

WAPPA

2022 Notice of Annual General Meeting

Notice of Annual General Meeting

Notice is hereby given that the **Annual General Meeting** of the Western Australian Primary Principals' Association Inc (WAPPA) will be held:

At: DoubleTree by Hilton, 100 James Street, Northbridge WA 6003

On: Monday 7 November 2022

Commencing: 4.00pm

If you are unable to attend the meeting, please complete and return the attached **Proxy Form**. The completed Proxy Form must be received by WAPPA at its office (by email or otherwise).

Before: 4.00pm on Sunday 6 November 2022

The attached Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Members are advised to read these documents, as important background information is included.

The President will be casting undirected proxy votes held by him in favour of the Resolutions.

Items of Business

Item 1: Previous Minutes

To receive and consider the minutes of the 2021 Annual General Meeting.

Item 2: Annual Report

To receive and consider WAPPA's Annual Report for the year ended 30 June 2022.

Item3: Financial Report

To receive and consider WAPPA's financial report for the year ended 30 June 2022.

Item 4: Auditors' Report

To receive and consider a copy of the auditor's report on the financial report.

Item 5: Life Member(s)

To receive and adopt the declaration of the poll of Board Members for the election of Life Members.

Item 6: Constitutional Amendment

To consider amending the Association's Constitution in the manner set out in the Explanatory Memorandum and "Attachment A".

Proposed Resolutions

Resolution 1: Confirm minutes of the previous Annual General Meeting

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

'The minutes of the previous Annual General Meeting held 4 November 2021 are confirmed as a true and correct record of that meeting.'

Resolution 2: Adopt Annual Report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

'The Annual Report for the year ended 30 June 2022 (which includes the disclosures of material personal interests as required under section 42(2) of the Associations Incorporation Act 2015) is adopted.'

Resolution 3: Adopt financial report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

'The financial report for the year ended 30 June 2022 is adopted.'

Resolution 4: Adopt auditor's report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

'The auditor's report for the year ended 30 June 2022 is adopted.'

Resolution 5: Adopt Life Member Election Results

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

'The results of the 2022 election of Life Member(s) declared at the Annual General Meeting are adopted.'

Resolution 6: Amend Association's Constitution

To consider and, if thought fit, pass the following resolution as a **special resolution**:

'The Constitution of the Western Australian Primary Principals' Association (INC.) tabled at the meeting and marked 'Attachment A' for the purpose of identification is approved and adopted.'

By direction of the Board and dated 14 October 2022

Niel Smith
President

NOTES

1. *Further details of the Resolutions in this Notice of Meeting are contained in the Explanatory Memorandum accompanying this Notice. The Explanatory Memorandum should be read together with, and forms part of, this Notice of Meeting.*
2. *Only ordinary and life members are entitled to vote at the Annual General Meeting.*
3. *Members who do not hold ordinary or life membership are entitled to attend the Annual General Meeting however they will be ineligible to vote.*
4. *The special resolution must be passed by a majority of 75% of members voting at the Annual General Meeting in person or by proxy. Note that this does not mean 75% of all members of the association, only of those present and eligible to vote, or by proxy.*
5. *Alterations to the Constitution only take effect when lodged with Consumer Protection.*
6. **PROXY VOTING:** *Ordinary and life members unable to attend the Annual General Meeting are urged to complete the Appointment of Proxy Form contained with this Notice of Meeting. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. This form must be received by WAPPA via the Google Forms link provided, or by post, facsimile or email no later than 4.00pm on Sunday 6 November 2022.*

Preferred Method:

Electronically via Google Forms

By Post:

WAPPA
PO Box 1199
WEST LEEDERVILLE WA 6901

By email:

chanham@wappa.net.au

7. **VOTING IN PERSON:** *Members who plan to attend the Annual General Meeting are asked to arrive at the venue at the designated time, so that attendances can be noted.*

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of members in connection with the business to be conducted at an Annual General Meeting of WAPPA to be held at **DoubleTree by Hilton, 100 James Street, Northbridge WA 6003** on **Monday 7 November 2022**, commencing at **4.00pm**.

This Explanatory Memorandum forms part of the Notice of Meeting and must be read together with that Notice. The purpose of this Explanatory Memorandum is to provide members with an explanation of the business of the meeting and the resolutions to be proposed and to assist members in determining how they wish to vote on each of the Resolutions.

Items of Business

ITEM 1: PREVIOUS MINUTES

The 2021 Annual General Meeting was held on 4 November 2021. Members can access a copy of the meeting minutes on the WAPPA website at www.wappa.asn.au/wappa/governance (noting that you must be logged in as a member to view this page).

Board recommendation on Item 1

The Board unanimously recommends to all members that they vote in favour of the resolution to confirm the minutes of the previous Annual General Meeting held on 4 November 2021.

ITEM 2: ANNUAL REPORT

The WAPPA 2022 Annual Report will be presented at the meeting. Members can access a copy of the report when available on the WAPPA website or by contacting General Manager Mrs Marni Hill at the WAPPA Business Centre by phone 63801755 or email mhill@wappa.net.au.

Board recommendation on Item 2

The Board unanimously recommends to all members that they vote in favour of the resolution to adopt the Annual Report for the year ended 30 June 2022.

ITEM 3: FINANCIAL REPORT

The WAPPA 2021/2022 financial report will be tabled at the meeting. Members can request a full copy of the audited financial report by contacting Mrs Marni Hill, General Manager at the WAPPA Business Centre by phone 63801755 or email mhill@wappa.net.au.

Board recommendation on Item 3

The Board unanimously recommends to all members that they vote in favour of the resolution to adopt the financial report for the year ended 30 June 2022.

ITEM 4: AUDITORS REPORT

The WAPPA 2021/2022 auditor's report will be tabled at the meeting. Members can request a copy of the auditor's report by contacting General Manager Mrs Marni Hill at the WAPPA Business Centre by phone 63801755 or email mhill@wappa.net.au.

Board recommendation on Item 4

The Board unanimously recommends to all members that they vote in favour of the resolution to adopt the auditor's report for the year ended 30 June 2022.

ITEM 5: LIFE MEMBER(S)

Life Members are elected by the Board. As per rule 9(3)(b) of the Constitution, the Board will consider and elect members who are worthy of special recognition through their long and valuable service to the Association and education. Any worthy recipient(s) of the prestigious Life Member honour will be announced at the meeting.

Board recommendation on Item 5

The Board unanimously recommends to all members that they vote in favour of the resolution to adopt the results of the 2022 election of Life Member(s).

ITEM 6: AMENDMENT OF ASSOCIATION'S CONSTITUTION

The special resolution proposes to amend the Association's Constitution in the manner set out below. The proposal is based on the annual review of the Association's Constitution carried out by the Board.

Background and reasons for the proposal

All incorporated associations in Western Australia are required to regularly review and where necessary update their Constitution to ensure compliance with the *Association Incorporations Act 2015* Act (the Act).

WAPPA has undertaken its annual review of the Constitution. The amendments proposed are compliant with the Act. Some minor amendments are proposed to ensure consistency of terms whilst others are included to reflect a "best-practice" governance model in line with modern associations.

Overview of proposed changes

The minor amendments proposed include the replacement of gendered pronouns with the terms 'they' or 'their'. This Explanatory Memorandum does not list each rule affected by the replacement of pronouns however, a copy of the complete Constitution incorporating all proposed amendments (in blue or scored through) is attached (**Attachment A**).

A summary of the substantive proposed amendments is provided below. Members are encouraged to consider the changes suggested. For comparison purposes, the current Constitution is available via WAPPA's website at www.wappa.asn.au. If members have any questions in relation to the proposed amendments, they are invited to send an email to WAPPA's General Manager Mrs Marni Hill with their question at mhill@wappa.net.au. Alternatively, Mrs Hill can be contacted by telephone on 6380 1755.

The objects of the Association, its not for profit status, governance structure and membership benefits remain unchanged.

1. Rule 11 - Applying for membership

It is proposed to delete rule 11(2) so that a prospective member's application does not need to be proposed by another member. The amendment will overcome an administrative obstacle for prospective members, especially those in regional areas, wishing to join the Association. The President or Board must still consider the application in accordance with rule 12.

- (1) *A person who is eligible to become a member of the Association may apply for membership by completing an application in the form prescribed by the Board from time to time.*

- ~~(2) The application must be signed by the applicant and one member of the Association as the person proposing the applicant for membership.~~

2. Rule 17 - Reduction in a member's annual subscription or suspension of a member's instalment payments

The current constitutional approval process for reducing or suspending a member's fees in special circumstances requires updating. The proposed amendments to rule 17 clarify the process and reduce ambiguity. They also lessen administrative burden on the Board by giving authority to the President, or the President and Vice Presidents, to make decisions about a member's fees in particular circumstances.

- (6) A member who is more than six (6) weeks in arrears in respect of any payment of annual membership fees will, on receipt of notice from the ~~Board~~ **President**, lose all membership benefits and cease to be a member.
- (7) If, after receipt of notice from the ~~Board~~ **President**, a person who has ceased to be a member under subrule (6) offers to pay the arrears –
 - (a) The ~~Board~~ **President** may, in its **their** discretion, accept the payment **on behalf of the Association**; and
 - (b) If the payment is accepted, the person's membership is re-instated and membership benefits will resume from the date the payment is accepted.
- (8) An ordinary member on leave or whose special circumstances warrant dispensation may apply to the ~~Board~~ **President** for a reduction in annual subscription or a suspension of payment of instalments for the period of leave or whilst those special circumstances persist.
- ~~(9) The maximum period of suspension of payment or equivalent reduction under subrule (8) is one (1) year, unless otherwise determined by the Board.~~
- (9) Where an ordinary member applies for suspension of payment or equivalent reduction -**
 - (a) of twelve (12) consecutive months or less; and**
 - (b) it is the first such application by a member during the life of their membership,**

the decision to grant or refuse the application must be made by the President.
- ~~(10) Where an ordinary member applies for suspension of payment or equivalent reduction -~~
 - ~~(a) of more than twelve (12) consecutive months; or~~
 - ~~(b) it is the second or more application by a member during the life of their membership,~~

the decision to grant or refuse the application must be made by the President and two (2) Vice Presidents by majority vote.
- ~~(11) The granting of any reduction or suspension, including the terms upon which such reduction or suspension is granted is at the discretion of the ~~Board~~ **President, or the President and two (2) Vice Presidents as appropriate.**~~

3. Rule 33 – How member becomes Board Member

It is proposed to amend rule 33(b) to reflect that a Board Member can be appointed to fill at temporary vacancy created under new rule 37A (see below), as follows:

*A member becomes a Board Member if the member meets the qualifications for the position for which **they** nominated under rule 34 and*

- (a) is elected to the Board under rule 36; or*

(b) *is appointed to the Board by the Board to fill a temporary vacancy under rule 37A or a casual vacancy under rule 40.*

4. Rule 37 – Term of Office

It is proposed to amend rule 37 to take account of the term of a temporary replacement made under new rule 37A (see below), as follows:

Subject to rules 37A and 39, each Board Member elected will hold office for a period commencing on the first day of January in the year following the year in which they are ~~he or she~~ is elected and ending on the 31st day of December three years later.

5. Rule 37A - Leave of Absence

Rule 37A introduces a mechanism for Board Members to take leave for a period of up to six months when they are temporarily unable to perform their duties; for example, due to ill health or temporary appointment to a position which may impact upon Board responsibilities such as a Director, Department of Education. The proposed amendment also allows the Board to appoint an alternate Board Member for the period of leave, should it wish to do so. It is proposed to insert rule 37A as follows:

37A - Leave of Absence

- (1) *A Board Member who is temporarily unable to perform their duties on the Board may submit a written application to the Board for leave of absence pursuant to subrule (2).*
- (2) *The Board may, in its discretion, grant leave of absence to a Board Member upon consideration of an application under subrule (1) provided that -*
 - (a) *such application is for a period of six (6) months or less, in which case the Board may appoint a qualified member as a temporary replacement for the period of leave.*
 - (b) *if such application is for a period which exceeds six (6) months, the Board Member is taken to have resigned their position and a casual vacancy arises, but the Board Member shall be entitled to seek re-election at the next Annual General Meeting where a Board vacancy arises.*
- (3) *The procedure for appointing a temporary replacement under subrule (2)(a) will be determined by the Board from time to time.*
- (4) *The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board Member to seek leave in advance.*

6. Rule 44 - Notice of Board Meetings

Board Members on leave of absence are proposed to be excepted from the notice provisions for Board meetings by amending rule 44(1) as follows: -

- (1) *Notice of each Board meeting must be given to each Board Member (except a Board Member on leave of absence from the Board under rule 37(A) at least 48 hours before the time of the meeting.*

7. Rule 45A – Board Members' Interests

Under section 42 of the Act, a Board Member with a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board and, at the next general meeting, to the membership. WAPPA has existing policies and practices in place to ensure that Board Members comply with their legislative disclosure obligations. In addition, it is proposed to insert Rule 45A into the Constitution as follows:

45A - Board Members' Interests

- (1) *A Board Member who has a material personal interest in a matter being considered at a meeting of the Board –*
 - (a) *must, as soon as the Board member becomes aware of the interest, disclose the nature and extent of the interest to the Board; and*
 - (b) *must not be present while the matter is being considered at the meeting; and*
 - (c) *must not vote on the matter.*
- (2) *A Board Member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of the interest at the next general meeting of the Association.*
- (3) *Subrules (1) and (2) do not apply in respect of a material personal interest:*
 - (a) *that exists only because the Board Member belongs to a class of person for whose benefit the Association is established; or*
 - (b) *that the Board Member has in common with all, or a substantial proportion of, the members of the Association.*
- (4) *The nature and extent of any interest disclosed by a Board Member must be recorded in the minutes of the Board meeting at which the disclosure is made.*

8. Rule 48 - Circular resolutions of Board Members

Board Members on leave of absence under rule 37A are proposed to be excepted from circular resolutions by email by amending rule 48(4) as follows:

- (4) *The Board may send a circular resolution by email to the Board Members (except a Board Member on leave of absence from the Board under rule 37A) and the Board Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.*

9. Rule 53 - Annual General Meeting

Constitutional change is required to reflect that the Annual General Meeting no longer coincides with the Association's annual conference by amending rule 53(1) as follows:

- (1) *An Annual General Meeting of the Association shall be held in every calendar year. ~~where practicable to coincide with the annual conference.~~*

10. Rule 65 – Control of Funds

Presently, two signatories are required on any cheque, bank transfer etc dealing with the Associations funds – one of whom must be the President. It is proposed to amend rule 65(3) to add a Vice President as an alternative signatory to the President, in the event that the President is absent.

- (3) *Any banking account in the name of the Association must bear two signatories on any cheque, transfer of funds or other dealing with funds in the account. One of the signatories must be the President or, in their absence, a Vice President, and the other signatory must be a different person who is nominated by the Executive Committee for this purpose.*

11. Rule 68 – Executing documents and common seal

It is proposed to amend rule 68(1) to allow for one (1) authorised person, as opposed to two (2) people to execute documents on behalf of the Association. Typically, that person will the

Association's General Manager. All authorities to act are exercised in accordance with the Associations Delegations of Authority Policy as approved by the Board from time to time.

- (1) *The Association may execute a document without using a common seal if the document is signed by **the President or another person as authorised by the Board.***

~~(a) two Board members as authorised by the Board; or~~

~~(b) a Board member and a person authorised by the Board.~~

Board recommendation on Item 6

The Board unanimously recommends to all members that they vote in favour of the special resolution to amend the Constitution.

Members are encouraged to contact Mrs Marni Hill, General Manager if they have any queries in respect of matters set out in these documents.

Niel Smith
President

14 October 2022