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# The Association for Clinical Pastoral Education in Western Australia Inc.

## **Constitution**

February 4<sup>th</sup>, 2019

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The Association for Clinical Pastoral Education in Western Australia Inc. (ACPEWA Inc.) is an association of persons who have participated in programmes of Clinical Pastoral Education (CPE), and those who are committed to the promotion and philosophy of experiential education for pastoral and spiritual care.

ACPEWA Inc. promotes the education of participants in CPE, its members and caregivers in the wider community, to provide effective, competent and professional pastoral and spiritual care and pastoral supervision.

The first CPE Association in Western Australia commenced in 1979 as a chapter of the Association for Supervised Education in Australia Inc. based in Victoria. In 1990, ACPEWA Inc. was formed with its own constitution with incorporation in Western Australia in 1991. It is a Member Association of the Australia and New Zealand Association for Clinical Pastoral Education (ANZACPE).

## 1.0 NAME AND OBJECTS

**1.1 The name of the Association** is “The Association for Clinical Pastoral Education in Western Australia Incorporated” (ACPEWA Inc.), an incorporated not-for-profit association under the Western Australia legislation, “*the Associations Incorporation Act (2015)*.”

### 1.2 Objects or Purposes of the Association

**The purpose of the Association** is to promote Clinical Pastoral Education (CPE) within diverse settings by means of:

- i. experiential education for pastoral and spiritual care, informed by theory and practice and
- ii. education in the theory, methodology and practice of clinical pastoral supervision.

**This purpose is practiced** in the following ways:

**a. Professional Standards:** Develop and maintain professional standards for:

- A. the accreditation of Clinical Pastoral Education supervisors at all levels;
- B. the certification of:
  - i. CPE participants’ engagement with the learning objectives of programmes of Clinical Pastoral Education;
- C. the facilitation of processes for:
  - i. Accreditation of supervisors
  - ii. Consultation and review for Clinical Pastoral Education graduates;
- D. the development, provision and promotion of an ethical code of conduct for all members;

**b. Registration:**

- A. maintain and support a register of Clinical Pastoral Education graduates, certifications and accreditations achieved by its members;
- B. registration of all Clinical Pastoral Education Centres;
- C. hold and circulate a list of ACPEWA Inc. accredited supervisors working in private practice and holding private insurance.

- D. initiate processes of periodic review of CPE practice in registered CPE Centres
- c. Centres:** Promotion and support of Centres offering Clinical Pastoral Education programmes.
- d. Insurance:** Maintenance of insurance cover for ACPEWA Inc. accredited supervisors, Office Bearers, Management Committee members and participants in registered CPE programmes within Western Australia; the cover including Voluntary Workers' Personal Accident; Public and Products liability; Protector Liability which includes professional liability, management liability, Association liability, employment practices liability, employee fraud or dishonesty and other insurance as needed.
- e. Professional Development** opportunities for its members.
- f. Sustainability:** Promotion of the sustainability of CPE programmes in Western Australia through the development and support of CPE supervisors and CPE Centres.
- g. Affiliation:** Establish relationships and maintain reciprocal recognition of Standards, Accreditation and Certification processes with CPE Associations in Australia and New Zealand.
- h. Research:** Support for research and development of CPE supervision, education and the practice of pastoral and spiritual care and well-being.

### **1.3 Quorum: Management Committee Meeting:**

Four (4) Management Committee members personally present and entitled to vote under these Rules at a Management Committee meeting will constitute a quorum for the conduct of business at a Management Committee meeting. The quorum may include a member using technology to participate, as stated under rule 14.4 (d)ii. and in accord with 14.4(e)i. and ii.

### **1.4 Quorum: Annual General Meeting or Special General Meeting:**

Any ten (10) members or if total membership is 100 members or more, then 10% of members, (being members entitled to vote under these Rules at a General meeting) constitute a quorum for the conduct of the business at an Annual or Special General meeting. The quorum may include a member using technology to participate, as stated under rule 14.4 (d)ii. and in accord with 14.4(e)i. and ii.

### **1.5 Quorum: Registration and Certification Committee Meeting:**

Four (4) Registration and Certification Committee members personally present and entitled to vote under these Rules at a Registration and Certification (R & C) Committee meeting will constitute a quorum for the conduct of business at a Registration and Certification Committee meeting. The quorum may include a member using technology to participate, as stated under rule 14.4 (d)ii. and in accord with 14.4(e)i. and ii.

### **1.6 Financial year**

- a. The Association's Financial Year will be the period of 12 months commencing on **1 January and ending on 31 December of each year.**
- b. The first Financial Year of the Association shall be the period ending on the next 31<sup>st</sup> December following adoption of these Rules.

## **2.0 INTERPRETATION**

### **2.1 Definitions**

In these Rules, unless the contrary intention appears:

**“Accredited CPE Supervisor”** means any supervisory member of ACPEWA Inc. who has achieved the qualification from ACPEWA Inc. as an accredited Clinical Pastoral Supervisor; Clinical Pastoral Educator or Advanced Clinical Pastoral Educator. Supervisors with Provisional status carry accreditation at the prior level.

**"Act"** means *the Associations Incorporation Act 2015*;

**“Annual General Meeting”** (AGM) is the meeting of members convened under paragraph (b) of Rule 23;

**“ANZACPE Membership”** incorporates two types of membership of the Australia and New Zealand Association for Clinical Pastoral Education: Member Association membership and Supervisory membership. The seven Member Associations of ANZACPE, at the time of establishment of these Rules, are the incorporated CPE Associations in these States of Australia – Western Australia (ACPEWA), South Australia (SANTACPE), Victoria (ASACPEV), New South Wales (NSWCCPE), Tasmania (TASPE) and Queensland (QICPE) and one Member Association in New Zealand (NZCPE). Supervisory membership of ANZACPE is the prerogative of all provisional and accredited Clinical Pastoral Supervisors, Clinical Pastoral Educators, and Advanced Clinical Pastoral Educators who pay their supervisory membership fees and maintain their supervisory standing with their Member Association in Australia and New Zealand.

**“ANZACPE Representative”** means the Accredited Clinical Pastoral Educator or above Supervisory member who is appointed to represent ACPEWA Inc. as a member of the ANZACPE Executive;

**“Approved Professional Associations”** means those CPE Associations in Australia and New Zealand who are member Associations of the Australian and New Zealand Association for Clinical Pastoral Education.

**“Association”** means the Association for Clinical Pastoral Education in Western Australia (Inc.) (ACPEWA Inc.) and in these Rules called “the Association”.

**“Books of the Association”** has the meaning given to it in Section 3 of the Act and includes all of the Registers; financial records, financial statements or financial reports, as each of those terms is defined in Section 62 of the Act, however compiled, stored or recorded;

**“By-laws”** are additional arrangements or processes adopted by members by Ordinary Resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

**“Clinical Pastoral Education” (CPE)** means a programme of education and formation of pastoral care practitioners, conducted according to specific professional standards, as described in the ACPEWA Inc. Standards documents.

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

**“Committee”** means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Association;

**“Confidentiality”** means the ethical principle where a member or supervisory member, office holder or committee member maintains confidences of a personal or professional nature within the professional boundaries and context in which they were revealed.

**“Conflict of Interest”**

- a. As required under Sections 21 and 22 of the Act, a Management Committee member having any direct or indirect **pecuniary interest in a contract**, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Management committee is a member of a class of persons for whose benefit the Association is established), must-
  - i. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee; and
  - ii. not take part in any deliberations or decision of the Management Committee with respect to that matter.
- b. Regarding professional responsibilities of the Association as set out in Rule 2.0 where **dual relationships and conflicting contractual loyalties** with on-going employers, managers, supervisors, organisations, associations, colleagues or groups external to the Association may exist, a member of a committee is required to disclose these competing loyalties and dual relationships as a possible conflict of interest, with the offer to decline from further discussion and decision of the Management Committee regarding the matter under discussion.

**“Convene”** means to call together for a formal meeting;

**“Department”** means the government department with responsibility for administering the Associations Incorporation Act (2015);

**“Eligibility Criteria”** means the qualifications for membership as set out in these Rules and as varied by the Management Committee from time to time;

**“Ethical Code of Conduct”** means acting in ways that are consistent with the professional standards, and professional responsibilities of ACPEWA Inc. as outlined in the ACPEWA Inc. Standards documents and the ACPEWA Inc. Ethical Code of Conduct.

**“Ex Officio”** means membership by virtue of the office or role;

**“Financial Records”** has the meaning given to it in Section 62 of the Act and includes:

- a. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- b. documents of prime entry; and
- c. working papers and other documents needed to explain:
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**“Financial Report”** has the meaning given to it in Sections 62 and 63 of the Act;

**“Financial Statements”** has the meaning given to it in Section 62 of the Act;

**“Financial Year”** has the meaning given to it in Rule 1.6;

**“General Meeting”** means a meeting of the Association which all members are invited to attend;

**“Management Committee”** means the Management Committee of the Association referred to in Rule 10.1;

**“Management Committee Meeting”** means a meeting referred to in Rule 14.1;

"**Management Committee Member**" means person referred to in 10.2;

"**Office Bearer**" means President, Vice President (Optional), Treasurer and Secretary of the Management Committee and the Chair of the Registration and Certification Committee;

"**Member**" means a person who becomes a member of the Association under these Rules;

"**Ordinary Resolution**" means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

"**Ordinary Member**" means a member who is not a Supervisory member.

"**Poll**" means voting conducted in written form (rather than by general agreement or a show of hands), and may include the use of any technology as set out in Rules 14.4. (d)ii, and 17.1.(a)ii, and 19.6 or by proxy as stated in Rule 19.4.

"**President**" means: the person referred to in 10.2. (c) and 11.3

- a. in relation to the proceedings at a Management Committee meeting or General Meeting, the person chairing the Management Committee meeting or general meeting in accordance with Rule 11.3(b) and (c); or
- b. otherwise than in relation to the proceedings referred to in paragraph a., the person referred to in paragraph 11.3 or, if that person is unable to perform his or her functions, the Vice President; or if no Vice President, the office bearer appointed by the majority of Management Committee members to Chair the meeting.

"**Professional boundaries**" an ethical and fiduciary concept limiting and protecting the space between the professional's role and use of power, when relating with the vulnerability of those served. Under the ACPEWA Inc. Ethical code of conduct, members, office bearers and supervisors are required to maintain professional boundaries when undertaking any professional function or role within or for ACPEWA Inc and are to be cognizant of dual roles.

"**Provisional supervisory status**" means a CPE supervisor is granted by the Member Association the authority to function at a particular level, in preparation for seeking accreditation at that level. A supervisor holding provisional status is not accredited at that status. Their accreditation applies to their prior level.

"**Ratify**" means for the Management Committee to give official approval to a recommendation made by an authorised committee;

"**Registration and Certification Committee**" (**R & C**) means the committee established in accordance with Rule 16.0;

"**Rules**" mean these Rules of the Association as amended from time to time under Rule 24.2;

"**Secretary**" means the person appointed as Secretary to the Association and to the Management Committee referred to in Rule 11.4;

"**Special Resolution**" is a resolution of the Association passed in accordance with Rule 19.1;

"**Standing Committee**" means a committee formed by the Management Committee, with a continued existence to do its assigned work on an on-going basis.



**“Sub-Committee”** means a committee formed by the Management Committee in accordance with Rule 16.3 and 16.4

**“Subsidiary Officer”** means a position created and appointed by the Management Committee to help the Management Committee in the conduct of the Associations’ business. Persons appointed to subsidiary offices by the Management Committee may be members or non-members.

**“Surplus Property”** has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- a. the debts and liabilities of the Association; and
- b. the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

**“Tier 1 Association”** has the meaning given to it in Section 62 of the Act; i.e. “Annual revenue of less than \$250,000.”

**“Transparency”** a term denoting a commitment to a free and open exchange whereby the rules and reasons behind decisions are fair and clear to all participants.

**“Treasurer”** means the Treasurer referred to in Rule 11.5;

**“Vice-President”** means the President-elect who chairs meetings and/or carries out other duties of the President in his or her absence.

**“Webmaster”** means the person appointed by the Management Committee to update and maintain the ACPEWA Inc. website in consultation with the President or his or her nominee.

## 2.2 Notices

- a. A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
  - i delivered by hand to the nominated address of the addressee;
  - ii sent by post to the nominated postal address of the addressee; or
  - iii sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- b. Any notice given to a member under these Rules, must be sent to the member’s address as set out in the Register referred to in Rule 8.1.

## 3.0 POWERS OF THE ASSOCIATION

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 may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- a. acquire, hold, deal with, and dispose of any real or personal property;
- b. open and operate bank accounts;
- c. invest its money:
  - i. in any security in which trust monies may lawfully be invested; or
  - ii. in any other manner authorised by the Rules of the Association;
- d. borrow money upon such terms and conditions as the Association thinks fit;



- e. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- f. appoint agents to transact any business of the Association on its behalf;
- g. enter into any other contract or financial agreement it considers necessary or desirable and
- h. may act as trustee and accept and hold real and personal property upon trust but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Rules of the Association.

The property and income of the Association must be applied solely towards promoting 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 any member, except in good faith in promoting those objects or purposes.

#### 4.0 NOT FOR PROFIT

The property and income of the Association must be applied solely towards promoting 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 any Member, except in good faith in promoting those objects or purposes

#### 5.0 BECOMING A MEMBER

##### 5.1 Minimum Number of Members

The Association must have at least ten (10) members with full voting rights.

##### 5.2 Qualifications for Membership

Membership is open to persons 18 years of age or older in the following classes:

##### 5.3 Membership Classes

###### a. Ordinary membership:

i. Any person who has participated in a programme of Clinical Pastoral Education (CPE) OR is committed to the promotion and philosophy of experiential education for pastoral and spiritual care AND is willing to work within and toward the objects or purposes of ACPEWA Inc. stated at Rule 1.2, including respect for professional ethics and boundaries, will be eligible for membership.

ii. Ordinary members may have conferred upon them by the Management Committee recognition as **Honorary Fellow** for their significant contribution to ACPEWA Inc. OR their significant contribution to the development of Clinical Pastoral Education in Western Australia.

###### b. Supervisory membership:

i. Any person who has received a letter from the Management Committee ratifying his or her supervisory status as an ACPEWA Inc. CPE Supervisor (Provisional or Accredited Clinical Pastoral Supervisor, Clinical Pastoral Educator or Advanced Clinical Pastoral Educator).

ii. Supervisory members may have conferred upon them by the Management Committee recognition as **Honorary Fellow** for their contribution to ACPEWA Inc. OR their significant contribution to the development of Clinical Pastoral Education in Western Australia.

##### 5.4 Applying for Membership

- a. A person who wants to become a member must:
  - i. apply in writing to the Association on the Association *Application for Membership* form; and

- ii. be nominated for membership by a financial member.
- iii. agree to act within and towards the objects of ACPEWA Inc.; and
- iv. agree to respect professional ethics and boundaries.

- b. All Application for membership forms must;
  - i. be signed by the person applying for membership and the member who is nominating them.
  - ii. specify the class of membership being applied for.

### **5.5 Deciding Membership Applications**

- a. The Management Committee will consider and decide whether to approve or reject any membership application.
- b. Subject to Rule 5.5(c) applications will be considered and decided in the order they are received by the Association.
- c. When considering a new membership application, the Management Committee may seek clarification of any matter or seek further information in support of the application; and may delay its decision to allow for that material to be provided, while proceeding to consider and decide other applications.
- d. The Management Committee will not approve a new membership application unless the applicant:
  - i. meets all the eligibility requirements under Rule 5.2. and 5.3. (a). or (b).; and
  - ii. applies under Rule 5.4.
- e. As soon as is practicable after the Management Committee has made a decision under Rule 5.5(a), the Secretary will notify the applicant in writing of the outcome of their membership application.

### **5.6 Becoming a Member:**

- a. An applicant becomes a member if:
  - i. the applicant is eligible for membership under Rule 5.2;
  - ii. the applicant applies in writing to the Association under Rule 5.4;
  - iii. the Management Committee approves the applicant's application for membership; and
  - iv. the applicant pays any membership fees due under Rule 9.1.
- b. The applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote, and must comply with all the obligations of membership under these Rules, when Rule 5.6(a) has been fulfilled.

## **6.0 LIABILITY AND ENTITLEMENTS OF MEMBERS**

**6.1** Honorary members and all members of the Association who have paid their membership fees may participate and vote (one vote per member) at all General Meetings of the Association and may be elected as an Office Bearer within the Association, subject to holding appropriate professional qualifications where required, being eligible in accordance with Rule 10.2, and shall be entitled to receive all general publications and notices issued by the Association.

- 6.2** Any right, privilege or obligation as a member of the Association
- a. is not capable of being transferred to any other person; and
  - b. ends when the person's membership ceases, except for former Management Committee members in accord with Rules 11.2(d) and (e).

**6.3 Liability of members**

- a. A member is only liable for their outstanding membership fees payable under Rules 9.1, if any.
- b. Subject to Rule 6.4(a), a member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.
- c. Rule 6.4(b) does not apply to liabilities incurred by or on behalf of the Association by the member before incorporation.

**6.4 Payment to Members**

- a. Subject to Rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members.
- b. Rule 6.4 (a) does not prevent:
  - i. the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
  - ii. the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any member;
  - iii. the payment of reasonable and proper rent by the Association to a member for premises leased by the member to the Association; or
  - iv. the reimbursement of expenses incurred by any member or any Management Committee member on behalf of the Association.

**6.5 Membership entitlements not transferable**

A right, privilege or obligation that a person has because he or she is a member of the Association:

- a. is not capable of being transferred to any other person; and
- b. ends when the person's membership ceases.

## 7.0 CEASING TO BE A MEMBER

**7.1 Ending membership**

- a. A person's membership ends, if the person:
  - i. dies;
  - ii. ceases to be a member due to failure to pay the annual membership dues within six months of the due date;
  - iii. resigns as a member
  - iv. is expelled from the Association under Rule 7.3.
- b. For a period of one year after a person's membership ends, the Secretary must keep a record of:

- i. the date on which a person ceases to be a member under Rule 7.1(a); and
- ii. the reason why the person ceases to be a member.

## **7.2 Resignation as a member**

- a. A member may resign from the Association by giving notice in writing to the Secretary, of his or her resignation.
- b. The Secretary must record in the Register of members the date on which the member ceased to be a member.

## **7.3 Suspending or Expelling Members**

- a. The Management Committee may, by resolution, suspend or expel a member from membership if:
  - i. the member refuses or neglects to comply with these Rules; or
  - ii. the member's conduct or behaviour is detrimental to the interests of the Association or breaches professional ethics.
- b. The Management Committee must hold a Management Committee meeting to decide whether to suspend or expel a member.
- c. The Secretary must, not less than 28 days before the Management Committee meeting referred to in Rule 7.3(b), give written notice to the member:
  - i. of the proposed suspension or expulsion and the grounds on which it is based;
  - ii. of the date, place and time of the Management Committee meeting;
  - iii. that the member, or the member's representative, may attend the Management Committee meeting; and
  - iv. that the member, or the member's representative, may address the Management Committee at the meeting and will be given a full and fair opportunity to state the member's case orally, or in writing, or both.
- d. At the Management Committee meeting referred to in Rule 7.3(b) the Committee must:
  - i. give the member, or the member's representative, a full and fair opportunity to state the member's case orally;
  - ii. give due consideration to any written statement submitted by the member; and
  - iii. determine whether or not the member should be:
    - A. expelled from the Association; or
    - B. suspended from membership, and if so, the period that the member should be suspended from membership.
- e. Once the Management Committee has decided to suspend or expel a member under Rule 7.3(d), the member is immediately suspended or expelled from membership.
- f. The Secretary must inform the member in writing of the decision of the Management Committee and the reasons for the decision, within 7 days of the Management Committee meeting referred to in Rule 7.3(d).

## **7.4 Right of Appeal against Suspension or Expulsion**

- a. If a member is suspended or expelled under Rule 7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Management Committee's decision under Rule 7.3(f) requesting the appointment of a mediator under Rule 28.2(c)

## **7.5 Reinstatement of a Member**

If the Committee's decision to suspend or expel a member is revoked under these Rules, any act performed by the Management Committee or members in a General Meeting during the period that the member was suspended or expelled from membership under Rule 7.3(e), is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

## **7.6 When a Member is Suspended**

- a. If a member's membership is suspended under Rule 7.3(e), the Secretary must record in the Register:
  - i. the name of the member that has been suspended from membership;
  - ii. the date on which the suspension takes effect; and
  - iii. the length of the suspension as determined by the Management Committee under 7.3(d)(iii) B.
- b. A member who has been suspended under Rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- c. Upon the expiry of the period of a member's suspension, the Secretary must record in the Register that the member is no longer suspended.

## **8.0 MEMBERSHIP REGISTER**

### **8.1 Register of Members**

- a. The Secretary or a person authorised by the Management Committee maintains a Register of members and ensures the Register is up to date
- b. The Register contains
  - i. the full name of each member;
  - ii. A contact postal and/or email address of each member;
  - iii. the class of membership (and honorary status if applicable) held by the member;
  - iv. the date on which a person became a member.
- c. Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- d. The Register must be kept and maintained at such place as the Management Committee decides.

### **8.2 Inspecting the Register**

- a. Any member may inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the member.
- b. The Management Committee may require a member to make a written request to the secretary, including the rationale, for inspecting the Register to ensure compliance with Rule 8.4.
- c. A member may make a copy of his or her own details from the Register but has no right to remove the Register for that purpose.

### **8.3 Copy of the Register**

- a. A member may make a request in writing for a copy or an extract of the Register.

b. The Management Committee may require a member who requests a copy of the Register to provide a statutory declaration, setting out the purpose of the request and declaring the purpose is connected with the affairs of the Association, in compliance with Rule 8.4.

c. The Association may charge a reasonable fee to the member for providing a copy of the Register, or an extract, the amount to be determined by the Management Committee from time to time.

#### **8.4 When using the information in the Register is prohibited**

A member must not use or disclose the information on the Register:

- a. To gain access to the Register for information that a member has deliberately denied them (meaning where a member seeks the Register for information about another member for reasons connected with a personal, social, family, legal or supervisory or professional difference or dispute);
- b. To contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes unless the information is approved by the Management Committee; or
- c. For any other purpose unless the purpose:
  - i. is directly connected with the affairs of the Association; or
  - ii. relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

## 9.0 MEMBERSHIP FEES

### **9.1 Annual membership fees:**

- a. Drawing on advice from the Treasurer regarding the budget for the current and following year(s), the Management Committee shall make recommendations to the Annual General Meeting (AGM) regarding the fees payable for each class of membership.
- b. Such information shall be circulated to members, at least 28 days prior to the Annual General Meeting which the matter is to be considered.
- c. The Annual General meeting will confirm the membership fees to be paid in the financial year, commencing January 1<sup>st</sup> after that AGM is held.
- d. The Management Committee will subsequently advise members of the agreed membership fees at least 28 days prior to the start of the financial year.

## 10.0 POWERS AND COMPOSITION OF THE MANAGEMENT COMMITTEE

### **10.1 Powers of the Management Committee**

- a. The governing body of the Association is to be called the Management Committee and it has authority to control and manage the affairs of the Association.
- b. Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Management Committee:

- i. may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members or by these Rules to be exercised by the Registration and Certification Committee; and
- ii. has power to perform all acts and do all things as appear to the Management Committee to be necessary or desirable for the proper management of the business and affairs of the Association.
- iii. may appoint a Webmaster who acts within the principles of Rule 11.2(i) and in consultation with the President or his or her nominee.

## **10.2 Management Committee Members**

The Management Committee is to consist of:

- a. the office bearers of the Association being four or five (4 or 5) members (see 10.2.c); and up to two other members.
- b. A majority of members of the Management Committee are to be Supervisory members or members who have participated in a minimum of 800 hours of CPE. In the event where this criteria is not achieved, the Annual General Meeting may appoint ordinary members who have not completed 800 hours of CPE.
- c. The office bearers of the Association are:
  - i. the President;
  - ii the Vice President (optional);
  - iii the Secretary;
  - iv the Treasurer
  - v. the R & C Chair (Ex officio, with voting rights)
- d. A Committee member must be:
  - i. a natural person;
  - ii. over 18 years in age; and
  - iii. a Financial member
- f. No person shall be entitled to hold a position on the Management Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - i. an indictable offence in relation to the promotion, formation or management of a body corporate;
  - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - iii an offence under Part 4 Division 3 or Section 127 of the Act;unless the person has obtained the consent of the Commissioner.
- g. No person shall be entitled to hold a position on the Management Committee if the person is according to the Interpretation Act Section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

## **11.0 ROLES AND RESPONSIBILITIES OF MANAGEMENT COMMITTEE MEMBERS**

### **11.1 Obligations of the Management Committee**



- a. The Management Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
- b. Prior to the first meeting of the Management Committee, following the AGM, the President will arrange for newly-elected committee members and office bearers, to receive orientation to the Rules and responsibilities of the Management Committee.
  
- c. The Management Committee must ensure that should a vacancy occur for the office of Chair of the R & C Committee, in consultation with members of the R & C Committee, the Management Committee will nominate and appoint a new Chair, the Association membership being notified of the appointment within 30 days.

## **11.2 Responsibilities of Management Committee Members**

- a. A Management Committee member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
  
- b. A Management Committee member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
  
- c. Under the Association's Insurance policy, a Management Committee member agrees to sign an annual insurance declaration regarding knowledge of possible claims against the Association;
  
- d. A Management Committee member or former Management Committee member must not improperly use information obtained because he or she is a Committee member to:
  - i. gain an advantage for himself or herself or another person; or
  - ii. cause detriment to the Association.
  
- e. A Management Committee member or former Management Committee member must not improperly use his or her position to:
  - i. gain an advantage for himself or herself or another person; or
  - ii. cause detriment to the Association.
  
- f. A Management Committee member having any material personal interest in a matter which entails a conflict of interest of a pecuniary and/or ethical nature, impacting matters being considered at a Management Committee meeting must:
  - i. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee;
  
  - ii. disclose the nature and extent of the interest at the next General Meeting of the Association; or ensure that the secretary will duly advise the meeting;
  
  - ii. not take part in any deliberation or decision or vote of the Management Committee, instead offering to absent the room or on the request of the President or Chair, to leave the meeting while the matter is being considered by the Management Committee.
  
- g. Rule 11.2(f) does not apply in respect of a material personal interest that:
  - i. exists only because the Management Committee member belongs to a class of persons for whose benefit the Association is established; or
  
  - ii. the Management Committee member has in common with all, or a substantial proportion of, the members of the Association.

h. The Secretary must record every disclosure made by a Management Committee member under Rule 11.2(e) in the Minutes of the Management Committee meeting at which the disclosure is made.

i. No Management Committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association, unless the person is authorised by the Management Committee to do so, as at Rule 11.3(f) and such authority is recorded in the Minutes of the Management Committee meeting.

### **11.3 President**

The President:

- a. must consult with the Secretary regarding the business to be conducted at each Management Committee meeting and each General Meeting;
- b. may convene special meetings of the Management Committee under Rule 14.1(c);
- c. may chair Management Committee meetings under Rule 14.3;
- d. may chair General Meetings under Rule 17.4; and
- e. must ensure that the Minutes of a General Meeting or Management Committee meeting are reviewed and signed as correct under Rule 20.1(c);
- f. may speak on behalf of the Association
- g. may sign documents on behalf of the Association;
- h. in accordance with Rule 28, on receipt of a written dispute, takes responsibility to initiate a process to resolve the dispute or grievance. Where the President is a party to the dispute, the Vice-president or other Management Committee members may initiate a process to resolve the dispute or grievance.
- i. Represents ACPEWA Inc. on the ANZACPE Executive Committee for the term of the Presidency. Should the President not be an ACPEWA Inc. accredited Clinical Pastoral Educator or above, the Management Committee shall appoint an ACPEWA Inc. accredited Clinical Pastoral Educator or above to represent ACPEWA Inc. on the ANZACPE Executive.

### **11.4 Secretary**

The Secretary must:

- a. co-ordinate the correspondence of the Association;
- b. consult with the President about all business to be conducted at Management Committee meetings and convene General Meetings and Management Committee meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- c. keep and maintain in an up to date condition the Rules of the Association as required by Rule 24.1 and any by-laws of the Association made in accordance with Rule 25;
- d. maintain the Register of the members, referred to in Rule 8.1;
- e. maintain the record of office holders of the Association, referred to in Rule 11.7;

- f. ensure the safe custody of the Books (with the exception of the Accounting Records and the R & C records) of the Association under Rule 27.1;
- g. keep appropriate Minutes of Management Committee meetings and General Meetings; and
- h. perform any other duties as are imposed by these Rules or the Association on the Secretary, including prior to the AGM, the circulation to members of a list of candidates for election with their submitted profile, and ensuring that the nomination forms for election are completed correctly, as required under Rule 12.2(e); 12.3(g).

### **11.5 Treasurer**

The Treasurer must:

- a. ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- b. ensure the payment of all moneys referred to in Rule 11.5(a) into the account or accounts of the Association as the Management Committee may from time to time direct;
- c. ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Management Committee;
- d. ensure that the Association complies with the account keeping requirements in Part 5 of the Act, including monitoring the income and expenditure of the Association;
- e. ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
- f. as a Tier 1 Association, coordinate the preparation of the Financial Statements and Annual Budget of the Association prior to their submission to the Annual General Meeting of the Association;
- g. advise the Management Committee of the financial needs of the Association prior to the AGM, making recommendations for changes in fees.
- h. assist the auditor in performing their functions; and
- i. perform any other duties as are imposed by these Rules or the Association on the Treasurer.

### **11.6 Registration and Certification Committee (R & C) Chair**

- a. The appointed Chair of the R & C Committee shall be an accredited ACPEWA Inc. Clinical Pastoral Educator or above.
- b. When a vacancy of Chair occurs or is anticipated to occur, the appointment of a new R & C Chair shall be made by the Management Committee in accordance with 11.6.(a) and in consultation with members of the R & C Committee.
- c. the Secretary of the Management Committee will notify the membership of the appointment of a new Chair R & C within 30 days of the appointment.
- d. The appointed Chair
  - i. will ensure that the R & C Committee attend to the business assigned to it as outlined in 16.1 in a timely manner;

- ii Set the agenda and chair meetings of the R & C Committee'
- iii Report decisions of the R & C Committee to the Management Committee recommending ratification of accreditations and certifications, and authorisation of professional standards.
- iv Represent ACPEWA Inc. on the ANZACPE Professional Standards Committee.

### **11.7 Record of Office Holders**

- a. The Secretary or a person authorised by the Management Committee from time to time must maintain a record of office holders.
- b. The record of office holders must include:
  - i. the full name of each office holder;
  - ii. the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - iii a current contact postal, residential or email address of each office holder.
- c. The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Management Committee decides.

### **11.8 Inspecting the Record of Office Holders**

- a. Any member may inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the member.
- b. The member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

## **12.0 APPOINTING MANAGEMENT COMMITTEE MEMBERS**

### **12.1 Appointment to the Committee**

Management Committee members are appointed to the Management Committee by:

- a. election at an Annual General Meeting; or
- b. appointment to fill a casual vacancy under Rule 13.1(b).

### **12.2 Nominating for Membership of the Management Committee**

- a. The Secretary must send a notice calling for nominations for election to the Management Committee to all members at least **30 days** before the Annual General Meeting.
- b. A member who wishes to be considered for election to the Management Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary and ensuring receipt by the Secretary at least **14** days before the Annual General Meeting.
- c. The written notice of nomination must include a statement and signature of support for the nomination by another financial member;
- d. A member may nominate for more than one office on the Management Committee prior to the AGM, but only be elected to one office or as an ordinary Management Committee member at the AGM.

e. If a nomination for election to the Committee is not made in accordance with Rules 12.2(a)-(e) the nomination is to be deemed invalid and the member will not be eligible for election unless Rule 12.3(c) takes effect.

### **12.3 Electing Management Committee Members**

a. If the number of valid nominations received under Rule 12.2 is equal to the number of vacancies to be filled for the relevant position on the Management Committee, the member nominated shall be deemed to be elected at the AGM.

b. If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Management Committee, elections for the positions must be conducted at the AGM.

c. If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Management Committee, further nominations may be received from the floor of the AGM.

d. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

e. If an insufficient number of nominations are received from the floor for the number of vacancies on the Management Committee that remain, each relevant position on the Management Committee is declared vacant by the person presiding at the AGM and Rule 13.1(b) applies.

f. The elections for office bearers or ordinary Management Committee members are to be conducted at the AGM. in the manner directed by the Management Committee.

g. The Secretary will forward a list of candidates, names in alphabetical order, including a brief profile, with the names of the members who nominated each candidate, to be sent to the membership seven (7) days in advance of the AGM.

### **12.4 Voting in Elections for Membership of the Management Committee**

a. Subject to Rule 19.3(e), each member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Management Committee.

b. A member who nominates for election or re-election may vote for himself or herself.

### **12.5 Term of Office of Committee Members**

a. The Management Committee members appointed on incorporation of the Association will hold office until the conclusion of the first AGM of the Association and will be eligible for re-election.

b. At each AGM of the Association, the appointment of the Management Committee Office Bearers will be for a term of **two** years. The appointment of ordinary members to the Management Committee may be for a term of up to two years.

c. Management Committee Office Bearers and Committee members will stagger vacancies on the Management Committee in alternate years to ensure continuity of governance;

d. Subject to Rule 12.5(a), a Management Committee member's term will commence on the date of his or her:

- i. election at an AGM; or
  - ii. appointment to fill a casual vacancy that arises under Rule 13.1(b).
- e. Any appointment to fill a casual vacancy that arises due to an office bearer stepping down from a position during an elected term, will be made **until the end of the term the member** initially holding that position and term was elected for;
- f. All retiring Management Committee members are eligible, on nomination under Rule 12.2, for re-election, with the exception that after four terms of service, the Office bearer or member of the Management Committee, will take a break of 12 months from the office or membership of the Management Committee.

## 13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

### 13.1 Vacant Positions on the Management Committee

- a. A casual vacancy occurs if the Committee member:
  - i. dies;
  - ii. ceases to be a member;
  - iii. becomes disqualified from holding a position under Rule 10.2 (f) or (g) as a result of bankruptcy or conviction of a relevant criminal offence;
  - iv. becomes permanently incapacitated by mental or physical ill-health;
  - v. resigns from office under Rule 13.2;
  - vi. is removed from office under Rule 13.3; or
  - vii. is absent from more than:
    - A. three consecutive Management Committee meetings without a good reason;
    - or
    - B. three Management Committee meetings in the same Financial Year without tendering an apology to the person presiding at each of those Management Committee meetings, where the member was given notice of the meetings, and the Management Committee has resolved to declare the office vacant.
- b. If a position on the Committee is declared vacant under Rule 12.3(e), or there is a casual vacancy within the meaning of Rule 13.1(a), the continuing Management Committee members may:
  - i. appoint a member to fill that vacancy until the conclusion of the next AGM; or until the end of the term of office of the out-going member.
  - ii. subject to Rule 13.1(c), act despite the vacant position on the Management Committee.
- c. If the number of Management Committee members is less than the number fixed under Rule 1.3 as the quorum for Management Committee meetings, the continuing Management Committee members may act only to:
  - i. increase the number of members on the Management Committee to the minimum number required by 10.2(a); or
  - ii. convene a General Meeting of the Association.

### 13.2 Resigning from the Management Committee

- a. A Management Committee member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Management Committee member is the Secretary, to the President.
- b. The Management Committee member resigns:

- i. at the time the notice is received by the Secretary or President under Rule 13.2(a); or
- ii. if a later time is stated in the notice, at the later time.

### **13.3 Removal from Management Committee**

- a. Subject to Rule 13.1(a)(vii), a Management Committee member may only be removed from his or her position on the Management Committee by resolution at a General Meeting of the Association, if a majority of the members present and eligible to vote at the meeting vote in favour of the removal.
- b. At the General Meeting of the Association where such a resolution is proposed, the Management Committee member, who faces removal from the Committee, must be given a full and fair opportunity to state his or her case as to why he or she should not be removed from the Management Committee.
- c. If all Management Committee members are removed by resolution at a General Meeting, the members must, at the same General Meeting, elect an interim Management Committee. The interim Management Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Management Committee.

## **14. MANAGEMENT COMMITTEE MEETINGS**

### **14.1 Meetings of the Committee**

- a. The Management Committee must meet at least **five** times in each year.
- b. Where possible, the dates and times for the Management Committee meetings will be scheduled in advance and be arranged to correspond with the dates of the R& C meetings, to enable recommendations from the R & C to be reported and ratified at the Management Committee meeting.
- c. The Management Committee determines the place and time of all Management Committee meetings.
- c. Special meetings of the Management Committee may be convened under Rule 14.2 by:
  - i. the President; or
  - ii. any three Management Committee members.

### **14.2 Notice of Management Committee Meetings**

- a. The Secretary must give each Management Committee member at least 48 hours' notice of each Management Committee meeting before the time appointed for holding the meeting.
- b. Notice of a Management Committee meeting must describe the general nature of the business to be conducted at the meeting;
- c. Subject to Rule 14.2(d), business for the next Management Committee meeting shall be advised at least one week in advance, although in special circumstances 48 hours' notice of the business shall be sufficient.
- d. Urgent business may be conducted at Management Committee meetings if the majority of Management Committee members present at a meeting agree to treat the business as urgent.



#### 14.3 Chairing at Management Committee Meetings

- a. The President or, in the President's absence, the Vice President is to preside as chairperson of each Management Committee meeting.
- b. If the President and the Vice President are absent or unwilling to act, the remaining Management Committee members must choose one of their number to preside as chairperson at the Management Committee meeting.

#### 14.4 Procedure of the Management Committee Meeting

- a. The quorum for a Management Committee meeting is to be four (4) members of the management Committee. The Management Committee cannot conduct business unless a quorum is present.
- b. If a quorum is not present within 30 minutes after the notified commencement time of the Management Committee meeting:
  - i in the case of a special committee meeting, the meeting lapses;
  - ii otherwise, the meeting is adjourned to the same time, day and place in the following week.
- c. If a quorum is not present within 30 minutes after the commencement time of the Management Committee meeting held under sub rule (b). ii and at least two (2) members are present at the meeting, those members present are taken to constitute a quorum.
- d. Management Committee meetings may take place:
  - i. where the Management Committee members are physically present together; or
  - ii. where the Management Committee members are able to communicate by using any technology that reasonably allows each Management Committee member to participate fully in discussions as they happen in the Management Committee meeting and in making decisions, provided that the participation of the member in the Management Committee meeting must be made known to all other members.
- e. A Management Committee member who participates in a meeting as set out in Rule 14.4(d)(ii):
  - i. is deemed to be present at the Management Committee meeting; and
  - ii. continues to be present at the meeting for the purposes of establishing a quorum, until the Management Committee member notifies the other Management Committee members that he or she is no longer taking part in the Management Committee meeting.
  - iii. is deemed to have left the meeting, should there be a failure in the technology.
- f. Subject to these Rules, the Management Committee members present at the Management Committee meeting are to determine the procedure and order of business to be followed at a Committee meeting.
- g. All Management Committee members have the right to attend and vote at Management Committee meetings.
- h. All members, or other guests, may attend Management Committee meetings if invited by the Management Committee, but such persons shall not have any right to comment without

invitation, or any right to vote, or to be provided with copies of any agenda, Minutes of meetings, or documents presented to such meetings, at the discretion of the President.

i. The Secretary or a person authorised by the Management Committee from time to time must keep Minutes of the resolutions and proceedings of all Management Committee meetings together with a record of the names of persons present at each meeting.

j. The Secretary or a person authorised by the Management Committee shall notify the membership of changes in office bearers of the Association within thirty (30) days of the change occurring.

#### 14.5 Voting at Management Committee Meetings

a. Each Management Committee member present at a Management Committee meeting has a deliberate vote.

b. A question arising at a Management Committee meeting is to be decided by a majority of votes. If there is an equality of votes, the motion is declared defeated.

c. Decisions may be made by general agreement or a show of hands.

d. A poll by secret ballot may be used if the Management Committee prefers to determine a matter in this way and the person presiding over the Management Committee meeting is to oversee the ballot.

#### 14.6 Acts not Affected by Defects or Disqualifications

The acts of the Management Committee, or a standing or a sub-committee or of any member of the Management Committee, standing or sub-committee or subsidiary office are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Management Committee member or member of a standing or sub-committee.

### 15. REMUNERATION OF MANAGEMENT COMMITTEE MEMBERS

a. The Association may reimburse a Committee member's travelling and other expenses as properly incurred, in connection with Association business.

b. Committee members must not receive any remuneration for their services as Management Committee members other than as described at Rule 15(a).

### 16.0 STANDING COMMITTEES, SUB-COMMITTEES AND DELEGATION

16.1 The Association shall appoint a Standing Committee known as **the Registration and Certification (R & C) Committee** which shall accomplish on behalf of the Management Committee, the following purposes of the Association:

a. To develop and maintain professional standards and processes for the accreditation of Clinical Pastoral Education supervisors at all levels; for certification of Clinical Pastoral Education programmes; and

b. To respond to and facilitate requests for processes of certification of completion of Learning Outcomes and processes of consultation for Clinical Pastoral Education graduates;

- c. To maintain a Register of Clinical Pastoral Education graduates, certifications and accreditations achieved by its members and the registration of its Clinical Pastoral Education Centres.
- d. To report to the Management Committee meetings, recommendations regarding the certification and accreditation of members, or supervisors, the registration of Clinical Pastoral Education Centres and also the authorisation of the Association Standards, recommending ratification of these decisions to the Management Committee.
- e. To initiate processes of periodic review of CPE practice in registered CPE Centres.
- f. Should a dispute arise from recommendations to the Management Committee by the R & C, regarding accreditation, certification or registration, or any matter delegated to the R & C by the Management Committee, the President will refer the matter for consultation with the Chair, ANZACPE Professional Standards for review and recommendation by ANZACPE Professional Standards to ACPEWA Inc.
- g. To maintain communications with the Chair, ANZACPE Professional Standards Committee.

16.2 Membership of the Registration and Certification Committee shall include:

- a. A Chairperson, who meets the criteria in Rule 11.6. (i), shall be elected as an office bearer (ex officio) by the Management Committee:
  - i. for a period of no more than five consecutive years; and
  - ii if after five years tenure, there are no accredited Clinical Pastoral Educators or Advanced Clinical Pastoral Educators available for election in Western Australia, the tenure of the Chairperson may be extended to enable the professional business of the R & C Committee to proceed.
- b. The President of the Association (member ex-officio).
- c. A minimum of three members appointed by the Management Committee for a term of three years, with positions becoming vacant on a rotating basis, with one position becoming vacant at the time of the AGM and with the option that members may be appointed for one further three-year term.
- d. Of the R & C membership, not less than three ACPEWA Inc. members shall be accredited CPE supervisors, or persons having completed 800 hours of CPE, so as to be cognizant with the ACPEWA Inc. Standards and practice of CPE within Western Australia.
- e. One member of the R & C shall act as the Secretary to assist the Chair with administrative tasks;
- f. The R & C may invite additional members to the R & C committee either as consultants or specialists for a period until the next AGM.

16.3 The Management Committee may appoint additional Standing Committees if required. Such Standing Committees will operate in ways that are consistent with the Act and this Constitution of the Association.

#### **16.4 Appointment of Sub-Committees**

- a. The Management Committee may appoint one or more sub-committees as considered appropriate by the Management Committee from time to time to assist with the conduct of the Association's operations.
- b. Sub-committees may comprise (in such numbers as the Management Committee determines) members and non-members.
- c. Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.
- d. All sub-committees will either be disbanded or renewed at the first meeting of the new Management Committee meeting following the Annual General meeting.

#### **16.5 Delegation by Management Committee to Sub-Committee**

- a. The Management Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Management Committee sees fit from time to time.
- b. Despite any delegation under this Rule, the Management Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

#### **16.6 Delegation to Subsidiary Officer**

- a. The Management Committee may create and fill such subsidiary offices as may be necessary for the proper and efficient management of the Association's affairs.
- b. The Management Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- c. Despite any delegation under this Rule, the Management Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.
- d. If necessary, a suitably qualified non-member may be appointed as a subsidiary officer.

## **17. GENERAL MEETINGS**

#### **17.1 Procedure for General Meetings**

- a. General Meetings may take place:
  - i. where the members are physically present together; or
  - ii. where the members are able to communicate by using any technology that reasonably allows the member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the member in the General Meeting must be made known to all other members.
- b. A Member who participates in a meeting as set out in Rule 17.1(a)(ii):
  - i. is deemed to be present at the General Meeting; and

- ii. continues to be present at the meeting for the purposes of establishing a quorum, until the member notifies the other members that he or she is no longer taking part in the General Meeting.
- iii. is deemed to have left the meeting, should there be a failure in the technology.

#### **17.2 Quorum for General Meetings**

- a. The Quorum for General Meetings is specified in Rule 1.4 as ten (10) members or if total membership is 100 or more, then 10% of the members, rounded to the nearest whole number.
- b. Subject to Rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- c. If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
  - i. in the case of a General Meeting, the meeting lapses; or
  - ii. in the case of a Special General Meeting or an Annual General Meeting, the meeting is to stand adjourned to:
    - A.** the same time and day in the following week, unless a majority of those present recommend an alternate time and day as being most appropriate; and
    - B.** the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned.
- d. If at the adjourned meeting under 17.2 (c) a quorum is not present within half an hour of the time appointed for the commencement of the meeting, a quorum of six members is sufficient.

#### **17.3 Notice of General Meetings and Motions**

- a. The Secretary must give at least:
  - i. 28 days' notice of a General Meeting to each member or,
  - ii. 28 days' notice of a Special Resolution that is proposed to be moved at the General Meeting.
- b. The notice convening a General Meeting must specify:
  - i. the place, date and time of the meeting; and
  - ii. the particulars and order of the business to be conducted at the meeting.
- c. The notice convening a General Meeting, or any notice of motion must be issued in the manner prescribed by Rule 2.2.

#### **17.4 Presiding member**

- a. The President or, in the President's absence, the Vice-President is to preside as chairperson of each General Meeting.
- b. If the President and the Vice-President are absent or unwilling to act, the remaining Management Committee members must choose one of their number to preside as chairperson at the General Meeting.

#### **17.5 Adjournment of General Meetings**

- a. The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of members present at the meeting.
- b. No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

c. When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 2.2 and 17.3 as if that General Meeting was a new General Meeting, with a new Agenda.

## 18. SPECIAL GENERAL MEETINGS

### 18.1 Special General Meeting

- a. The Management Committee may at any time convene a Special General Meeting of the Association.
- b. The Secretary must convene a Special General Meeting of the Association within 30 days after receiving a written request to do so from at least 20 per cent of the total number of members.

### 18.2 Request for Special General Meeting

A request by the members for a Special General Meeting must:

- a. state the purpose of the meeting;
- b. be signed by the required number of members making the request as specified in Rule 18.1(b); and
- c. be lodged with the Secretary.

### 18.3 Failure to Convene Special General Meeting

- a. If the Secretary fails to convene a Special General Meeting within the 30 days referred to in Rule 18.1(b), the members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the members were the Committee.
- b. A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

## 19. MAKING DECISIONS AT GENERAL MEETINGS

### 19.1 Special Resolutions

- a. A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 19.1(c).
- b. A Special Resolution of the Association is required to:
  - i. amend the name of the Association;
  - ii. amend the Rules, under Rule 24.2;
  - iii. affiliate the Association with another body;
  - iv. transfer the incorporation of the Association;
  - v. amalgamate the Association with one or more other incorporated Associations;
  - vi. voluntarily wind up the Association;
  - vii. cancel incorporation; or
  - viii. request that a statutory manager be appointed.
- c. Notice of a Special Resolution must:
  - i. be in writing;
  - ii. include the place, date and time of the meeting;
  - iii. include the intention to propose a Special Resolution;
  - iv. set out the wording of the proposed Special Resolution; and
  - v. be given in accordance with Rule 2.2.
- d. If notice is not given in accordance with Rule 19.1(c), the Special Resolution will have no effect.

- e. A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the members present, in person or by proxy, or by remote participation and voting if practicable according to the Secretary, and eligible to cast a vote at the meeting.

## **19.2 Ordinary Resolutions**

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

## **19.3 Voting at meetings**

- a. Subject to these Rules, each ordinary member has one vote at a General Meeting of the Association.
- b. A person casts a vote at a meeting either by:
  - i. voting at the meeting either in person or the use of technology as under Rule 17.1(a)(ii); or
  - ii. by proxy.
- c. In the case of an equality of votes at a General Meeting, the vote will be declared failed.
- d. A member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid in accordance with Rule 9.1;
- e. If a Poll is demanded at a General Meeting, the Poll must be taken in accord with Rule 19.6. (a). (b).(c).
- f. A member is entitled to vote at a General Meeting if the member's name is recorded in the register on the date the notice of the General Meeting was sent out under Rule 17.3 and who has paid the annual membership fee before the commencement of the General Meeting.

## **19.4 Proxies**

- a. Each member is entitled to appoint in writing, a natural person who is also a member of the Association to be the member's proxy, and to attend and vote on the member's behalf at any General meeting of the Association.
- b. Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is acquainted.
- c. No member may hold more than five proxies.

## **19.5 Manner of determining whether resolution carried**

- a. Unless a Poll is demanded under Rule 19.6, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the General Meeting that the resolution has been:
  - i. carried unanimously
  - ii. carried by a particular majority; or
  - iii. lost.
- b. If the declaration relates to a Special Resolution, then subject to Rule 19.1(c), the declaration should state that a Special Resolution has been determined.
- c. The declaration made under Rule 19.5(a). must be entered into the Minute file of the Association.
- d. The entry in the Minute file of the Association under Rule 19.5(c.) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against the motion.

## **19.6 Poll at General Meetings**

- a. At a general Meeting, a Poll on any question may be demanded by either:
  - i. the chairperson of the meeting; or



- ii. at least three members present in person or by proxy.
- b. If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- c. If a Poll is demanded at a General Meeting, the Poll must be taken:
  - i. immediately in the case of a Poll which relates to electing a person to preside over the meeting;
  - ii. immediately in the case of a Poll which relates to adjourning the meeting;
  - iii. by electronic polling after the meeting according to a time frame determined by the meeting;
  - iv. in any other case, in the manner and time before the close of the meeting as the chairperson directs.

## 20. MINUTES OF MEETINGS

### 20.1 Minutes of Meetings

- a. The Secretary or a person authorised by the Management Committee from time to time must keep Minutes of the items of business considered, resolutions and proceedings of all General Meetings and Management Committee meetings together with a record of the names of persons present at each meeting.
- b. The Minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a Minute file kept for that purpose.
- c. The Chairperson must ensure that the Minutes of a General Meeting or Management Committee meeting under Rule 20.1(a.) are reviewed and signed as correct by:
  - i. the chairperson of the General Meeting or Management Committee meeting to which those Minutes relate; or
  - ii. the Chairperson of the next succeeding General Meeting or Management Committee meeting.
- d. When Minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
  - i. the General Meeting or Management Committee meeting to which they relate was duly convened and held;
  - ii. all proceedings recorded as having taken place at the General Meeting or Management Committee meeting did in fact take place at the meeting; and
  - iii. all appointments or elections purporting to have been made at the meeting have been validly made.

## 21. FUNDS AND ACCOUNTS

### 21.1 Control of Funds

- a. The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Management Committee.
- b. The funds of the Association are to be used in pursuance of the objects of the Association.
- c. All cheques, drafts, bills of exchange, promissory notes, electronic banking and other negotiable instruments of the Association must be signed by any two of the three Management Committee members delegated signing authority
- d. All expenditure above the maximum amount set by the Management Committee from time to time must be approved or ratified at a Management Committee meeting.

## 21.2 Source of Association Funds

- a. The funds of the Association may be derived from annual membership fees of members, registration of CPE Centres, donations, fund raising activities, grants, interest, and any other sources approved by the Management Committee;
- b. The Treasurer will report the sources of the funds to the members at the AGM.
- c. The Association must, as soon as practicable:
  - i. deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
  - ii. after receiving any money, issue an appropriate receipt.
  - iii open an account for any grant money and other funds received from other bodies in accordance with the requirements outlined by the granting body, in an accurate and timely manner;

## 21.3 Financial Records

- a. The Association must keep Financial Records that:
  - i. correctly record and explain its transactions, financial position and performance; and
  - ii. enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
  
- b. The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

## 21.4 Financial Statements and Financial Reports

- a. For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met with the presentation at the Annual General Meeting of:
  - i As a Tier 1 Association, prepare and present Financial statements and a Financial report;
  - ii in accordance with best practice, a copy of the annual audit of the Financial statements and auditors report;
  - iii Presentation of an annual budget.

## 22. FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the Association is at Rule 1.5.

## 23. ANNUAL GENERAL MEETINGS

### 23.1 Annual General Meeting

- a. Subject to Rules 23.1(b). and 23.1(c.), the Association must convene an AGM each calendar year:
  - i. within four months after the end of the Association's Financial Year; or
  - ii. within a longer period as the Commissioner may allow.
- b. The Association may hold its first AGM at any time within the period of 16 months after incorporation under the Act.
- c. If the Association requires the approval from the Commissioner to hold its AGM within a longer period under Rule 23.1a. ii., the Secretary must apply to the Commissioner no later than two months after the end of the Association's Financial Year.

### **23.2 Notice of AGM**

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with Rules 2.2 and 17.3 (as applicable).

### **23.3 Business to be Conducted at AGM**

- a. Subject to Rule 23.1, the AGM of the Association is to be convened on a date, time and place as the Committee decides.
- b. At each AGM of the Association, the Association:
  - i. must confirm the Minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the Minutes of that Special General Meeting have not yet been confirmed;
  - ii. receive the Financial Statements of the Association for the preceding Financial Year;
  - iii. appoint or remove an auditor;
  - iv. must present a copy of the auditor's report to the Association;
  - v. receive the proposed budget for the current Financial Year with a proposal to the membership regarding the fees due at the commencement of the next financial year as stated Rule 9.1
  - vi. receive the annual reports of the Association, including reports from Standing and Sub-Committees; and
  - vii. must elect or appoint the office holders and ordinary Management Committee members in line with Rule 19.3.

## **24. RULES OF THE ASSOCIATION**

### **24.1 Rules of the Association**

- a. These Rules bind every member and the Association, and each member agrees to comply with these Rules.
- b. The Association must provide, free of charge, a copy of the Rules in force, at the time membership commences, to each person who becomes a member under Rule 5.6.
- c. The Association must keep a current copy of the Rules.

### **24.2 Amendment of Rules, Name and Objects**

- a. The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 19.1 and not otherwise.
- b. When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
  - i. one month after the Special Resolution is passed; or
  - ii. a longer period as the Commissioner may allow.
- c. Subject to Rule 24.2d., an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 24.2b.,
- d. An amendment to the Rules that changes or has the effect of changing:
  - i. the name of the Association; or
  - ii. the objects or purposes of the Association,

does not take effect until the required documents are lodged with the Commissioner under Rule 24.2b., and the approval of the Commissioner is given in writing.

## 25. BY-LAWS OF THE ASSOCIATION

25.1 The members of the Association may make, amend and repeal by-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.

25.2 The by-laws made under Rule 25.1:

- a. Do not form part of the Rules;
- b. May make provision for:
  - i. classes of membership and the rights and obligations that apply to each class of membership;
  - ii. requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
  - iii. restrictions on the powers of the Committee including the power to dispose of assets;
  - iv. a requirement for members to hold a specified educational, trade or professional qualification; and
  - v. any other matter that the Association considers necessary or appropriate; and
- c. Must be available for inspection by members.

## 26. AUTHORITY REQUIRED TO BIND ASSOCIATION

### 26.1 Executing Documents

- a. The Association may execute a document without using a common seal if the document is signed by:
  - i. any two Management Committee members; or
  - ii. one Management Committee member and a person authorised by the Management Committee.

### 26.2 Use of the Common Seal

- a. If the Association has a common seal on which its corporate name appears in legible characters:
  - i. the Secretary or any other person as the Management Committee from time to time decides must provide for its safe custody; and
  - ii. it must only be used under resolution of the Management Committee.
- b. The Association executes a document with its common seal, if the fixing of the seal is witnessed by:
  - i. any two Management Committee members; or
  - ii. one Management Committee member and a person authorised by the Management Committee.
- c. Every use of the common seal must be recorded in the Committee's Minute file.

## 27. THE ASSOCIATION'S BOOKS AND RECORDS

### 27.1 Custody of the Books of the Association *(see definition under Rule 2.1)*

- a. Except as otherwise decided by the Management Committee from time to time, the Secretary must keep in his or her custody or under his or her control the Books of the Association, with the exception of the Financial Records which, except as otherwise directed by the Management Committee from time to time, are to be kept under the custody or control of the Treasurer;
- b. The Books of the Association must be retained for at least 7 years.

### 27.2 Inspecting the Books of the Association

- a. Subject to these Rules, within the scope of the Act, a member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the member.
- b. A member must contact the Secretary to request to inspect the Books of the Association.
- c. The member may in compliance with Rule 8.3, copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

### 27.3 Prohibition on Use of Information in the Books of the Association

- a. A member must not use or disclose information in the Books of the Association except for a purpose:
  - i. that is directly connected with the affairs of the Association; or
  - ii. related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

### 27.4 Returning the Books of the Association

- a. Outgoing Committee members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee member.

## 28. RESOLVING DISPUTES

### 28.1 Disputes Arising under the Rules

- a. This Rule applies to:
  - i. Disputes between members; and
  - ii. Disputes between the Association and one or more members that arise under the Rules or relate to the Rules of the Association.
- b. In this Rule, “member” includes any former member whose membership ceased not more than six months before the dispute occurred.
- c. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- d. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 28.1c., any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - i. the parties to the dispute; and
  - ii. the matters that are the subject of the dispute.
- e. Should the Secretary be a party to the dispute, the Management Committee will appoint an alternate Management Committee member to act as Secretary in regard to the dispute.

- f. Within 28 days after the Secretary is given the notice, a Management Committee meeting must be convened to consider and determine the dispute.
- g. The Secretary must give each party to the dispute written notice of the Management Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- h. The notice given to each party to the dispute must state —
  - i. when and where the Management Committee meeting is to be held; and
  - ii. that the party, or the party'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 dispute.
- i. If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the Secretary stating that the party —
  - i. does not agree to the dispute being determined by the Management Committee; and
  - ii. requests the appointment of a mediator under Rule 28, the Management Committee must not determine the dispute.

## **28.2 Determination of dispute by Management Committee**

- a. At the Management Committee meeting at which a dispute is to be considered and determined, the Management Committee must:
  - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - ii. give due consideration to any submissions so made; and
  - iii. determine the dispute.
- a. The Management Committee must give each party to the dispute written notice of the Management Committee's determination, and the reasons for the determination, within 7 days after the Management Committee meeting at which the determination is made.
- b. A party to the dispute may, within 14 days after receiving notice of the Committee's determination under Sub rule (a)(iii), give written notice to the Secretary requesting the appointment of a mediator under Rule 28.
- c. If notice is given under Sub rule (c), each party to the dispute is a party to the mediation.

## **28.3 Mediation**

- a. This Rule applies:
  - i. where a person is dissatisfied with a decision made by the Management Committee under Rule 28.1; or
  - ii. where a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the Management Committee.

- b. Where the dispute relates to a proposal for the suspension or expulsion of a member, this Rule does not apply until the procedure under Rule 7.3 in respect of the proposed suspension or expulsion has been completed.
- c. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 28.1c, or a party to the dispute is dissatisfied with a decision made by the Management Committee under Rule 28.1g, a party to a dispute may:
  - i. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - ii. Agree to, or request the appointment of, a mediator.
- d. The party, or parties requesting the mediation must pay the costs of the mediation.
- e. The mediator must be:
  - i. a person chosen by agreement between the parties; or
  - ii. in the absence of agreement:
    - A. if the dispute is between a member and another member – a person appointed by the Management Committee; or
    - B. if the dispute is between a member or more than one member and the Association, or a dispute with the Management Committee or with a Management Committee member, then a person who acts as a mediator for another not-for-profit body, such as a community legal centre or an accredited mediator from a professional mediation practice.
- f. A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- g. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- i. The mediator, in conducting the mediation, must:
  - i. give the parties to the mediation process every opportunity to be heard;
  - ii. allow all parties to consider any written statement submitted by any party; and
  - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- j. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

#### **28.4 Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.





## 29. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- a. Should the membership of the Association fall to below ten (10) members with full voting rights, the Management Committee may recommend to the membership that the Association ceases activities;
- b. The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by Special Resolution that the Association will:
  - i. apply to the Commissioner for cancellation of its incorporation; or
  - ii. appoint a liquidator to wind up its affairs.
- c. The Association must be wound up under Rule 29(a). ii. and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- d. Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:
  - i. an incorporated Association under the Act;
  - ii. a body corporate that at the time of the distribution is the holder of a licence under the charitable collections' legislation in Western Australia;
  - iii. a company limited by guarantee that is Registered as mentioned in Section 150 of the *Corporations Act 2001 (Cwth)*;
  - iv. a company holding a licence that continues in force under Section 151 of the *Corporations Act 2001(Cwth)*;
  - v. a body corporate that:
    - A. is a member or former member of the Association; and
    - B. at the time the Surplus Property is distributed, has Rules that prevent the property being distributed to its members;
  - vi. a trustee for a body corporate referred to in Rule 29c. v.; or
  - vii. a co-operative Registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

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