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The Association  
for  
Clinical Pastoral Education  
in  
Western Australia Incorporated.



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CONSTITUTION

2012

This is the annexure of 18 pages marked "A" referred to in the Form No. 5

Signed by me and dated 26, 06, 12

Signature(s)

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## PREAMBLE

The Association for Clinical Pastoral Education in Western Australia Inc. (ACPEWA) is an association of persons who have participated in programmes of clinical pastoral education (CPE), who are now committed to the promotion and philosophy of pastoral education in clinical settings of health care, correctional facilities, aged care, parishes and other institutional settings.

Members of the Association seek to improve the quality of ministry and pastoral care offered by spiritual caregivers of all faiths within those settings.

As a professional association, it seeks to serve its members and the public institutions employing members, thus serving the needs of the wider community in Western Australia.

The first CPE association in Western Australia was begun in 1979 as a chapter of the Association for Supervised Education in Australia Inc. based in Victoria. In 1991, the Association for Clinical Pastoral Education in Western Australia Inc. was formed with its own constitution and incorporation. It is a member association of the Australia and New Zealand Association for Clinical Pastoral Education (ANZACPE).

## **ARTICLE 1 NAME**

The name of the association is **THE ASSOCIATION FOR CLINICAL PASTORAL EDUCATION IN WESTERN AUSTRALIA (Inc), (ACPEWA)**, an incorporated association under the Associations Incorporation Act.

## **ARTICLE 2 PURPOSE**

The purpose of this association is to encourage and promote clinical pastoral education as a contribution to the professional education for pastoral ministry, by the following means

- a) **Meetings:** By providing opportunities for meetings with those involved in pastoral ministry and with those involved in pastoral and supervisory education in clinical settings.
- b) **Education:** By providing opportunity for continuing professional education and interdisciplinary learning of its members, and by promoting programmes and centres of clinical pastoral education at basic, advanced and supervisory levels.
- c) **Professional Standards:** By providing professional standards for the accreditation of CPE Centres in Western Australia, programmes of CPE and for the accreditation of CPE supervisors at all levels.
- d) **Accreditation:** By organizing processes for the accreditation of CPE centres and CPE supervisors.
- e) **Certification:** By providing professional standards for the certification of programmes of CPE and by certifying satisfactory completion of CPE units at all levels, in accord with the standards.
- f) **Research:** By providing and promoting opportunities for research in the field of Clinical Pastoral Education.
- g) **Affiliation:** By establishing reciprocal recognition of Standards, Accreditation and Certification processes with similar CPE Associations in Australia and internationally.
- h) **The property and 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, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.**

### **ARTICLE 3 POWERS**

Subject to the Act, the Association may do all things necessary or convenient for carrying out its purpose and objects. In particular the Association may:

- a) acquire, hold, deal with and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money;
- d) borrow money upon such terms as the Association thinks fit;
- e) give security for the discharge of liabilities incurred by the Association;
- f) appoint agents to conduct business on its behalf;
- g) enter into any contracts the association considers necessary or desirable;  
and
- h) appoint salaried staff necessary to further its objects.

### **ARTICLE 4 INCOME AND PROPERTY**

4.1 The income and property of the Association must be applied solely to the promotion of the objects and purpose of the Association.

4.2 No portion of the income or property of the Association may be paid, transferred or distributed, directly or indirectly, to members of the Association, except for payments made in good faith in the promotion of the purpose or objects of the Association, including (without limitation) payments by way of:

- a) reimbursement of expenses; or
- b) remuneration to any person employed by the Association.

## **ARTICLE 5 MEMBERSHIP**

**Membership of the Association consists of Associate Members, Members, Supervisory Members, Fellows and Honorary Fellows.**

- 5.1 A person who wishes to become a member of the Association must submit an application form to the Association's Management Committee.**
- 5.2 Membership will be open to those who have successfully completed at least one certified unit of Clinical Pastoral Education in an accredited CPE Centre in Western Australia or an equivalent CPE Centre, or in a CPE Centre that is in the process of seeking accreditation with the Association.**
- 5.3 Associate Membership will also be open to those who have demonstrated an interest in the work of the Association. Application for Associate Membership must be approved by the Management Committee. Associate members must pay the appropriate annual dues as set by the Association.**
- 5.4 Supervisory Membership. Supervisory membership shall be open to those members in good standing with the Association whose application for Supervisory membership has been approved by a simple majority of the Association's Management Committee, who have paid their annual Supervisory membership dues and who have received either:**
  - a) Current accreditation with the Association as a Level I CPE Supervisor or granted the status to act at Level I and subsequently practised as a professional person in this field in Australia for a period of not less than twelve months.**
  - b) Current accreditation as a CPE supervisor at a level equivalent to that of a Level I CPE Supervisor or granted the status to act at Level I in any Australia and New Zealand Association for Clinical Pastoral Education and subsequently practised as a professional person in this field in Australia or New Zealand for a period of not less than twelve months.**
- 5.5 Fellows. Fellowship in the Association shall be open to those persons in good standing with the Association who have paid the annual dues set by the Association who have received either:**
  - a) Current accreditation with the Association as a Clinical Pastoral Educator or Level III CPE supervisor and subsequently practiced as a professional person in this field for a period of not less than twelve months. Or**
  - b) Current accreditation as a Clinical Pastoral Educator or Level III CPE supervisor in any Australia and New Zealand Association for Clinical Pastoral Education and subsequently practiced as a professional person in this field for a period of not less than twelve months.**

**5.6 Honorary Fellows.** Honorary Fellowship shall be open to those members who are in good standing with the Association and who are recommended by the Management Committee and approved by a majority at the Annual General Meeting and have made an outstanding contribution to Clinical Pastoral Education in Western Australia

#### **ARTICLE 6 REGISTER OF MEMBERS**

**6.1** The Secretary, on behalf of the Association, must keep an up-to-date register of the names, and residential or postal addresses of all members.

**6.2** If a person's membership is terminated, the Secretary must remove the name of the member from the register.

#### **ARTICLE 7 MEMBERSHIP FEES**

**7.1** The membership fee and date for payment will be fixed by the Association's Management Committee.

**7.2** All members must pay the membership fee on joining and after that, on the date fixed for payment in each year.

#### **ARTICLE 8 PRIVILEGES OF MEMBERSHIP**

**8.1** Associate Members who are financial and in good standing may participate at all meetings of the Association but may not vote. They may not be elected to any office within the Association but will be entitled to receive all publications and notices issued by the Association.

**8.2** All other members of the Association who are financial and in good standing may participate and vote at all meetings of the Association, may be elected to any office within the Association, and shall be entitled to receive all publications and notices issued by the Association.

#### **ARTICLE 9 CONTINUATION OF MEMBERSHIP**

All membership, excluding Honorary Fellows, must be renewed annually by the payment of dues. Membership and recognition shall be deemed to have lapsed if membership dues are in arrears for more than six months. If membership lapses it may be re-established only by submitting a further application.

## **ARTICLE 10 TERMINATION OF MEMBERSHIP**

- 10.1 Any member may give to the Association one month's notice in writing of his/her intention to resign from the Association and such resignation shall take effect upon the expiration of such notice provided all monies owing by the member to the Association are paid.**
- 10.2 Membership may be terminated for non-payment of membership fees if the fees are not paid within 6 months of the due date.**
- 10.3 A member may be suspended or expelled if his or her conduct is detrimental to the Association.**
- 10.4 The Management Committee must inform the member in writing before deciding on suspension or expulsion stating the reason for proposed suspension or expulsion.**
- 10.5 The member has 30 days to respond to the notice of proposed suspension or expulsion, saying why he or she should not be suspended or expelled.**
- 10.6 Any submission made by the member must be taken into account by the Management Committee in making its decision on suspension or expulsion.**
- 10.7 If the member is suspended or expelled, the member has twenty one days in which to appeal the decision.**
- 10.8 A special general meeting will be convened to decide on the suspension or expulsion.**
- 10.9 The voting at the meeting will be by majority of members secret ballot.**

## **ARTICLE 11 MANAGEMENT COMMITTEE**

- 11.1 A Management Committee must be elected to run the day-to-day business of the Association.**
- 11.2 The Management Committee must consist of at least eight committee members which includes the office bearers detailed in Article 12.**
- 11.3 The members of the Management Committee must be elected at the annual general meeting.**
- 11.4 The office bearers of the Association (Article 12) together with the immediate Past President shall constitute the Executive Committee with the power to act between meetings according to the purposes of the Association and its constitution.**



- 11.5 If a vacancy remains on the Management Committee or when a casual vacancy occurs in the membership of the Committee-
- (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed in this way will
    - (i) hold office until the election referred to in Article 14 and
    - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.

## ARTICLE 12 OFFICE BEARERS

The office bearers of the Association will be the President, Vice-President, Treasurer and Secretary. In brief, the roles of these office bearers are:

- President**                    The president shall be the chief executive officer of the Association and shall be an ex officio member of all committees. The President shall have power to call meetings of the Executive and Chair all meetings.
- Vice-President**            The vice-president will be the President-elect and shall chair meetings and or carry out other duties of the President in his or her absence.
- Secretary**                    The secretary shall keep minutes of all meetings, shall maintain correspondence, issue notices of annual meeting at least one month in advance and shall give ample notice of Management and Executive Committee meetings. The secretary shall keep an accurate role of members and a file of all other materials relevant to the working of the Association. Unless the members resolve otherwise at a general meeting, the Secretary shall have custody of all books, documents, records and registers of the Association. The secretary shall prepare a report of the activities of the Association for presentation to the Annual meeting.
- Treasurer**                    The treasurer shall manage the Association's finances, maintain financial records, prepare financial reports, submit them for auditing and present the audited report at the Annual General Meeting. Unless the members resolve otherwise at a General Meeting, the Treasurer shall have custody of all securities, books and documents of a financial nature and accounting records of the Association.

### **ARTICLE 13 TERMS OF OFFICE**

- 13.1 The President and Vice President shall be elected for a term of two years and shall not be elected to the same office for a consecutive term.
- 13.2 The Secretary and Treasurer shall be elected for a term of two years, on alternate years, and shall not be elected to the same office for more than two consecutive terms.
- 13.3 Management Committee members are elected for a term of one year and can be elected for up to four consecutive terms only.

### **ARTICLE 14 ELECTION OF MANAGEMENT AND EXECUTIVE COMMITTEE MEMBERS**

- 14.1 A member standing for election must be nominated and seconded by two members of the Association.
- 14.2 Nominations must be in writing and signed by the nominator, seconder and nominee.
- 14.3 Nominations must be sent to the Secretary not less than seven days before the meeting at which the elections are to be held.

### **ARTICLE 15 CASUAL VACANCIES**

The Management Committee shall have the power to appoint any member to fill a casual vacancy in any office because a member

- a) dies;
- b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- 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-
  - i. Three consecutive Management Committee meetings; or
  - ii. Three Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- f) ceases to be a member of the Association; or
- g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

## **ARTICLE 16 COMMITTEES**

**Committees shall be appointed by the Management Committee to further the aims of the Association as necessary.**

**16.1 The Registration and Certification Committee shall consist of the Chairperson, the President of the Association (ex-officio) and not less than four members and not more than six members, at least three of whom shall be members of the Association.**

**16.2 It shall function according to the purposes of the Association:**

**a) By providing professional standards for the accreditation of CPE Centres in Western Australia, programmes of CPE and for the accreditation of CPE Supervisors at all levels.**

**b) By organizing processes for the Accreditation of CPE centres and CPE supervisors.**

**c) By providing professional standards for the certification of programmes of CPE and by certifying satisfactory completion of CPE units at all levels in accord with the Standards.**

**16.3 All decisions pertaining to the registration or certification of applicants shall be submitted to the Management Committee for final ratification.**

**16.4 It shall have power to add consultants of its own choosing subject to financial approval by the Management Committee.**

## **ARTICLE 17 ANNUAL GENERAL MEETING**

- 17.1 The annual general meeting of the Association will take place within four months of the end of each financial year.
- 17.2 The Secretary will give all members not less than one month's notice of an annual general meeting.
- 17.3 The notice must state the date, time and place of the meeting as well as the particulars of the business to be considered at the meeting.
- 17.4 The business of each annual general meeting is to:
- a) present the annual report;
  - b) appoint auditors, receive and approve audited financial reports;
  - c) elect a new Management Committee;
  - d) ratify subscription fees as determined by the Management Committee for the following twelve months; and
  - e) consider any other matter of which notice has been given in the notice of meeting.
- 17.5 The quorum for the meeting is ten fully paid members.
- 17.6 Resolutions at annual general meetings will be passed by a simple majority of the votes entitled to be cast by the members present at the meeting in addition to those cast as proxy votes.
- 17.7 Voting on general business at the annual general meeting will be by a show of hands or secret ballot as determined by the meeting. The Chairperson will have the deciding vote if the vote is tied (equal).
- 17.8 Voting for the election of officers and committee members will be by secret ballot or show of hands as determined by the meeting.
- 17.9 In the event of a ballot being taken 2 scrutineers shall be appointed to conduct such a ballot.
- 17.10 Proxy votes will be allowed. Proxy votes must reach the Secretary at least seventy two hours before the commencement time for the annual general meeting.

**17.11 Proxy votes will be made in the following or similar form:**

<p style="text-align: center;"><b>Form of Appointment of Proxy</b></p> <p>I,.....(full name)</p> <p>Of,.....(address)</p> <p>Being a member of the Association of Clinical Pastoral Education WA Inc hereby appoint.....(full name of proxy)</p> <p>Of.....(address)</p> <p>Being a member of that incorporated association, as my proxy to vote for me on my behalf at the annual general meeting / special meeting (delete as appropriate) to be held on.....day of..... 20.....and at any adjournment of that meeting.</p> <p>My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (Insert Details of Resolution).....</p> <p>.....(Signature of member appointing Proxy)</p> <p>.....(Date)</p>
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**ARTICLE 18 MEETINGS**

At any duly called committee meeting of the Association, (18.1 and 18.3) one half of the members shall be considered a quorum.

**18.1 Management Committee Meetings.**

- a) The Management Committee will meet at least six times per annum.
- b) Each Management Committee member will have one vote. Voting will be by show of hands unless otherwise decided.
- c) The Chairperson may not vote on a motion but will have the deciding vote when there is a tie.
- d) On any question of procedure the decision of the Chairperson is final.
- e) A Management Committee member who fails to attend three consecutive committee meetings without apology will be taken to have resigned, unless the Management Committee (in the absence of that member) decides otherwise.

## 18.2 Special Meetings.

The Secretary may call a special meeting at any time on written request signed by at least ten members of the Association or on the authority of the Management Committee.

- (a) The special meeting must be held within one month of the date when the Secretary receives the request or is given the authority by the Management Committee.
- (b) Members must be given at least fourteen days notice of the special meeting.
- (c) The Secretary must give a notice
  - (i) serving it on a member personally; or
  - (ii) sending it by post to a member at the address of the member appearing in the register of members kept and maintained as referred to in Article 6.1
- (d) At a special meeting 10 fully paid members present in person constitute a quorum.
- (e) If within 30 minutes after the time specified for the holding of a special meeting a quorum is not present, the special meeting lapses; or the special meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (f) If within 30 minutes of the time appointed for the resumption of an adjourned special meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that special meeting as if a quorum were present.
- (g) The Chairperson may, with the consent of a special meeting at which a quorum is present, and must, if so directed by such a special meeting, adjourn that special meeting from time to time and from place to place.
- (h) There must not be transacted at an adjourned special meeting any business other than business left unfinished or on the agenda at the time when the special meeting was adjourned.
- (i) When a special meeting is adjourned for a period of 30 days or more, the Secretary must give notice as detailed in the introduction to this Article (18 ) of the meeting as if such a meeting were a fresh special meeting.
- (j) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands,.
- (k) A declaration by the Chairperson of a special meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the special meeting at which the resolution is submitted, a poll is demanded.

- (l) At a special meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (m) If a poll is demanded and taken in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (n) A poll that is demanded must be taken immediately on that demand being made.
- (o) A special resolution must be passed by a majority of not less than 75% of the members who are entitled to vote and do vote, in person or by proxy.
- (p) Proxy votes are allowed in accordance with Articles 17.10 and 17.11.
- (q) Minutes of Meetings. The President must ensure that the minutes of a special meeting or committee meeting are checked and signed as correct by the Chairperson of that (or the next) special meeting or committee meeting.

18.3 Other Committee Meetings. Meetings of other committees (Article 16) should be called as and when required. These meetings will use the Management Committee meeting procedures as a general guideline.

#### ARTICLE 19 FINANCES AND ACCOUNTS

- 19.1 The Association must keep accurate records of all monies received and spent.
- 19.2 The Association must conduct its financial transactions through a financial institution approved by the Management Committee.
- 19.3 All Association monies must be deposited in the name of the Association. At least three signatures are to be lodged with the financial institution for the purposes of operations on the account, with at least two to sign on any transaction.
- 19.4 The primary source of funding for the Association will be fees for membership.
- 19.5 Additional funding solely for the purpose of achieving the objects of the Association is to be raised through various appropriate fundraising activities as agreed by the Management Committee.
- 19.6 The financial year commences on 1 November each year and ends 31 October the following year in line with annual Clinical Pastoral Education graduation.
- 19.7 An auditor must be appointed annually to conduct an audit of the accounting records, prior to the annual general meeting, and to provide a written report as required. The auditor must not be a member of the Association.

## **ARTICLE 20 CUSTODY AND INSPECTION OF RECORDS**

- 20.1 A member may at any reasonable time inspect the records, books, documents and securities of the Association.
- 20.2 No records, books, documents or securities of the Association may be removed from the Association without the Chairperson's written authority.

## **ARTICLE 21 COMPLAINTS AND DISPUTES**

- 21.1 Any complaint made by a member or member of the public against the Association or a member must be submitted in writing to the Management Committee within 3 months of the incident or cause of complaint.
- 21.2 The Management Committee must investigate the complaint fully in line with the complaints policy of the relevant accredited CPE centres in West Australia.
- 21.3 The person(s) making the complaint will be informed of the outcome in writing.
- 21.4 In the case of a dispute, the parties to the dispute must meet and discuss the matter, and try and resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 21.5 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.
- 21.6 The mediator must be:
- a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement:
    - i. in the case of a dispute between a member and another member, a person appointed by the Management Committee; or
    - ii. in the case of a dispute between a member or non-member and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.



- 21.7 A member of the Association can be a mediator, provided they are not a party to the dispute.
- 21.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.9 The mediator must:
- a) give the parties to the mediation process every opportunity to be heard;
  - b) allow due consideration by all parties of any written statement submitted by any party; and
  - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 21.10 The mediator must not determine the dispute.
- 21.11 The mediation must be confidential and without prejudice.
- 21.12 If the dispute is not resolved by mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **ARTICLE 22 COMMON SEAL**

- 22.1 The common seal of the Association must be kept in the custody of the secretary.
- 22.2 The common seal must not be stamped on any document without the authority of the Management Committee and the signatures of the President or Vice-President and the Secretary.
- 22.3 Every use of the common seal must be recorded in the minute book or a seal register.

## **ARTICLE 23 ALTERATIONS TO THE CONSTITUTION**

- 23.1** The Association may alter or add to this constitution in accordance with the procedure set out in sections 17, 18 and 19 of the Associations Incorporation Act.
- 23.2** This Constitution may be amended by a three-quarters majority of members present at an annual meeting or a special meeting called for that purpose provided that notices of the proposed additions or alterations shall have been given to the members fourteen days before the meeting.
- 23.3** Within one month of passing a special resolution altering the Constitution the Association must lodge the notice with the Commissioner.
- 23.4** The notice of the special resolution must set out the particulars of the alteration(s) together with a certificate given by a member of the Management Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of the Act.
- 23.5** An alteration of the Constitution does not take effect until the notice and certificate have been lodged.
- 23.6** The Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed the Constitution and agreed to be bound by all its provisions.

## **ARTICLE 24 DISSOLUTION**

- 24.1** The Association may be dissolved by special resolution passed by a three quarters majority of votes cast at a special meeting called for that purpose.
- 24.2** Surplus property that exists after winding up or dissolution is to be given or transferred to another association incorporated under the Associations Incorporation Act which has similar objects and which is not carried on for the purposes of profit or gain to its individual members.
- 24.3** Which association is to receive the property is to be determined by resolution of the members.