



# INTERNATIONAL CONFEDERATION OF PRINCIPALS

## Constitution and By-Laws

*Constitution last amended July 2009*

*By-Laws last amended January 2020*

*Sunset clauses enacted June 2009*

# Constitution

## 1. NAME

International Confederation of Principals hereafter referred to as “ICP”.

## 2. OBJECTIVES

The ICP is a purposeful network of educators, which develops and encourages opportunities in an inclusive, affiliated and democratic manner. Through purposeful and targeted leadership activities ICP demonstrates its commitment to improved outcomes for young people, worldwide. The Confederation is non-political and non-sectarian.

ICP aspires to encourage a sense of belonging and active participation in the worldwide education community by:

- a. Promoting and improving educational outcomes globally
- b. Promoting the undertaking of research which will be of benefit to the education community generally
- c. Promoting the exchange of people, sharing of ideas, dissemination of research findings and broad distribution of professional publications
- d. Advocating for and encouraging the development of more significant resources for education which in turn fosters international understanding and goodwill, respect for human rights and dignity across all races and cultures
- e. Promoting and encouraging equal opportunity for all young people through increasing their capacity to access and benefit from education
- f. Actively developing and promoting robust pedagogical and leadership initiatives which have a capacity to increase system, school and individual capital.
- g. Entering into partnerships with like organisations for the purposes of enhancing educational opportunities for groups and individuals which has previously been denied them
- h. Ensuring that the structures, processes and working relationships, which exist within the International Confederation of Principals (ICP) Council, Executive and associated legal entities reflect good governance.

## 3. CONSTITUENT ORGANISATIONS

1. Each constituent organisation shall have complete control of its internal affairs and shall retain full power to study and act upon problems and maintain its own external relations, provided that its Constitution, its By-Laws and its activities are in harmony with the general policy of ICP.
2. Resolutions from the constituent organisations shall be submitted to the Confederation and if approved by vote of the Council, shall be incorporated in the policy and program of ICP.

#### **4. COUNCIL**

1. The work of ICP shall be led by a Council comprised of up to three (3) representatives from each organisation holding membership on the ICP.
2. The Council shall consist of those organisations that have been admitted as members in good standing.
3. The Council shall meet at least once annually.
4. At meetings of the Council each member association shall have one vote.
5. ICP shall be directed and administered by the Council.

#### **5. EXECUTIVE COMMITTEE**

1. An elected Executive Committee shall work with the officers and staff of the ICP to carry out the work of the Council.
2. The Executive Committee shall be made up of the President, Immediate Past-President/President-Elect, and five elected individuals who are current members of an ICP member organisation in good standing. An Executive Secretary may be secretary to the Executive Committee.
3. The five elected individuals of the Executive committee shall be elected for a two- year term and will take office on the 1st January in the year following the election meeting.

#### **6. OFFICERS**

These shall be officers of the Council: President, Past-President and President-Elect.

1. The President shall be the official spokesperson of the ICP, shall preside at all ICP official events and will carry out duties as instructed by the Executive Committee and the Council.
2. The President shall be elected at the Council meeting of the biennial Convention. He/she shall become President-Elect the following 1st January, and assume the Presidency one year later. Upon completion of the two-year term, the President shall remain an officer as the Past-President for one year.
3. The President shall serve one, only, two year term. The Past-President and President-Elect shall each serve a one-year term.
4. The President shall have a casting vote. The President-Elect and Past-President shall have full voting rights only if they are a delegate of their organisation at Council meetings, but will have full voting rights at Executive Committee meetings.

5. The President is empowered to act on behalf of the Council. He/she shall keep the Executive Committee and Council apprised of such actions.
6. The terms of office shall run from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **7. MEMBERSHIP**

1. Membership is open to any organisation of school leaders whose constitution contains nothing contrary to the Constitution of the Confederation.
2. From time to time and subject to a majority vote of those present and voting, the Council may introduce alternative classifications of membership. Any alternative membership classification must be detailed within the By-Laws and carry a diminished status.
3. Applications for membership shall be acted on by the Executive Committee and ratified by the Council.
4. Procedures for entering into membership of ICP shall be as established in the By-Laws.
5. All ICP members are obliged to pay annual subscriptions as set by the Council AGM. Annual subscriptions commence in the first full year of ICP membership.
6. Subject to a vote of a two-thirds majority of those members present and voting, the Council may terminate the membership of a member organisation, which has ceased to fulfill the requirements of the Constitution and By-Laws.

## **8. VACANCIES**

Vacancies will be filled as determined by the By-Laws to ensure the efficient organisation of ICP.

## **9. SECRETARIAT**

- a. The Secretariat shall be an individual or organisation contracted to ICP, which will provide such services as required by ICP. Contractual arrangements will be the delegated responsibility of the President and the Executive Committee.
- b. The President and the Executive Committee along with the Secretariat will determine any other support staff required to carry out the business of the ICP and will contract such persons according to the By-Laws.

## **10. OBSERVER STATUS**

The Council from time to time may confer observer status, which will entitle the observer to attend the meetings and take part in discussion without the right to vote.

## **11. MEMBERSHIP ANNUAL SUBSCRIPTIONS**

The Council shall determine membership annual subscriptions, on the advice of Executive Committee.

## **12. OFFICIAL LANGUAGE**

The working language of ICP shall be English. Another language may be provided when the Council determines it necessary.

## **13. DISSOLUTION**

ICP can be dissolved only by the Council where not less than two-thirds of those voting are in favour of dissolution, provided that at least six months' notice has been given to a specific motion to this effect and provided that such motion makes specific provision for the discharge of any financial obligations of ICP and for disposal of any assets.

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which has By-Laws prohibiting the distribution of its assets and income to its members.

## **14. AMENDMENTS**

1. Notices of motion to alter the Constitution and By-Laws must be submitted one month before the meeting of the Council. Such notices of motion shall be circulated to all members at least one month prior to the next meeting of the Council, together with any comments that the Council may wish to communicate to members.
2. An amendment shall be declared adopted if supported by not less than a majority of the total votes cast



# INTERNATIONAL CONFEDERATION OF PRINCIPALS

## By-Laws

### 1. Name

The name of the incorporated association is the International Confederation of Principals (in these By-Laws called "ICP").

### 2. Definitions

1. In these By-Laws, unless the contrary intention appears –

**"Act"** means the Victorian Associations Incorporation Act 1981;

**"Council"** means the General Council of the Confederation;

**"Committee"** means the Executive Committee of ICP;

**"Executive"** means the Executive Committee of ICP;

**"Financial year"** means the year ending on 31<sup>st</sup> December;

**"General Meeting"** means a general meeting of Council full members convened in accordance with rule 31

**"Member"** means a member of ICP;

**"Ordinary member of the committee"** means a member of the Executive Committee who is not an officer of ICP under Rule 13

**"Secretary"** means the Executive Secretary of ICP;

**"Regulations"** means regulations under the Act;

**"Relevant documents"** has the same meaning as in the Act.

2. In these By-Laws, a reference to the Secretary of ICP is a reference:
  - a. If a person holds office under these By-Laws as Executive Secretary of ICP, to that person; and
  - b. In any other case, to the public officer of ICP.

### **3. Alteration of the By-Laws**

These By-Laws and the statement of purposes of the Confederation must not be altered except in accordance with the Act.

### **4. Membership, entry fees and subscription**

1. Individuals who are full members of the ICP member organisations will affiliate to the Confederation through their constituent group national association. Full membership is available to: National Principal Association. If no National Principal Association wishes to take up membership of the ICP, then full membership will be available to provincial/state associations.
2. Associate membership shall be available to those whose stated purpose is directed specifically to supporting the work of principals where there is a clear relationship between the goals and purpose of the applicant organisation and the international/global focus of the ICP. This includes: those in training to become a leader; Associate Academic, Researcher in a related field, Associate Service Provider; and companies and organisations providing services to leaders.
3. Individual membership is available to Principals and Associate Principals where there is no alternative access to ICP via any other association of school leaders for that individual in their own country.
4. Retired Principals may be admitted to ICP membership on the same terms and conditions as individual members.
5. New members shall be admitted to ICP on receipt of fully-completed application forms, recommendation from an informed member organisation, and ratification by Council after advice from the appropriate Regional Forum
6. To be in good standing members should:
  - a. Fulfill the aims of ICP,
  - b. Play a full part in Council Meetings according to the status of membership; and
  - c. Pay annual subscriptions.
7. A Special Category shall be Life Members, which is an individual membership awarded to those who are nominated by the Executive Committee and supported by Council. Life membership waives the annual subscription but allows no other concessions.

The Executive Secretary will call for Nominations annually via the newsletter and the website. Nominations must be received at least two weeks prior to the Council meeting and provide a profile of the candidate that outlines grounds for the nomination relating to the criteria. This allows for consideration by Executive and preparation of recommendations for Council.

Nomination process:

- Nominations for Life Membership must be made through a member association or by the Executive
- Nominations by individuals will not be accepted
- All nominations must be seconded.

In making the decision to recommend a person for Life Membership, the Executive must be satisfied that the person to be nominated meets at least four of the following criteria:

- Active participation in ICP for ten years or more
- Be a member of the ICP Executive for at least two years
- Serve as President of the ICP
- Be recognized as an educational leader in the international environment
- Demonstrate considerable commitment to the furtherance of education internationally
- Demonstrate that professional character and conduct is consistent with the aims and objectives of the ICP

In making the decision to accept or reject a recommendation for Life Membership, the Council must have regard for the prestigious nature of the title.

8. Annual Subscriptions are to be paid by 30 June each year. Defaulters will initially be notified. The Executive Committee shall then make a recommendation to Council regarding the organisation's future membership.
9. An organisation or person who applies and is approved for membership as provided in these By-Laws is eligible to be a member of ICP on payment of the annual subscription payable under these By-Laws.
10. An organisation or person who is not a member of ICP at the time of the incorporation of ICP (or was a member at that time but has ceased to be a member) must not be admitted to membership unless:
  - a. The organisation, he or she applies for membership in accordance with sub-rule (3); and
  - b. The admission as a member is approved by the Council.
11. An application of an organisation or person for membership of ICP must:
  - a. Be made in writing in the form set out in Appendix 1; and
  - b. Be lodged with the Executive Secretary of ICP.
12. As soon as practicable after the receipt of an application, the Executive Secretary must refer the application to ICP Executive.
13. The Council must determine whether to approve or reject the application.
14. If the Council approves an application for membership, the Executive Secretary must, as



soon as practicable:

- a. Notify the applicant in writing of the approval for membership; and
  - b. Request payment within 28 days after receipt of the notification of the sum payable under these By-Laws as the entrance fee and the first year's annual subscription.
15. The Executive Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
16. An applicant for membership becomes a member and is entitled to exercise the rights of membership when, following the payment of the relevant subscription, the organisation or his or her name is entered in the register of members.
17. If the Council rejects an application, the Executive Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
18. A right, privilege, or obligation of a person by reason of membership of ICP:
- a. Is not capable of being transferred or transmitted to another organisation or person; and
  - b. Terminates upon the cessation of membership whether by death or resignation or otherwise.
19. The annual subscription is the relevant amount set out in Appendix 2 and is payable on or before 30 June in each year.

## **5. CO-OPTED MEMBERS**

1. External co-opted members are honorary advisors who contribute their skills, knowledge and experience. They offer advice in a specific area of expertise.
2. The role of external co-opted members includes the following responsibilities:
  - a. Actively participate in executive and council meetings.
  - b. External co-opted members have the same responsibilities as other executive members, except not being able to vote, elect or be elected to office bearer positions.
  - c. Attend all Executive meetings and report on the progress in their specific role.
  - d. To contribute to robust, transparent decision-making that aligns with the ICP mission, vision, values and strategic and business plans.
3. Appointment:
  - a. External co-opted members are appointed by the ICP Executive.
  - b. As soon as possible after appointment, external co-opted members are provided with an orientation program designed to provide further information about the ICP purpose, structure and processes, and appointees' specific duties.
  - c. Co-opted members are subject to the same Conflict of Interest reporting as Executive members and are obliged to declare any conflict of interest that may arise during service.

4. Duration of appointment:
  - a. Appointments are normally made for a period of one year or the length of a program or project.
  - b. Reappointment may occur by agreement for a further period.
  - c. Review of co-opted membership occurs annually at the final Executive meeting of the year.
  - d. ICP Executive reserves the right to terminate early a co-opted member's term.

## **6. Register of members**

The Executive Secretary must keep and maintain a register of members containing:

- a. The name and address of each member; and
- b. The date on which each member's name was entered in the register.

## **7. Ceasing membership**

1. A member of ICP who has paid all moneys due and payable by a member to ICP may resign from the Confederation by giving one month's notice in writing to the Executive Secretary of his or her intention to resign.
2. After the expiry of the period referred to in sub-rule (1):
  - a. The member ceases to be a member; and
  - b. The Executive Secretary must record in the register of members the date on which the member ceased to be a member.

## **8. Discipline, suspension and expulsion of members**

1. Subject to these By-Laws, if the Executive is of the opinion that a member has refused or neglected to comply with these By-Laws, or has been guilty of conduct unbecoming a member or prejudicial to the interests of ICP, the Executive may by resolution:
  - a. Fine that member an amount not exceeding \$500AUD; or
  - b. Suspend that member from membership of ICP for a specified period; or
  - c. Expel that member from ICP.
2. A resolution of the Executive under sub-rule (1) does not take effect unless:
  - a. at a meeting held in accordance with sub-rule (3), the Executive confirms the resolution; and
  - b. if the member exercises a right of appeal to ICP under this rule, the Executive confirms the resolution in accordance with this rule.
3. A meeting of the Executive to confirm or revoke a resolution passed under sub-rule (1) must be held at the earliest practicable time after notice has been given to the member in accordance with sub-rule (4).

4. For the purposes of giving notice in accordance with sub-rule (3), the Executive Secretary must, as soon as practicable, cause to be given to the member a written notice:
  - a. Setting out the resolution of the Executive and the grounds on which it is based; and
  - b. Stating that a representative of the member may address the Executive at a meeting to be held as soon as practicable after the notice has been given to that member; and
  - c. Stating the date, place and time of that meeting; and
  - d. Informing the member that it, he or she may do one or both of the following:
    - i. attend that meeting;
    - ii. give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
  - e. Informing the member that, if at that meeting, the Executive confirms the resolution, then they may, not later than 48 hours after that meeting, give the Executive Secretary a notice to the effect that they wish to appeal to ICP in general Council meeting against the resolution.
5. At a meeting of the Executive to confirm or revoke a resolution passed under sub-rule (1), the Executive must:
  - a. Give the representative of the member an opportunity to be heard; and
  - b. Give due consideration to any written statement submitted by the member; and
  - c. Determine by resolution whether to confirm or to revoke the resolution.
6. If at the meeting of the Executive, the Executive confirms the resolution, the member may, not later than 48 hours after that meeting, give the Executive Secretary a notice to the effect that they wish to appeal to ICP in general council meeting against the resolution.
7. If the Executive Secretary receives a notice under sub-rule (6), he or she must notify the Executive and the Executive must convene a general council meeting of ICP to be held as soon as practicable after the date on which the Executive Secretary received the notice.
8. At a general Council meeting of ICP convened under sub-rule (7):
  - a. the question of the appeal must be agendered; and
  - b. the Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - c. the representative of the member must be given an opportunity to be heard; and
  - d. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
9. A resolution is confirmed if, at the general Council meeting, not less than two-thirds of the members representative vote in person in favour of the resolution. In any other case, the resolution is revoked.

## **9. Disputes and mediation**

The grievance procedure set out in this rule applies to disputes under these By-Laws between:

1. a member and another member; or
  2. member and ICP.
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1. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
  2. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
  3. The mediator must be-
    - a. A person chosen by agreement between the parties; or
    - b. In the absence of agreement-
      - i. in the case of a dispute between a member and another member, a person appointed by the Executive of ICP; or
      - ii. in the case of a dispute between a member and ICP, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
  4. The representative of a member of ICP can be a mediator.
  5. The mediator cannot be a member who is a party to the dispute.
  6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  7. The mediator, in conducting the mediation, must:
    - a. give the parties to the mediation process every opportunity to be heard; and
    - b. allow due consideration by all parties of any written statement submitted by any party; and
    - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  8. The mediator must not determine the dispute.
  9. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **10. Biennial Convention and Annual Meeting of Council**

1. We will endeavour to seek bids for conventions and the hosting of Council at a Council Meeting no less than three (3) years before the planned event.

2. Bids must be received by the Executive Secretary no less than three (3) months prior to the date when the bids will be offered.
3. The bids shall be offered and voted on at a Council Meeting in the third year prior to the Convention (a Convention year). If no bid has been received before the relevant meeting of Council, nominations from the floor will be accepted. Those making the nomination must be prepared to offer a short presentation in support of their bid as soon as the nomination has been made and no further delays to the process will be considered.
4. Bids must be consistent with the Policy and Procedures for Hosting the ICP World Convention.

## **11. Council**

1. Each member organisation is entitled to have one voting delegate at Council. This delegate shall be an active member in their organisation.
2. Delegates will be expected to act as the spokesperson for their organisation, and to support the work of ICP including distributing information and supporting the work of the ICP to their members.
3. Each member organisation shall nominate its' head of delegation to the Executive Secretary at the beginning of each ICP Council Meeting. This member of the delegation shall be the nominated voter for the member organisation throughout the proceedings of the Council Meeting.
4. Members may choose to have additional members attend as observers.
5. An alternate from the member organisation may replace the head of the delegation who is absent from the Council. The name of this person should be furnished to the ICP Executive Secretary at the beginning of the day's proceedings if possible.
6. Associate and Individual members will be entitled to attend council meetings, as above, take part in discussions and debates, but shall not have a vote on any matter.
7. A quorum shall be not less than 40% of member organisations in good standing at Council meeting. A majority vote shall be required to pass resolutions at Council meetings. Decisions reached at a meeting without a quorum present must be ratified following the meeting within 90 days by a majority of the Council.
8. The Council shall meet at least once a year in any calendar year. At the first Council meeting in the calendar year an Annual General Meeting will be held.

## **12. Council Duties**

The Council shall:

1. Decide the program of ICP.
2. Examine the general reports.
3. Examine and approve the financial statements.
4. Adopt the budget.
5. Adopt policy statements on behalf of the membership.
6. Consider motions presented by a full member organisation.
7. Consider recommendations of the Executive Committee.
8. Act in good faith according to the intent of the ICP Constitution.

## **13. Officers of the Council**

1. The Officers of the Council shall be the President, Past-President and President-Elect.
2. When standing for office, candidates will be active members of their organisation. Upon assuming office, they may not necessarily continue as active members of their organisations.
3. If a President leaves office before the International Convention of his/her term, there will be an election for a new President at the next Council meeting. If a President leaves office after the commencement of his/her term, the President-Elect/Past-President shall become Acting President, to be ratified as President at the next Council meeting. If a President-Elect leaves office prior to the end of his/her term, he/she shall be replaced at the next Council meeting. If a Past-President leaves office before the end of his/her term, he/she shall not be replaced.
4. Nominations for President-Elect shall be made to the ICP Executive Secretary no less than two months before the biennial convention. A closing date will be given, and no late nominations will be accepted. Candidates will be given the opportunity to speak at the Council meeting. The Executive Committee will set the time frame. Procedures will be circulated to all candidates prior to the meeting.

## **14. Executive Committee**

1. The affairs of ICP shall be managed by the Executive Committee.
2. The Executive Committee:
  - a. A member is eligible to be elected or appointed as a committee member if the member is
    - i. 18 or over and
    - ii. is entitled to vote at a general meeting in accordance with rule 35
  - b. Shall control and manage the business and affairs of ICP; and

- c. May, subject to these By-Laws, the Act and the Regulations, exercise all such powers and functions as may be exercised by ICP other than those powers and functions that are required by these By-Laws to be exercised by general meetings of the members of ICP; and
  - d. Subject to these By-Laws, the Act and the Regulations, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of ICP.
3. Subject to section 23 of the Act:
- a. Notwithstanding that the ICP is an international organisation representing many regions of the world, men and women educators, active principals and principals from multiple sectors, the Council shall vote for those members whom it feels will most effectively serve ICP on the Executive Committee.
  - b. The Executive shall consist of:
    - i. The officers of the Association; and
    - ii. 4 Executive Members, 1 from each region elected by Council for a two-year term.
    - iii. 1 General Representative, to be elected by Council from any of the regions for a 2-year term.
    - iv. Executive Committee members may not serve more than two consecutive terms in the same role.
4. The elected Executive Committee members may represent their respective ICP member organisations and could be a part of their organisation's delegation.

## **15. Election of Executive Committee members**

1. At the Annual General Meeting, separate elections must be held for each of the following positions: President, President-Elect in accordance with Section 12.
2. An election must also be held for Executive Secretary and Treasurer if they are elected members as opposed to employees.
3. On his or her election, the new President may take over as Chairperson of the meeting in accordance with terms of office.
4. Nominations of candidates for election as officers of ICP or as ordinary members of the executive committee must be:
  - a. General Representative:
    - i. Made in writing, signed by delegates of two member organisations of ICP and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination)
  - b. Regional Representatives:
    - i. Made in writing, signed by delegates of two member organisations of that region of ICP and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).

Nominations for Executive Committee shall be received by the ICP Secretariat no less than one month before the Council meeting. A closing date will be given, and no late nominations will be accepted. Brief CVs will be circulated one month prior to Council. Candidates will be given the opportunity to speak at the meeting. The Executive Committee will set the time frame and will circulate procedures to all candidates prior to the elections.

5. A candidate may nominate for the position as an ordinary member of the Committee, representing the Region from where their member organisation is located, or as a General Representative member of the Committee.
6. If insufficient eligible nominations are received to fill regional vacancies on the committee, or if there is no General Representative nominee, Executive will make a nomination for a 12 month period and then seek an eligible nomination at the next Annual General Meeting or Special General Meeting.
7. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
8. If the number of nominations in each vacant position exceeds the number of vacancies to be filled, a ballot must be held in accordance with section 14 of these By-Laws.
9. If the number of nominations for General Representative exceeds the number of vacancies to be filled, a ballot must be held.
10. The ballot for the election of officers and ordinary members of the committee must be conducted at the Annual General Meeting or Special General Meeting in accordance with section 14 of these By-Laws.

## **16. Vacancies**

1. The office of an officer of ICP, or of an ordinary member of the Executive, becomes vacant if the officer or member:
  - a. Ceases to be a member of ICP; or
  - b. Becomes an insolvent under administration within the meaning of the Corporations Law; or
  - c. Resigns from office by notice in writing given to the Executive Secretary.
2. In the case of casual vacancies, the Executive Committee has the power to co-opt to cover the period of the vacancy, given that the period of time does not exceed the term of office for the current Executive Committee.

## **17. Executive Committee Duties**

1. Attend and participate in all meetings of the Executive and Council.
2. Actively participate in Executive and Council meetings.



3. Be informed about ICP mission, services, policies, and programs.
4. Receive and act upon applications for membership.
5. Foster the ability of associations to support each other guided by the aims of ICP.
6. Grow the relationships and social capital across ICP
7. Build the professional skills in all associations by facilitating the sharing of professional growth opportunities.
8. Contribute to the development and implementation of the strategic plan.

**Duties of the President (2-year term):**

The President shall:

- a. Act as spokesperson and representative for the ICP or designate a person to do so.
- b. Respond to invitations to international events and attend or arrange attendance where possible.
- c. Seek opportunities for purposeful interaction with international organisations.
- d. Preside over all ICP official events.
- e. Provide an annual report to the ICP Council.
- f. Chair and participate in all meetings.
- g. Collaborate with the Executive Secretary in preparing the agenda for executive meetings.
- h. Work in partnership with the Executive Committee and the Executive Secretary to ensure that Council resolutions are enacted.
- i. Ensure that the Association's budget is reviewed annually.
- j. Work closely with the Executive Secretary to ensure that Executive activities are coordinated.
- k. Be responsible for the ICP newsletter and all ICP communications.
- l. Work with and collaborate with the President-Elect to ensure a smooth transition.
- m. Review the performance of the Executive and take steps to improve its performance and ensure that it has fulfilled its responsibilities.
- n. Prepare a report for the monthly Executive Meetings.

**Duties of Past-President (1-year term)**

The Past-President shall:

- a. Assist the Executive in carrying out its responsibilities.
- b. Represent ICP on behalf of the President as needed.
- c. Prepare and present information at meetings on behalf ICP as needed.
- d. Provide a report to the ICP Council and the Annual General Meeting.

**Duties of President Elect (1-year term)**

The President-Elect shall:

- a. Assist the Executive in carrying out its responsibilities.
- b. Represent ICP on behalf of the President as needed.
- c. Prepare and present information at meetings on behalf of ICP as needed.
- d. Provide a report to the ICP Council and the Annual General Meeting.

**Duties of Regional Representative (2-year term with option for further 2 years)**

The Regional Representative shall:

- a. Focus on improving communication between associations within the region.

- b. Promote interest in regional activities and focus on increasing membership from across the Region.
- c. Contribute, as appropriate, to the ICP website and newsletters on regional research, activities and papers of interest.
- d. Provide a report to the ICP Council annually which would describe the activities of the region with its strengths, weaknesses and opportunities.
- e. Support the President, Executive Secretary and General Representative.

**Duties of General Representative (2-year term with option for further 2 years)**

The General Representative will:

- a. Monitor, guide and manage governance including the Constitution, By-Laws, policies and procedures.
- b. Provide a report to the ICP Council annually about management, monitoring and compliance of ICP.
- c. Support the President, Executive Secretary and Regional representatives
- d. Advise the Executive Committee and seek guidance, as appropriate, on governance.

**Co-opted Executive Members**

- a. Up to two (2) persons appointed by a majority of those elected to Executive referred to in (ii. i – iv above) with expertise in a specific subject areas, corporate governance, business or commercial fields to ensure the Board has an appropriate mix of expertise, experience and representation.

**18. Meetings of the Executive Committee**

- 1. The Executive Committee must meet at least 2 times in each year at such place and such times as the committee may determine. The Executive Committee shall meet as required between Council Meetings to conduct the business of ICP as stated in the Constitution. These meetings will be both face to face and online, as deemed appropriate by the President. Minutes of all Executive Committee meetings will be circulated to Council Members.
- 2. Special meetings of the committee may be convened by the President or by any 3 members of the Executive Committee.

**19. Notice of Executive Committee meetings**

- 1. Notice of each Executive meeting must be given to each member of the Executive no later than 7 days before the date of the meeting.
- 2. Notice may be given of more than one Committee meeting at the same time.
- 3. The notice must state the date, time and place of meeting.
- 4. If a special committee meeting is convened, the notice must include the general

nature of the business to be conducted.

5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **20. Quorum for Executive Committee meetings**

1. Any 3 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
2. No business may be conducted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present:
  - a. In the case of a special meeting - the meeting lapses;
  - b. In any other case - the meeting shall stand adjourned to the same place and the same time the next day.
3. The Executive may act notwithstanding any vacancy on the committee.

## **21. Presiding at Executive Committee meetings**

At meetings of the Executive:

1. The President or, in the President's absence, either the Immediate Past-President or the President-Elect presides; or
2. If the President and the Immediate Past-President or the President-Elect are absent, or are unable to preside, the members present must choose one of their number to preside.

## **22. Voting at Executive meetings**

1. Questions arising at a meeting of the Executive, or at a meeting of any sub- committee appointed by the Executive, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the meeting may determine.
2. Each member present at a meeting of the Executive, or at a meeting of any sub-committee appointed by the Executive (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **23. Removal of Executive member**

1. A General Meeting of the Association may:
  - a. By special resolution remove a committee member from the office; and
  - b. Elect an eligible member of the Association to fill the vacant position in accordance with this division – section 14 of these By-Laws

2. A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Executive Secretary or President of ICP (not exceeding a reasonable length) and may request that the representations be provided to the members of ICP.
3. The Executive Secretary or the President may give a copy of the representations to each member of ICP or, if they are not so given, the member may require that they be read out at the meeting.

## **24. Minutes of meetings**

The Executive Secretary of ICP must keep minutes of the resolutions and proceedings of each general meeting, and each Executive meeting, together with a record of the names of persons present at committee meetings.

## **25. Committees of ICP**

1. The Council may appoint committees and establish their terms of reference.
2. Committee expenses shall form part of the budgetary considerations of ICP.
3. The President will be an ex-officio member of all committees formed by the council.

## **25. The Secretariat**

1. The Executive Committee will be charged with using terms of reference to appoint such a secretariat and to define the contractual arrangements.
2. Such contractual arrangements must be compiled with legal assistance.

## **26. Funds**

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona-fide compensation for services rendered or expenses incurred on behalf of the organisation.

## **27. Executive Assistance**

1. The Executive Committee will advertise and appoint a person with skills in communication, re-search and political and legal advice for the position to be named the Executive Secretary. The term of the Officer will be decided by the Executive Committee and ratified by the Council.

### **Duties of Executive Secretary (ex Officio member)**

The Executive Secretary will:

- a. Provide administrative support to the President and Executive Committee
- b. Manage and retain all documentations, protecting ICP's confidential information, in a safe and secure environment.
- c. Manage communication and information on behalf of the Confederation
- d. Make all travel arrangements for Executive Committee.
- e. Execute financial and legal documents on behalf of the Confederation.
- f. Schedule meetings and events, including the preparation of all meeting agendas, in consultation with the President.
- g. Maintain a Register of Members
- h. Keep minutes of the resolutions and proceedings of each general meeting, and each Executive meeting, together with a record of the names of persons present at committee meetings.
- i. Collect and receive all monies due to ICP and make all payments authorised by the Confederation
- j. Keep in custody all correct accounts and documentation showing the financial affairs and securities of ICP.
- k. Maintain an up to date file of all documents appropriate to the ICP (policies, procedures, governance etc.)
- l. Provide a report to the ICP Council annually
- m. Contribute to ICP strategic direction, policy development, governance etc as an active participant in Executive Committee and Council meetings.
- n. Prepare a draft budget on a biennial basis for the President and Executive Committee.
- o. Prepare and submit financial records for audit and then provide audited financial statements at the Annual General Meeting.

## **28. Annual General Meetings**

1. The Executive may determine the date, time and place of the annual general meeting of ICP.
2. The notice convening the Annual General Meeting must specify that the meeting is an annual general meeting.
3. The ordinary business of the annual general meeting shall be:
  - a. to confirm the minutes of the previous annual general meeting; and
  - b. to receive from the Executive reports upon the transactions of ICP during the last preceding financial year; and
  - c. to elect officers of ICP and the ordinary members of the committee; and
  - d. to receive and consider the statement submitted by ICP in accordance with section 30(3) of the Act.
4. The annual general meeting may conduct any special business of which notice has been given in accordance with these By-Laws.

## **29. Special General Meetings**

1. In addition to the annual general meeting, any other general meetings of Council may be held in the same year.
2. All general meetings of Council other than the annual general meeting are special general meetings.
3. The Executive may, whenever it thinks fit, convene a special general meeting of ICP Council.
4. If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Executive must convene a special general meeting before the expiration of that period.
5. The Executive must, on the request in writing of members representing not less than 40 per cent of the total number of members, convene a special general meeting of ICP.
6. The request for a special general meeting must–
  - a. state the objects of the meeting; and
  - b. be signed by a person authorised by each member requesting the meeting; and
  - c. be sent to the address of the Executive Secretary.
7. If the Executive does not cause a special general meeting to be held within three months after the date on which the request is sent to the address of the Executive Secretary, the members making the request, or any of them, may convene a special general meeting of Council to be held not later than 3 months after that date.
8. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Executive.

## **30. Special business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the By-Laws as ordinary business of the annual general meeting, is deemed to be special business.

## **31. Notice of General Meetings**

1. The Executive Secretary of ICP, at least 38 days, or if a special resolution has been proposed at least 49 days, before the date fixed for holding a general meeting of the Council, must cause to be sent to each member of ICP, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

2. Notice may be sent–
  - a. by e-mail or pre-paid post to the address appearing in the register of members;  
or
  - b. if the member requests, by facsimile transmission or other electronic transmission.
  - c. No business other than that set out in the notice convening the meeting may be conducted at the meeting without the approval of the meeting.
  - d. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Executive Secretary of that business, who must include that business in the notice calling the next general meeting.

### **32. Quorum at general meetings**

1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these By-Laws to vote is present at the time when the meeting is considering that item.
2. Forty percent of members present, with the representatives being authorised by members (being members entitled under these By-Laws to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
  - a. in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
  - b. in any other case - the formal meeting shall stand adjourned to a time and place specified by the Chairperson at the time of the adjournment, or by written notice to members given subsequently.
4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members whose authorised representatives are personally present (being not less than 10) shall be a quorum.

### **33. Presiding at General Meetings**

1. The President, or in the President's absence, the Immediate Past-President or President-Elect, shall preside as Chairperson at each general meeting of the Association.
2. If the President and Immediate Past-President or President-Elect are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

### 34. Adjournment of Meetings

1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned unless approved by the members.
3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Section 31.2. Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### 35. Voting at General Meetings

1. Upon any question arising at a general meeting of the Confederation, a member has one vote only. All votes must be given personally. There will no proxy voting.
2. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
3. A member is not entitled to vote at a general meeting unless they are in good standing and that all moneys due and payable by the member to ICP have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### 36. Methods of Voting

1. Majority Decisions
  - a. Decisions made at an ICP meeting must be made by a majority of voters. This may be done either on the voices, or by a show of hands, or by formal written ballot. A formal written, anonymous ballot is known as a 'poll'.
  - b. When a poll is conducted on questions with more than 2 alternatives, for example deciding on the host city for the ICP Convention when there are three or more nominations, or on voting for Executive positions or Office Bearers for the ICP there shall be preferential voting i.e.: successive numbering of each candidate; 1 (most preferred); 2 (next preferred) and so on. The preferences of the lowest polling candidate will be distributed until a winner is declared. **Preferential voting** is a system of **voting** in which **voters** indicate their first, second, and lower choices of several candidates for a single office. If no candidate receives a majority, the second choices are added to the first choices until one candidate has a majority.
2. If at a meeting a poll on any question is demanded by not less than 5 members, it must be taken at that meeting in such manner as a majority at the meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.



### **37. Manner of determining whether resolution carried**

1. If a question arising at a general meeting of the Council is determined on the voices or a show of hands:
  - a. a declaration by the Chairperson that a resolution has been:
    - i. carried; or
    - ii. carried unanimously; or
    - iii. carried by a particular majority; or
    - iv. lost; and
  - b. an entry to that effect in the minute book of ICP is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
2. If a question arising at a general meeting of the Council is determined by written ballot:
  - a. The Executive Secretary shall be the Returning Officer to conduct the poll. Returning Officer may also appoint a Deputy Returning Officer to assist in the counting of votes.
  - b. if the vote is for the election to a nominated position, then the nominees are entitled to appoint one person to observe the counting of the votes.
  - c. a declaration by the Chairperson that a resolution has been-
    - i. carried; or
    - ii. carried unanimously; or
    - iii. carried by a particular majority; or
    - iv. lost;
  - d. and an entry to that effect in the minute book of ICP is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
3. Resolution not in meetings:
  - a. The Council may pass a resolution without a General Meeting being held if Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
  - b. Any such resolution may consist of one or several documents in like form each signed by one or more of the Members entitled to vote.
  - c. The resolution is deemed to be passed when a majority of those entitled to vote indicate that they are in favour.

### **38. Alternates**

1. Each member is entitled to appoint another authorised individual to replace a previously advised authorised individual representing the member as an alternate by notice given to the Executive Secretary as detailed in section 10.5 of these By-Laws.
2. No member will vote for another member at any general meeting.

### **39. Notice to members**

Except for the requirement in section 31 any notice that is required to be given to a member, by on behalf of the Confederation, under these By-Laws may be given by:

1. Delivering the notice to the member personally; or
2. Sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
3. Facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
4. Electronic transmission.

### **40. Winding up**

In the event of the winding up or the cancellation of the incorporation of the Confederation, the assets of the Confederation must be disposed of in accordance with the provisions of the Act.

### **41. Custody and inspection of books and records**

1. Except as otherwise provided in these By-Laws, the Executive Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Confederation.
2. All accounts, books, securities and other relevant documents of the Confederation must be available for inspection free of charge by any member upon request.
3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Confederation.

### **44. Amendments**

By-laws are subject to revision by ICP Executive who will then give notice to members of the relevant alterations.

If a member wishes to suggest a change to these By-laws they should contact the Executive Secretary who will inform the ICP Executive. If after discussion the Executive wishes to make the change proposed by the member, the decision will be communicated first to Council and then the wider membership. If after discussion ICP Executive do not wish to make the proposed change they will contact the member to inform of their decision.