



POLITICAL AND LEGAL EDUCATORS ASSOCIATION OF WESTERN AUSTRALIA

CONSTITUTION

(effective 20 November 2018)

1. TITLE

The title of the Association shall be “Political and Legal Educators Association of Western Australia (Incorporated)”.

2. AIMS

The aims or objects of the Association shall be:

- i. To promote an interest in politics and law and be an agent for the spread of political and legal knowledge;
- ii. To promote teaching of, research in and the study of politics and law in Western Australia;
- iii. To provide an organisation through which teachers of politics, law, civics and citizenship and Humanities and Social Sciences may express opinions on education matters.
- iv. To provide a support network and professional learning, for teachers of ‘Politics and Law’ or civics and citizenship curriculums in Western Australia.
- v. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

3. POWERS

For the purpose of achieving or furthering these objects the Association shall have power:

- i. To purchase, sell, hold lease or rent real or personal property;
- ii. To 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;
- iii. To enter into any arrangements with any government or local government authority or instrumentality;
- iv. To employ, hire or engage managers, clerks, secretaries or other persons;
- v. To invest the moneys of the Association;
- vi. To make gifts or give prizes;
- vii. To amalgamate or associate with any other educational associations;
- viii. To do all such other things as are incidental or conducive to the objects of the Association; and
- ix. To operate as an incorporated association under the *Associations Incorporation Act 2015*, hereinafter referred to as the ‘Act’, to which these rules apply.

4. NOT-FOR-PROFIT BODY

- i. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion of the income or

property shall be paid, transferred or distributed directly or indirectly to the members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any office or employee of the Association or to any person other than a member, in return for services actually rendered to the Association.

- ii. A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule iii:
- iii. 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 reasonable expenses properly incurred by the member on behalf of the Association.

5. MEMBERSHIP

- i. Membership shall be available to any person or organisation interested in the aims of the Association and shall be granted to the discretion of the Association's Management Committee.
 - a. The applicant immediately becomes a member for that calendar year, when payment has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules.
- ii. Membership classes shall be:
 - a. Individual membership;
 - b. Honorary membership; awarded by the decision of a General Meeting upon the recommendation of the Committee of Management; Honorary members shall not be eligible to vote in general meetings, annual general meetings or on the Committee of Management unless they are currently also financial for another membership class.
 - c. Institutional membership;
 - d. Associate membership; that shall only be available to pre-service teachers and other categories of persons as determined by the Committee of Management; Associate members shall not be eligible to vote in general meetings or annual general meetings nor serve as officers or members on the Committee of Management.
- iii. A member shall cease to be a member if:
 - a. The member resigns;
 - b. The member fails to pay his or her dues;
 - c. The member is suspended or expelled
- iv. The Secretary, on behalf of the Association, shall keep and maintain an up-to-date register of members which shall include their names, institution or employment and

either postal or email address. A member upon a reasonable request of the Secretary may by request inspect in whole or part, but shall have no right to remove, the register at a time and place convenient to the Secretary.

- a. The member must not use or disclose information in a record or document referred to in subrule 5iv except for a purpose that is directly connected with the affairs of the Association; or that is related to complying with a requirement of the Act.
- v. The annual subscription for each class of membership shall be decided at the Annual General Meeting of the Association.
 - a. the Committee of Management may determine to offer temporary discounts on associate membership, providing it is not contrary to decisions by an annual general meeting.

6. OFFICERS

- i. The officers of the Association shall be:
 - a. A President;
 - b. A Vice-President;
 - c. A Secretary and
 - d. A Treasurer.
- ii. President;
The President has the following duties –
 - a. promoting the aims or objects of the Association;
 - b. chairing meetings of the Executive and of the Committee of Management;
 - c. consulting with the secretary regarding the business to be conducted at each committee meeting and general meeting.
 - d. convening and presiding at committee meetings and presiding at general meetings provided for in these rules – with the powers relating to the convening and presiding at such meetings; and
 - e. carrying out any other duty given to the president under these rules or by the Committee of Management.
- iii. Vice-President;
The Vice-President has the following duties –
 - a. promoting the aims or objects of the Association;
 - b. chairing meetings of the Executive and or Committee of Management in the absence of the president – with the powers relating to the convening and presiding at such meetings; and
 - c. carrying out any other duty given to the vice-president under these rules or by the Committee of Management.
- iv. Secretary;
The Secretary has the following duties –
 - a. dealing with the Association's correspondence;
 - b. consulting with the President regarding the business to be conducted at each committee meeting and general meeting;
 - c. preparing the notices required for meetings and for the business to be conducted at meetings;

- d. unless another member is authorised by the committee to do so, maintaining 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. maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - f. unless another member is authorised by the committee to do so, maintaining 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. ensuring 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. maintaining full and accurate minutes of committee meetings and general meetings; and
 - i. carrying out any other duty given to the secretary under these rules or by the Committee of Management.
- v. Treasurer;
- The Treasurer has the following duties —
- a. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association’s name;
 - b. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
 - c. ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
 - d. ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - e. ensuring the safe custody of the Association’s financial records, financial statements and financial reports, as applicable to the Association;
 - f. if the Association is a tier 1 association (with revenue of less than \$AUD 250 000 annually), coordinating the preparation of the Association’s financial statements before their submission to the Association’s annual general meeting;
 - g. if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association’s financial report before its submission to the Association’s annual general meeting;
 - h. providing 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; and
 - i. carrying out any other duty given to the Treasurer under these rules or by the Committee of Management.

7. MANAGEMENT

- i. The management of the affairs of the Association shall be vested in a Committee of Management.
- ii. The Committee of Management shall comprise the officers of the Association.

- iii. Members shall elect annually, by simple majority of those present at the Annual General Meeting of the Association, the Officers of the Association:
 - a. A President;
 - b. A Vice-President;
 - c. A Secretary and
 - d. A Treasurer.
- iv. The officers of the Association shall constitute the Executive of the Association, which shall be responsible for the day-to-day management of the Association.
- v. The Committee of Management shall have power to co-opt members of the Association for any special purpose, to appoint Committee members where a vacancy exists until election can occur at the next General Meeting, to appoint an Assistant to the Secretary and/or Treasurer as it deems necessary, and to appoint an auditor or reviewer.
 - a. There shall be a maximum of seven (7) general members of the Committee, in addition to the officers, who shall be elected annually, by simple majority of those members present at the Annual General Meeting of the Association. Such general members of the Committee must be members of the Association and will have voting rights in respect to any decision that requires a vote of the Committee.
 - b. The Committee may co-opt additional members onto the Committee, in excess of the above, however they shall have no voting rights in respect to any decision that requires a vote of the Committee.
- vi. Each member of the Committee will be required to be responsible for Association activities in at least one specific area of activities as determined by the Committee.
- vii. A quorum at a Committee meeting shall consist of a majority of voting Committee members and shall include the President, Vice-President or their nominee.
 - a. Use of technology to be present at committee meetings
 - (i). The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
 - (ii). A member who participates in a Committee meeting as allowed under subrule (i) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- viii. The Committee shall meet at least once a quarter, and shall be empowered to call a General Meeting at two weeks' notice.
- ix. Committee meetings shall be convened by the President at his discretion, provided that a Committee meeting must be held within two weeks from the date on which the President received a request for such a meeting from any two Committee members.
- x. Any member of the Association may place any matter on the agenda of a Committee meeting by submitting matter in writing to the Secretary at least one week before the date of the Committee meeting.
- xi. Each Committee member shall have one vote only (if eligible) in all matters requiring decision by vote. Honorary members shall not be entitled to vote.

- xii. The Officers, general members elected to, and members co-opted onto, the Committee of Management shall have a term of office from his or her election at an Annual General Meeting until the next Annual General Meeting after their election, but he or she is eligible for re-election to membership of the Committee.
- xiii. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member –
 - a. Dies
 - b. Resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
 - c. Is convicted of an offence under the Act;
 - d. Ceases to be a member of the Association;
 - e. Is the subject of a resolution passed by a general meeting of members terminating his or her appointment as an officer or Committee member; f. Is absent from more than
 - i. three consecutive Committee meetings; or
 - ii. three Committee meetings in the same term of office without tendering an apology to the Secretary;
 of which meetings the member received notice, and the Committee has resolved to declare the office vacant.
- xiv. The Committee of Management has the power to fill casual vacancies in the Committee of Management, with a co-opted member of the Committee of Management or any eligible and financial member of the association.
- xv. The acts of a committee or 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.

8. ANNUAL GENERAL MEETING

- i. The Annual General Meeting shall be held each year on a day and time to be arranged by the Committee, but no later than 4 months after the end of the Association's financial year.
- ii. The quorum shall consist of ten.
- iii. The business of the Annual General Meetings shall include:
 - a. Confirmation of minutes and matters arising;
 - b. The President's Report
 - c. The Treasurer's Report and Statement of Accounts for the preceding financial year;
 - d. The election of officers and members of the Committee;
 - e. The appointment of an auditor or reviewer;
 - f. Motions of notice; and
 - g. General business.

9. EXTRAORDINARY GENERAL MEETING

- i. An Extraordinary General Meeting may be called in one of the following ways:
 - a. By resolution of the Committee;

- b. By petition in writing by at least ~~ten~~ 10% of the members of the Association;
 - c. By resolution at a previous Annual General Meeting or Extraordinary General Meeting.
- ii. The quorum shall consist of ten.
 - iii. The business of the Extraordinary General Meeting shall deal solely with the matter(s) that led to the calling of the meeting and no other matter(s).

10. CHAIRMAN OF GENERAL MEETING

- i. The President, or in the President's absence a Vice-President, shall preside at the Annual General Meeting and at any Extraordinary General Meeting.
- ii. In the absence of the President or a Vice-President the meeting shall elect any member of the Association to preside.
- iii. The chairman of any General Meeting shall have a casting vote as well as a deliberative vote.

11. VOTING

- i. Only financial members shall be eligible to vote at any General Meeting of the Association.
- ii. 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.
- iii. At all General Meetings each member shall be entitled to one vote.
- iv. 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 and Fremantle provided that postal votes shall be received by the Secretary at least one week before the date of the General Meeting when voting occurs.

12. NOTICE OF MEETING

- i. Ten days' notice shall be given of the Annual General Meeting to all members.
- ii. Fourteen days' notice shall be given of an Extraordinary General Meeting to members.
- iii. Seven days' notice shall be given of a Committee meeting in any manner convenient to the Secretary.
- iv. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - a. sent by electronic transmission to an appropriate recorded electronic address of the member; and or
 - b. published on the Association's website.
 - c. *recorded* in this rule means recorded in the register of members.

13. MINUTES OF MEETING

- i. The Secretary, or in ~~his~~ their absence another member, shall keep minutes in a secure place as agreed by the Officers of the Association of all General Meetings and Committee Meetings.
- ii. Subject to the discretion of the President, minutes of all meetings shall be open to inspection by any member at a time and place convenient to the Secretary.

13A. CUSTODY OF REGISTER, BOOKS AND SECURITIES

- i. The register of members must be kept at a secure place agreed by the Officers of the Association, under the control of the secretary.
- ii. Subject to subrule iii the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- iii. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in a secure place, agreed by the Officers of the Association, or under the treasurer's control.
- iv. Subrules ii and iii have effect except as otherwise decided by the committee.
- v. The books of the Association must be retained for at least seven (7) years.

13B. RESOLVING DISPUTES

- i. If a dispute arises between members or between one or more members and the Association, it shall be resolved by the following procedure:
- ii. Either party must provide the Secretary and the other party with written notice outlining the matters in dispute.
- iii. At the next Committee meeting, the Committee of Management must give due consideration to the submissions that are made, and then determine the dispute.
- iv. For the purpose of determining the dispute, any committee member who is a party to the dispute must not be involved in the determination of the dispute. This exclusion does not apply if the dispute is between a member and the Association.
- v. The Committee of Management must give written notice of their decision within 7 days of the Committee of Management's meeting.
- vi. The Committee of Management's decision is final.

14. SUSPENSION AND EXPULSION

- i. Any member of the Association whose conduct, in the opinion of the Committee is prejudicial to the interests of the Association may be suspended or removed from membership of the Association by a majority of at least two-thirds of the Committee voting at a meeting of the Committee called for that purpose and for which seven days' notice shall be given to all members of the Committee and to the member whom it is proposed to suspend or expel.
- ii. The member whom it is proposed to suspend or expel may attend such a meeting for the purpose of being heard and offering an explanation for his/her alleged conduct if he or she so desires.
- iii. An appeal shall lie to an Extraordinary General Meeting which shall be called by the Committee at the request in writing of the member who has been suspended or expelled within seven days of the Committee's decision.
- iv. Any member who is suspended or expelled shall not be entitled to any refund of any subscription.
- v. On appeal from a decision of the Committee, the Extraordinary General Meeting may make such resolution as it may see fit to allow or disallow the appeal in whole or in part and may vary the decision of the Committee.
- vi. Where a member is suspended such member shall be deemed to be not a member during the period of his suspension until such time as his suspension is lifted.

15. RESIGNATION

- i. Any person who wishes to resign his membership shall do so in writing by letter addressed to the Secretary.
- ii. Any person who fails to pay his annual subscription before June 30 of each year shall be deemed to have resigned from the membership of the Association.

[16. Removed by special resolution on 17 November 2017]

17. FINANCE

- a. The Committee shall cause true accounts to be kept of the moneys received and expended.
- b. A balance sheet containing a summary of the assets and liabilities of the Association, together with a statement of profit and loss for the preceding year shall be made out and submitted to the Annual General Meeting.
- c. The account shall be audited or reviewed by the Auditor or Reviewer who shall make a report on the accounts.
- d. The financial year of the Association shall be each period commencing 1 October and ending on 30 September in the following year.
- e. The Committee shall conduct its financial transactions through banks or other financial institutions.
- f. All cheques and all financial transactions making payments shall be signed or authorised by any two of the following:
 - i. A President;
 - ii. A Vice-President;
 - iii. A Secretary and iv. A Treasurer.
- g. The accounts shall be open to inspection by any member upon giving reasonable notice to the Treasurer at a time and place convenient to the Treasurer.

18. AUDITOR OR REVIEWER

The auditor or reviewer shall be appointed by resolution at the Annual General Meeting to audit or review the accounts and he or she shall not be a member of the Committee. The auditor or reviewer may attend the Annual General Meeting and take part in discussions.

19. COMMON SEAL

The Association shall have and use a common seal inscribed with the name of the Association which shall be held in custody of the President and it shall be used or affixed to any document after authority has been given by the Committee. The affixation of the seal shall be witnessed by the President and any two members of the Committee.

20. DISSOLUTION

- a. The Association may, at any time, with the consent of a majority of not less than three-fourths of the members present at a General Meeting called for the purpose, be dissolved.
- b. If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be

given or transferred to some other association or institution having objects similar wholly or in part to the objects of the Association and which shall prohibit the distribution of their income and property among it or their members or to some charitable object or objects which association, institution or object shall be determined by the members of the Association at or before the time of dissolution or winding up, in accordance with section 24 of the *Associations Incorporation Act 2015 (WA)* or in default thereof or if insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court.

21. AMENDING THE CONSTITUTION

- a. Notice of motions regarding proposed amendments to the Constitution 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 amendments.
- b. Amendments to the Constitution of the Association shall be agreed to by special resolution by a majority of not less than three-fourths of members voting in person or by postal vote at a meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
- c. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact and as such is so declared.