



***WESTERN AUSTRALIAN PRIVATE  
EDUCATION AND TRAINING INDUSTRY  
ASSOCIATION INC.  
(WAPETIA)***

***CONSTITUTION***

**May 2019**

Secretarial Address:  
PO Box 6  
North Perth WA 6006

# CONSTITUTION OF THE WESTERN AUSTRALIAN PRIVATE EDUCATION AND TRAINING INDUSTRY ASSOCIATION

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## 1. NAME

The name of the Association shall be the Western Australian Private Education and Training Industry Association, hereinafter in these rules referred to as 'the Association'.

## 2. OBJECTS

2.1. *The objectives are not in any priority order.*

- i. To represent the interests of Western Australian private providers of international and domestic education as a peak body.
- ii. To have an effective role in the formation, application and monitoring of legislation and regulations governing the conduct of the industry to the mutual benefit of members, their students and stakeholders.
- iii. To provide a code of ethics for members, to reflect the integrity of the Association and its members.
- iv. To represent the interests of the industry and, where appropriate, of individual members with the approval of the executive with all regulatory authorities.
- v. To provide a forum to exchange ideas and promote Western Australian educational services.
- vi. To keep members informed and to assist in the education of members in areas relevant to the services they provide, including changes and developments in Government policies and procedures.
- vii. To provide a contact point for industry experts or other interested parties in the development, evaluation or delivery of services.
- viii. To become a member of or cooperate with any other association or organisation whose objectives are similar to those of the Association.

## 3. POWERS

- 3.1. The Association shall have the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.
- 3.2. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association.
- 3.3. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to members of the Association, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of

the Association or to any person other than a member in return for services rendered to the Association.

- 3.4. The Association shall have the power to affiliate with other bodies with similar objects.

#### **4. MEMBERSHIP**

- 4.1. The Membership of the Association will consist of institutional membership only.
- 4.2. An application for WAPETIA membership must be supported by two current WAPETIA members, neither of which can have common directorship or financial affiliation with the applicant institution.
- 4.3. Any membership application shall be considered by the Committee of the Association upon application in writing and payment of the prescribed subscription fee.
- 4.4. The Committee of the Association has at all times the discretion to accept or reject any application for membership of the Association, without being requested to give a reason.
- 4.5. Membership of the Association shall be confirmed at the next General Meeting held after acceptance of an application for membership by the Committee of the Association. Confirmation shall require a two-thirds majority vote of the members present.
- 4.6. Members may nominate one voting delegate to any General Meeting of the Association.
- 4.7. The subscription fee for members shall be fixed annually at the Annual General Meeting and shall be payable in advance.
- 4.8. New members joining in the last quarter of the financial year of the Association shall have their membership carried over until the end of the next financial year. On payment of annual subscriptions members will be required to agree to the terms of the Association's Constitution.
- 4.9. All members shall receive a copy of the Constitution.

#### **5. CESSATION OF MEMBERSHIP**

- 5.1. A member may resign from the Association at any time by giving notice in writing to the Secretary, such resignation to be effective from the date of receipt of the notice.
- 5.2. The Committee of the Association may recommend termination of the membership of any member if:

- 5.2.1. that member is two months in arrears of payment of the annual membership subscription, having firstly been notified of the default by the Secretary. The member may be reinstated on payment of all arrears if the Committee thinks fit to do so.
- 5.2.2. a member has been proven to have perpetrated or caused a breach of confidentiality and/or if a member's conduct in any way has proven to be in a manner unbecoming or prejudicial to the interests of the Association.
- 5.3. Any recommendation for termination of the membership of any member shall be considered by the next General Meeting held after the recommendation for termination is made by the Committee of the Association. Confirmation of termination shall require a two-thirds majority vote of the members present.
- 5.4. There shall be no refund of fees upon termination of membership for whatever reason.

## **6. ATTENDANCE AT MEETINGS**

- 6.1. Members shall attend (or their nominated deputy shall attend in their place) a minimum of three (3) meetings per year. Members shall not be absent from two (2) consecutive meetings.
- 6.2. Any member who fails to attend (or have his/her deputy attend) at least three (3) meetings per year, or who fails to attend (or have his/her deputy attend) two (2) consecutive meetings shall be contacted by the Secretary who shall remind him/her of the attendance obligation, advising that continued absence may result in withdrawal of membership.
- 6.3. Continued failure to attend meetings after this warning will result in the Chairman recommending to the Committee that consideration be given to membership being withdrawn.
- 6.4. The Chairman shall forward a letter to the institution, advising the cancellation of membership of WAPETIA.

## **7. OFFICE BEARERS**

Office bearers of the Association shall be the Chairperson, Vice Chairperson, Honorary Secretary and Honorary Treasurer. They shall be elected from full members, at the Annual General Meeting and hold office for twelve (12) months from the date of that meeting and shall be eligible for re-election at the following Annual General Meeting.

## **8. DUTIES OF OFFICE BEARERS**

- 8.1. The Chairperson shall:

- 8.1.1. preside at all General Meetings except as otherwise provided in this Constitution and all meetings of the Committee except as otherwise provided in this Constitution.
- 8.1.2. present a written Annual Report of the activities of the Association to the Annual General Meeting.
- 8.1.3. ensure Association complies with all statutory obligations, including but not limited to the Australian Tax Office.
- 8.2. The Vice Chairperson shall:
  - 8.2.1. assume the duties of the Chairperson in his/her absence.
- 8.3. The Honorary Secretary shall:
  - 8.3.1. call meetings of the Committee and of the Association when directed so to do by the Committee in accordance with the Constitution.
  - 8.3.2. attend all meetings.
  - 8.3.3. be responsible for the custody of the books, journals and all documents whatsoever belonging to the Association.
  - 8.3.4. make available all books of the Association for inspection by the Auditor and any member of the Association.
  - 8.3.5. conduct correspondence and perform such other duties as the Committee may from time to time direct.
  - 8.3.6. record accurate minutes of all meetings.
  - 8.3.7. keep a register of members showing in respect of each member his/her name, address or email, date of commencement of membership and, where relevant, date of termination of membership.
- 8.4. The Honorary Treasurer shall:
  - 8.4.1. pay into the account of the Association all moneys and cheques received on behalf of the Association.
  - 8.4.2. prepare a duly audited statement of accounts for each financial year setting out the assets and liabilities of the Association. Such accounts and balance sheets shall be submitted to the Annual General Meeting.
  - 8.4.3. keep proper records of all moneys received or expended by or on behalf of the Association, and of all matters pertaining to such receipts, funds, liabilities and transactions of the Association.

- 8.4.4. Ensure the Associations obligations to the Australian Taxation Office and associated bank accounts are met and the Treasurer act as an authorised officer for the Association with the Chairperson.

## **9. COMMITTEE**

- 9.1. The Committee shall consist of the office bearers and no more than two (2) other full members of the Association.
- 9.2. The Committee shall be responsible to the Association for the general management of the Association and shall undertake to uphold the objects and resolutions of the Association whose obligation shall be incumbent upon them at all times.
- 9.3. Members of the Committee shall be elected by the Association at the Annual General Meeting for a period of one (1) year or until the next Annual General Meeting.
- 9.4. The Committee may appoint a member to fill any Committee vacancy which may occur during the year, for the unexpired remainder of the term of election.
- 9.5. The Committee shall meet at least twice each year.
- 9.6. Four members of the Committee, including two (2) office bearers, shall constitute a quorum.
- 9.7. Decisions of the Committee shall be arrived at by majority vote. In the event of an even division the Chairperson may exercise a casting vote.
- 9.8. The Committee shall have the power to appoint subcommittees for specific purposes. The Chairperson shall be ex officio a member of all subcommittees.  
  
The Committee shall at all times retain the right to review or revoke any actions of its subcommittees or office bearers and any subcommittee shall possess only the power of recommendation to the Committee.
- 9.9. The Committee shall not be held responsible for the actions and/or public statement of opinion by individual members of the Association unless such actions and opinions have been formally approved by the Committee.
- 9.10. The Association may, by a two-thirds majority, vote at a General Meeting, declare any elected position vacant upon failure of its incumbent to perform the duties thereof.
- 9.11. Any correspondence, minutes of meetings, information and other documents, privileges or goods or property received by any of the office bearers by virtue of the office shall be passed on to his/her successor.
- 9.12. The Committee shall have the power to co-opt two (2) full members of the Association who shall have full voting rights during their period on the

Committee. Such period shall not extend beyond the next Annual General Meeting.

## **10. DUTIES OF THE COMMITTEE**

10.1. The Committee shall:

10.1.1. make rules consistent with this Constitution for the regulation of its own proceedings and for defining the powers of sub-committees or office bearers of the Association generally. Such rules shall be recorded as minutes.

10.1.2. authorise bank signatories who shall consist of the Honorary Treasurer, Honorary Secretary and Chairperson. Any two (2) signatories shall be required to sign all bank transactions.

## **11. GENERAL MEETINGS**

11.1. General Meetings, which shall also include the Annual General Meetings, shall be held not less than four (4) times in each financial year to further the objects of the Association.

11.2. Written notice of:

11.2.1. all General Meetings shall be distributed to all members of the Association not less than seven (7) days prior to the date of the meeting.

11.2.2. the Annual General Meeting shall be distributed to all members of the Association not less than fourteen (14) days prior to the date of the meeting.

11.3. Those members eligible to vote shall each be entitled to one (1) vote at any General Meeting at which they are present. Members unable to attend may nominate another eligible member to act as proxy. The proxy must be declared in writing and may be for any or all items on the agenda.

11.4. Voting shall be by show of hands except that:

11.4.1. any contested election at an Annual General Meeting or otherwise shall be by secret ballot.

11.4.2. the meeting may, by show of hands, require any other vote to be by secret ballot.

11.4.3. in the event of an even division the Chairperson may exercise a casting vote.

11.5. The presence of twenty-five percent (25%) of the total number of members eligible to vote shall be deemed to constitute a quorum at a General Meeting. Three shall be members of the Committee.

- 11.6. If at any General Meeting there is a quorum within thirty (30) minutes of the time appointed for the meeting, then a majority of members present may decide to cancel the meeting or adjourn it for a period not exceeding fourteen (14) days.
- 11.7. An Extraordinary General Meeting may be called by any member by securing the signatures of ten percent (10%) of the members to a petition outlining the matter proposed for consideration at such meetings and may submit it to the Committee which in turn shall submit it at the General Meeting held for that purpose within twenty-eight (28) days of the petition. No other business shall be transacted at the Extraordinary General Meeting.
- 11.8. The Annual General Meeting shall be held once in each calendar year.
- 11.9. The business of the Annual General Meeting shall be:
  - 11.9.1. to receive and adopt the Chairperson's report for the previous financial year.
  - 11.9.2. to receive and adopt the Treasurer's report and the audited financial statements for the previous financial year. The financial year shall date from 1 July to 30 June of the following year.
  - 11.9.3. to elect the office bearers and Committee members for the ensuing year, who must consent to nomination in writing or in person.
  - 11.9.4. to appoint a qualified auditor.
  - 11.9.5. to accept or reject, conditionally or otherwise, any recommendation for affiliation with any other body or Association.
  - 11.9.6. to elect delegates to other bodies to which the Association may be affiliated.
  - 11.9.7. to conduct any other business placed on the agenda before the commencement of the meeting.

## **12. ALTERATIONS TO THE CONSTITUTION**

- 12.1. Any alteration to this Constitution must be passed by a three-quarters majority vote at a General Meeting.
- 12.2. Written notice of not less than fourteen (14) days of the proposed alteration must be given in writing to all members.

## **13. COMMON SEAL**

The common seal of the Association engraved with the name of the Association shall be kept in the care of the Chairperson. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Committee and in the



presence of the Chairperson and two (2) members of the Committee, both of whom shall subscribe their names as witnesses.

#### **14. DISSOLUTION**

- 14.1. The Association may be dissolved by approval of not less than three-quarters of the members present and voting at a General Meeting called for that purpose, of which not less than one calendar month's written notice (including notice of the proposed dissolution) has been given to all members.
- 14.2. If upon the dissolution or winding-up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Association. It shall be given to some other association, institution or body having objects similar, wholly or in part, to the objects of the Association, provided that the association, institution or body shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred to some charitable object, which association, institution, body or object shall be determined by the members of the Association at the time of dissolution or winding-up. In default any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court.

#### **15. DISPUTES AND MEDIATION**

- 15.1. The following dispute resolution procedure applies to disputes under this Constitution between:
  - 15.1.1. a member and another member; or
  - 15.1.2. a member and the Association; or
  - 15.1.3. if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 15.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 15.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 15.4. The mediator must be:
  - 15.4.1. a person chosen by agreement between the parties; or
  - 15.4.2. in the absence of agreement:

- 15.4.3. in the case of a dispute between a member and another member, a person appointed by the Committee;
  - 15.4.4. in the case of a dispute between a member or relevant non-member (as defined in clause 15.1.3) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 15.5. A member of the Association can be a mediator.
  - 15.6. The mediator cannot be a member who is a party to the dispute.
  - 15.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - 15.8. The mediator, in conducting the mediation, must:
    - 15.8.1. give the parties to the mediation process every opportunity to be heard;
    - 15.8.2. allow due consideration by all parties of any written statement submitted by any party; and
    - 15.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - 15.9. The mediator must not determine the dispute.
  - 15.10. The mediation must be confidential and without prejudice.
  - 15.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act 2015 or otherwise at law.

May 2019