



THE VICTORIAN ASSOCIATION FOR PHILOSOPHY IN SCHOOLS (VAPS)

CONSTITUTION

(Last amended June 17th, 2015)

VAPS is incorporated under the Associations Incorporation Reform Act 2012 (VIC).

Registration number: A 0028182W

ABN: 77 896 901 691

1. NAME

The name of the Association shall be **“The Victorian Association for Philosophy in Schools”**.

2. DEFINITIONS

In what follows –

- “Association” shall mean “The Victorian Association for Philosophy in Schools” (to be abbreviated as ‘VAPS’).
- “Member” shall mean a Member of VAPS.
- “Committee” shall mean the Committee of VAPS.

3. AIMS AND PURPOSES

3 A Purposes of the Association

The Association shall aim to develop and promote philosophy for children, which is understood to involve the use and exploration of philosophical concepts through –

- i. critical, reflective and creative thought and reasoning;
- ii. discussion of philosophical issues; and
- iii. the formation of ‘communities of inquiry’ in classrooms.

3 B Aims of the Association

The aims of the Association are to be achieved by the encouragement and coordination of activities such as –

- i. the explanation of philosophy for children to parents, teachers and students, and other educational stakeholders;
- ii. the provision of training and support for teachers who wish to teach philosophy;
- iii. the continued development of suitable classroom materials;
- iv. the establishment of a network of communication among those involved with philosophy for children;
- v. the identification of places for philosophy within the curriculum;
- vi. research into the theory and practice of philosophy in schools;
- vii. the development and maintenance of a list of practitioners in various categories;
- viii. the provisions of forums for discussion;
- ix. the seeking of support for philosophy from bodies responsible for the provision of education for children; and
- x. other measures as seen fit by the Committee.

4. POWERS

The Association may, for the purpose of carrying out any or all of its aims, seek incorporation, hold and dispose of real or personal property, enter into contracts, receive and make gifts, act as trustee, be a beneficiary and perform all such acts in the law as are required or are incidental to such legal functions. The Association may levy an appropriate Membership fee and annual subscription.

5. INCOME AND PROPERTY

The income and property of the Association shall be applied to the promotion of the aims stated in Clause 3, and no portion thereof shall be transferred by way of profit to any individual Member of the Association (see Clause 9 for further discussion). If, upon the dissolution of the Association, there remain any assets after the satisfaction of its debts, these shall be allocated as determined by the meeting held as per Clause 16.

6. PATRONS

At any Annual General Meeting such Patron or Patrons as are considered appropriate, may be elected.

7. MEMBERSHIP

Membership of the Association shall include any person who supports the aims of the Association and who applies to the Association and is approved by the Committee for Membership. Membership shall be effective from the date of receipt of the Membership fee.

7 A General Rights of Members

A Member of the Association is entitled –

- i. to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- ii. to submit items of business for consideration at a General Meeting;
- iii. to attend and be heard at General Meetings;
- iv. to have access to the minutes of General Meetings;
- v. to inspect the books and documents of the Association; and
- vi. to vote if more than 14 business days have passed since he or she became a financial Member of the Association, and the Member's Membership rights are not suspended for any reason.

8. CESSATION OF MEMBERSHIP

Membership of the Association will cease –

- i. upon resignation of the Member;
- ii. upon death of the Member;
- iii. upon failure to pay the annual subscription; and
- iv. upon expulsion by the Committee for reasons of behaviour prejudicial to the interests of the Association. The motion for expulsion may not be put to the Committee until the Member or Members named in the motion have had reasonable opportunity to show cause why they should not be expelled.

9. FINANCE

9 A Income

The income of the Association may come from Members, through subscription and Membership fees, from participants in workshops, conferences and other events that the Association may conduct and from individuals and organizations in general by way of donation or other legitimate transaction.

9 B Membership Subscriptions

The amount of the annual subscription and Membership fee shall be set and altered, as necessary, only by a General Meeting.

9 C Income and Property

The income and property of the Association shall be applied solely towards the promotion of the aims of the Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members or relatives of Members of the Association, provided that nothing herein shall prevent the payment in good faith of the remuneration to any officer or servant of the Association or to any Members of the Association for any service actually rendered to the Association or reasonable and proper rental for premises let by any Member to the Association.

9 D Accounts Operated by the Association

Accounts operated by the Association shall –

- i. adopt a financial year which ends on December 31;
- ii. be operated by signature of any two of the Chair, Treasurer, Secretary, or any other(s) who may be deemed appropriate by the Committee; and
- iii. be audited at least once every three years.

10. MANAGEMENT OF THE ASSOCIATION

10 A The Committee

The affairs of the Association shall be run by a Committee elected by a General Meeting, which will consist of eight Members of the Association, at least two of whom shall have an Honours or higher degree in philosophy and at least two of whom are registered teachers. Should a Committee Member cease to be a Member of the Association, their Committee Membership shall cease therewith.

10 B The Executive

The Committee will elect from within its Members an Executive consisting of a Chair, a Deputy Chair, a Secretary and a Treasurer.

10 C Business Procedures

The Committee shall determine its own business procedures.

10 D Terms of Office

The Committee shall assume office immediately upon its election at the Annual General Meeting, and shall retire upon the election of its successor at the next Annual General Meeting.

10 E Removal from Office

One or more Members of the Committee may be removed from office by resolution of a General Meeting and their office or offices be filled by resolution of that meeting. Possible grounds for such removal may include actions inconsistent with this constitution or other behaviour prejudicial to the interests of the Association.

10 F Vacancies

Should any office become vacant during the course of any year, or be unfilled at the AGM the Committee may, at its discretion, appoint a Member to fill the vacancy until the next General Meeting of the Association.

10 G Voting

Where consensus cannot be reached at a Committee meeting, then decisions will be made by a majority vote of Committee Members present at the meeting.

10 H Casting Vote

The Chair of the meeting will have an ordinary vote, and in the event of a tie, a casting vote.

10 I Quorum for Committee Meetings

A quorum of the Committee shall be four Members.

10 J Custody of the Books and Documents

Custody of the books and documents of the Association is the responsibility of the Executive.

11. ELECTIONS

11 A Nominations for the Executive

The Secretary is to receive written nominations for the Executive prior to the Annual General Meeting. If enough nominations have not been received, then those already nominated will be declared elected and nominations for the remaining places called for at the Annual General Meeting.

11 B Secret Ballot

In the event of there being more nominations than offices or positions available, an election shall be held and appointments shall be made by secret ballot of those present at the meeting.

11 C Returning Officer

The Annual General Meeting will elect a returning officer for the elections held at the AGM.

12. GENERAL MEETINGS

12 A Calling for a General Meeting

General Meetings of the Association shall be called by the Secretary at the instigation of the Chair or at the written request of not fewer than twenty per cent of the Members.

12 B Notice of a General Meeting

The Secretary will ensure that notice of meetings is posted to Members at least fourteen days prior to the date of the meeting.

12 C Preparing the Agenda

The Executive shall be responsible for ordering the business of General Meetings through the provision of a chairperson and an agenda. The agenda shall include all items notified in writing to the Executive by Members. All agenda items are to be concluded to the satisfaction of the meeting.

12 D Annual General Meetings

The Annual General Meeting will be held between the beginning of February and the end of April in each year. The business of the Annual General Meeting shall include –

- i. a report by the Committee on the activities of the Association during the preceding financial year;
- ii. a statement of accounts, presented by the Treasurer; and
- iii. election of the Committee for the ensuing year.

12 E Proceedings of General Meetings

Proceedings of the General Meetings shall be the responsibility of the Executive of the Committee.

12 F Quorum for General Meetings

A quorum for General Meetings of the Association shall be eight Members.

12 G General Meetings as the Final Decision-Making Body of the Association

The General Meeting is the final decision-making body of the Association and its decisions override the decisions made by the Committee except for Committee decisions made under Clause 10(b) and 10(f) and 13. In particular, a General Meeting may choose to review Committee decisions for expulsion of Members and may reinstate an expelled Member following a process of review which includes adequate presentation of reasons for the original expulsion.

13. DUTIES OF OFFICE BEARERS

13 A The Chair shall be responsible for –

- i. calling meetings of the Association, through the Secretary, as often as the business of the Association may require;
- ii. acting as the Chair at meetings, or appointing a proxy to so act;
- iii. acting as spokesperson for the Association; and
- iv. calling a special meeting of departing and incoming Office Bearers to brief (or refresh) incoming Office Bearers as to their duties, within one month of their appointment (or reappointment) to such Office.

13 B The Secretary shall be responsible for –

- i. maintaining a register of Members of the Association or delegating this duty to another Committee Member approved by the Committee;
- ii. conducting the correspondence of the Association and filing copies of correspondence;
- iii. making arrangements for and keeping a record of meetings;
- iv. ensure past General Meeting minutes and reports are available to Members and on request;
- v. custody of the Common Seal of the Association; and
- vi. sending notices of meetings and reports to Members as appropriate.

13 C The Treasurer shall be responsible for –

- i. keeping accurate accounts of all monies received and paid by the Association and proper records of the Association's assets and liabilities;
- ii. issuing receipts for subscriptions and other monies he or she may receive on behalf of the Association and paying all such monies into the Association's savings account;
- iii. paying accounts on behalf of the Association, as approved by the Committee;
- iv. preparing a statement of receipts and expenditure, and a balance sheet for presentation at the Annual General Meeting; and
- v. facilitating the provision of resources to other bodies for activities in accordance with the aims of the Association.

13 D Duties of Committee Members

Committee Members must, in the exercise of their functions –

- i. uphold the aims and purposes of the Association as described in Clause 3 of this Constitution;
- ii. act honestly;
- iii. exercise reasonable care and diligence;
- iv. not make any improper use of any information acquired as a Committee Member; and
- v. disclose to the Committee any conflict of interest or duties except those arising directly out of the person's qualifications for Membership of the board.

13 E Performing Duties as Committee Members of the Association

Unless approved in a special vote (see Clause 13 I), Committee Members must not promote, endorse, advertise or support any organisation with aims and purposes inconsistent with those of the Association, when performing duties as Committee Members of the Association.

13 F Declaring Conflicts of Interest

Conflicts of interest may arise when a Committee Member has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Committee or an interest may conflict with the proper performance of the Committee Member's duties in relation to the consideration of a matter. The Committee Member, as soon as practicable after becoming aware of the relevant facts, must declare the nature of the interest to the Committee. A Member does not have a conflict of interest if –

- i. in a matter relating to the supply of goods and services to the Member, the goods and services are or are to be available to Members of the public on the same terms and conditions; or
- ii. in a contract or arrangement only because that contract or arrangement may benefit a company or other body in which the Member has a beneficial interest that does not exceed one per cent of the total nominal value of beneficial interests in that company or body.

13 G Deliberation on Conflicts of Interest

The Committee must cause any declarations of conflicts of interest to be tabled at the next Committee meeting and the declaration must be recorded in the minutes. A Member who has a conflict of interest in a matter –

- i. must not be present during any deliberations on the matter unless the Committee decides otherwise; and
- ii. is not entitled to vote on the matter.

13 H Presence of Members with a Conflict of Interest During Votes on Conflicts of Interest

A Member who has a conflict of interest must not be present during, or vote during any deliberations by the Committee regarding the Committee's decision to allow that Member's presence in a vote under Clause 13G sub-clause (i). If a Member votes in contravention of Clause 13G sub-clause (i), the vote must be disallowed.

13 I Special Votes

A special vote must be taken if a Committee Member seeks to endorse, promote, advertise or support any organisation with aims and purposes inconsistent with those of the Association. A special vote is passed when a majority of the Committee votes in favour of the subject matter of the vote.

14. COMMON SEAL

The Common Seal of the Association shall not be affixed to any instrument except by the authority of the Committee which shall be attested by the signature of two Members of the Committee.

15. AMENDMENT OF CONSTITUTION AND AIMS AND PURPOSES

This Constitution and the Aims and Purposes may only be amended at the AGM or at a General Meeting called by the Secretary for this purpose at the instigation of the Chair, or at the written request of twenty per cent of the Members of the Association. The Secretary will ensure that notice of the meeting and of the proposed amendment is posted to Members at least fourteen days prior to the date of the meeting.

16. DISSOLUTION

A dissolution of the Association shall not take place except upon a resolution passed by not less than three quarters of the Members of the Association present and voting at the General Meeting called by the Secretary for this purpose at the instigation of the Committee, or at the written request of twenty per cent of the Members of the Association. The Secretary will ensure that notice of the meeting and its purpose is posted to Members at least twenty-one days prior to the date of the meeting.

If upon the winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be distributed to another body or bodies having similar aims.

17. DISPUTES AND MEDIATION

The grievance procedure set out in this rule applies to disputes under these Rules between a Member and another Member or a Member and the Association. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties. 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 14 days, hold a meeting in the presence of a mediator. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. 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 otherwise at law.

17 A Agreeing on a Mediator

The mediator should be a person chosen by agreement between the parties. In the absence of an agreement concerning a mediator –

- i. in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association;
- ii. in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- iii. A Member of the Association can be a mediator.
- iv. The mediator cannot be a Member who is a party to the dispute.

17 B Mediation

The mediator, in conducting the mediation, must –

- i. give the parties to the mediation process every opportunity to be heard;
- ii. allow due consideration by all parties of 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.
- iv. The mediator must not determine the dispute.

(Last amended at General Meeting, June 17th, 2015)