



## CONSTITUTION OF THE WA HEALTH PROMOTING SCHOOLS ASSOCIATION INCORPORATED

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## **1. Name**

The name of the association shall be the WA Health Promoting Schools Association (Inc), here and after referred to as the Association.

The Association is comprised of organisations and individuals working in and committed to the development of school health promotion in Western Australia.

## **2. Definitions**

In this constitution, unless the contrary intention appears:

- I. "the WA Health Promoting Schools Association (Inc)" means the Association referred to in paragraph 1
- II. "the Act" means the Associations Incorporated Act 1987 of Western Australia
- III. "financial year" means a period commencing 1 January and ending on 31 December each year
- IV. "general meeting" means a meeting to which all members are invited
- V. "member" means member of the Association
- VI. "ordinary resolution" means resolution other than a special resolution
- VII. "special general meeting" means a general meeting other than the annual general meeting
- VIII. "the Committee" means the Executive Committee of Management of the Association

## **3. Objects**

The objects of the Association are:

- 3.1** To advocate for the development of school health promotion and promote the health promoting schools concept.
- 3.2** To develop policies of mutual co-operation for groups working in the area of school health promotion
- 3.3** To promote the adequate resourcing of school health promotion.
- 3.4** To develop strategies for maximising the efficient use of existing resources.
- 3.5** To provide a network to encourage appropriate partnerships among health and education organisations.
- 3.6** To provide a forum for comment on issues affecting school health promotion.
- 3.7** To coordinate groups interested in health promoting schools and provide a mechanism for the exchange of information and expertise between groups.
- 3.8** Provide professional development opportunities.

**3.9** The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by the way of profit to members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any person in return for any services actually rendered to the Association, or reasonable and proper rent for premises or repayment of out-of-pocket expenses as approved from time to time by the executive committee.

## **4. Membership**

### **4.1 Qualification for membership**

Membership shall be open to any individual, school, government or corporate body who subscribes to the Association's aims and objects and who agrees to be bound by this constitution.

### **4.2 There are two classes of members:**

#### **Membership of the Association shall be open on application to:**

- (i)** "Financial Member" being those non government associations, government departments, societies, boards, tertiary institutions or other bodies, incorporated or unincorporated, which have active engagement and interest in school health promotion. Member organisations are required to pay an annual membership fee which will be determined by resolution of the Association at the Annual General meeting. Membership fees are payable by 1 April. Should fees not be paid, the membership will expire three months after the due date.
- (ii)** "Observer Member" being any body, incorporated or unincorporated, including any school, individual or tertiary student and not being a Financial Member. Observer members are not required to pay an annual membership fee.

**4.3** Any two memberships of the Association may nominate any organisation, corporate body or individual for membership, such nominations to be in writing, to include a statement of the role of the organisation or corporate body in school health promotion and to specify the class of membership to which the nominee is to be elected.

**4.4** The Association at a general meeting, by a majority vote of those present, may accept or reject any nomination for membership to any class without giving any reasons for such acceptance or rejection and upon acceptance the nominee will become a member of the class of members specified in the nomination.

## **5. Representation and Voting**

- 5.1** Each Financial Member may appoint in writing one or more representative to represent that member at Association meetings, such appointment to be for a period of one year or until the next Annual General Meeting, but such appointment may be varied from time to time.
- 5.2** Each Observer Member may appoint in writing one or more representatives to represent that member at Association meetings, such appointment to be for a period of one year or until the next Annual General Meeting, but such appointment may be varied from time to time.
- 5.3** Each Financial Member will have one vote at general meetings of the Association. Observer Members are not entitled to vote at general meetings of the Association.
- 5.4** Any members or representatives of a Financial Member may, if they are unable to attend a meeting of the Association, appoint in writing a proxy (who must be a representative of a Member Organisation) to attend and vote at the meeting of the Association if notice of the proxy has been received by the secretary not less than two working days prior to the date of the meeting of the Association.

## **6. Resignation and termination of membership**

- 6.1** A member may resign in writing to President which will be effective from when it is noted at the next general meeting.
- 6.2** The Executive Committee may by two thirds majority of those present and voting at a meeting suspend or terminate the membership of any member of the Association because his or her conduct has been detrimental to the interests of the Association.
- 6.3** The Executive Committee shall give notice in writing to the member stating the grounds for the proposed suspension or termination and shall provide a reasonable opportunity to the member of being heard at the meeting of the Executive Committee at which the decision is to be made.
- 6.4** A member whose membership is terminated or suspended may, within one calendar month of termination or suspension, appeal to the Association.
- 6.5** The Executive Committee shall call a special meeting of the Association within one month of receipt of a notice of appeal referred to in clause 6.3.
- 6.6** The Association shall decide whether such termination or suspension of membership shall be confirmed or lifted and may impose such conditions as it deems fit on the member as a Association for reversal of the decision of the Executive Committee.

## **7. Executive committee**

- 7.1** The Association shall consist of an unlimited number of organisations and individuals who have satisfied the membership requirements.
- 7.2** The members of the Association at the Annual General Meeting shall elect an executive committee, which shall consist of a President, a Vice President, a Secretary, a Treasurer and up to three additional members from representatives of

Member Organisations. Only full fee paying members are eligible to join the executive committee.

**7.3** A new executive committee will be elected annually however existing members may be re-elected.

**7.4** Events which may lead to a casual vacancy of a member of the executive committee, include where a committee member

- a. dies;
- b. resigns by notice in writing to the President
- c. is convicted of an offence under the Act;
- d. is permanently incapacitated by mental or physical ill-health;
- e. is absent from more than:
  - three consecutive executive committee meetings; or
  - three executive committee 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 meetings.
- f. ceases to be a member of the Association

**7.5** Should a casual vacancy need to be filled the executive committee will appoint a financial member to the position which will be filled until the next Annual General Meeting. A person filling a casual vacancy must meet the requirements detailed in 7.2.

**7.6** The executive committee shall meet six times per year, approximately every two to three months. The executive committee meetings will coincide with the general meetings of the Association. Resolutions are made by majority of votes. The President will control the agenda, order of business and enforcing the meeting procedures. Full and correct minutes will be taken by the Secretary (or Executive Officer if appointed), and distributed via email to members. Minutes will be stored in the minute file.

#### **Duties of the office bearers:**

**7.7** The President shall:

- I. The President and in his or her absence the Vice President shall preside at all general meetings and executive committee meetings. In the absence of both of these, a person elected by the meeting shall take the chair.

**7.8** The Honorary Secretary shall

- (i) Coordinate the correspondence of the Association.
- (ii) Keep full and correct minutes of the proceeding of the executive committee and of the Association.
- (iii) Comply on behalf of the Association with:
  - (a) section 27 of the Act in respect of the register of members of the Association
  - (b) section 28 of the Act in respect of the rules of the Association, and
  - (c) section 29 of the Act in respect of the records of the office holders, and any trustees, of the Association.

- (iv) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (iii), other than those required by sub rule 7.9 to be kept and maintained by, or in the custody of the Treasurer.
- (v) A member may at any reasonable time and upon seven days notice in writing, inspect without charge the books, documents, records and securities of the Association. Such an inspection shall take place in the presence of a representative of the executive committee and no documents or copies thereof are to be removed from the Association records. Members will not have access to confidential staff or client records.
- (vi) Cause the name of an organisation that ceases to be a member to be deleted from the register of members, and
- (vii) Perform such other duties as are imposed by these rules of the Secretary.

**7.9** The Honorary Treasurer shall:

- (i) Be responsible for the receipt of all monies paid to or received by, or by her or him on behalf of the Association, and shall issue receipts for those moneys in the name of the Association
- (ii) Pay all moneys referred to in paragraph (i) into such accounts or accounts of the Association as the executive committee may from time to time direct.
- (iii) Make payment from the funds of the Association with the authority of the executive committee.
- (iv) Comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association.
- (v) Whenever directed to do so by the President, submit to the executive committee a report, balance sheet or financial statement in accordance with that direction
- (vi) Have custody of all securities, books and documents of a financial nature and accounting records of the Association including those referred to in paragraphs (iv) and (v), and
- (vii) Perform such other duties as are imposed by these rules on the Treasurer.

**7.10** A quorum of the executive committee shall be four members of the committee personally presented at all times during the meeting.

**7.11** Each member of the executive committee shall have one vote.

**7.12** A question arising at an executive committee meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the committee meeting shall have a casting vote in addition to his or her vote.

**7.13** Sub committees may be performed as needed and the President shall be an ex-officio member of all sub committees. Members of the Association may be co-opted to such sub committees.

## **8. Meetings**

**8.1** The Association shall meet in general meeting six times in each year, approximately every two to three months, one meeting shall be the Annual General Meeting. In addition, special meeting may be convened in accordance with clauses 8.3 and 8.6 below. The time and place for general meetings shall be determined by the executive committee.

**8.2** The executive committee of the Association shall constitute the first executive committee of the Association and shall as soon as reasonably possible convene an Annual General Meeting pursuant to clause 8.1 for the purpose of electing an executive committee pursuant to clause 7.2.

**8.3** A special meeting of the Association shall be convened upon a written request to the secretary signed by no less than one third of the Member Organisations and accompanied by a notice of motion or motions to be proposed which will constitute the business of the meeting. Such a special meeting shall be held within thirty days of the receipt of the request by the Secretary.

**8.4** The Annual General Meeting of the Association shall be convened between 1<sup>st</sup> of January and the 31<sup>st</sup> of March each year.

**8.5** The business of the Annual General Meeting shall be:

- (i)** Reading and confirmation of minutes of the previous Annual General Meeting.
- (ii)** To receive the annual general report of the executive committee
  - i. President's report
  - ii. Honorary Treasurer's report
  - iii. Honorary Secretary's report
- (iii)** To receive the accounts and balance sheets for the previous financial year, a current financial statement and the auditors reports.
- (iv)** To nominate and elect the executive committee as per clause 7.2.
- (v)** To nominate and elect of an auditor.
- (vi)** Membership fees.
- (vii)** Special general business as set out in the notice of meeting.

**8.6** Notice of a general meeting of the Association and of any motions to be moved or special resolutions to be proposed shall be given by the Secretary in writing to all members of the Association. The period of notice shall be not less than:

- (i)** Annual General Meeting - twenty eight days.
- (ii)** General and special meetings - twenty eight days.

**8.7** Resolutions or motions put before a general meeting of the membership of the committee of the Association shall be deemed to be carried if they are supported by a majority of members entitled to vote and present in the meeting. A majority will comprise 75% of members.

**8.8** Any members may, by notice in writing to the Secretary, not less than fourteen days prior to a general meeting, have a specific topic, resolution or motion placed on the agenda for the meeting.

**8.9** A quorum for any general meeting or special meeting of the Association shall be 25% of the members organisation representatives or their proxies appointed as per clause 6.5 personally present at all times during the meeting.

## **9. Alterations to the rules**

**9.1** These rules may altered, rescinded or new rules may be created by Special Resolution passed by at least 75% of the members present (in person or by proxy) at a general meeting of the Association.

## **10. Common seal**

**10.1** The Association shall have a common seal on which its corporate name in full shall appear in legible characters.

**10.2** The common seal of the Association shall not be affixed to any document without the express authority of the executive committee and every use of the common seal shall be recorded in a register kept for the purpose. The use of the common seal will be recorded in the minutes of the meeting immediately following its affixing.

**10.3** The affixing of the common seal of the Association shall be witnessed by any two of the President, Vice President, Honorary Secretary, Honorary Treasurer.

**10.4** The Honorary Secretary shall be responsible for the safe custody of the common Seal or of such other person as the executive committee from time to time decides.

## **11. Procedure for dissolution**

**11.1** The Association shall be dissolved by a special resolution passed by a three quarters majority of Members entitled to vote under clause 5, and who are present at a Special General Meeting convened to consider such question.

**11.2** 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.