

CONSTITUTION

(Rules of the Association as amended September 2022)

the School Psychologists Association of Western Australia Incorporated

1 NAME

- 1 The name of the incorporated Association shall be the School Psychologists Association of Western Australia Incorporated (in these rules called the “Association”).

2 OBJECTIVES

The objectives for which the Association is established are-

- 1 The standing and profile of the School Psychologists Association of Western Australia Incorporated (Association) as the peak professional association for school psychologists is enhanced;
- 2 The Role of the School Psychologist is valued, understood and utilised.
- 3 School Psychologists are supported to connect and grow as practitioner
- 4 The property and the income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directed or in directed, to members of the Association except in good faith in the promotion of those objects or purposes.

3 MEMBERSHIP

The membership of the Association shall consist of-

- 1 Members: persons who have completed a course of tertiary training in psychology and are performing or have performed duties of the same or similar nature to those recognised by the Association Committee as normal School Psychologist practice. A member shall also be eligible for registration as a Psychologist with the Australian Health Practitioner Regulation Agency. Members have full voting rights. This is limited to one vote per person at a general meeting.

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- 2 Associate Members: persons who have completed a course of tertiary training in psychology not currently or previously performing duties of the same or similar nature to those recognised by the Association Committee, but with an interest School Psychologist practice. An Associate member shall also be eligible for registration as a Psychologist with the Australian Health Practitioner Regulation Agency. Associate Members do not have voting rights.
- 3 Student Members: persons who have completed at least four years of a course of tertiary training which the Association Committee recognises as suitable training for School Psychologist duties and who anticipate performing duties of the same or similar nature to those recognised by the Association Committee as normal School Psychology practice. Student membership is limited to a period of four years. Student Members do not have voting rights
- 4 Retired Members: members of the Association that have retired may apply. To be eligible, members must be current financial members of the Association at the time of retirement. Members may apply at any time following their retirement. Applications will be proposed at the next Association Committee meeting. Retired Members have full voting rights and may elect to serve on the Committee.
- 5 Life Members:
 - 5.1 Life membership of the Association may be conferred upon past or present members in recognition of their services in the interest of the Association or School Psychology in general, provided that every member so elected must have merited such distinction in the opinion of at least two thirds of the Association committee recording their votes in a ballot taken for the purpose.
 - 5.2 It shall be necessary for written notice of motion to confer Life Membership to be given to the Secretary not less than forty-two days before the meeting at which such a ballot is to be taken.
 - 5.3 The number of Life Members to be conferred in any one year shall be limited to two.
 - 5.4 Life Members shall be entitled to all rights of Members from the date of their election and shall be exempt from the payment of subscriptions and levies.
 - 5.5 The number of Members, Associate Members, Student Members and Life Members shall be unlimited.
- 6 **The association must always have at least six members with full voting rights.**

4 MEMBERSHIP FEES

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- 1 The membership fees for each class of membership shall be such sum as the Association Committee members from time to time at any Association Committee meeting so determine.
- 2 The membership fees for each class of membership shall be payable at such time and in such manner as the Association Committee shall from time to time determine.

5 ADMISSION AND REJECTION OF MEMBERS

- 1 At the next meeting of the Association Committee after the receipt of any application and the fee applicable for any class of membership such application shall be considered by the Association Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 2 Any applicant who receives a majority of the votes of the members of the Association Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 3 Upon the acceptance or rejection of an application for any class of membership the Membership Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- 4 New members will be provided a copy of the current constitution at the time their membership commences
- 5 Unsuccessful applicants' fees will be refunded.

6 TERMINATION OF MEMBERSHIP

A person shall cease to be a member-

- 1 Upon delivering to the Secretary the members resignation in writing.
- 2 Upon failing to pay any subscription or levies required of the member in accordance with these rules, after the expiration of sixty days' notice in writing that the amount is due and the failure to pay will result in termination of membership.
- 3
 - (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
 - (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
 - (3) The notice given to the member must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and

- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.

7 **REGISTER OF MEMBERS**

- 1 The Association Committee shall cause a register to be kept in which shall be entered the names and contact addresses of all persons admitted to membership of the Association and the dates of their admission.
- 2 Any changes to the register must be recorded within 28 days after notification of the change
- 3 The information on the register will include members name and a residential, postal or email address
- 4 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Association Committee or the members of any general meeting may require from time to time.

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- 5 The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

- 6 (1) If —

- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association

8 MEMBERSHIP OF ASSOCIATION COMMITTEE

- 1 The Executive of the Association shall consist of a President, Vice-president, Secretary and Treasurer, all of whom shall be members of the Association. The Executive shall form the core of the Association Committee.
- 2 The Executive of the Association shall determine together prior to an Annual General Meeting the number of other members of the Association Committee to be elected at the following Annual General Meeting.
- 3 At least one member of the Association Committee shall be a country member, “country” being defined as any Education Department of Western Australia region other than Metropolitan as defined by the Education Department.
- 4 At least one member of the Executive shall be a Non-Government member.
- 5 At the Annual General Meeting of the Association, all the members of the Executive and Association Committee members for the time being shall retire from office, but shall be eligible upon nomination for re-election.
6.
 - Persons who are not to be members of the committee:
 - a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - a person who has been convicted, within or outside the State, of-
 - an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or

This only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person’s conviction, or if the conviction results in a term of imprisonment, from the time of the person’s release from custody.
- 7 The election of Executive and Association Committee members shall take place in the following manner:

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- 7.1 Any two members of the Association shall be at liberty to nominate any other member to serve on the Executive or as an Association Committee member.
- 7.2 The nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the secretary at least twenty-eight days before the annual general meeting at which the election is to take place.
- 7.3 A list of the candidates' names in alphabetical order, with the proposer's and seconder's names, shall be posted on the website of the Association for at least twenty-eight days before the annual general meeting at which the election is to take place.
- 7.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 7.5 Should, at the commencement of such meeting, there be insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 7.6 In the event of a postal ballot the Secretary shall distribute brief biographical material on candidates together with the voting papers.
- 7.7 In the event of a postal ballot, votes received by the Secretary within twenty-eight days of the dispatch of the ballots shall be deemed valid.
- 7.8 Postal ballots shall be counted by scrutineers duly appointed by the Executive.
- 7.9 Defaced ballot papers shall be invalid.

9 VACANCIES ON ASSOCIATION COMMITTEE

- 1 The position held by a member of the Association Committee shall become vacant-
 - 1.1 if such a member ceases to be a member of the Association;
 - 1.2 if such member gives the Secretary notice in writing of the member's resignation;
 - 1.3 if such member fails to attend three consecutive meetings of the Association Committee to which they have been duly summoned and does not notify the Secretary on each occasion of the member's inability to attend;
 - 1.4 if at any Committee Meeting of the Association a resolution is passed to the effect that the Committee member does not possess the confidence of the Association, provided that not such motion shall be moved unless the member has been given twenty-eight days' notice in writing.
- 2 The Association Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Association Committee until the next annual general meeting.

- 3 The continuing members of the Association Committee may act notwithstanding in any casual vacancy in the Association Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Association Committee, the members may act for the purpose of increasing the number of members of the Association Committee to that number or of summoning a general meeting of the Association, but for no other purpose.
- 4 A person ceases to be a committee member if the person —
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the committee or is removed from office under rule 36; or
 - (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

5. Where a person ceases to be a member of the associations committee, the act requires that person to as soon as practicable after their membership ceases deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the associations affairs

10 FUNCTIONS OF THE ASSOCIATION COMMITTEE

- 1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Association Committee;
- 1.1 shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- 1.2 shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 2 The Association Committee may exercise all the powers of the Association;
- 2.1 to raise or secure the payment of money in such a manner as the members of the Association may think fit and secure the same payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Associations property, both present and future, and to purchase, redeem or pay off any such securities; and
- 2.2 to invest in such manner as the members of the Association may from time to time determine.

- 3 A member of the committee who has a material personal interest in a matter being considered at a committee meeting must:
- as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - disclose the nature and extent of the interest at the next general meeting of the association
- This rule does not apply in respect of a material personal interest
- (a) that exists only because the member-
 - is an employee of the incorporated association; or
 - is a member of a class of persons for whose benefit the association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- A member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.

The association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

11 MEETINGS OF ASSOCIATION COMMITTEE

- 1 The Association Committee shall meet at least once every two calendar months to exercise its functions.
- 2 A special meeting of the Association Committee shall be convened by the secretary on the requisition in writing signed by not less than one third of the members of the Association Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 3 At every meeting of the Association Committee a simple majority of a number equal to the half number of Committee members, plus one shall constitute a quorum.
- 4 Subject as previously provided in this rule, the Association Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Association Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

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- 5 A member of the Association Committee shall not vote in respect of any contract or proposed contract with the Association in which he/she is interested, or any matter arising thereof, and if he/she does so vote his/her vote shall not be counted.
- 6 Not less than fourteen days' notice shall be given by the Secretary to Members of the Association Committee of any special meeting of the Association Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 7 The President shall preside as Chairperson at every meeting of the Association Committee, or if there is no President, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then members may choose one of their number to Chair the meeting.
- 8 If within half-an-hour from the time appointed for the commencement of an Association Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Association Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other time and such other place as the Association Committee determine, and if at the adjourned meeting a quorum is not present within half an-hour from the time appointed for the meeting the meeting shall lapse.

12. DELEGATION OF POWERS TO A SUB-COMMITTEE

- 1 The Association Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Association Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Association Committee.
- 2 A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to Chair the meeting.
- 3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 4 All acts done by any meeting of the Association Committee or of a sub-committee or by any person acting as a member of the Association Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Association Committee or person acting as aforesaid, or that the members of the Association Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Association Committee.

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- 5 A resolution in writing signed or an email endorsed by a majority of the Association Committee for the time being entitled to receive notice of a meeting of the Association Committee shall be as valid and effectual as if it had been passed at a meeting of the Association Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Association Committee.

13 ANNUAL GENERAL, ASSOCIATION COMMITTEE OR SPECIAL GENERAL MEETINGS

- 1 The first general meeting shall be held at such time, not being less than one month after the incorporation of the association, and at such place as the Executive may determine.
- 2 The annual general meeting shall be held within four months of the close of the financial year.
- 3 The business to be transacted at every annual general meeting shall be-
 - 3.1 the receiving of the Association Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - 3.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - 3.3 the election of members to the Executive and Association Committee; and
 - 3.4 the appointment of an Auditor.
- 4 The Secretary shall convene a special general meeting-
 - 4.1 when directed to do so by the Association Committee; or
 - 4.2 on the requisition in writing signed by not less than one-third of the members presently on the Association Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Association Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - 4.3 on being given a notice in writing of an intention to appeal against the decision of the Association Committee to reject an application for membership or to terminate the membership of any person.
- 5.1 At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Association Committee plus one.

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- 5.2 No business shall be transacted at any general or Association Committee meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule, “member” includes a person attending as a proxy.
- 5.3 If within half-an-hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Association Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Association Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall be a quorum.
- 5.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6.1 The Secretary shall convene all general or Association Committee meetings of the Association by giving not less than 14 days’ notice of any such meeting to the members of the Association.
- 6.2 The manner by which such notice shall be given shall be determined by the Association Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his/her membership by the Association Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- 7 Unless otherwise provided by these Rules, at every general meeting-
- 7.1 the President shall preside as Chairperson, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-president shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to Chair the meeting;
- 7.2 the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- 7.3 every question matter or resolution shall be decided by a majority of votes of the members present;
- 7.4 every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote;

- 7.5 voting shall be by show of hands or a division of members, or by secret ballot as determined by the majority of the members attending. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 7.6 a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- 7.7 the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his/her attorney duly authorised in writing or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- 7.8 where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:
- 7.8.1 **School Psychologists Association of WA Inc.:**
I, of, being a member of the above named Association, hereby appoint of, or failing him/her, of,, as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of....., 20.... and at any adjournment thereof.
Signed this day of....., 20..., Signature.
This form is to be used in favour of/against the resolution. Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote, as he/she thinks fit);
- 7.9 the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- 7.10 the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Association Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Association Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Association Committee meeting verifying their accuracy. Similarly,

the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting. Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Association Committee meeting or annual general meeting.

7.11

Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

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- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.

14 BY-LAWS

- 1 Association Committee may from time to time make, amend or repeal bylaws not inconsistent with these Rules for the internal management of the Association and any by-law may be set aside by a General Committee meeting of members.

15 CONSTITUTION

- 1 The Association shall keep a copy of the Constitution.
- 2.1 A copy of the Constitution shall be available to members for perusal at all meetings of the Association.
- 2.2 A copy of the Constitution shall be posted on the association's website.
- 3 This Constitution shall become effective and operate from the first day of October 1998, as amended at the general meeting of 20th September 2018.

16 AMENDMENTS TO THE CONSTITUTION

- 1 The Constitution of the Association shall not be altered, added to or rescinded except at a general meeting of the Association.

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- 1.2 The Association may alter its rules only by Special Resolution, which is passed by a 75% majority of members present and entitled to vote at a general meeting
- 3 Notice of Motion to alter, add to or rescind the Constitution of the Association shall be given in writing to the Secretary not less than forty-two days before the general meeting to which such motion is to be submitted.

17 COMMON SEAL

- 1 The Executive shall provide for a Common seal and for its safe custody. The Common Seal shall only be used by the authority of the Executive and every instrument to which the seal is affixed shall be done so in the presence of two members of the Executive.

18 FUNDS AND ACCOUNTS

Treasurer

- 1 The Treasurer must-
 - 1.1 be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
 - 1.2 pay all moneys referred to in part 1.1 into such account or accounts of the Association as the Committee may from time to time direct;
 - 1.3 make payments from the funds of the Association with the authority of a Association Committee meeting and in so doing ensure that all cheques or electronic funds transfers are signed or approved by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
 - 1.4 comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - 1.4.1 keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - 1.4.2 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - 1.4.3 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - 1.4.4 submitting to members at each 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.

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- 1.5 whenever directed to do so by the President, submit to the Association Committee a report, balance sheet or financial statement in accordance with that direction;
- 1.6 unless the Association Committee members resolve otherwise at an Association Committee meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in parts 1.4 and 1.5; and
- 1.7 perform such other duties as are imposed by these rules on the Treasurer.

Powers of Association

- 2 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-
 - 2.1 may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may-
 - 2.2 acquire, hold, deal with, and dispose of any real or personal property;
 - 2.3 open and operate bank accounts;
 - 2.4 invest its money-
 - 2.4.1 in any security in which trust monies may lawfully be invested; or
 - 2.4.2 in any other manner authorised by the rules of the Association.

Funds, Accounts And Other Administrative Documents

- 3 The Secretary must, unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, other than those required to be kept and maintained by, or in the custody of, the Treasurer.
 - 3.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

19 DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP OF THE ASSOCIATION.

- 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 must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar

objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

20 **DEFINITIONS**

In this constitution, unless the contrary intention appears-

“Act” means the *Associations Incorporation Act 1987*;

“Annual General Meeting” is the meeting convened under Section 8;

“Association Committee meeting” means a meeting referred to in Section 11;

“Association Committee member” means a person who had either been elected to the Executive (i.e. President, Vice-President, Treasurer, and Secretary), or other members who have been elected to the Association Committee (e.g. Membership Secretary, Conference Convenors, Australian Psychologists and Counsellors in Schools Representative, Unions Representative, Newsletter Editor, and other members with portfolios);

“Association Committee” means the Committee of Management of the Association referred to in Section 8;

“Association” means the Association referred to in Section 1;

“Chairperson” means-

- (a) in relation to the proceedings at a committee meeting or general meeting, the person presiding at the committee meeting or general meeting in accordance with Section 13 part 7.1; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Section 12 part 2;

“Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

“convene” means to call together for a formal meeting;

“department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

“Financial Year” means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“general meeting” means a meeting to which all members are invited;

“member” means member of the Association;

“ordinary resolution” means resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“President” means the President referred to in Section 8, part 1;

“Secretary” means the Secretary referred to in Section 8, part 1;

“special general meeting” means a general meeting other than the Annual General Meeting;

“special resolution” has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

“Treasurer” means the Treasurer referred to in Section 8, part 1;

“Vice-President” means the Vice-President referred to in Section 8, part 1.