

CONSTITUTION (2018)

1. GENERAL

- 1.1. The name of the Association is the Western Australian Secondary School Executives Association.
- 1.2. All members of the Association shall be bound by this Constitution.
- 1.3. The Association will become and remain an affiliate of the Australian Secondary Principals Association (ASPA).

2. INTERPRETATION

In this Constitution and any By-laws established pursuant to clause 17 of this Constitution the following words will, unless the context otherwise requires, have the meanings set out hereunder:

'Act' means the Associations Incorporations Act 2015 (WA);

'Association' means as per clause 1.1

'Annual Subscription' means the annual subscription as determined in accordance with clause 14.2;

'Ballot paper' means either a paper or an electronic version.

'By-laws' means any by-laws established pursuant to clause 17 of this constitution.

'Constitution' means the Constitution of the Association set out in this document.

'Executive Committee' means the Executive Committee established in accordance with clause 9 of this Constitution.

'Life Members' means both Active Life Members and Retired Life Members.

'Management Committee' means the Management Committee established in accordance with clause 7 of this Constitution.

'Member' means any person qualified as such under the provisions of clause 5 of the Constitution.

'Officers' means those persons elected, under clause 10 of this Constitution, to hold the offices described in clause 7.2 of this Constitution.

'Returning Officer' means the persons appointed as such under clause 10.5.

‘Written / In Writing / Signature’ includes electronic, online and single user defined media.

3. OBJECTS

The objects of the Association are to:

- a) Enhance the professional status and expertise of secondary school executives and the quality of secondary education in Western Australia;
- b) Promote the professional interests and welfare of its members;
- c) Organise and conduct regular meetings, conferences, forums and seminars for the advancement of education and professional development of members;
- d) Be recognised as an important consultative group by the Minister for Education, the Education Department of WA and other key agencies and be represented on policy-making bodies which impact on education;
- e) Initiate, promote and encourage education research and investigation;
- f) Disseminate information on educational issues to members;
- g) Promote and maintain standards of professional ethics and conduct of its members;
- h) Enable members to cooperate as a body with other organisations in the pursuit of the aims of the Association;
- i) Represent the members in negotiations or other meetings with relevant parties concerning terms and conditions of employment and the ongoing employment of members.
- j) Manage and operate an ongoing non-profit based service to members,

4. POWERS

4.1. The Association shall have all such powers, including such incidental powers as may be necessary or convenient to carry out its objects. These powers shall include the power to carry out any one or more of the objects independently or exclusively of the remainder of the objects.

4.2. Without limiting the powers in 4.1, the Association’s powers include the power to:

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) borrow money upon such terms and conditions as the Association thinks fit;
- c) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- d) appoint agents to transact any business of the Association on its behalf; and
- e) enter into any contract it considers necessary or desirable.

5. MEMBERSHIP

There are eight (8) classes of membership:

- a) Ordinary Member
- b) Active Life Member
- c) Restricted Ordinary Member
- d) Collegiate Member
- e) Aspirant Member
- f) Associate Member
- g) Retired Life Member
- h) Retired Member

5.1. Ordinary Membership shall be open to become Officers of the Association or to vote at any meeting of the Association.

- 5.2. Ordinary Membership will be open to:
- a) Secondary Principals and Deputy Principals of Senior High Schools, High Schools, Senior Colleges, Senior Campuses, Secondary Community Schools or Colleges, School of Isolated and Distance Education and Agricultural Colleges;
 - b) Persons in equivalent positions or similar institutions in Government Schools in Western Australia; and
 - c) Persons acting or relieving in the positions referred to in clauses 5.2(a) and 5.2(b) for more than a semester.
- 5.3. Active Life Membership may be granted to an Ordinary Member by resolution of the Association. Active Life Members have the entitlement of Ordinary Members. An Active Life Member will automatically become a Retired Life Member upon retirement from his or her position.
- 5.4. Restricted Ordinary Membership is available to persons eligible for Ordinary Membership who are on leave or secondment for a period of not less than one (1) year.
- 5.5. Collegiate Membership will be open to :
- a) Secondary school Principals and Deputy Principals (or their equivalents) in non-government schools;
 - b) Members of other national or international secondary school Principals' associations;
 - c) Directors in DET
 - d) Senior Executives in DET
 - e) Senior positions in other educational institutions.
- 5.6. Aspirant Membership shall be open to teaching staff working in Western Australian government schools with a secondary component who are seeking to obtain the necessary skills and experience to become a Principal or Deputy Principal.
- 5.7. Associate Membership is available to persons acting or relieving in position referred to in clauses 5.2(a) and 5.2(b) for up to one semester.
- 5.8. Retired Life Membership is available to a Retired Member who has been granted life membership.
- 5.9. Retired Membership is available to any person who has been an Ordinary Member and who, at a time when he or she is still an Ordinary Member, retires from his or her position.
- 5.10. Life Membership shall be open to members who have:
- a) rendered long and valuable service to the Association and education;
 - b) been nominated for Life Membership, in a manner prescribed by the Management Committee, at least one month prior to the Annual General Meeting; and
 - c) been elected to Life Membership at an Annual General meeting by a majority of those present and entitled to vote.
- 5.11. All Life Members of the Western Australian Secondary Principals' Association Incorporated and the Western Australian Secondary Deputy Principals' Association as at the date of incorporation of the Association will automatically become Life Members of the Association from the date of its incorporation.
- 5.12. All members of the Association shall have their names and residential or postal addresses entered in the Register of Members to be kept by the Secretary.

6. PERIOD OF MEMBERSHIP

- 6.1 An eligible person seeking membership of the Association may apply in writing by completing such application form as may be prescribed by the Management Committee from time to time and lodging same, together with payment of appropriate annual subscription fee, with the Secretary of the Association.
- 6.2 The Management Committee shall consider each application for membership at its next scheduled meeting. The Management Committee may decline membership to any person without giving a reason to the applicant, provided that members may by resolution properly passed at an Annual or Special General Meeting, grant membership to any person declined by the Management Committee.
- 6.3 Membership shall cease upon:
- a) receipt of the written resignation of a member;
 - b) the failure of a member to pay the Annual Subscription by no later than one month of the Annual General Meeting in any year;
 - c) Expulsion under clause 6.4 below.
- 6.4 The Management Committee may suspend or expel any member if it considers that the member's conduct is detrimental to the Association. The Management Committee will notify the member of his or her suspension or expulsion in writing and that suspension or expulsion will become effective from a date 14 days after that notice is given unless the member appeals that decision. The member may lodge a written appeal against that decision with the Secretary within the 14-day period. Where an appeal is lodged the member will continue to be a member until such time as the appeal is determined by resolution of the Annual General Meeting or a Special General Meeting called for that purpose.

7. MANAGEMENT

- 7.1 The Management Committee will be responsible for the day to day management and control of the Association.
- 7.2 The Management Committee shall consist of the following officers to be appointed in accordance with Clause 10 of this Constitution:
- a) President
 - b) Senior Vice President
 - c) Junior Vice President
 - d) Secretary
 - e) Treasurer
 - f) 10 other Officers
- 7.3 The immediate past President of the Association will be an ex-officio member of the Management Committee for a period of 12 months following her or his retirement as President.
- 7.4 At least one member who is a Principal and one member who is a Deputy Principal will be elected to one of the positions of President, Senior Vice President and Junior Vice President.

- 7.5 At least four members who are Principals and four members who are Deputy Principals will be elected as one of the 10 other Officers referred to in clause 7.2(f)
- 7.6 The Management Committee may fill any vacancy on the Management Committee on a temporary basis and/or co-opt additional members to fill a specific need, provided that any such appointment will terminate at any Special General Meeting called to fill the vacancy or at the next Annual General Meeting, whichever is the earlier.
- 7.7 Management Committee members may receive payment or reimbursement for expenses that are acknowledged by the Management Committee for costs incurred in carrying out their role within the Association. Disbursement of these funds to Committee Members will only occur through the authorisation of the majority of Management Committee members.
- 7.8 All members of the Association, regardless of class, will receive a minimum of fourteen (14) days notice of any General Meeting.

8. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 8.1 The Management committee shall meet at such times and places as it considers appropriate, but no less than twice per school term.
- 8.2 A quorum for any meeting of the Management committee will be 8 officers. If a quorum is not present within 30 minutes of the scheduled starting time of the meeting, the meeting will stand adjourned to the same time and venue on the next business day. At the adjourned meeting, those Officers present will constitute a quorum.
- 8.3 The President will have a deliberative as well as a casting vote in the negative.
- 8.4 The Management Committee will have the power to form such sub-committees for particular purposes as it sees fit and for this purpose shall have the power to co-opt members or other outside parties to serve on such sub-committees. Such sub-committees shall have no power to commit the Association in any way and will be limited to reporting to the Management Committee or, where appropriate, to the members in an Annual or Special General Meeting.
- 8.5 Minutes of the Management Committee Meetings shall be drawn by the Secretary, or by such other person appointed by the Management Committee, and shall be circulated to all Officers within fourteen (14) days of the meeting.

9. EXECUTIVE COMMITTEE

- 9.1 The Executive Committee will consist of the President, Senior Vice President, Junior Vice President, Secretary and Treasurer.
- 9.2 The Executive Committee may carry out any urgent business of the Association that arises between the meetings of the Management Committee and which, in the opinion of the President or, in her or his absence, the Senior Vice President, cannot be held over to the next meeting of the Management Committee.
- 9.3 A quorum for an Executive Committee Meeting shall be three (3) members of the Committee. If a quorum is not present within 30 minutes of the scheduled starting time of the meeting, the meeting will stand adjourned to the same time and venue on the next business day. At the adjourned meeting, those Officers present will constitute a quorum.

- 9.4 The procedure to be followed at any Executive Committee Meeting will be determined by a majority of those Officers present.
- 9.5 The Executive Committee will meet when and as considered necessary under the direction of the President or, in her or his absence, the Senior Vice President.
- 9.6 The Management Committee will consider all resolutions of the Executive Committee at its next meeting and either ratify the resolution or resolve to take such steps as may be available to rescind or modify the resolution, provided that no action taken in consequence of a validly passed Executive Committee resolution will be invalidated by a subsequent decision of the Management Committee. Decisions taken by the Executive Committee and subsequently ratified by the Management Committee will be regarded as resolutions of the Management Committee.

10. ELECTION AND TENURE OF OFFICERS

- 10.1 The Officers will be elected by the members in accordance with the procedures set out in this clause and will assume their appointments as indicated in the By-Laws.
- 10.2 Only Ordinary Members and Active Life Members who hold substantive Principal or Deputy Principal positions or their equivalence may be nominated and elected as Officers.
- 10.3 The members of the Management Committee will hold office for a period of three (3) years. The President not to hold office for more than 2 consecutive terms.
- 10.4 Nominations for election as an Officer will be by way of written notice, signed by an Ordinary Member as a proposer, an Ordinary Member as seconder and the nominee, which notice must:
- (a) indicate the position for which the candidate is nominated;
 - (b) contain a brief statement, not to exceed 100 words (300 words for President), from the candidate for circulation to members
 - (c) be lodged with the secretary not less than 45 days before the Annual General Meeting in the year in which an election is to take place.
- 10.5 As soon as practicable after the time for nominations closes, the Management Committee will appoint a Returning Officer and two Scrutineers to conduct the ballot and to count and verify the results of the voting. The persons appointed as Returning Officer and Scrutineers must not be candidates for any of the positions for which the ballot is being conducted.
- 10.6 Officers will be elected by ballot conducted, as far as is practicable the following manner:
- (a) a ballot paper will be sent to Ordinary Members and Active Life Members at least 30 days before the Annual General Meeting;
 - (b) the ballot paper will identify the nominees for each position separately, with boxes for the recording of votes in respect of each position;
 - (c) the ballot shall close at 4.00pm on the 5th working day prior to the Annual General Meeting;
 - (d) counting of votes shall be carried out by the Returning Officer and Scrutineers prior to the Annual General Meeting;
 - (e) prior to the Annual General meeting the returning Officer will prepare a written report on the outcome of voting and present that report to the Management Committee
 - (f) as far as is practicable, the Management Committee will notify the candidates of the result prior to the Annual General Meeting;

(g) the Management Committee will table the report of the Returning Officer at the Annual General Meeting.

10.7 Voting for Officers will be by way of:

- (a) preferential vote where more than two candidates are nominated for any of the specific offices mentioned in clauses 7.2 (a) to (e) and
- (b) simple majority in all other cases;

10.8 Where a preferential vote is required:

- (a) the ballot form will require members to allocate a sequential number to each candidate in order of preference;
- (b) 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;
- (c) the procedure set out in clause 10.8 (b) will be repeated until votes have been allocated to the final two remaining candidates; and
- (d) the winner will be the remaining candidates who has the greatest number of votes on the final count.

10.9 An Officer shall cease to be an Officer of the Association upon the happening of any of the following events:

- (a) the death of the Officer;
- (b) the Officer resigns, in writing, from office;
- (c) the Officer ceases to be a member of the Association for any reason whatsoever;
- (d) the Officer loses membership by the operation of Clause 6.4;
- (e) the Officer becomes permanently unable to act owing to mental or physical ill-health; or
- (f) the Association, by resolution of an Annual or Special General Meeting, removes the Officer as an Officer of the Association.

10.10 All Officers of the Association shall have their names and residential or postal address entered in the Register of Officers to be kept by the Secretary.

11. ANNUAL GENERAL MEETING

11.1 An Annual General Meeting of the Association shall be held in every calendar year, not more than four (4) months after the end of the financial year.

11.2 Notice of the date of the Annual General Meeting, together with an agenda, shall be circulated to all members not less than fourteen (14) days prior to the meeting.

11.3 All members will be entitled to attend the Annual General Meeting but only Ordinary Members and Active Life Members are entitled to vote.

11.4 A quorum at the Annual General Meeting shall consist of 25% of the aggregate total of Ordinary Members and Active Life Members of the Association. In the event of a quorum not being present within thirty (30) minutes of the notified starting time, the meeting shall be adjourned to a time and place to be decided by the Management Committee. Notice of such an adjournment shall be given to members at least seven (7) days prior to the adjourned meeting being held. At the adjourned meeting, members present will constitute a quorum and business shall proceed in accordance with the original agenda.

- 11.5 The business of the Annual General Meeting shall be to:
- (a) receive and confirm, with or without modification, the minutes of the previous Annual General Meeting;
 - (b) receive and approve, with or without modification, the annual Report and Audited Balance Sheet and financial Statements for the previous year;
 - (c) receive and confirm the Returning Officer's report on the election of Officers;
 - (d) consider and, if appropriate, adopt (with or without modification) any notice of motion (including a notice of motion proposing an amendment to this Constitution) of which due notice as been given under clause 11.6 of this Constitution;
 - (e) appoint the Association's auditors; and
 - (f) determine the rates of subscriptions for all classes of membership of the Association.
- 11.6 A member wishing to propose a motion at any Annual General Meeting must give notice in writing to the Secretary of the Association, which notice must:
- (a) be signed by Ordinary Members moving and seconding the motion;
 - (b) set out the text of the motion which is proposed, together with a short explanation of the effect the motion will have if passed and the reason why the member thinks the motion should be passed; and
 - (c) be sent to the Association at least 21 days prior to the Annual General Meeting.
- 11.7 The Management Committee shall determine, by way of By-law, the procedures to be followed by any Annual General Meeting.

12. SPECIAL GENERAL MEETINGS

- 12.1 The Management Committee may at any time resolve to call a Special General Meeting.
- 12.2 The Management Committee will call a Special General Meeting within twenty one (21) days of receipt of a written petition signed by not less than 15% of the aggregate total of Ordinary Members and Active Life Members specifying in detail the particular matter or matters in respect of which the Special General meeting is to be called.
- 12.3 A Special General Meeting will consider only the specific matter or matters for which the meeting has been called.
- 12.4 At least fourteen (14) days written notice of a Special General Meeting will be given to all members. The notice will set out the details/matters for which the Special General Meeting has been called.
- 12.5 The quorum for and procedures for dealing with adjournments where a quorum is not present shall be the same for Special General Meetings as they are for Annual General Meetings.
- 12.6 All members will be entitled to attend Special General Meetings but only Ordinary Members and Active Life Members are entitled to vote.
- 12.7 The Management Committee may determine, by way of By-law, the procedures to be followed at any Special General Meeting.
- 12.8 Minutes of a Special General Meeting shall be confirmed at the next Annual General Meeting or Special General Meeting, whichever is the sooner.

13. VOTING BY PROXY

- 13.1 A member entitled to attend and vote at the Annual General Meeting or any Special General Meeting may appoint a proxy to attend the meeting and vote on his or her behalf.
- 13.2 The appointment of a proxy shall be in writing in the form prescribed by the Management Committee from time to time, which will include a statutory declaration confirming the identity of the member and his or her signature.
- 13.3 A proxy appointment will only be valid if the form is properly completed and is lodged with the Secretary at least three business days prior to the date of the meeting.
- 13.4 A member who validly appoints a proxy will be counted as present at the meeting for the purposes of a quorum and any vote.

14. SUBSCRIPTIONS

- 14.1 The Annual Subscriptions are payable within one (1) month of the conclusion of the Annual General Meeting.
- 14.2 The amount of the subscriptions will be such amount as may be determined by the Association at the Annual General Meeting being:
- (a) a specified percentage, as determined by the Annual General Meeting on the recommendation of the Management Committee, of the gross base salary of an Ordinary Member; and
 - (b) such amounts as may be recommended by the Management Committee from year to year for all other categories of membership, provided that the amount determined will not be less than \$10.00 per annum or more than the amount prescribed in Clause 14.2 (a).
- 14.3 The specified percentage referred to in clause 14.2 (a) will be not less than 0.1% and not more than 2%.
- 14.4 No Annual Subscription will be payable by Life Members.
- 14.5 The Management Committee may, in its discretion, approve different methods of payment of the Annual Subscription, including payment by instalment. A member may elect to pay the annual subscription by way of instalments or by any other method approved by the Management Committee.
- 14.6 A member who is more than one month in arrears in respect of any payment of Annual Subscriptions will, on receipt of notice from the Management Committee, lose all membership benefits until the arrears have been paid in full.
- 14.7 Members on long service leave, leave without pay or whose circumstances warrant special dispensation may apply to the Management Committee for a reduction in annual subscriptions or a suspension of payment by instalments. The granting of any reduction or suspension, and the terms upon which it is granted, will be in the sole discretion of the Management Committee.

15. FINANCE

- 15.1 All moneys received by the Association will be deposited in a registered bank account held in the name of the Association.
- 15.2 All moneys shall be deposited as soon as practicable after receipt thereof.
- 15.3 All expenditure shall be approved or ratified at a Management Committee Meeting.
- 15.4 Any banking account in the name of the Association must require the signature of any two of the President, Vice Presidents, Secretary and Treasurer on any cheque, transfer of funds or other dealings with funds in the account.
- 15.5 Save as provided in clause 15.6, all payments made by or on behalf of the Association shall be made by cheque or electronic funds transfer.
- 15.6 The Management Committee may authorise the Treasurer to operate a petty cash fund to meet the day to day expenses of the Association. Unless specifically authorised by the Management Committee, the petty cash fund will not be used to pay any amount which exceeds the specific amount fixed by the Management Committee for this purpose from time to time.
- 15.7 The Treasurer must ensure that the Association maintains books of account in accordance with Generally Accepted Australian Accounting Practice, showing the financial transactions of the Association.
- 15.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of:
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities of all mortgages, charges and securities affecting the property of the association at the close of that year.
- 15.9 The auditors appointed by the Association will audit the books annually.
- 15.10 The Treasurer will have custody of all financial records, books, documents and securities of the Association.

16. INCOME AND PROPERTY

The income and property of the Association will be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to employees of the Association or other persons in return for services rendered to, or expenses incurred on behalf of the Association.

17. BY-LAWS

- 17.1 The Management Committee has the power to make, vary or withdraw By-Laws to facilitate the operation of the Association. Any By-Laws made will be circulated to all members and will become binding 30 days after circulation unless there is a valid demand for a Special General Meeting to rescind such By-Law within that period, in which event the By-Law will become binding only upon approval at the Special General Meeting.

- 17.2 Subject to clause 17.3 any By-Law will be binding on all members.
- 17.3 In the event that a By-Law is inconsistent with the expressed provisions of this Constitution, the Constitution will prevail.

18. DISPUTES RESOLUTION

- 18.1 Disputes under or relating to the By-Laws and rules of the Association which occur between members shall be resolved by the Management Committee upon written presentation of the dispute by all parties not less than fourteen (14) days prior to a Management Committee meeting. The decision of the Management Committee may be appealed to the Executive Committee in writing not more than seven (7) days from the dispatch, in accordance with Section 19, to the disputing parties of the Management Committee's ruling.
- 18.2 Appeals to the Executive Committee as a result of a ruling by the Management Committee of a dispute between members must be ruled upon within twenty (21) days of the appeal being lodged. Notification of the Executive Committee's decision will be made within seven (7) days of the meeting and communicated in compliance with Section 19. Should either party believe that the dispute is not resolved a referral to the State Administrative Tribunal may be enacted.
- 18.3 Disputes under or relating to the By-Laws and rules of the Association which occur between members and the Management Committee shall be resolved by the Executive Committee upon written presentation of the dispute by all parties to the Association President. The decision of the Executive Committee will be conveyed in writing not more than seven (7) days from the dispatch, in accordance with Section 19, to the disputing parties of the Executive Committee's ruling. Should either party believe that the dispute is not resolved a referral to the State Administrative Tribunal may be enacted.

19. SERVING OF NOTICES

All notices required to be given by the Association shall be sufficiently served if forwarded in writing by the most expeditious means at the time, including electronic transfer, to the member's last known address. The time at which the notice was dispatched and would be delivered in the ordinary course of events shall be deemed to be the time at which the addressee received the notice.

20. COMMON SEAL

The Association shall have a common seal which shall remain in the custody of the Secretary. The common seal shall only be affixed to a deed, instrument or other document by resolution of the Management Committee and then only in the presence of either the President or one of the Vice Presidents and the Secretary and bear their signatures.

21. ALTERATIONS TO THE CONSTITUTION

No amendment of this Constitution shall be made except by special resolution passed at the Annual General Meeting or at a Special General Meeting called for the purpose. Notice of the intention of any member to move such amendment must be forwarded to the Secretary in such time as will permit at least 14 days notice of such proposed amendment being given to all members. Any such alteration shall require a majority of 75% of Ordinary Members and Active Life Members who vote. Members can only vote

by being present at the meeting or by proxy.

22 DOCUMENTS

- 22.1 The Secretary will provide for the safe custody of records, books, documents and instruments of title of the association (other than the financial records and other documents referred to in clause 15.10).
- 22.2 All members, including Life Members may at any reasonable time and having given reasonable notice, inspect without charge the Register of Members and the Register of Officers.
- 22.3 A member having a right to inspect under clause 22.2 may, at her or his own cost, make a copy or take an extract from the record but may not remove the record for that purpose.

23 FINANCIAL YEAR

The financial year of the Association will be as indicated in the By-Laws.

24 DISSOLUTION

- 24.1 The Association may, by special resolution of at least 75% of the members entitled to vote and present in person or by proxy, resolve to dissolve the Association.
- 24.2 If, on the winding up of the Association, through special resolution or cancelation of incorporation, 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
- (a) to another Association incorporated under the Act with similar Non-profit based objects and Constitution. Specifically, that entity must contain within its Constitution clauses stating that the entity is Not for Profit and that the entity is prohibited from distributing funds to members as per clauses 16 and 23.2(b) of this Constitution; or
 - (b) for charitable purposes, which incorporated Association or purposes, as the case requires, shall be determined by 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.