section 53.2 of the Act is entered into the Register within 28 days after the person becomes a Member.

## **5.7. Joint Membership**

The Executive Committee is empowered to enter into joint membership agreements with other associations in order to promote the aims and objectives of the Association and may undertake, as part of those agreements, to collect and pay over to those associations an agreed subscription on behalf of members who take up joint membership under the agreements.

# **6. LIABILITY AND ENTITLEMENTS OF MEMBERS**

## **6.1. Classes of Members**

(a) The membership of the Association consists of:  
(i) ordinary Members;  
(ii) active Life Members;  
(iii) retired Life Members;  
(iv) associate Members;  
(v) retired Members

- (b) No member can belong to more than one class of membership.
- (c) Ordinary Members and Active Life Members have all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Executive Committee.
- (d) All other Membership Categories have no right to vote, but have other rights and benefits under By-law 26.1 or as determined by the Executive Committee.

## **6.2. Members Voting Rights**

Each Ordinary Member and Active Life Member of the Association has one vote at a General Meeting of the Association.

## **6.3. Liability of Members**

- (a) A Member is only liable for their outstanding membership fees payable under Rule 9.1, if any.
- (b) Subject to Rule 6.3(c), a Member is not liable, by reason of the person's Membership, for the liabilities of the Association or the cost of winding up the Association.
- (c) Rule 6.4(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

## **6.4. Payment to Members**

- (a) Subject to Rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 6.5(a) does not prevent:
  - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
  - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
  - (iii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or
  - (iv) the reimbursement of expenses incurred by any Member or any Executive Committee Member on behalf of the Association.

## **6.5. Membership Entitlements not Transferable**

A right, privilege or obligation that a person has because he or she is a Member of the Association:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person's membership ceases.

## **7. CEASING TO BE A MEMBER**

### **7.1. Ending Membership**

- (a) A person's membership ends, if the person:
  - (i) dies;
  - (ii) ceases to be a Member under Rule 9.1(d);
  - (iii) resigns as a Member under Rule 7.2; or
  - (iv) is expelled from the Association under Rule 7.3.
- (b) For a period of one year after a person's membership ends, the Secretary must keep a record of:
  - (i) the date on which a person ceases to be a Member under Rule 7.1(a); and
  - (ii) the reason why the person ceases to be a Member.

### **7.2. Resigning as a Member**

- (a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
  - (i) at the time the Secretary receives the notice; or
  - (ii) if a later time is stated in the notice, at that later time.
- (b) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member.

### **7.3. Suspending or Expelling Members**

- (a) The Executive Committee may, by resolution, suspend or expel a Member from membership if:
  - (i) the Member refuses or neglects to comply with these Rules; or
  - (ii) the Member's conduct or behaviour is detrimental to the interests of the Association.
- (c) The Executive Committee must hold an Executive Committee Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Executive Committee Meeting referred to in Rule 7.3(b), give written notice to the Member:
  - (i) of the proposed suspension or expulsion and the grounds on which it is based;
  - (ii) of the date, place and time of the Executive Committee Meeting;
  - (iii) that the Member, or the Member's representative, may attend the Executive Committee Meeting; and
  - (iv) that the Member, or the Member's representative, may address the Executive Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- d) At the Executive Committee Meeting referred to in Rule 7.3(b) the Executive Committee must:
  - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;



- (ii) give due consideration to any written statement submitted by the Member; and
- (iii) determine whether or not the Member should be:
  - A. expelled from the Association; or
  - B. suspended from membership, and if so, the period that the Member should be suspended from membership; or
  - C. reinstated.

- (d) Once the Executive Committee has decided to suspend or expel a Member under Rule 7.3(d), the Member is immediately suspended or expelled from membership.
- (e) The Secretary must inform the Member in writing of the decision of the Executive Committee and the reasons for the decision, within 7 days of the Executive Committee Meeting referred to in Rule 7.3(d).

#### **7.4. Right of Appeal of against Suspension or Expulsion**

- (a) If a Member is suspended or expelled under Rule 7.3, the person may appeal the Executive Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Executive Committee's decision under Rule 7.3(f) requesting the appointment of a mediator under By Law 34.2(c)

#### **7.5. Reinstatement of a Member**

If the Executive Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Executive Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

#### **7.6. When a Member is Suspended**

- (a) If a Member's membership is suspended under Rule 7.3(e), the Secretary must record in the Register:
  - (i) the name of the Member that has been suspended from membership;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the length of the suspension as determined by the Executive Committee under Rule 7.3(d)(iii)B.
- (a) A Member that has been suspended under Rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (b) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

### **8. MEMBERSHIP REGISTER**

#### **8.1. Register of Members**

- (a) The Secretary or a person authorised by the Executive Committee must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
  - (i) the full name of each Member;
  - (ii) a contact postal, residential or email address of each Member;
  - (iii) the class of membership held by the Member; and
  - (iv) the date on which the person became a Member;

- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's school, or at such other place as the Executive Committee decides.

## **8.2. Inspecting the Register**

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

## **8.3. Copy of the Register**

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Executive Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Executive Committee from time to time.

## **8.4. When Using the Information in the Register is Prohibited**

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes;
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Executive Committee, or
- (c) for any other purpose unless the purpose:
  - (i) is directly connected with the affairs of the Association; or
  - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

## **9. MEMBERSHIP FEES**

### **9.1. Annual Membership Fee**

- (a) The Executive Committee may from time to time determine the amount of the annual membership fee to be paid by each Member or each class of Members.
- (b) Each Member must pay the Member's annual membership fee determined under Rule 9.1 (a) to the Treasurer, or a person authorized by the Executive Committee to receive payments by January 31 each year.
- (c) Subject to Rule 9.1 (d), if a person fails to pay the annual Membership fee within 3 months after the due date, the person ceases to be a Member and the Executive Committee may, at its discretion, suspend the person.
- (d) If a person ceases to be a Member under Rule 9.1 (c), and subsequently pays to the Association all the Member's outstanding fees, the Executive Committee may reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

## **10. POWERS AND COMPOSITION OF THE EXECUTIVE COMMITTEE**

### **10.1. Powers of the Executive Committee**

- (a) The governing body of the Association is to be called the Executive Committee and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Executive Committee:
  - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
  - (ii) has power to perform all acts and do all things as appear to the Executive Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

### **10.2. Executive Committee Members**

- (a) The Executive Committee is to consist of:
  - (i) the office holders of the Association; and
  - (ii) not less than three but no more than five other Members.
- (b) The maximum number of sub-committee members of the Executive Committee is to be determined by the Executive Committee.
- (c) The office holders of the Association are:
  - (i) the President;
  - (ii) the Vice President;
  - (iii) the Secretary; and
  - (iv) the Treasurer.
- (d) An Executive Committee Member must be:
  - (i) a natural person;
  - (ii) an Ordinary Member or an Active Life Member.

- (e) No person shall be entitled to hold more than one of the positions set out in Rule 10.2(c) at any time.
- (f) No person shall be entitled to hold a position on the Executive Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (i) an indictable offense in relation to the promotion, formation or management of a body corporate;
  - (ii) an offense involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (iii) an offense under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.
- (g) No person shall be entitled to hold a position on the Executive Committee if the person is, according to the Interpretation Act 1984 section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

## **11. ROLE AND RESPONSIBILITIES OF EXECUTIVE COMMITTEE MEMBERS**

### **11.1. Obligations of the Executive Committee**

- (a) The Executive Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

### **11.2. Responsibilities of Executive Committee Members**

- (a) An Executive Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) An Executive Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) An Executive Committee Member or former Executive Committee Member must not improperly use information obtained because he or she is an Executive Committee Member to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Association.
- (d) An Executive Committee Member or former Executive Committee member must not improperly use his or her position to:
  - (i) gain an advantage for himself or herself or another person; or
  - (ii) cause detriment to the Association.
- (e) An Executive Committee Member having any material personal interest in a matter being considered at an Executive Committee Meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Executive Committee;
  - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
  - (iii) not be present while the matter is being considered at the Executive Committee Meeting or vote on the matter.
- (f) Rule 11.2(e) does not apply in respect of a material personal interest that:
  - (i) exists only because the Executive Committee Member belongs to a class of persons for whose benefit the Association is established; or

(ii) the Executive Committee Member has in common with all, or a substantial proportion of, the members of the Association.

(g) The Secretary must record every disclosure made by an Executive Committee Member under Rule 11.2 (e) in the minutes of the Executive Committee Meeting at which the disclosure is made.

(h) No Executive Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Executive Committee to do so and such authority is recorded in the minutes of the Executive Committee Meeting.

### **11.3. President**

The President:

(a) must consult with the Secretary regarding the business to be conducted at each Executive Committee Meeting and each General Meeting;

(b) may convene special meetings of the Executive Committee under Rule 11.3 (c);

(c) may preside over Executive Committee Meetings under Rule 14.3;

(d) may preside over General Meetings under Rule 17.4; and

(e) must ensure that the minutes of a General Meeting or Executive Committee Meeting are reviewed and signed as correct under Rule 11.3 (c).

(f) The immediate past President of the Association will be an ex-officio member of the Executive Committee for a period of 12 months following his / her retirement as President.

### **11.4. Secretary**

The Secretary must:

(a) co-ordinate the correspondence of the Association;

(b) consult with the President about all business to be conducted at meetings and convene General Meetings and Executive Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;

(c) keep and maintain in an up to date condition the rules of the Association as required by rule By-Law 24.1 and any by-laws of the Association made in accordance with By-Law 25;

(d) maintain the register of the Members, referred to in Rule 8.1;

(e) maintain the record of office holders of the Association, referred to in Rule 11.6;

(f) ensure the safe custody of the Books of the Association (with the exception of the Accounting Records) under Rule 33.1;

(g) keep full and correct minutes of Executive Committee Meetings and General Meetings; and

(h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

### **11.5. Treasurer**

The Treasurer must:

(a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;

- (b) ensure the payment of all moneys referred to in Rule 11.5 (a) into the account or accounts of the Association as the Executive Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Executive Committee;
- (d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- (f) coordinate the preparation of the Financial Statements of the Association prior to their submission to the annual general meeting of the Association;
- (g) assist the reviewer or auditor (if any) in performing their functions; and
- (h) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

#### **11.6. Record of Office Holders**

- (a) The Secretary or a person authorised by the Executive Committee must maintain a record of office holders.
- (b) The record of office holders must include:
  - (i) the full name of each office holder;
  - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Executive Committee decides.

#### **11.7. Inspecting the Record of Office Holders**

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

### **12. APPOINTING EXECUTIVE COMMITTEE MEMBERS**

#### **12.1. Appointment to the Executive Committee**

Executive Committee Members are appointed to the Executive Committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under Rule 11.2 (b).

## **12.2. Nominating for Membership of the Executive Committee**

- (a) A Member who wishes to be an Executive Committee Member must be nominated by one other Member as a candidate for election.
- (b) Nominations for election to the Executive Committee shall close at 28 days before the AGM. The non-receipt of such notice by any member shall not invalidate the proceedings of the election.
- (c) The Secretary must send a notice calling for nominations for election to the Executive Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.
- (d) The nomination for election must be:
  - (i) in writing; and
  - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (d) If a nomination for election to the Executive Committee is not made in accordance with Rules 12.2(a) to (d) the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule 11.2 (c) takes effect.

## **12.3. Electing Executive Committee Members**

- (a) If the number of valid nominations received under Rule 12.2 is equal to the number of vacancies to be filled for the relevant position on the Executive Committee, the Member nominated shall be deemed to be elected at the AGM.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Executive Committee, elections for the positions must be conducted at the AGM.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Executive Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Executive Committee, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Executive Committee that remain, each relevant position on the Executive Committee is declared vacant by the person presiding at the AGM and Rule 12.3 (b) applies.
- (f) The elections for office holders or ordinary Executive Committee Member are to be conducted at the AGM in the manner directed by the Executive Committee.
- (g) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

## **12.4. Voting in Elections for Membership of the Executive Committee**

- (a) Voting for Executive Committee members will be by way of:
  - (i) Preferential vote where more than two candidates are nominated for any of the specific offices mentioned in Rules 10.2 (a) to (c); and
  - (ii) Simple majority in all other cases.
  - (iii) Vote at the meeting either in person or through the use of technology.

(b) Where a preferential vote is required:

- (i) The ballot form will require members to allocate a sequential number to each candidate in order of preference.
- (ii) After counting the primary votes, the candidate with the least primary votes will be excluded and the secondary votes of the excluded candidates will be allocated to the remaining candidates.
- (iii) The procedure set out in Rule 12.4 (b) (ii) will be repeated until votes have been allocated to the final two remaining candidates; and
- (iv) The winner will be the remaining candidate who has the greatest number of votes on the final count.

(c) Each Member eligible to vote may vote for one candidate for each vacant position on the Executive Committee.

(d) A Member who nominates for election or re-election may vote for himself or herself.

## **12.5. Term of Office of Executive Committee Members**

(a) The Executive Committee Members appointed on incorporation of the Association will hold office until the conclusion of the first AGM of the Association and will be eligible for re-election.

At each AGM of the Association, the appointment of the Executive Committee Members at the AGM will be for a term of 2 years.

(b) Subject to Rule 12.5(a), an Executive Committee Member's term will commence on the date of his or her:

- (i) election at an AGM; or
- (ii) appointment to fill a casual vacancy that arises under Rule 12.5 (b).

(c) All retiring Executive Committee Members are eligible, on nomination under rule 12.2, for re-election.

## **13. CEASING TO BE A MEMBER OF THE EXECUTIVE COMMITTEE**

### **13.1. Vacant Positions on the Executive Committee**

(a) A casual vacancy occurs in the office of an Executive Committee Member and that office becomes vacant if the Executive Committee Member:

- (i) dies;
- (ii) ceases to be a Member;
- (iii) becomes disqualified from holding a position under Rule 10.2 (f) or (g) as a result of bankruptcy or conviction of a relevant criminal offence;
- (iv) becomes permanently incapacitated by mental or physical ill-health; (v) resigns from office under Rule 13.2;
- (vi) is removed from office under Rule 13.3; or
- (vii) is absent from more than:
  - A. three consecutive Executive Committee Meetings without a good reason; or
  - B. three Executive Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Executive Committee Meetingsor



C. five meetings in a Financial Year with or without an apology, where the Member received notice of the meetings, the Executive Committee may resolve to declare the office vacant.

(b) If a position on the Executive Committee is declared vacant under Rule 12.3 (e), or there is a casual vacancy within the meaning of Rule 13.1 (a), a minimum of five continuing Executive Committee Members may agree to:

(i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and

(ii) subject to Rule 13.1(B)

(iii), act despite the vacant position on the Executive Committee.

(c) If the number of Executive Committee Members is less than the number fixed under Rule 1.3 as the quorum for Executive Committee Meetings, the continuing Executive Committee Members may act only to:

(i) increase the number of Members on the Executive Committee to the number required for a quorum; or

### **13.3. Removal from Executive Committee**

(a) Subject to Rule 13.1(a) (vii), an Executive Committee Member may only be removed from his or her position on the Executive Committee by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.

(b) The Executive Committee Member who faces removal from the Executive Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Executive Committee.

(c) If all Executive Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Executive Committee. The interim Executive Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Executive Committee.

## **14. EXECUTIVE COMMITTEE MEETINGS**

### **14.1. Meetings of the Executive Committee**

(a) The Executive Committee shall meet as it deems necessary but at least once in each school term.

(b) The Executive Committee is to determine the place and time of all Executive Committee Meetings.

(c) Special meetings of the Executive Committee may be convened under Rule 14.2 by:

(i) the President; or

(ii) any two Executive Committee Members.

## **14.2. Notice of Executive Committee Meetings**

- (a) The Secretary must give each Executive Committee Member at least 48 hours' notice of each Executive Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of an Executive Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to Rule 14.2 (d), only the business specified on the notice of the Executive Committee Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Executive Committee Meetings if the Executive Committee Members present at an Executive Committee Meeting unanimously agree to treat the business as urgent.

## **14.3. Chairing at Executive Committee Meetings**

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each Executive Committee Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the remaining Executive Committee Members must choose one of their number to preside as chairperson at the Executive Committee Meeting.

## **14.4. Procedure of the Executive Committee Meeting**

- (a) The quorum for an Executive Committee Meeting is specified at Rule 1.3. The Executive Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under Rule 14.4 (b), a quorum is not present within half an hour of the time appointed for the meeting, the Executive Committee Members personally present will constitute a quorum.
- (d) Executive Committee Meetings may take place:
  - (i) where the Executive Committee Members are physically present together; or
  - (ii) where the Executive Committee Members are able to communicate by using any technology that reasonably allows the Executive Committee Member to participate fully in discussions as they happen in the Executive Committee Meeting and in making decisions, provided that the participation of the Member in the Executive Committee Meeting must be made known to all other Members.
- (e) An Executive Committee Member who participates in a meeting as set out in Rule 14.4(d) (ii):
  - (i) is deemed to be present at the Executive Committee Meeting; and
  - (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Executive Committee Member notifies the other Executive Committee Members that he or she is no longer taking part in the Executive Committee Meeting.
- (f) Subject to these Rules, the Executive Committee Members present at the Executive Committee Meeting are to determine the procedure and order of business to be followed at an Executive Committee Meeting.
- (g) All Executive Committee Members have the right to attend and vote at Executive Committee Meetings.
- (h) All Members, or other guests, may attend Executive Committee Meetings if invited by the Executive Committee but persons who are not Executive Committee members shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.

- (i) The Secretary or a person authorised by the Executive Committee from time to time must keep minutes of the resolutions and proceedings of all Executive Committee Meetings together with a record of the names of persons present at each meeting.

#### **14.5. Voting at Executive Committee Meetings**

- (a) Each Executive Committee Member present at an Executive Committee Meeting has a deliberate vote.
- (b) A question arising at an Executive Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Executive Committee Meeting as set out in Rule 14.3 is entitled to exercise a second or casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot may be used if the Executive Committee prefers to determine a matter in this way and the person presiding over the Executive Committee Meeting is to oversee the ballot.

#### **14.6. Acts not Affected by Defects or Disqualifications**

Any act performed by the Executive Committee, an Executive Sub-Committee or a person acting as an Executive Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of an Executive Committee Member, Executive Sub-Committee or person holding a subsidiary office; or
- (b) an Executive Committee Member, an Executive Sub-Committee member or a person holding a subsidiary office was disqualified from being a Member.

### **15. REMUNERATION OF EXECUTIVE COMMITTEE MEMBERS**

- (a) The Association, upon prior approval from the Executive Committee, may pay an Executive Committee Member's travelling and accommodation expenses only as properly incurred:
  - (i) in connection with the Association's business in relation to:
    - A. affiliated associations;
    - B. national initiatives;
  - (ii) whereby remote access is not appropriate or unavailable
- (b) Executive Committee Members must not receive any remuneration for their services as Executive Committee Members other than as described at Rule 15(a).

## **16. EXECUTIVE SUB-COMMITTEES AND DELEGATION**

### **16.1. Appointment of Executive Sub-Committee**

- (a) The Executive Committee may appoint one or more Executive Sub-Committees as considered appropriate by the Executive Committee from time to time to assist with the conduct of the Association's operations.
- (b) Executive Sub-Committees may comprise (in such numbers as the Executive Committee determines) Members and non-members.
- (c) Subject to these Rules, the Executive Sub-Committee members present at the Executive Sub-Committee meeting are to determine the procedure and order of business to be followed at the Executive Sub-Committee meeting.

### **16.2. Delegation by Executive Committee to Executive Sub Committee**

- (a) The Executive Committee may delegate, in writing, to any or all of the Executive Sub Committees, any authority, power or functions and may cancel any authority, powers or functions, as the Executive Committee sees fit from time to time.
- (b) Despite any delegation under this rule, the Executive Committee may continue to exercise all its functions, including any function that has been delegated to an Executive Sub-Committee and remains responsible for the exercise of those functions at all times.

### **16.3. Delegation to Subsidiary Offices**

- (a) The Executive Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Executive Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Executive Committee sees fit from time to time.
- (c) Despite any delegation under this rule, the Executive Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

## **17. GENERAL MEETINGS**

### **17.1. Procedure for General Meetings**

- (a) General Meetings may take place:
  - (i) where the Members are physically present together; or
  - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Rule 17.1 (ii):
  - (i) is deemed to be present at the General Meeting; and
  - (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

### **17.2. Quorum for General Meetings**

- (a) The Quorum for General Meetings is specified in Rule 1.4.
- (b) Subject to Rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a Special General Meeting, the meeting lapses; or (ii) in the case of an AGM, the meeting is to stand adjourned to:
    - A. the same time and day in the following week; and
    - B. the same place unless another place is specified by the President at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (b) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

### **17.3. Notice of General Meetings and Motions**

Meetings of the Executive Committee shall be open to all members at least once each school year and shall be deemed a General Meeting.

- (a) The Secretary must give at least:
  - (i) 14 days' notice of a General Meeting to each Member, or
  - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
  - (i) the place, date and time of the meeting; and
  - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 2.2.

### **17.4. Presiding Member**

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each General Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the remaining Executive Committee Members must choose one of their number to preside as chairperson at the General Meeting.

### **17.5. Adjournment of General Meetings**

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 2.2 and 17.1 as if that General Meeting was a new General Meeting.

## **18. SPECIAL GENERAL MEETINGS**

### **18.1. Special General Meeting**

- (a) The Executive Committee may at any time convene a Special General Meeting of the Association.
  - (b) The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members any five (5) financial full Members.
- The non-receipt of such notice by any member shall not invalidate the proceedings of the Special General Meeting.

### **18.2. Request for Special General Meeting**

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of Members making the request as specified in Rule 18.1(b); and
- (c) be lodged with the Secretary.

### **18.3. Failure to Convene Special General Meeting**

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in rule (b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Executive Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Executive Committee and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

## **19. MAKING DECISIONS AT GENERAL MEETINGS**

### **19.1. Special Resolutions**

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 19.1 (c).
- (b) A Special Resolution of the Association is required to:
  - (i) amend the name of the Association;
  - (ii) amend the Rules, under Rule 24.2;
  - (iii) affiliate the Association with another body;
  - (iv) transfer the incorporation of the Association;
  - (v) amalgamate the Association with one or more other incorporated associations;
  - (vi) voluntarily wind up the association;
  - (vii) cancel incorporation; or
  - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:

- (i) be in writing;
- (ii) include the place, date and time of the meeting;
- (iii) include the intention to propose a Special Resolution;
- (iv) set out the wording of the proposed Special Resolution; and
- (v) be given in accordance with Rule 2.2.

(d) If notice is not given in accordance with Rule 19.1 (c), the Special Resolution will have no effect.

(e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than 75% of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

## **19.2. Ordinary Resolutions**

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

## **19.3. Voting at meetings**

(a) Subject to these Rules, each ordinary Member has one vote at a General Meeting of the Association.

(b) A person casts a vote at a meeting either by:

- (i) voting at the meeting either in person or through the use of technology as under rule 19.3(b)
- (ii); or by proxy.

(c) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(d) A Member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or their proxy to the Association has been paid in accordance with Rule 9.1.

(e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 17.3.

## **19.4. Proxies**

(a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Association to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Association.

(b) Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.

(c) No Member may hold more than five proxies.

## **19.5. Manner of Determining Whether Resolution Carried**

(a) Unless a Poll is demanded under Rule 19.6, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the General Meeting that the resolution has been:

- (i) carried unanimously;
- (ii) carried by a particular majority; or
- (iii) lost.

- (b) If the declaration relates to a Special Resolution, then subject to rule 19.1(c), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under Rule 19.5 (a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under Rule 19.5 (c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## **19.6. Poll at General Meetings**

- (a) At a General Meeting, a Poll on any question may be demanded by either:
  - (i) the chairperson of the meeting; or
  - (ii) at least three Members present in person or by proxy.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
  - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
  - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
  - (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

## **20. MINUTES OF MEETINGS**

### **20.1. Minutes of Meetings**

- (a) The Secretary or a person authorised by the Executive Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Executive Committee Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute file and/or electronic folder kept for that purpose.
- (c) The President must ensure that the minutes of a General Meeting or Executive Committee Meeting under Rule 20.1 (a) are reviewed and signed as correct by:
  - (i) the chairperson of the General Meeting or Executive Committee Meeting to which those minutes relate; or
  - (ii) the chairperson of the next succeeding General Meeting or Executive Committee Meeting.
- (d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - (i) the General Meeting or Executive Committee Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting or Executive Committee Meeting did in fact take place at the meeting; and
  - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.



- (e) The minutes of General Meetings may be inspected by a Member under By Law 27.2.
- (f) The minutes of Executive Committee Meetings may be inspected by a Member under By-Law 27.2 unless the Executive Committee determines that the minutes of Executive Committee Meetings generally, or the minutes of a specific Executive Committee Meeting are not to be available for inspection.

## **21. FUNDS AND ACCOUNTS**

### **21.1. Control of Funds**

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Executive Committee and shall be administered by the Treasurer.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
  - (i) the Treasurer together with one of the following:
    - A: President
    - B: Vice President
    - C: Secretary
- (d) All expenditure above the maximum amount set by the Executive Committee from time to time must be approved or ratified at an Executive Committee Meeting.

### **21.2. Source of Association Funds**

- (a) The funds of the Association may be derived from annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Executive Committee.
- (b) The Association must, as soon as practicable:
  - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
  - (ii) after receiving any money, issue an appropriate receipt.

### **21.3. Financial Records**

- (a) The Association must keep Financial Records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

### **21.4. Financial Statements and Financial Reports**

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting Rule 21.4(a), those requirements include—

- (i) The preparation of the Financial Statements;
- (ii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
- (iii) the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
- (iv) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

### **21.5. Review or Audit of Financial Statements or Financial Report**

The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- (a) the by-laws of the Association require a review or audit;
- (b) the Members require a review or audit by resolution at a General Meeting;
- (c) an audit or review is directed by the Commissioner; or
- (d) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

## **22. FINANCIAL YEAR OF THE ASSOCIATION**

The financial year of the association is as Rule 1.5.

## **23. ANNUAL GENERAL MEETINGS**

### **23.1. Annual General Meeting**

- (a) Subject to Rule 23.1 (b), the Association must convene an AGM each calendar year:
  - (i) within 6 months after the end of the Association's Financial Year; or (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under Rule 23.1 (a) (i), the Secretary must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

### **23.2. Notice of AGM**

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with Rules 2.2 and 17.3 (as applicable). The non receipt of such notice by any member shall not invalidate the proceeding of the Annual General Meeting.

### **23.3. Business to be Conducted at AGM**

(a) Subject to Rule 23.1, the AGM of the Association is to be convened on a date, time and place as the Executive Committee decides.

(b) At each AGM of the Association, the Association:

- (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
- (ii) must receive the Financial Statements of the Association for the preceding Financial Year;
- (iii) must appoint or remove an auditor in accordance with the Act; (iv) must present a copy of auditor's report to the Association; and
- (v) must elect or appoint the office holders and ordinary Executive Committee Members.

## **24. RULES OF THE ASSOCIATION**

### **24.1. Rules of the Association**

(a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.

(b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under Rule 5.5.

(c) The Association must keep a current copy of the Rules.

### **24.2. Amendment of Rules, Name and Objects**

(a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 19.1 and not otherwise.

(b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:

- (i) one month after the Special Resolution is passed; or
- (ii) a longer period as the Commissioner may allow.

(c) Subject to Rule 24.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b).

(d) An amendment to the Rules that changes or has the effect of changing:

- (i) the name of the Association; or
- (ii) the objects or purposes of the Association, does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b) and the approval of the Commissioner is given in writing



## By Laws of the Association

Updated at AGM June 2025

### 25. BY-LAWS OF THE ASSOCIATION

25.1 The Members of the Association may make, amend and repeal By-Laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the By-Laws are not inconsistent with the Rules or the Act.

25.2 Must be available for inspection by Members.

### 26. MEMBERSHIP

#### 26.1. Rights and privileges of members

	Conference	Connection Day	Network Events	Chatline	Newsletter	Web	Vote
Ordinary	X	X	X	X	X	X	X
Active Life Member	X	X	FREE	X	X	X	X
Retired Life Member	FREE	X	FREE		X	X	
Associate	X	X	X		X	X	
Retired Member	X	X	X		X	X	

#### **26.2. Ordinary Membership shall be open to:**

- (a) Substantive Principals, Administrators and Level 3 (or higher) Program Coordinators (or equivalent position) of government Local Schools, Education Support Schools, Centres, Facilities and endorsed programs.
- (b) Relieving or acting Principals, Administrators and Level 3 (or higher) Program Coordinators (or equivalent position) of government Local Schools, Education Support Schools, Centres, Facilities and endorsed programs for the period of their position
- (c) Substantive Education Support Principals, Administrators and Level 3 (or higher) Program Coordinators (or equivalent position) on temporary secondment to other duties
- (c) Other leaders and persons in equivalent positions subject to the approval of the Executive Committee by a 75% Majority Vote.

#### **26.3. Active Life Membership shall be open to:**

- (a) An ordinary member by resolution of the Association who has rendered long and valuable service to the Association and / or on behalf of the Association may be considered for election to Life Membership of the Association;
- (b) Nominations for Life Membership shall be submitted to the Executive for approval 28 days prior to the AGM. The nomination must be:
  - (i) In writing; and
  - (ii) Delivered to the Secretary on or before the date for the close of nominations
- (c) The Executive Committee may from time to time determine Life Membership on any member providing conditions in By-Law 26.3(a) are met.

#### **26.4. Retired Life Membership shall be open to:**

- (a) A Life Member upon retirement from his or her position.

#### **26.5. Associate Membership shall be open to:**

- (a) Level 3 Classroom Teachers in government Education Support Schools, Centres and Facilities
- (b) Teaching staff working in Western Australian Government Education Support contexts who are seeking to obtain the necessary skills and experience to become a Principal or Administrator in the Education Support context.
- (c) Former Association members who have resigned or retired from employment with the Department of Education W.A.
- (d) Principals and Administrators (or their equivalents) in non-government schools;
- (e) Members of other national or international Education Support Associations;
- (f) Directors, Senior Executives in the Department of Education WA;

- (g) Former Association members who currently hold substantive administrative positions other than that of an Education Support Principal or Deputy Principal.
- (h) Principals and Deputy Principals of government Primary or Secondary schools whose professional interests include Education Support.
- (i) Subject to the approval of Executive Committee by a 75% Majority Vote. 27.

## **27. EXECUTIVE COMMITTEE REPRESENTATION**

- (a) The President will represent the Association in all matters pertaining to WAESPAA business with the following considerations:
  - (i) The President is an automatic member of such committees;
  - (ii) Assign delegates to attend meetings with the President as may deemed necessary;
  - (iii) Nominate further representatives to represent the view of the Association as required.

## **28. SUB COMMITTEES**

- (a) The Executive Committee may from time to time appoint members to a Sub Committee commissioned to carry out business for the Association in line with the direction of the Association's current Strategic Plan.
- (b) A sub-committee will work under the direction of the Executive and will be responsible for accounting and reporting to the Executive as and when required.

## **29. REMUNERATION OF MEMBERS**

- (a) The Association, upon written application to the Executive Committee, may provide remuneration for travel and accommodation expenses;
  - (i) in connection with the Association's business in relation to:
    - a. affiliated associations;
    - b. national initiatives;
  - (ii) whereby remote access is not appropriate or unavailable
  - (iii) and excludes travel for the purposes of attending WAESPAA functions and events.

## **30. SCHEDULE OF FEES**

- (a) The Executive will determine the schedule of fees for members;
- (b) The membership fees will be reviewed annually by the Executive.

## **31. SUPPORT FOR COUNTRY MEMBERS**

- (a) A Country Members who attends WAESPAA functions followed by a WAESPAA Network event will not be charged for the cost of attending the Network event;
- (b) The Association, upon written application to the Executive Committee, may provide a subsidy to Country Members to support Networking events held in their regional area in lieu of attendance at scheduled WAESPAA Networking events to the value of the scheduled cost per annum.
- (c) Country Members will be invited to attend an additional day of conference relevant to their needs.

## **32. AUTHORITY REQUIRED TO BIND ASSOCIATION**

### **32.1. Executing Documents**

- (a) The Association may execute a document without using a common seal if the document is signed by:
  - (i) any two Executive Committee Members; or

- (ii) one Executive Committee Member and a person authorised by the Executive Committee.

### **33. THE ASSOCIATION'S BOOKS AND RECORDS**

#### **33.1. Custody of the Books of the Association**

- (a) Except as otherwise decided by the Executive Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Executive Committee from time to time, are to be kept under the custody or control of the Treasurer.
- (b) The Books of the Association must be retained for at least 7 years.

#### **33.2. Inspecting the Books of the Association**

- (a) Subject to these By-laws, and in particular Rule 20.1(f), a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

#### **33.3. Prohibition on Use of Information in the Books of the Association**

- (a) A Member must not use or disclose information in the Books of the Association except for a purpose:
  - (i) that is directly connected with the affairs of the Association; or
  - (ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

#### **33.4. Returning the Books of the Association**

- (a) Outgoing Executive Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Executive Committee within 14 days of ceasing to be an Executive Committee Member.

### **34. RESOLVING DISPUTES**

#### **34.1. Disputes Arising under the By-laws**

- (a) This rule applies to:
  - (i) Disputes between Members; and
  - (ii) Disputes between the Association and one or more Member that arise under the By-laws or relate to the By-laws of the Association.

- (b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Secretary must convene an Executive Committee Meeting within 28 days after the Secretary receives notice of the dispute under Rule 34.1(d) for the Executive Committee to determine the dispute.
- (f) At the Executive Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (g) The Secretary must inform the parties to the dispute of the Executive Committee’s decision and the reasons for the decision within 7 days after the Executive Committee Meeting referred to in Rule 34.1(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Executive Committee they may elect to initiate further dispute resolution procedures as set out in the By-laws.

### **34.2. Mediation**

(a) This rule applies:

- (i) where a person is dissatisfied with a decision made by the Executive Committee under Rule 34.1; or
- (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Executive Committee.

(b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under Rule 7.3 in respect of the proposed suspension or expulsion has been completed.

(c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 34.1(c), or a party to the dispute is dissatisfied with a decision made by the Executive Committee under Rule 34.1(g) a party to a dispute may:

- (i) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
- (ii) Agree to, or request the appointment of, a mediator.

(d) The party, or parties requesting the mediation must pay the costs of the mediation.

(e) The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement:
  - A. if the dispute is between a Member and another Member – a person appointed by the Executive Committee; or
  - B. if the dispute is between a Member or more than one Member and the Association, the Executive Committee or an Executive Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

(f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.

(g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.

(i) The mediator, in conducting the mediation, must:

- (i) give the parties to the mediation process every opportunity to be heard;



- (ii) allow all parties to consider any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### **34.3. Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the By-laws, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

## **35. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**

(a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if 75% of Members resolve by Special Resolution that the association will:

- (i) apply to the Commissioner for cancellation of its incorporation; or
- (ii) appoint a liquidator to wind up its affairs. Postal votes will be accepted.

(b) The association must be wound up under Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.

(c) Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:

- (i) an incorporated association under the Act;
- (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
- (iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
- (iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001(Cwth);
- (v) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

**AMENDMENTS TO BY-LAWS:**

March 2023	26.1	Passed
June 2025	26.2	Passed