



**CATHOLIC ASSISTANT PRINCIPALS'
ASSOCIATION of
WESTERN AUSTRALIA**

CONSTITUTION

Name of Association:

1. The name of the Association is Catholic Assistant Principals' Association of Western Australia.

Definitions:

2. In these Rules, unless the contrary intention appears -
 - 'Executive meeting' means meeting referred to in Rule 15 (1)
 - 'Executive member' means person referred to in paragraph (a), (b), (c), (d) or (e) of Rule 10 (1)
 - 'Financial Year' means a period not exceeding 15 months fixed by the Executive
 - 'General Meeting' means meeting convened under Rule 16
 - 'Member' means member of the Association
 - 'Honorary Member' means member of the Association replacing a paid member
 - 'Ordinary Resolution' means other than a 'special resolution'
 - 'Special Resolution' means a resolution passed by a majority of not less than three-fourths of the members entitled to vote and present or by proxy
 - 'The Association' means the Association referred to in Rule 1
 - 'The President' means –
 - (a) in relation to the proceedings at a Executive meeting or General Meeting, the person presiding at the Executive meeting or General Meeting in accordance with Rule 11; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice President;
 - 'The Executive' means the Executive of Management of the Association referred to in Rule 10 (1)
 - 'The Secretary' means the Secretary referred to in Rule 10 (1) (c)
 - 'The Treasurer' means the Treasurer referred to in Rule 10 (1) (d)

‘The Vice President’ means the Vice-President referred to in Rule 10 (1).

Objective of Association:

3. (1) The objects of the Association are –
- (a) To provide a forum for the exchange of ideas related to education and school leadership
 - (b) To continue to promote and develop the spirit of co-operation and consultation that presently exists within the Catholic Education System
 - (c) To provide a support network for members by way of gatherings; professional, pastoral, spiritual and social that will facilitate a spirit of fellowship
 - (d) To promote the professional development of Assistant Principals in accordance with expressed needs
 - (e) To provide a cohesive, representative voice to express the opinion of members by providing opportunities for all members in the activities of the Association by responding to all member’s views and seeking their counsel /and support.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or in directly, to members, except in good faith in the promotion of those objects.

Powers of Association

4. Subject to these Rules the Association may do all things necessary or convenient for carrying out the objects and purposes, and in particular may -
- (a) Acquire, hold, deal with and dispose of any real or personal property
 - (b) Open and operate bank accounts
 - (c) Invest money –
 - (i) As Trust Funds may be invested under Part III of the Trustees Act 1962
 - (ii) In any other manner authorized by these Rules:
 - (d) Borrow money upon such terms and conditions as the Association thinks fit
 - (e) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit
 - (f) Appoint agencies to transact any business of the Association on its behalf, and
 - (g) Enter into any other contract considered necessary or desirable.

(h) Qualifications for Membership of Association

5. (1) Membership of the Association is open to all Assistant Principals or equivalent in Western Australian Catholic Primary Schools with primary students including formally appointed Acting Assistant Principals including composite schools (K-12).
- (2) A person who wishes to become a member shall apply for membership to the Executive in writing signed by that person in such form as the Executive from time to time directs.
- (3) The Executive shall consider each application made under SubRule (2) at an Executive meeting and shall at the Executive meeting or a subsequent Executive meeting, accept or reject that application.
- (4) Membership shall cease -
- (a) If the member ceases to be an Assistant Principal of a Catholic Primary School, Acting Assistant Principal actively involved in this capacity for whatever reason
 - (b) On receipt by the Executive of a written resignation
 - (c) If the Member is expelled in accordance with clause 9
 - (d) If the Member fails to comply with the provision of clause 7.

New Assistant Principals or equivalent appointed after July 1 will hold honorary membership of the Association until December of that year.

Register of Members of Association

6. (1) The Secretary shall on behalf of the Association keep and maintain the register of members and that register shall be so kept and maintained at his or her place of employment.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under Rule 7 (3), 8 (1) or 9 to be deleted from the register of members referred to in SubRule (1).

Subscriptions of Members of Association

7. (1) The members shall from time to time at a General Meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Executive from time to time determine, the amount of the subscription determined under SubRule (1).
- (3) Subject to SubRule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Executive decides otherwise.
- (4) A member is a financial member for the purpose of these Rules if his or her subscription is paid on or before the relevant date fixed by or under SubRule (2) or within 3 months thereafter.

Resignation of members of Association

8. (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Executive member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under SubRule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association if unpaid at the date of that cessation.

Expulsion of members of Association

9. (1) If the Executive considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Executive shall communicate, either orally or in writing, to the member -
 - (a) Notice of the proposed expulsive and of the time, date and place of the Executive meeting at which the question of that expulsive will be decided and
 - (b) Particulars of that conduct, not less than 30 days before the date of the Executive meeting referred to in Paragraph (a).

(2) At the Executive meeting referred to in a notice communicated under SubRule (1), the Executive may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive, expel or decline to expel that member from the membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.

(3) Subject to SubRule (5), a member who is expelled under SubRule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under SubRule (2).

(4) A member who is expelled under SubRule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in SubRule (3).

(5) When notice is given under SubRule (4) –

(a) the Association in a General Meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting, confirm or set aside the decision of the Executive to expel that member and

(b) The member who gave that notice does not cease to be a member unless and until the decision of the Executive to expel him or her is confirmed under this SubRule.

Executive of Management

10. (1) The affairs of the Association shall be managed exclusively by a Executive of Management consisting of -

- (a) The President;
- (b) The Vice President;
- (c) A Secretary;
- (d) A Treasurer;
- (e) not less than four or more than six other persons, all of whom shall be members of the Association elected to membership of the Executive at an Annual General Meeting for a period of three years or appointed under Subrule (9)

- (f) Subject to this rule a member completing a three year term is eligible for re-election for a further term or terms not exceeding a total of six years
- (g) At the first Executive meeting held after the Annual General Meeting the members elected to compromise the Executive shall appoint from those elected Executive members, the President, Vice President, Secretary and Treasurer (Office Bearers)
- (h) The immediate past President, if their term has been completed, shall be an ex-officio member for a term of one year immediately following his term or term of office

(2) After the election of the Office Bearers the remaining six members of the Executive shall hero sub-Executives based under the CAPA Portfolios: Education: current & future issues; Conference; Social: including networking; Raising the Profiles of Assistant Principals; Deed of Agreement; Webpage; and other functions of the Association as seemed appropriate by the Executive. The Association President, Secretary and Treasurer will not take on a Portfolio.

(3) The Executive may appoint additional Sub-Executives with such terms of reference as specified by member of all such Sub-Executives. For this purpose the Executive may co-opt members of the Association to fulfill roles on these Portfolios as seemed necessary.

(6) Subject to SubRule (5), a person is not eligible for election to membership of the Executive unless a member has nominated him for election by delivering notice in writing of that nomination, signed by –

- (a) The nominator and
- (b) The nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the Annual General Meeting concerned is to be held.

(7) SubRules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under SubRule (2) or (3).

(8) A person who is eligible for election or re-election under this Rule may at the Annual General Meeting concerned –

- (a) Propose or second himself or herself for election or re-election and
- (b) Vote for his or herself.

(9) The Secretary shall ensure that notice of all persons seeking election to membership of the Executive is given to all members when notice is given to those members of the calling of the Annual General Meeting at which that election is to be held.

(10) If the number of persons nominated for election to membership of the Executive does not exceed the number of Vacancies in that membership to be filled –

- (a) The Secretary shall report accordingly to and
- (b) The President shall declare those persons to be duly elected as members of the Executive at, the Annual meeting concerned.

(11) When a casual vacancy within the meaning of Rule 14 occurs in the membership of the Executive –

- (a) The Executive may appoint a member to fill that vacancy; and
- (b) A member appointed under this SubRule shall –
 - (i) Hold office until the commencement of and
 - (ii) Be eligible for election to membership of the Executive at the next following Annual General Meeting.

President

11. (1) Subject to this Rule, the President shall preside at all General Meetings and Executive meetings.

(2) In the event of the absence from –

(a) A General Meeting of –

- (i) The President, the Vice President; or
- (ii) Both the President and the Vice President, a member elected by the other members present at the General Meeting;

Or

(c) An Executive meeting of –

- (i) The President, the Vice President; or
- (ii) Both the President and the Vice President, an Executive member elected by the other Executive members present,

shall preside at the General Meeting or Executive meeting, as the case requires.

Secretary

12. The Secretary shall -

- (a) Coordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Executive and of the Association;
- (c) Comply on behalf of the Association with –
 - (i) The need to maintain a Register of Members
 - (ii) To keep and maintain an up-to-date copy of Rules and
 - (iii) To maintain a record of the names and addresses of the office bearers.
- (d) Have custody of all books, documents, records and registers of the Association, including those referred to in Paragraph (c), other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer and
- (e) Perform such other duties as are imposed by these Rules on the Secretary.

Treasurer

13. The Treasurer shall -

- (a) Be responsible for the receipts of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association
- (b) Pay all money referred to in paragraph (a) into such account as accounts of the Association as the Executive may from the time to time direct
- (c) Make payments from the funds of the Association with the authority of a General Meeting or of the Executive and in so

doing ensure that all cheques are signed by two Executive members other than himself or herself

- (d) (i) Keep such accounting records as correct record and explain the financial transaction and financial position of the Association
- (ii) Keep its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time
- (iii) Keep its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited
- (iv) Submit to the members at the Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) Whenever directed to do so by the President, submit to the Executive a report, balance sheet or financial statement in accordance with that direction
- (f) Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e) and
- (g) Perform such other duties as are imposed by these Rules on the Treasurer.

Casual vacancies in membership of Executive

14. A casual vacancy occurs in the office of a Executive member and that office becomes vacant if the Executive member -
- (a) Dies;
 - (b) Resigns by notice in writing delivered to the President or, if the Executive member is the President, to the Vice President
 - (c) Is permanently incapacitated by mental or physical ill-health;
 - (d) Is absent from more than –

- (i) 3 consecutive Executive meetings; or
- (ii) 3 Executive meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Executive meetings; or
- (e) Ceases to be a member of the Association.

Proceedings of Executive

15. (1) The Executive shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a meeting of the Executive.
- (2) Each Executive member has a deliberative vote.
- (3) A question arising at an Executive meeting shall be decided by a majority of votes, but, there is an equality of votes, the person presiding at the Executive meeting shall have a casting vote in addition to his or her deliberative vote. For matters of urgency, arising between Executive meetings that require a deliberative vote, Executive may choose to vote via electronic communication.
- (4) At an Executive meeting, six Executive members constitute a quorum.
- (5) Subject to these Rules, the procedure and order of business to be followed at an Executive meeting shall be determined by the Executive members present at the Executive meeting.
- (6) An Executive member having any direct or indirect pecuniary interest in a proposed contract shall not take part in any deliberations or decision of the Executive with respect to that contract.

General Meeting

16. (1) The Executive -
- (a) May at any time convene a special General Meeting;
 - (b) Shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by section 23 of the Act and

- (c) Shall, within 30 days of –
- (i) Receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request or
 - (ii) The Secretary receiving a notice under Rule 9 (4), convene a special General Meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in SubRule (1) (c) (i) shall –
- (a) State in that request the purpose for which the special general meeting concerned is required and
 - (b) Sign that request.
- (3) If a special General Meeting is not convened within the relevant period of 30 days referred to –
- (a) In SubRule (1) (c) (i), the members who made the request concerned may themselves convene a special General Meeting as if they were the Executive or
 - (b) In SubRule (1) (c) (ii), the member who gave the notice concerned may himself convene a special General Meeting as if he or she were the Executive.
- (4) When a special General Meeting is convened under SubRule (3) (a) or (b) –
- (a) The Executive shall ensure that the members or member convening the special General Meeting are supplied free of charge with particulars of all members and
 - (b) The Association shall pay the reasonable expenses of convening and holding the special General Meeting.

(5) Subject to SubRule (8), the Secretary shall give to all members not less than 14 days notice of a General Meeting and of any motions to be moved at the General Meeting.

(6) A notice given under SubRule (5) shall specify –

- (a) When and where the General Meeting concerned is to be held and
- (b) Particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

(7) In the case of an Annual General Meeting, the order in which business is to be transacted is –

- (a) First, the consideration of the accounts and reports of the Executive
- (b) Second, the election of Executive members to replace outgoing Executive members and
- (c) Third, any other business requiring consideration by the Association a General Meeting.

(8) The Secretary shall give to all members not less than 21 days notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.

(9) The Secretary may give a notice under SubRule (5) or (8) by –

- (a) Serving it on a member personally or
- (b) Sending it by post to a member at the address of the member appearing in the register of members kept and maintained.

(10) When a notice is sent by post under SubRule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepared mail, facsimile or email.

Quorum in Proceedings at General Meetings

17. (1) At a General Meeting half of the membership plus one present in person or by proxy constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Rule 16 (5) or (8) –

(a) As a result of a request or notice referred to in Rule 16 (1) (c) or as a result of action taken under Rule 16 (3) a quorum is not present, the General Meeting lapses or

(b) Otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by SubRule (2) (b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

(4) The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

(5) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

(6) When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 16 of the adjourned General Meeting as if that general meeting were a fresh General Meeting.

(7) At a General Meeting –

(a) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands and

(b) A special resolution put to the vote shall be decided in accordance with these Rules.

(8) A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with SubRule (9).

(9) At a General Meeting, a poll may be demanded by the President at the General Meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.

(10) If a poll is demanded and taken under SubRule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under SubRule (9) on the election of person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

18. (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Executive meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Executive meeting, as the case requires, in a minute book kept for that purpose.

(2) The President shall ensure that the minutes taken of a General Meeting or Executive meeting under SubRule (1) are checked and signed as correct by the President of the General Meeting or Executive meeting to which those minutes relate or of the next succeeding General Meeting or Executive meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that –

(a) The General Meeting or Executive meeting to which they relate (in this SubRule called ‘the meeting’) was duly convened and held

(b) All proceedings recorded as having taken place at the meeting did in fact take place thereat and

(c) All appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

19. (1) Subject to these Rules, each member present in person or by proxy at a General Meeting is entitled to vote.

(2) A proxy is not valid unless –

- (a) It is in the form determined by the Executive
- (b) It is signed by the requesting member and
- (c) It is delivered or posted to the Secretary at the Association's registered office by the time specified for lodgement of proxies in the notice convening the meeting to which the proxy relates.

Proxies of Member of Association

20. A member (in this Rule called 'the appointing member') may appoint in writing another member who is a natural person to be the 'proxy' of the appointing member and to attend, and vote on behalf of the appointing member at, any General Meeting.

Rules of Association

21. (1) The Association may alter or rescind these Rules, or make Rules additional to these Rules, by Special Resolution but not otherwise.
- (2) These Rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

Common Seal of Association

22. (1) The Association shall have a Common Seal on which its corporate name shall appear in legible characters.
- (2) The Common Seal of the Association shall not be used without the express authority of the Executive and every use of that Common Seal shall be recorded in the minute book referred to in Rule 18 (1).
- (3) The affixing of the Common Seal of the Association shall be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Executive from time to time decides.

Inspection of records, etc. of Association

23. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Distribution of surplus property on winding up of Association.

- 24.** (1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred –
- (a) To another association or
 - (b) For charitable purposes

which incorporation association or purposes, as the case requires shall be determined by the resolution of the members when authorizing and directing the Executive to prepare a distribution plan of the surplus property of the Association.

- (2) In the event of the winding up or dissolution of the Association, the commissioner of Taxation shall be advised of the dissolution date within 30 days of the dissolution.