



INTERNATIONAL CONFEDERATION OF PRINCIPALS

Constitution and By-Laws

Constitution last amended July 2014

By laws last amended August 2016

Sunset clauses enacted June 2009

Constitution

1. NAME

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

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:

- Promoting and improving educational outcomes globally
- Promoting the undertaking of research that will be of benefit to the education community generally.
- Promoting the exchange of people, sharing of ideas, dissemination of research findings and broad distribution of professional publications
- 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
- Promoting and encouraging equal opportunity for all young people through increasing their capacity to access and benefit from education
- Actively developing and promoting robust pedagogical and leadership initiatives which have a capacity to increase system, school and individual capital.
- Entering into partnerships with like organisations for the purposes of enhancing educational opportunities for groups and individuals which has previously been denied them
- 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 ORGANIZATIONS

- a. Each constituent organization 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 the Confederation.
- b. Resolutions from the constituent organizations shall be submitted to the Confederation and if approved by vote of the Council, shall be incorporated in the policy and program of the Confederation.

4. COUNCIL

- a. The work of the Confederation shall be led by a Council comprised of up to three (3) representatives from each organization holding membership on the ICP.
- b. The Council shall consist of those organizations that have been admitted as members in good standing.
- c. The Council shall meet at least once annually.
- d. At meetings of the Council each organization shall have one vote.
- e. The Confederation shall be directed and administered by the Council.

5. EXECUTIVE COMMITTEE

- a. An elected Executive Committee shall work with the officers and staff of the ICP to carry out the work of the Council.
- b. 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 organization in good standing. An Executive Secretary may be secretary to the Executive Committee.
- c. 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

- a. These shall be officers of the Council: President, Past-President and President-Elect.
- b. 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.
- c. 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.
- d. The President shall serve one only, two year term. The Past-President and President-Elect shall each serve a one-year term.
- e. 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.
- f. The President is empowered to act on behalf of the Council. He/she shall keep the

Executive Committee and Council apprised of such actions.

- g. The terms of office shall run from January 1st to December 31st.

7. MEMBERSHIP

- a. Membership is open to any organization of school leaders whose constitution contains nothing contrary to the Constitution of the Confederation.
- b. 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.
- c. Applications for membership shall be acted on by the Executive Committee and ratified by the Council.
- d. Procedures for entering into membership of the Confederation shall be as established in the By- Laws.
- e. 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.
- f. Subject to a vote of a two-thirds majority of those members present and voting, the Council may terminate the membership of a member organization, 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 the ICP.

9. SECRETARIAT

- a. The Secretariat shall be an individual or organisation contracted to the 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 the Confederation shall be English. Another language may be provided when the Council determines it necessary.

13. DISSOLUTION

The Confederation 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 the Confederation 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 rules prohibiting the distribution of its assets and income to its members.

14. AMENDMENTS

- a. Notices of motion to alter the Constitution and By-Laws must be submitted 5 days 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.
- b. An amendment shall be declared adopted if supported by not less than a majority of the total votes cast.



INTERNATIONAL CONFEDERATION OF PRINCIPALS

Rules of the International Confederation of Principals (ICP)

1. Name

The name of the incorporated association is the International Confederation of Principals (in these Rules called "the Confederation").

2. Definitions

(1) In these Rules, 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 the Confederation;

"**executive**" means the Executive Committee of the Confederation;

"**financial year**" means the year ending on 31st December;

"**general meeting**" means a general meeting of Council full members convened in accordance with rule 16;

"**member**" means a member of the Confederation;

"**ordinary member of the committee**" means a member of the executive committee who is not an officer of the Confederation under Rule 11;

"**secretary**" means the Executive Secretary of the Confederation;

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

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

(1) In these Rules, a reference to the Secretary of the Confederation is a reference-(a) if

- a person holds office under these Rules as Executive Secretary of the Confederation--to that person; and
- (b) in any other case, to the public officer of the Confederation.
 - (c)

3. Alteration of the rules

These Rules 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. Full membership will be available to:
 - (a) National Principal associations. If no national association wishes to take up membership of the ICP, then full membership will be available to provincial or state associations.
 - (b) Umbrella organisations that are formed when national associations join together
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 Associate Leaders of Tomorrow eg those in training to become a leader, Associate Academic, instructors/researchers in a related field, Associate Service Providers (companies or organisations) providing service 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 the Confederation 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) Fulfil 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 approved by Council. Life membership waives the annual subscription but allows no other concessions.

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 ICP
- Be recognized as an educational leader in the international environment
- Demonstrate considerable commitment to the furtherance of education internationally
- Professional character and conduct consistent with the aims and objectives of ICP

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

- 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 organization's future membership.
- The terms of fees for all members include:
 - All three levels of membership are required to pay an initial entrance fee at the time of joining ICP.
 - All ICP members are obliged to pay annual subscriptions as set by the Council at an AGM, and these fees commence in the first full year of ICP Membership.
 - The annual subscriptions are due by 30th June of the year of membership.
 - Fees at full membership level are paid collectively by the associations. All other membership levels are the responsibility of the individual or associate member.
- An organisation or person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Confederation on payment of the entrance fee and annual subscription payable under these Rules.
- An organisation or person who is not a member of the Confederation at the time of the incorporation of the Confederation (or was a member at that time but has ceased to be a member) must not be admitted to membership unless-
 - The organisation, he or she applies for membership in accordance with sub-rule (3); and
 - The Council approves the admission as a member.
- An application of an organisation or person for membership of the Confederation must-
 - Be made in writing in the form set out in Appendix 1; and
 - Be lodged with the Secretary of the Confederation.
- As soon as practicable after the receipt of an application, the Secretary must refer the application to the ICP Council.
- The Council must determine whether to approve or reject the application.
- If the Council approves an application for membership, the Secretary must, as soon as practicable:
 - Notify the applicant in writing of the approval for membership; and
 - Request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual

subscription.

16. The 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.
17. An applicant for membership becomes a member and is entitled to exercise the rights of membership when the organisation's or his or her name is entered in the register of members.
18. If the Council rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.
19. A right, privilege, or obligation of a person by reason of membership of the Confederation:
 - (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.
20. The entrance fee is the relevant amount set out in Appendix 2.
21. The annual subscription is the relevant amount set out in Appendix 2 and is payable on or before 30 June in each year. In exceptional circumstances Members may negotiate with the Executive payment alternatives.

5. Register of members

- (1) The 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.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

6. Ceasing membership

- (1) A member of the Confederation who has paid all moneys due and payable by a member to the Confederation may resign from the Confederation by giving one month's notice in writing to the 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 Secretary must record in the register of members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the Executive is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Confederation, the Executive may by resolution:
 - (a) Fine that member an amount not exceeding \$500AUD; or
 - (b) Suspend that member from membership of the Confederation for a specified period; or
 - (c) Expel that member from the Confederation.

- (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 the Confederation 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 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 Secretary a notice to the effect that they wish to appeal to the Confederation 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 Secretary a notice to the effect that they wish to appeal to the Confederation in general council meeting against the resolution.

- (7) If the 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 the Confederation to be held as soon as practicable after the date on which the Secretary received the notice.

- (8) At a general Council meeting of the Confederation 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.

8. Disputes and mediation

(1) The grievance procedure set out in this rule applies to disputes under these Rules between:

- a. A member and another member; or
- b. A member and the Confederation.

(2) 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.

(3) 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.

(4) 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 the Confederation; or
 - (ii) In the case of a dispute between a member and the Confederation, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) The representative of a member of the Confederation can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) 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.

(9) The mediator must not determine the dispute.

(10) 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.

9. Council

The Council handbook outlines expectations for members attending 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 organization 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.

10. Council Duties

(1) The Council shall:

- a. Decide the program of the Confederation.

- b. Examine the general reports.
- c. Examine and approve the financial statements.
- d. Adopt the budget.
- e. Adopt policy statements on behalf of the membership.
- f. Consider motions presented by a full member organization.
- g. Consider recommendations of the Executive Committee.
- h. Act in good faith according to the intent of the ICP Constitution.

11. Officers Of the Council

- (1) The Officers of the Council shall be the President and Past-President or 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.

12. Duties of the President

The President shall:

- a. Act as spokesperson and representative for the ICP or designate a person to do so.
- b. Receive invitations to international events and attend or arrange attendance where possible.
- c. Seek opportunities for interaction with international organisations, which may have benefit to the ICP.
- d. Receive and act upon applications for membership.
- e. Preside over all ICP official events.

13. Annual General Meetings

- (1) The Executive may determine the date, time and place of the annual general meeting of the Confederation.
- (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 to-
 - a. Confirm the minutes of the previous annual general meeting;
 - b. Receive Executive reports upon the transactions of the Confederation during the last preceding financial year
 - c. Elect officers of the Confederation and the ordinary members of the committee;
 - d. Receive and consider the statement submitted by the Confederation 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 Rules.

14. 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 the Confederation 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 the Confederation.
- (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 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 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.

15. 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 rules as ordinary business of the annual general meeting is deemed to be special business.

16. Notice of general meetings

- (1) The Secretary of the Confederation, at least 21 days, or if a special resolution has been proposed at least 30 days, before the date fixed for holding a general meeting of the Council, must cause to be sent to each member of the Confederation, 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.
- (3) 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.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

17. Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules 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 Rules 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--
- I. In the case of a meeting convened upon the request of members-- the meeting must be dissolved; and
 - II. 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.
- (3) 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.

18. 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.

19. 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 rule 12. (4) 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.

20. 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 the Confederation have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

21. 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 Confederation, there shall be run-off voting through successive ballots, where there is one option indicated from the alternatives per ballot, and where the option with the fewest votes is dropped in each successive round, until a clear majority decision is reached.

- (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.

22. 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 the Confederation 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;

and an entry to that effect in the minute book of the Confederation is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

23. 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 9.4 of these Bylaws.

(2) No member will vote for another member at any general meeting.

24. Executive Committee

(1) The affairs of the Confederation 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 49.
- b. Shall control and manage the business and affairs of the Confederation; and
- c. May, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Confederation other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Confederation; and
- d. Subject to these Rules, 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 the Confederation.

(3) Subject to section 23 of the Act, the Executive shall consist of:

- I. Notwithstanding that the ICP is an international organization 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 the Confederation on the Executive Committee.
- II. The Executive shall consist of--
 - a. The officers of the Association; and
 - b. 4 Executive Members, 1 from each region elected by Council for a two-year term.
 - c. Initially, two regional representatives will serve a three- year term, but will revert to two-year terms after their first term of office.
 - d. 1 General Representative, to be elected by Council from any of the regions for a 2 year term. Executive Committee members may not serve more than two consecutive terms.

(4) The elected Executive Committee members may represent their respective ICP member organizations and could be a part of their organization's delegation.

25. 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 Rule 52.

- a. An election must also be held for Secretary and Treasurer if they are elected

members as opposed to employees.

- (2) On his or her election, the new President may take over as Chairperson of the meeting in accordance with terms of office.
- (3) Nominations of candidates for election as officers of the Confederation or as ordinary members of the executive committee must be-

General Representative:

- a. Made in writing, signed by delegates of two member organisations of the Confederation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination)

Regional Representatives:

- b. Made in writing, signed by delegates of two member organisations of that region of the Confederation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
 - c. Nominations for Executive Committee shall be received by the ICP Secretariat no less than two months before the Council meeting. A closing date will be given, and no late nominations will be accepted. Brief resumés will be circulated to the Council one month before the meeting or placed in the members area of the website. 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.
- (4) 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.
 - (5) If insufficient eligible nominations are received to fill Regional vacancies on the committee, or if there is no General Representative nominee, further nominations may be received at the annual general meeting or Special General Meeting.
 - (6) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
 - (7) 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 rule 54.
 - (8) If the number of nominations for General Representative exceeds the number of vacancies to be filled, a ballot must be held.
 - (9) 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 sections 21(1) and 22(2) of these Bylaws.

26. Vacancies

- (1) The office of an officer of the Confederation, or of an ordinary member of the Executive, becomes vacant if the officer or member-

- (a) Ceases to be a member of the Confederation; 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 Secretary.

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.

27. 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 the Confederation as stated in the Constitution. 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.

28. Executive Committee Duties

The Executive Committee will:

- a. Carry out the policies of the Council and to seek new initiatives and sponsorship for the Confederation.
- b. Meet at least two times or as required each year between Council meetings and carry out business of the Council.
- c. Report proceedings of its meetings to the Council.
- d. Prepare reports and recommendations to be presented to the full Council.
- e. Act as spokesperson(s) and/or representative(s) of the ICP as appointed by the President to ICP events that the President is unable to attend.
- f. Assist in the recruitment of new ICP members.
- g. Actively promote ICP.
- h. In association with the President coordinate and negotiate the contract for the Executive Secretary and any other employees of ICP.
- i. Report activities of Regional Forums.

29. Notice of Executive Committee meetings (rule 59)

- 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.

30. 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--
 - I. In the case of a special meeting--the meeting lapses;
 - II. 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.

31. Presiding at Executive Committee meetings

At meetings of the Executive:

- a. The President or, in the President's absence, either the Immediate Past President or the President Elect presides; or
- b. 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.

32. 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.

33. 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 - rule 55(3)

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

34. Minutes of meetings

The Secretary of the Confederation 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.

35. Committees of the Confederation

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

36. 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.

37. 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.

38. 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.
- 2) The Executive Secretary will, under the explicit guidelines of the Executive Committee, administer the decisions of the Council, maintain a record of proceedings, be responsible for financial re- ports and other duties as required.
- 3) The President may require local secretarial support. The President will select a person who has secretarial skills and organisational skills to carry out the clerical

role and other duties as required.

- 4) The Secretary of the Confederation must-
 - i. collect and receive all moneys due to the Confederation and make all payments authorised by the Confederation; and
 - ii. keep correct accounts and books showing the financial affairs of the Confederation with full details of all receipts and expenditure connected with the activities of the Confederation.
- 5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Executive Secretary of the Confederation.
- 6) The funds of the Confederation shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

39. Seal

- (1) The common seal of the Confederation must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

40. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Confederation, under these Rules may be given by-

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

41. 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.

42. Custody and inspection of books and records

- 1) Except as otherwise provided in these Rules, the 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.

43. Amendments

Notices of motion to amend these By Laws must be submitted in writing to the Secretary. The notices shall be circulated to the member organisations. They shall be declared adopted if supported by not less than a majority of the votes cast by members at a meeting of the ICP Council.