



GEOGRAPHICAL ASSOCIATION OF WESTERN AUSTRALIA [Inc.]

CONSTITUTION

(herein referred to as the “Rules of the Association”)

(As amended and passed by Special Resolution at the Association’s AGM held 20th November 2018)

GAWA Rules of Association (Constitution)

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GEOGRAPHICAL ASSOCIATION OF WESTERN AUSTRALIA [Inc.]

CONSTITUTION

(herein referred to as the “Rules of the Association”
(As amended and passed by Special Resolution at the AGM held 20th November 2018)

RULES OF THE ASSOCIATION

1. NAME OF THE ASSOCIATION

The name of the Association is “**Geographical Association of Western Australia (Incorporated)**” herein referred to as: the Association.

2. OBJECTIVE

The principal and over-riding objective of the Association shall be to encourage in various ways the advancement, education, promotion and practice of the science of geography in Western Australia.

3. AIMS

To achieve this objective, the aims of the Association shall be:

- 3.1 To promote learning, research, interest and practice of geography in Western Australia;
- 3.2 To provide an organisation and forum for students, teachers and practitioners of geography to communicate knowledge, ideas, opinions and activities about the science of geography and geographical education.

4. INTERPRETATION OF TERMS USED IN THESE RULES

In these rules, unless the contrary intention appears:

ACT means the *Associations Incorporation Act 2015*;

Association means the *Geographical Association of Western Australia (Inc.)* to which these rules apply.

books, of the Association, include the following:

- (a) the register of Members;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document; including digital documents;
- (d) any other record of information, however stored.

by-laws means secondary rules that expand on the Rules of Association and cover non-administrative matters that do not need to be included in the Rules of Association.

Committee means the Management Committee of the Association;

Committee meeting means a meeting of the Committee;

Committee member means a Committee member who is not an office holder (officer) of the Association under Rule 8.6;

Executive means the standing subcommittee, comprising the officers of the Association, that has been delegated specific powers and responsibilities by the Association's Management Committee to deal with the day-to-day management of the commercial, financial and personnel tasks, as well as strategic forward planning matters of the Association;

financial records include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, EFT payments, bank account statements, however recorded and stored; and
- (b) accounting journal entries; and
- (c) working papers and other documents needed to explain:
 - i. the methods by which financial statements are prepared; and
 - ii. adjustments to be made in preparing financial statements.

financial report has the meaning given in section 63 of the ACT for a tier 2 association;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the ACT;

financial year, of the Association, means each period commencing 1 July and ending on the 30 June of the following year;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

member means a person (including a body corporate) who is a member of the Association under Rule 7;

model rules means the model rules prescribed under Section 26 of the ACT - refer:

<https://www.commerce.wa.gov.au/publications/model-rules-associations-2016>

officer means:

- (a) a member of the Association who has been elected to one of the Executive offices named in Rule 8.5;
- (b) a person, including an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association;
- (c) a person who has the capacity to significantly affect the association's financial standing (but excluding a person who gives advice to the association in the proper performance of functions attaching to the person's business relationship with members of the Management Committee or with the association [paraphrased from the ACT]).

president means the officer and Committee member holding office as the president of the Association;

register of members means the register of members referred to in Section 53 of the ACT;

rules means these rules of the Association, as in force for the time being;

secretary means the Committee member holding office as the secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution which is passed by a majority of not less than three-fourths of the members of the Association who are entitled to vote and vote in

person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules and with Section 51 (4) of the ACT;

subcommittee means a subcommittee appointed by the Committee under Rule 8.14 (b);

subsidiary officer means a person, whether a member or not a member, appointed by the Committee under Rule 8.14 (c) to assist the Committee in the conduct of the Association's business;

tier 2 association means an incorporated association to which Section 64(2) of the ACT applies;

treasurer means the Committee member holding office as the treasurer of the Association.

5. POWERS

5.1 For the purpose of achieving or furthering its objective and aims, the Association shall have power to:

- (a) publish and promote print and non-print materials related to the science of geography and geographical education;
- (b) maintain accounts on social media platforms and operate a dedicated website;
- (c) arrange and conduct student and teacher forums and other activities for the advancement of the science of geography and geographical education in Western Australia;
- (d) purchase, sell, hold, lease or rent real or personal property;
- (e) borrow, raise or secure the payment of money to secure the repayment or performance of any debt, liability, contract or guarantee incurred or to be entered into by the Association;
- (f) enter into any contract or agreement, whether in writing or orally, it considers necessary or desirable;
- (g) enter into any arrangements with any government or local government authority or instrumentality;
- (h) accept or reject persons applying for membership of the Association;
- (i) establish and collect annual membership fees;
- (j) suspend or expel persons from the Association;
- (k) employ, hire or engage administrative staff, managers, secretaries or other persons;
- (l) invest the monies of the Association;
- (m) make gifts or give awards and prizes;
- (n) amalgamate or associate with any other geographical or educational association;
- (o) do all such other things as are incidental or conducive to the objective and aims of the Association.

6. NOT FOR PROFIT BODY

6.1 The assets and income of the Association shall be applied exclusively to the promotion of the objective and aims of the Association and no portion shall be paid, transferred or distributed directly or indirectly to any member of the Association except in good faith as bona fide remuneration for services rendered or expenses incurred on behalf of the Association as identified in Rule 6.3.

- 6.2 A payment may be made to a member out of the funds of the Association only if authorised under sub-rule 6.3.
- 6.3 A payment to a member out of the funds of the Association is authorised if it is:
- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of out-of-pocket expenses for travel and accommodation incurred by the member in connection with the performance of the member's functions on behalf of the Association; or
 - (e) the reimbursement of any other reasonable expenses properly incurred by the member on behalf of the Association.

7. MEMBERSHIP

- 7.1 Membership shall be available to any person or organisation interested in the objective and aims of the Association and shall be granted at the discretion of the Committee of the Association.
- 7.2 Membership shall not be available to a person enrolled as a student at a secondary educational college or school.
- 7.3 The Association shall at all times have at least 6 members, who under its rules have full voting rights, to comply under Sections 4 and 17 of the ACT.

Membership classes

- 7.4 The classes of membership of the Association shall be:
- (a) Metropolitan Individual Membership (as defined by the Committee and may include sub-categories of membership with different membership fees);
 - (b) Country Individual Membership (as defined by the Committee and may include sub-categories of membership and whose annual subscription/s shall be three quarters of the Metropolitan Individual membership fee/s);
 - (c) Metropolitan Institution Membership (as defined by the Committee) and may include sub-categories of membership with different membership fees);
 - (d) Country Institution Membership (as defined by the Committee and may include sub-categories of Membership with different membership fees); and whose annual subscription/s shall be three quarters of the Metropolitan Institutional Membership fee/s);
 - (e) Student Teacher Membership (as defined by the Committee);
 - (f) Corporate Membership (as defined by the Committee) available to a Business Organisation or a Professional Association.
 - (g) Honorary Life Membership, awarded by the decision of a General Meeting upon the recommendation of the Committee, for an outstanding contribution to the Association. Honorary Life Members shall not be required to pay an annual membership fee.

- (h) any other class of membership as determined from time to time by the Committee.
- 7.5 The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

Becoming a Member

- 7.6 An applicant for membership of the Association becomes a member when:
 - (a) the Committee or its nominee accepts the application; and
 - (b) the Association receives from the applicant the relevant membership fee payable to the Association under Rule 7.12.

Member rights

- 7.7 A member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Committee.
- 7.8 Each member of the Association has one vote at a general meeting of the Association.
- 7.9 Each member of the Association that is a body corporate has one vote at a general meeting of the Association.
- 7.10 Subject to Rules 19.1 to 19.6, a member has the right to apply to inspect the books (records and documents) of the Association by written request to the secretary.

Provision of the Association's Rules

- 7.11 The Association shall provide to each person who becomes a member, a copy of the Association's Rules in force at the time his or her membership commences. The Association may provide a copy of the Rules to new members by electronic transmission or by providing the details of the website where the Rules may be downloaded, except that a hard copy of the Rules must be provided if the member requests that the Rules be provided in that manner.

Membership Fees

- 7.12 Annual membership fees for each class of membership shall be recommended by the Committee and determined by resolution at each year's annual general meeting.
- 7.13 Each member, except an Honorary Life Member, shall pay to the Association, annually on or before 1st February, or such other date as the Committee from time to time determines, the amount of annual membership fee for the relevant class of membership as determined at the most recent AGM.
- 7.14 The Committee may determine half yearly or quarterly or other pro-rata membership fees for members joining after the annual membership renewal date.
- 7.15 If a member has not paid the annual membership renewal fee within the period of two months after the due date, the member ceases to be a member on the expiry of that period.
- 7.16 If an applicant for membership to the Association has not paid the relevant membership fee within two months of receiving notification of acceptance of their application, the application shall lapse.
- 7.17 If a person, who has ceased to be a member under Rule 7.15, or an applicant's application for membership has lapsed under Rule 7.16, offers to pay the annual membership fee after the period referred to in that sub-rule has expired:

- (a) the Committee (or its nominee) may, at its discretion, accept that membership fee payment; and
- (b) if the payment is accepted, the person's membership/application shall be reinstated from the date the payment is accepted.

Resignation of Member

- 7.18 Any person who wishes to resign their membership shall give written notice of the resignation addressed to the secretary (or nominee).
- 7.19 The resignation shall take effect when the secretary (or nominee) receives the notice, or if a later time is stated in the notice, at that later time.
- 7.20 any person who fails to pay their membership fee by the expiry of two months after the due date shall be deemed to have resigned from the membership of the Association.

Cessation of Membership

- 7.21 A member shall cease to be a member if:
 - (a) the member resigns under Rule 7.18;
 - (b) the member fails to pay their membership fees by the due date under Rule 7.16;
 - (c) the member is suspended or expelled under Rule 19.14;
 - (d) for a member who is an individual, the Member dies;
 - (e) for a member who is a body corporate, the body corporate is wound up.

Register of Members

- 7.22 the secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under Section 53 of the ACT to maintain a register of members and record in that register any change in the membership of the Association;
- 7.23 the register of Members shall include each member's name and a residential, postal or email address;
- 7.24 in addition to the matters referred to in Section 53(2) of the Act, the register of members shall include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member;
- 7.25 the register of members shall be kept at the secretary's place of residence, or at another place determined by the Committee;
- 7.26 a member who wishes to inspect the register of members must contact the secretary (or nominee) to make the necessary arrangements;
- 7.27 if:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under Section 54(2) of the ACT; or
 - (b) a member makes a written request under Section 56(1) of the ACT to be provided with a copy of the register of members

the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

8. MANAGEMENT

- 8.1 The management of the affairs of the Association shall be vested in a Management Committee (the Committee) and its Executive officers (the Executive).
- 8.2 The Committee shall take all reasonable steps to ensure that the Association complies with the ACT, these rules, the by-laws (if any) and any resolution passed at a general meeting.
- 8.3 Subject to the ACT, these Rules, the by-laws (if any) and any resolution passed at a general meeting, the Committee has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 8.4 Under Section 39 of the ACT, no person shall be a member of the Committee if: they are:
 - (a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - (b) a person who has been convicted, within or outside the State, of an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or an offense under Part 4 Division 3 or Section 127 of the ACT.
- 8.5 As soon as a Committee member becomes aware that they are or have become a bankrupt, insolvent or been convicted of a criminal offence they must resign immediately from the Committee.

Officers (the Executive)

- 8.6 The Executive officers of the Association shall be the:
 - (a) President;
 - (b) two Vice-Presidents;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Immediate Past-President.
- 8.7 No person shall be an officer of the Association unless they are a financial member or an Honorary Life Member of the Association, except for any appointment made under Rule 8.14 (c).

Management Committee (the Committee)

- 8.8 The Committee shall comprise:
 - (a) the six (6) Executive officers of the Association;
 - (b) up to fourteen (14) other members;
 - (c) a subsidiary officer (if appointed) may be invited as an ex officio member of the Committee, with no voting rights.
- 8.9 The Committee members shall be elected annually, by simple majority of those present at the annual general meeting of the Association, unless appointed as provided for under Rule 10.1 (b) or (c).
- 8.10 The date, time and place of the first Committee meeting shall be determined by the Committee members as soon as practicable after the annual general meeting at which the Committee members are elected.

- 8.11 Notice of each Committee meeting must be provided to each Committee member, either electronically or in writing, at least 48 hours before the time of the meeting.
- 8.12 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 8.13 The Committee shall mainly be responsible for the educational, professional development and learning, geography promotion and affiliate activities of the Association.
- 8.14 The Committee shall have the power to:
- (a) create Divisions of the Association from time to time to reflect the special interests of members of the Association, such Divisions shall be under the control of a Standing Committee appointed by the Management Committee;
 - (b) create one or more subcommittees and appoint Committee members to such subcommittees;
 - (c) create one or more subsidiary offices and appoint persons to those offices, whether or not the person/s is a Member of the Association;
 - (d) co-opt members of the Association to the Committee (with no voting rights) for any special purpose
 - (e) subject to the ACT, these Rules and any resolution passed at a general meeting, do all things necessary or convenient to be done for the proper management of the affairs of the Association
- 8.15 Subject to Rule 8.16, Committee meetings shall be convened by the president at her/his discretion, provided that a Committee meeting shall be held within fourteen (14) days from the date on which the president received a request for such a meeting from any two Committee members.
- 8.16 The Committee shall meet at least once every two months and shall be empowered to call a general meeting at fourteen (14) days' notice.
- 8.17 A quorum at a Committee meeting shall consist of a majority of the elected Committee members (and any appointed members under these Rules) and shall include either the president or a vice-president.
- 8.18 If a quorum is not present within thirty (30) minutes after the commencement time of a Committee meeting, the meeting lapses.
- 8.19 The president or, in the president's absence, a vice-president shall preside as chairperson of each Committee meeting.
- 8.20 If the president and the vice-presidents are absent or are unwilling to act as chairperson of a meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 8.21 The procedure to be followed at a Committee meeting shall be determined from time to time by the Committee.
- 8.22 The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- 8.23 A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- 8.24 A person invited under Rule 8.23 to attend a committee meeting:
- (a) has no right to any agenda, minutes or other document circulated at the meeting; and

- (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- 8.25 Under Section 42 of the ACT, a Committee member who has a material personal interest in a matter being considered at a Committee meeting shall as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee.
- 8.26 Under Section 42(3) of the ACT, this rule does not apply in respect of a material personal interest:
 - (a) that exists only because the member:
 - is an employee of the Association; or
 - is a member of a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- 8.27 Under Section 43 of the ACT, a member of the Committee who has a material personal interest in a matter being considered at a meeting of the Committee shall not be present while the matter is being considered at the meeting or vote on the matter.
- 8.28 Under Section 42(6) of the ACT, the Association shall record every disclosure made by a Committee member of a material personal interest in the minutes of the Committee meeting at which the disclosure is made.
- 8.29 A record of minutes, including motions, resolutions and other decisions, of all Committee meetings shall be maintained.
- 8.30 The minutes shall record the following:
 - (a) the names of the Committee members present at the meeting;
 - (b) the name of any person attending the meeting under Rule 8.23;
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
 - (e) The names of the Committee members who moved and seconded the motion.
- 8.31 The President (or nominee) shall ensure that the minutes of a Committee meeting are reviewed and signed as correct by the chairperson of the meeting.
- 8.32 When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.
- 8.33 Any member of the Association may place any matter on the agenda of a Committee meeting by submitting the matter in writing to the secretary (or nominee) at least seven (7) days before the date of the Committee meeting.
- 8.34 Each Committee member shall have one vote only in all matters requiring a decision by vote and the president shall exercise only a casting vote at Committee meetings.

- 8.35 A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- 8.36 A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- 8.37 If a secret ballot is needed, the chairperson of the meeting shall decide how the ballot is to be conducted.

Payments to Committee Members

- 8.38 Subject to Rule 6 and at the discretion of the Committee, a Committee member is entitled to be paid out of the funds of the Association for:
- (a) any out-of-pocket expenses for travel and accommodation properly incurred: in attending other meetings related to the Association's activities; or
 - (b) otherwise in connection with the Association's business.

The Executive

- 8.39 The Executive shall be a standing subcommittee comprising the six officers of the Association, which by delegation from the Management Committee, shall mainly be responsible for the day-to-day management of the commercial, financial and personnel tasks of the Association, as well as strategic, forward-planning matters or any other matter referred to it by the Committee.
- 8.40 A subsidiary officer (if appointed) may be invited to participate in Executive meetings as an ex officio member, but with no voting rights.
- 8.41 Regular Executive meetings shall be held (including meetings conducted by e-mail or teleconference communication) before scheduled Committee Meetings and at least once every two months.
- 8.42 An Executive meeting shall be convened by the president, or at the request of any two other Executive officers.
- 8.43 Executive meetings shall be presided over by the president, or in her/his absence, by a vice-president.
- 8.44 A quorum for an Executive meeting shall comprise of least three GAWA officers.
- 8.45 The presence of an officer at an Executive meeting need not be by attendance in person, but may be by that officer and other officers communicating via electronic technology.
- 8.46 An officer who participates in an Executive meeting as allowed under Rule 8.45 is taken to be present at the meeting and, if the officer votes at the meeting, the officer is taken to have voted in person.
- 8.47 Each officer present at an Executive meeting shall have one vote on any question.
- 8.48 A record of minutes, including resolutions and decisions, of all Executive meetings shall be maintained by the secretary (or nominee).
- 8.49 Executive meeting minutes shall be tabled at the following Committee meeting for consideration and ratification.
- 8.50 The record of Executive meeting minutes, resolutions and decisions shall be submitted to the GAWA Auditor as part of the audit documentation.

Subcommittees

- 8.51 The Committee may appoint subcommittees for such purposes and with such powers as it thinks fit.
- 8.52 All subcommittees shall be convened and chaired by a member of the Committee of Management.
- 8.53 All subcommittees shall operate within Terms of Reference approved by the Committee.
- 8.54 A subcommittee may comprise of both Committee and non-Committee members.

Validity of Acts

- 8.55 The acts of a Committee, including its Executive officers, or a subcommittee, or of a Committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a subcommittee.

9. DUTIES AND RESPONSIBILITIES OF COMMITTEE MEMBERS AND OFFICERS

- 9.1 Under Section 44 of the ACT, a Committee member of the Association shall exercise her or his powers and discharge her or his duties with a degree of care and diligence that a reasonable person would exercise if that person were a Committee member of the association in the association's circumstances.
- 9.2 Under Section 45 of the ACT, a Committee member of the Association shall exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and or a proper purpose.
- 9.3 Under Section 46 of the ACT, a Committee member of the Association shall not improperly use her or his position to:
 - (a) gain an advantage for the Committee member or another person; or
 - (b) cause detriment to the Association.
- 9.4 Under Section 47 of the ACT, a person who obtains information because the person is, or has been, a Committee member of the Association, shall not improperly use the information to:
 - (a) gain an advantage for the person or another person; or
 - (b) cause detriment to the Association.
- 9.5 A member of the Committee or a subcommittee of the Association shall not disclose or publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Committee meeting or subcommittee meeting unless:
 - (a) the member has been authorised to do so at a Committee or subcommittee meeting; and
 - (b) the authority given to the member has been recorded in the minutes of the Committee meeting or subcommittee meeting at which it was given.

President

- 9.6 The president has the powers and duties relating to convening and presiding at Committee meetings, Executive meetings, and at general meetings provided for in these rules.
- 9.7 The president (or a nominee) shall represent the Association at local, state and national forums and shall be the main spokesperson for the Association.
- 9.8 In the event of the absence of the president from a general meeting or Committee meeting or Executive meeting of the Association, a vice-president shall preside.
- 9.9 In the event of the absence of the president and both vice-presidents from a general meeting or Committee meeting or Executive meeting of the Association, the President may nominate another person to preside.

Vice-Presidents

- 9.10 Vice-presidents shall assist the president in carrying out her/his duties.
- 9.11 A vice-president shall preside at a general meeting, committee meeting or Executive meeting in the absence of the president.

Immediate Past-President

- 9.12 The immediate past-president shall automatically be an Executive officer and Committee member of the Association.
- 9.13 The immediate past-president shall use her/his knowledge and experience to provide guidance to the current President and to assist the Executive, the Committee and Association members.
- 9.14 If for any reason the current president is unable to complete her/his elected term of office, the immediate past-president shall assume the position of acting president until the next Annual General Meeting or a special general meeting held to elect a new president.

Secretary

- 9.15 The secretary shall have the following duties and responsibilities, unless another person is authorised by the Committee to have responsibility for one or more of these duties:
 - (a) deal with the Association's correspondence;
 - (b) consult with the president regarding the business to be conducted at each Committee meeting and general meeting;
 - (c) prepare the notices required for meetings and for the business to be conducted at meetings;
 - (d) maintain on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under Section 53 (1) of the ACT;
 - (e) maintain on behalf of the Association an up-to-date copy of these rules, as required under Section 35 (1) of the ACT;
 - (f) maintain on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under Section 58 (2) of the ACT;

- (g) ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintain full and accurate minutes of Committee meetings, Executive meetings, and general meetings;
- (i) ensure that each set of meeting minutes is signed and/or co-signed by the nominated Executive officer/s;
- (j) perform such other duties as are imposed by these Rules and/or the Committee.

Treasurer

9.16 The treasurer shall have the following duties and responsibilities, unless another person is authorised by the Committee to have responsibility for one or more of these duties:

- (a) comply on behalf of the Association with Part 5 Sections 25 and 26 of the ACT by keeping such accounting records as to correctly record and explain the financial transactions and financial position of the Association;
- (b) collect and bank all monies received and issue proper receipts for those monies in the name of the Association;
- (c) arrange for all payments and disbursements authorised by the Committee and obtain and keep proper receipts for such;
- (d) prepare and submit financial statements to the Committee as required by it;
- (e) coordinate the preparation and present the Financial Statements to the Annual General Meeting as required by Rule 11.3 (c) and the ACT;
- (f) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the ACT.
- (g) have custody of all securities, books and documents of a financial nature and accounting records of the Association;
- (h) perform such other duties as are imposed by these Rules and/or the Committee.

10. ELECTION OF EXECUTIVE OFFICERS AND COMMITTEE MEMBERS

How Members become Executive Officers and Committee Members

10.1 A member becomes an Executive officer or a Committee member of the Association if the member:

- (a) is elected at an annual general meeting; or
- (b) is appointed or elected under Rules 10.11 or 10.12; or
- (c) is appointed by the Committee to fill a casual vacancy under Rule 10.23.

Nomination of Executive Officers and Committee Members

10.2 At least fourteen (14) days before an annual general meeting, the secretary (or nominee) shall send a notice to all the Association's members:

- (a) calling for nominations for election to Executive officer positions or to the Committee; and
- (b) stating the format in which nominations must be received by the secretary (or nominee); and

- (c) stating the date by which nominations must be received by the secretary (or nominee) to comply with Rule 10.3.
- 10.3 A member who wishes to be considered for election as an Executive Officer or to the Committee at the annual general meeting must nominate for election by sending written notice of the nomination in the prescribed format to the secretary (or nominee) at least seven (7) days before the annual general meeting.
- 10.4 Unless a member is nominated under Rule 10.11, a member who wishes to nominate for election as an Executive officer at the annual general meeting must have been a Committee member for a minimum of two years within the previous five years,
- 10.5 A member whose nomination does not comply with Rules 10.3 is not eligible for election to the Committee or to an Executive office, unless the member is nominated under Rule 10.11 or Rule 10.13 (b).

Election of Office Holders

- 10.6 At the annual general meeting, a separate election shall be held for each Executive office position of the Association, except where there is only one nomination for each and all of the offices, then all the nominated persons shall be elected as a group.
- 10.7 If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- 10.8 If more than one member has nominated for an Executive position, the members at the meeting shall vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- 10.9 Each member present at the meeting may vote for one member who has nominated for each Executive office position.
- 10.10 A member who has nominated for an Executive office position may vote for herself or himself.
- 10.11 If there is no nomination for an Executive office position, the president (or nominee) may call for nominations from the Committee members at their first meeting following the annual general meeting.
- 10.12 If, as a result of the application of Rule 10.11, more than one Committee member nominates for an Executive office position, then the Committee shall vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.

Election of Committee Members

- 10.13 If the number of members nominating for the position of Committee member is not greater than the number to be elected, the chairperson of the meeting:
 - (a) shall declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- 10.14 If:
 - (a) the number of members nominating for the position of Committee member is greater than the number to be elected; or
 - (b) the number of members nominating under Rule 10.13 (b) is greater than the number of positions remaining unfilled;

the members at the meeting shall vote in accordance with procedures that have been determined by the Committee to decide the members who are to be elected to the position of Committee member.

- 10.15 A member who has nominated for the position of Committee member may vote for herself or himself.

Term of Office

- 10.16 The term of office of an Executive officer or a Committee member begins when the member is:

- (a) elected at an annual general meeting; or
- (b) appointed or elected under Rules 10.11, 10.12, 10.13 (b) or 10.14; or
- (c) appointed to fill a casual vacancy under Rule 10.23.

- 10.17 Subject to Rule 10.23, an Executive officer or a Committee member holds office until the positions on the Committee are declared vacant at the next annual general meeting.

- 10.18 An Executive officer or a Committee member may be re-elected.

Resignation and Removal from Office

- 10.19 An Executive officer or a Committee member may resign from the Committee by written notice given to the secretary (or nominee) or, if the resigning member is the secretary, communicated to the president.

The resignation takes effect:

- (a) when the notice is received by the secretary (or nominee) or the president; or
- (b) if a later time is stated in the notice of resignation, at that later time.

- 10.20 At a general meeting, the Association may by resolution:

- (a) remove an Executive officer or a Committee member from office; and
- (b) elect a member who is eligible, subject to Rule 8.4, to fill the vacant position.

- 10.21 An Executive officer or a Committee member who is the subject of a proposed resolution under Rule 10.20 (a) may make a written representation (of a reasonable length as determined by the Committee) to the secretary or chairperson and may ask that the representation be provided to the members.

The secretary or chairperson may give a copy of the representation to each member or, if they are not so given, the Executive officer or Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

When Membership of the Committee or Office Ceases

- 10.22 A person ceases to be an Executive officer or a Committee member if the person:
dies or otherwise ceases to be a member; or

- (a) resigns from the Committee (or Office) or is removed from under Rule 10.20 (a);
or
- (b) becomes ineligible to accept an appointment or act as an Executive officer or a Committee member under Rule 8.4; or

- (c) becomes permanently unable to act as an Executive officer or a Committee member because of a mental or physical disability; or
- (d) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

Filling of Casual Vacancies

10.23 The Committee may appoint a member who is eligible, subject to Rule 8.4, to fill a position as an Executive officer or as a Committee member that:

- (a) has become vacant under Rule 10.22; or
- (b) was not filled by election at the most recent annual general meeting or under Rule 10.20 (b).

10.24 Subject to the requirement for a quorum under Rule 8.17, the Committee may continue to act despite any vacancy in its membership.

Subcommittees and Subsidiary Offices

10.25 To help the Committee in the conduct of the Association's business, the Committee may do either or both of the following:

- (a) appoint one or more subcommittees;
- (b) create one or more subsidiary offices and appoint people to those offices.

10.26 A person may be appointed to a subsidiary office whether or not the person is a member.

10.27 Subject to any directions given by the Committee:

- (a) a subcommittee may meet and conduct business as it considers appropriate;
- (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

Record of Office Holders

10.28 A record of Executive officers, Committee members and other persons authorised to act on behalf of the Association that is required to be maintained under Section 58(2) of the ACT must be kept under the secretary's (or nominee's) control.

11. ANNUAL GENERAL MEETING

11.1 The annual general meeting shall be held each year within six months after the end of the Association's financial year on a day and time to be arranged by the Committee.

11.2 The quorum shall consist of fifteen Association members.

11.3 The business of the annual general meeting shall include:

- (a) confirmation of the minutes of the previous annual general meeting and any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
- (b) presentation of the President's Annual Report on the Association's activities during the preceding year;

- (c) presentation of the audited financial report and financial statements for the preceding financial year in accordance with Part 5, Divisions 1, 3, 5, and 6 of the ACT;
- (d) election of the officers and other members of the Committee;
- (e) appointment of an Auditor in accordance with Part 5, Division 7 of the ACT;
- (f) confirmation or variation of annual membership fees;
- (g) notice of motions; and
- (h) any other business.

12. SPECIAL GENERAL MEETING

- 12.1 A special general meeting may be called in one of the following ways:
- (a) by resolution of the Committee;
 - (b) by a petition in writing by at least twenty percent (20%) of members of the Association;
 - (c) by resolution at a previous annual general meeting or special general meeting.
- 12.2 The members requiring a special general meeting to be convened shall:
- (a) make the requirement by written notice provided to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) signed by each of the petitioning members.
- 12.3 A special general meeting convened under Rule 12.1 shall be convened within 28 days after the notice is received.
- 12.4 A quorum for a special general meeting shall consist of fifteen members.

13. NOTICE OF GENERAL MEETINGS

- 13.1 The secretary (or nominee) shall give to each member:
- (a) at least fourteen (14) days' written notice of the Annual General Meeting;
 - (b) at least twenty-one (21) days' notice of a general meeting at which a special resolution is to be proposed.
- 13.2 The notice shall:
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed:
 - set out the wording of the proposed resolution as required by Section 51(4) of the ACT; and
 - state that the resolution is intended to be proposed as a special resolution.
- 13.3 All members are entitled to attend any general meeting of the Association.
- 13.4 At the discretion of the Committee, non-members may be invited to attend any general meeting of the Association.

14. CHAIRPERSON AND QUORUM OF GENERAL MEETINGS

- 14.1 The president, or in the president's absence a vice-president, shall preside at the Annual General Meeting and at any other general meeting.
- 14.2 In the absence of the president or a vice-president, the meeting shall elect any member of the Association to preside.
- 14.3 No business shall be conducted at a general meeting unless a quorum is present.
- 14.4 If a quorum is not present within thirty (30) minutes after the notified commencement time of a general meeting:
- (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to:
 - the same time and day in the following week; and
 - the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- 14.5 If:
- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under Rule 14.4 (b); and
 - (b) at least five (5) members are present at the meeting
- those members present are taken to constitute a quorum.

15. ADJOURNMENT OF GENERAL MEETING

- 15.1 The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 15.2 Without limiting Rule 15.1), a meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- 15.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 15.5 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with Rule 13.2.

16. VOTING

- 16.1 On any question or resolution arising at a general meeting:
- (a) subject to Rule 16.10, each member has one vote unless the member may also vote on behalf of a body corporate under Rule 16.2; and
 - (b) ordinary members may vote personally.
- 16.2 A member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at any general meeting, as specified in the document by which the appointment is made.
- 16.3 A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.

- 16.4 The appointment has effect until:
- (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- 16.5 At every general meeting, a resolution put to the vote shall be decided by a show of hands by a numerical majority of members present.
- 16.6 For a Special Resolution to be carried:
- (a) at least three-quarters (75%) majority of members present and entitled to vote shall be required; and
 - (b) the chairperson shall declare that it was a special resolution and that the resolution as having been carried by the required majority.
- 16.7 Only financial members shall be eligible to vote at any general meeting of the Association.
- 16.8 Proxy votes shall not be permitted at general meetings.
- 16.9 Postal votes may be permitted in such forms as the Committee may decide and will be available only to members resident outside the metropolitan area of Perth, provided that postal votes shall be received by the secretary (or nominee) at least one week before the date of the general meeting when voting occurs.
- 16.10 The Chairperson of any general meeting shall have a casting vote as well as a deliberative vote.

17. MINUTES OF GENERAL MEETINGS

- 17.1 The secretary (or nominee) shall keep minutes of all general meetings.
- 17.2 The minutes shall record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 17.3 In addition, the minutes of each annual general meeting shall record:
- (a) the names of the members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in Rule 11.3 (c).
 - (c) the names of members elected to the Committee and to Executive office positions.
- 17.4 The minutes of a general meeting shall be entered in the Association's minute book within thirty (30) days after the meeting is held.
- 17.5 The chairperson shall ensure that the minutes of a general meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- 17.6 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

18. FINANCIAL MATTERS

- 18.1 The Committee shall cause true accounts to be kept of all monies received and expended by the Association.
- 18.2 Subject to any restrictions imposed at a general meeting, the Executive, under delegation from the Committee, may approve expenditure on behalf of the Association.
- 18.3 All such expenditure shall be ratified by the Committee at the following Committee meeting.
- 18.4 A balance sheet containing a summary of assets and liabilities of the Association, together with a statement of profit and loss for the preceding year, shall be prepared and submitted to the Annual General Meeting.
- 18.5 The accounts shall be audited by the Auditor, who shall make a report on the accounts.
- 18.6 The financial year of the Association shall be from 1st July to 30th June of the following year.
- 18.7 The Council shall conduct its financial transactions through banks or other financial institutions.
- 18.8 All cheques and/or electronic funds transfer payments shall be co-signed/co-authorised by any two of the following:
 - (a) the President;
 - (b) a Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer;
 - (e) the Immediate Past-President;
 - (f) a nominated subsidiary officer; or
 - (g) any other person nominated by the Committee.
- 18.9 For each financial year, the Committee shall ensure that the requirements imposed on the Association under Part 5 of the ACT relating to the financial statements or financial report of the Association are met.
- 18.10 The Association shall retain its financial records for at least seven (7) years after the transactions covered by the records are completed.
- 18.11 The Association's Auditor may attend the Annual General Meeting and any other general meeting and take part in discussions.

19. GENERAL MATTERS

Inspection of Association's books (records and documents)

- 19.1 This rule applies to a member who wants to inspect:
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or

- (c) any other record or document of the association that the Committee has given permission to be inspected.
- 19.2 The member must contact the secretary to make the necessary arrangements for the inspection.
- 19.3 The inspection shall be free of charge.
- 19.4 If the member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
- 19.5 The member may make a copy of or take an extract from a record or document referred to in Rule 19.1, but does not have a right to remove the record or document for that purpose.
- 19.6 The member must not use or disclose information in a record or document referred to in Rule 19.4 except for a purpose:
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

Use of the Common Seal and Executing Documents

- 19.7 The Association shall have and use a common seal inscribed with the name of the Association which shall be held in the custody of the president (or nominee) and it shall be used or affixed to any document after authority has been given by the Committee.
- 19.8 The affixing of the common seal of the Association shall be witnessed by any two of the president, the two vice-presidents, the secretary, the treasurer or a nominated subsidiary officer (if one is appointed).
- 19.9 The Association shall maintain a record of the name and address (residential, postal or email) of any person who is authorised to use the common seal of the Association.
- 19.10 The Association may execute a document or agreement without using a common seal if the document or agreement is authorised to be signed by a nominated subsidiary officer or any other person authorised to do so by the Committee.

Affiliation

- 19.11 The Association shall be affiliated to the Australian Geography Teachers' Association.

Amending the Association's Constitution/Rules

- 19.12 Notice of a Special Resolution/s regarding proposed changes to the Rules of the Association shall be given to members at least two weeks before the Annual General Meeting or a general meeting called to consider the proposed changes.
- 19.13 Changes to the Rules of the Association shall be made by a Special Resolution and agreed to by at least a three-quarters (75%) majority of members present and entitled to vote at a general meeting.

Disciplinary action - suspension or expulsion, resolving disputes and mediation

- 19.14 The Association shall deal with all matters concerning disciplinary action and/or resolving grievance disputes of a member or members by implementing the

procedure outlined in the Model Rules PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION.

Refer: <https://www.commerce.wa.gov.au/consumer-protection/model-rules>

20 DISSOLUTION

- 20.1 The Association may be dissolved or wound up by a Special Resolution and agreed to by at least a three-quarters (75%) majority of members present and entitled to vote at a general meeting called for that purpose.
- 20.2 If upon dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any assets whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other association incorporated under the Associations Incorporation Act (2015) and having objectives/aims similar wholly or in part to the objective and aims of the Association and which has rules prohibiting the distribution of its assets and income to its members.
- 20.3 In so far as effect cannot be given to such determination as specified in Rule 20.2, then its surplus property shall be distributed as determined by special resolution by reference to the entities identified in Section 24(1) of the ACT.

END