

**THE GRADUATE MANAGEMENT  
ASSOCIATION OF THE UNIVERSITY OF  
WESTERN AUSTRALIA (INC.)**

# **CONSTITUTION**

**2012 REVISION**



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## CONSTITUTION

### 1 NAME

The name of the Association is "Graduate Management Association of the University of Western Australia (Inc.).

### 2 DEFINITIONS

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1987 (WA)*.

**address** includes residential, postal and electronic addresses.

**Annual General Meeting** is the meeting convened under clause 19(a).

**Association** means the Association referred to in clause 1.

**Business School** means the Business School of the University of Western Australia.

**Commissioner** means the Commissioner for Consumer Protection exercising powers under the Act.

**Constitution** means this Constitution of the Association as amended or replaced from time to time.

**Constitution (2010 Revision)** means the revision of this Constitution adopted on or about 30 October 2010.

**Constitution (2012 Revision)** means the revision of this Constitution adopted on or about 19 September 2012.

**Council** means the Council of Management of the Association referred to in clause 11.1.

**convene** means to call together for a formal meeting.

**correspondence** means written communication and includes electronic correspondence.

**Council Meeting** means a meeting referred to in clause 18.

**Council Member** means a person referred to in clause 11.1.

**DMS** means the electronic document management system maintained by the Council from time to time.

**Financial Year** means a period not exceeding 15 months fixed by the Council, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year.

**General Meeting** means a meeting to which all members are invited.

**GSM** means the Graduate School of Management of the University of Western Australia.

**Member** means member of the Association.

**Membership Coordinator** means the Membership Coordinator referred to in clause 11.1(e).

**Ordinary Resolution** means resolution other than a Special Resolution.

**Poll** means voting conducted in written form (as opposed to a show of hands).

**President** means:

- (a) in relation to the proceedings at a Council Meeting or General Meeting, the person presiding at the Council Meeting or General Meeting in accordance with clause 12; or
- (b) otherwise than in relation to the proceedings referred to in paragraph a) of this Clause, the person referred to in 11.1(a), or, if that person is unable to perform his or her functions, the Vice President.

**Special General Meeting** means a General Meeting other than the Annual General Meeting.

**Secretary** means the Secretary referred to in clause 11.1(c).

**Special Resolution** has the meaning given by section 24 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three fourths of the members of the Association who are entitled under this Constitution to vote and vote in person or, where proxies or postal votes are allowed by this Constitution by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

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 unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with this Constitution or, if this Constitution does not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

**Treasurer** means the Treasurer referred to in clause 11.1(d).

**Vice-President** means the Vice-President referred to in 11.1(b).

### **3 OBJECTIVES**

- (a) The objectives of the Association are to:
  - (i) secure a general acceptance of standards and principles conforming to requirements of business administration, economic soundness, ethical practice and the public interest;

- (ii) publish through any medium, material relating to business administration or which furthers the aims and objectives of the Association;
  - (iii) promote and foster public awareness of postgraduate degrees offered by the Business School and to generate a positive image of these degrees in the eyes of the public, the business community and the Government;
  - (iv) provide a forum for continuing education in all areas relating to business administration;
  - (v) provide and promote introductions and interaction for and between Members, to increase and enhance Members' business, social and recreational opportunities; and
  - (vi) liaise with the Business School, other graduate management associations and other organisations for the furtherance of the objectives of the Association.
- (b) The Association will represent graduates and the current Business School postgraduate student body.
  - (c) The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objectives.

#### **4 POWERS**

Subject to this Constitution, and section 13 of the Act, the Association may do all things necessary or convenient for carrying out its objectives and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) act as trustee and accept and hold real and personal property upon trust, but not do any act or thing as trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution.

## 5 PATRON

The Association may from time to time appoint, subject to his or her acceptance, a Patron and one or more Vice-Patrons at a General Meeting of Members on the recommendation of the Council.

## 6 QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

- (a) Membership of the Association is personal to the Member and is not transferable.
- (b) Membership will be divided into the following categories:
  - (i) **Associate Member** means a student enrolled in a postgraduate degree course at the Business School, or other course as approved by the Council;
  - (ii) **Affiliate Member** means a graduate of a masters or doctoral business degree from a non-Western Australian university, as approved by the Council;
  - (iii) **Honorary Member** means an individual who, in the opinion of the Council, has made a particularly significant contribution to the objectives of the Association or for other sufficient reason;
  - (iv) **Life Member** means a person who has been awarded a postgraduate degree from the Business School or former GSM, or other course as approved by the Council, but recognised in the register of the Members of the Association as a 'Life Member' ; and
  - (v) **Postgraduate Member** means a person who has been awarded a postgraduate degree from the Business School or former GSM, or other course as approved by the Council, but recognised in the register of the Members of the Association as a 'Postgraduate Member';
- (c) From 1 February 2013, no person will be admitted to the category of Life Member.
- (d) A person who wishes to become a Member is required to apply for membership to the Council in writing and in such form as the Council from time to time directs.
- (e) Council must consider each application made under clause 6(d) at a Council Meeting and must at the Council Meeting or the next Council Meeting accept or reject that application.
- (f) An applicant whose application for membership of the Association is rejected under clause 6(e) must, if he or she wishes to appeal against that decision, give written notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (g) When notice is given under clause 6(g), the Association in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Council to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.

## **7 REGISTER OF MEMBERS OF ASSOCIATION**

- (a) The Association must keep and maintain in an up to date condition a register of the Members of the Association and their postal or residential addresses, e-mail address and membership category, and that register may be an electronic register. Upon the request of a Member, the Association shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. If the register is an electronic register, the Member may only inspect a 'pdf' copy of the register, and the only a 'pdf' copy of the register shall be available to be copied or extracted.
- (b) If the register is a hard copy register, it must be so kept and maintained by the Membership Coordinator at his or her place of residence or at such other place as the members at a general meeting decide. If the register is an electronic register, it must be kept within the DMS.
- (c) The Membership Coordinator must cause the name of a person who dies or who ceases to be a Member under clause 10 to be deleted from the register of Members referred to in clause 7(a).

## **8 SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

- (a) The Council may from time to time determine the amount of the subscription fee to be paid by each Member.
- (b) Excepting Life Members, each Member must pay to the Treasurer, annually on or before 1 July or such other date as the Council from time to time determines the amount of the subscription fee determined under clause 8(a).
- (c) Subject to clause 8(d), a Member whose subscription fee is not paid within 3 months after the due date fixed by or under clause 8(b) ceases on the expiry of that period to be a Member, unless the Council decides otherwise.
- (d) A person exercises all the rights and obligations of a Member for the purposes of this Constitution if his or her subscription is paid on or before the relevant date fixed by or under clause 8(b) or within 3 months thereafter, or such other time as the Council allows.

## **9 TERMINATION OF MEMBERSHIP OF THE ASSOCIATION**

Membership of the Association may be terminated upon:

- (a) receipt by the Membership Coordinator or another Council Member of a notice in writing from a Member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination;
- (b) non-payment by a Member of his or her subscription within 3 months of the date fixed by the Council for subscriptions to be paid, unless the Council decides otherwise in accordance with clause 8(c); or
- (c) expulsion of a Member in accordance with clause 10.

## **10 SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION**

- (a) If the Council considers that a Member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Council must communicate, either orally or in writing, to the Member:
- (i) notice of the proposed suspension or expulsion and of the time, date and place of the Council Meeting at which the question of that suspension or expulsion will be decided; and
  - (ii) particulars of that conduct,
- not less than 30 days before the date of the Council Meeting referred to in clause 10(a)(ii)).
- (b) At the Council Meeting referred to in a notice communicated under clause 10(a), the Council may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, within a reasonable time after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (c) Subject to clause 10(e), a Member has his or her membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to him or her under clause 10(b).
- (d) A Member who is suspended or expelled under clause 10(b) must, if he or she wishes to appeal against that suspension or expulsion, give written notice to the Secretary of his or her intention to do so within the period of 14 days referred to in clause 10(c).
- (e) When notice is given under clause 10(d):
- (i) the Association in a General Meeting, must, by vote decided by a simple majority of votes cast on a show of hands, either confirm or set aside the decision of the Council to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
  - (ii) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Council to suspend or expel him or her is confirmed under this clause 10.

## **11 COUNCIL**

### **11.1 Council make-up**

The affairs of the Association will be managed exclusively by a Council consisting of:

- (a) a President;
- (b) a Vice-President;

- (c) a Secretary;
- (d) a Treasurer;
- (e) a Membership Coordinator;
- (f) 4 Associate Members, 1 of whom shall be a full-time international student;
- (g) 2 other persons; and
- (h) 1 appointee of the Dean of the Business School;

all of whom, except the appointee of the Dean of the Business School and Associate Members, must be Postgraduate or Life Members.

## 11.2 Appointment

- (a) Subject to clause 11.3(e), and except appointees of the Dean of the Business School, Council Members shall, subject to this Constitution and procedures described in the by-laws (if any) from time to time, be elected by vote decided by a simple majority of votes cast on a show of hands of Members voting at the Annual General Meeting and shall hold office subject to this Constitution and the by-laws (if any). Elected Members of the Council shall assume their appointments at the conclusion of the Annual General Meeting at which their election is declared.
- (b) Subject to clause 11.3(f), at the Annual General Meeting in every year:
  - (i) except for the appointee of the Dean of the Business School:
    - (A) one-half of all Postgraduate and Life Members then sitting as Members of the Council; or
    - (B) if the number of all Postgraduate and Life Members then sitting as Members of the Council is not a multiple of 2, the number of Postgraduate and Life Members nearest but under one half, and any other Council Member not in such one-half who has held office for 2 years or more; and
  - (ii) all Associate Members,

must retire from office.
- (c) The Council Members to retire at any Annual General Meeting must be those who have been longest in office since their last election, but, as between persons who became Council Members on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.
- (d) No Council Member shall hold office for a period in excess of 2 years or until the second Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election or re-appointment as a new Council Member.
- (e) A retiring Council Member is eligible for re-election or re-appointment as a new Council Member.

### 11.3 Nomination for Council

- (a) Except for nominees under clause 11.3(d), a person is not eligible for election to membership of the Council unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (i) the nominator; and
  - (ii) the nominee to signify his or her willingness to stand for election,
- to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.
- (b) A person who is eligible for election or re-election under this clause 11 may:
- (i) propose or second himself or herself for election or re-election; and
  - (ii) vote for himself or herself.
- (c) If the number of persons nominated in accordance with clause 11.3(a) for election to membership of the Council does not exceed the number of vacancies in that membership to be filled:
- (i) the Secretary must report accordingly to; and
  - (ii) the President must declare those persons to be duly elected as Members of the Council at the Annual General Meeting concerned.
- (d) If vacancies remain on the Council after the declaration under clause 11.3(c), additional nominations of Council Members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as Members of Council. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Council, elections for those positions must be conducted.
- (e) If a vacancy remains on the Council after the application of clause 11.3(d), or when a casual vacancy within the meaning of clause 16 occurs in the membership of the Council:
- (i) the Council may appoint a Member to fill that vacancy; and
  - (ii) a Member appointed under this Clause will:
    - (A) hold office until the election referred to in clause 11.2; and
    - (B) be eligible for election to membership of the Council,
- at the next following Annual General Meeting.
- (f) A Council Member appointed under Clause 11.3(e) is not to be taken into account in determining the Council Members who are to retire under Clause 11.2(b).
- (g) Council Members shall elect the office bearers in clauses 11.1(a), 11.1(b), 11.1(c), 11.1(d) and 11.1(e) from within their number. If the result of an office

bearer election is a tie, the President may elect to declare a casting vote in addition to their deliberative vote, except that the immediate past President shall cast the deliberative vote in the event that the tie in in relation to the election of the President.

- (h) Each Council Member shall be entitled to vote for each office bearer.
- (i) A candidate for the office of:
  - (i) President must be a Postgraduate or Life Member, elected to Council, and have been a Council Member for at least 6 months; and
  - (ii) Vice President, Secretary, Treasurer or Membership Coordinator must be a Postgraduate or Life Member or a provisional Council Member under clause 11.3(k).
- (j) No person shall hold more than one office on the Council at any one time, but may hold that office until retiring under clause 11.2(b).
- (k) Associate Members who are in their final trimester/semester of study at the date of election may also nominate for Postgraduate Council positions. If elected to Council, their Council Membership shall be provisional upon successful completion of their degree in the current semester/trimester of study, as well as becoming a Postgraduate Member of the GMA within one month of completion of studies.
- (l) The Council may delegate, in writing, to one to more Committees (consisting of such Member or Members of the Association as the Council thinks fit) the exercise of such functions of the Council as are specified in the delegation other than:
  - (i) the power of delegation; and
  - (ii) a function which is a duty imposed on the Council by the Act or any other law.
- (m) Any delegation under clause 11.3(l) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Council may continue to exercise any function delegated.
- (n) The Council may, in writing, revoke wholly or in part any delegation under clause 11.3(l).

## **12 PRESIDENT AND VICE-PRESIDENT**

- (a) The President must preside at all General Meetings and Council Meetings.
- (b) In the event of the absence from a General Meeting of:
  - (i) the President, the Vice-President; or
  - (ii) both the President and the Vice-President,a Member elected by the other Members present at the General Meeting must preside at the General Meeting.

- (c) In the event of the absence from a Council Meeting of:
  - (i) the President, the Vice-President; or
  - (ii) both the President and the Vice-President,
 a Council Member elected by the other Council Members present at the Council Meeting must preside at the Council Meeting.
- (d) A person may not serve as President for more than two consecutive terms.

### **13 SECRETARY**

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Council and of the Association;
- (c) comply on behalf of the Association with:
  - (i) section 28 of the Act by keeping and maintaining in an up to date condition the Constitution of the Association and, upon the request of a Member of the Association, must make available the Constitution for the inspection of the Member and the Member may make a copy of or take an extract from the Constitution but will have no right to remove the Constitution for that purpose; and
  - (ii) section 29 of the Act by maintaining a record of:
    - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by this Constitution, including all offices held by the persons who constitute the Council and persons who are authorised to use the common seal of the Association under clause 25; and
    - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in this clause 13(c) but other than those required by clause 14 and clause 15 to be kept and maintained by, or in the custody of, the Treasurer and the Membership Coordinator respectively;
- (d) keep and maintain the Council's DMS;
- (e) act as contact point for any administration contractors providing administration services to the Council;

- (f) perform such other duties as are imposed by this Constitution on the Secretary.

#### **14 TREASURER**

The Treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in clause 14(a) into such account or accounts of the Association as the Council may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Council and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Council Member, or by any two others as are authorised by the Council, but, unless otherwise directed by the Council, all electronic funds transfers may be made by the Treasurer acting alone with the prior written consent of either the President, Vice President or Secretary;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year;
- (e) whenever directed to do so by the President, submit to the Council a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books, electronic accounts and passwords and documents of a financial nature and accounting records of the Association, including those referred to in clauses 14(d) and 14(e); and
- (g) perform such other duties as are imposed by this Constitution on the Treasurer.

#### **15 MEMBERSHIP COORDINATOR**

The Membership Coordinator must comply on behalf of the Association with section 27 of the Act with respect to the register of Members of the Association, as referred to in Clause 7. In particular, the Membership Coordinator must:

- (a) establish a committee of Council Members to be the membership committee;
- (b) convene and preside at all membership committee meetings;

- (c) establish and maintain a membership card system that will allow identification of Members and membership type;
- (d) review, on an annual basis, the schedule of fees for all Members;
- (e) review, on an annual basis, the Honorary Membership group, for approval at the least Council meeting before each Annual General Meeting; and
- (f) report to Council on a monthly basis about membership issues, including but not limited to the number and quality of new Members admitted to the Association.

## **16 CASUAL VACANCIES IN MEMBERSHIP OF COUNCIL**

A casual vacancy occurs in the office of a Council Member and that office becomes vacant if the Council Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Council Member is the President, to the Vice-President and that resignation is accepted by resolution of the Council;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) 3 consecutive Council Meetings; or
  - (ii) 3 Council Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Council Meetings;

of which meetings the Member received notice, and the Council has resolved to declare the office vacant;
- (f) ceases to be a Member of the Association; or
- (g) is the subject of a resolution passed by a General Meeting of Members terminating his or her tenure as a Council Member.

## **17 GENERAL POWERS OF COUNCIL**

- (a) The Council may exercise all such powers and do all such things as are permitted under this Constitution and which are not hereby or by statute required to be done by Members in General Meeting. These powers include the making of by-laws in respect of any matter within the power of the Association or of the Council, but subject nevertheless to the provisions of any Western Australian laws and the Constitution and directions given from time to time by the Members in General Meeting.
- (b) The power to make by-laws under this Constitution shall include the power to rescind or vary any by-law.

## **18 PROCEEDINGS OF COUNCIL**

- (a) The Council must meet together for the dispatch of business not less than 3 times in each year and the President, or at least half the Members of the Council, may at any time convene a meeting of the Council.
- (b) Each Council Member has a deliberative vote.
- (c) A question arising at a Council Meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Council Meeting will have a casting vote in addition to his or her deliberative vote.
- (d) At a Council Meeting 4 Council Members constitute a quorum.
- (e) Subject to this Constitution, the procedure and order of business to be followed at a Council Meeting must be determined by the Council Members present at the Council Meeting.
- (f) As required under sections 21 and 22 of the Act, a Council Member having any direct or indirect pecuniary interest or any direct or indirect conflicting interest in a contract or act, or proposed contract or act, made by, or in the contemplation of, the Council (except if that pecuniary interest exists only by virtue of the fact that the Member of the Council is a Member of a class of persons for whose benefit the Association is established), must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council; and
  - (ii) not take part in any deliberations or decision of the Council with respect to that contract.
- (g) Clause 18(f)(i) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Member of the Council is an employee of the Association.
- (h) The Secretary must cause every disclosure made under clause 18(f)(i) by a Member of the Council to be recorded in the minutes of the meeting of the Council at which it is made.

## **19 GENERAL MEETINGS**

- (a) The Council:
  - (i) may at any time convene a Special General Meeting;
  - (ii) must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
  - (iii) must, within 30 days of:

- (A) receiving a request in writing to do so from not less than ten Members, convene a Special General Meeting for the purpose specified in that request; or
  - (B) the Secretary receiving a notice under clause 10(d), convene a General Meeting to deal with the appeal to which that notice relates.
- (b) must, after receiving a notice under clause 6(f), convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Council's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Council.
- (c) The Members making a request referred to in clause 19(a)(iii)(A) must:
  - (i) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (ii) sign that request.
- (d) If a Special General Meeting is not convened within 30 days of:
  - (i) receipt of a request under clause 19(a)(iii)(A), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Council; or
  - (ii) receipt of a notice under clause 19(a)(iii)(B), the Member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Council.
- (e) When a Special General Meeting is convened under clause 19(d) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- (f) Subject to clause 19(h), the Secretary must give to all Members not less than 14 days notice of a Special General Meeting and that notice must specify:
  - (i) when and where the General Meeting concerned is to be held; and
  - (ii) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- (g) Subject to clause 19(h), the Secretary must give to all Members not less than 21 days notice of an Annual General Meeting and that notice must specify:
  - (i) when and where the Annual General Meeting is to be held;
  - (ii) the particulars and order in which business is to be transacted, as follows:
    - (A) the consideration of the accounts and reports of the Council;
    - (B) the election of Council Members to replace outgoing Council Members; and

- (C) any other business requiring consideration by the Association at the General Meeting.
- (h) A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in clauses 19(f) or 19(g), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- (i) The Secretary must give a notice under clauses 19(f), 19(g) or 19(h) by serving it on a Member personally at, or by sending by post in a prepaid envelope to, the Member's address as shown in the register of Members or such other address, or by sending it to the fax number or electronic address which the Member has supplied to the Association for the giving of notices.

## **20 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

- (a) At a General Meeting 12 Members present in person constitute a quorum.
- (b) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under clauses 19(f) or 19(g):
  - (i) as a result of a request or notice referred to in clause 19(a)(iii) or as a result of action taken under clause 19(d) a quorum is not present, the General Meeting lapses; or
  - (ii) otherwise than as a result of a request, notice or action referred to in paragraph a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (c) If within 30 minutes of the time appointed by clause 20(b)(ii) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (d) The President may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (e) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (f) When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under clause 19 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- (g) At a General Meeting:
  - (i) subject to clause 20(i), an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
  - (ii) a Special Resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a Poll is demanded, in accordance with clauses 20(i) and 20(k).

- (h) A declaration by the President of a General Meeting that a resolution has been passed as an Ordinary Resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a Poll is demanded in accordance with clause 20(i).
- (i) At a General Meeting, a Poll may be demanded by the President or by 3 or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- (j) If a Poll is demanded and taken under clause 20(i) in respect of an Ordinary Resolution, a declaration by the President of the result of the Poll is evidence of the matter so declared.
- (k) If the result of the Poll under clause 20(j) is a tie, the President may elect to declare a casting vote in addition to their deliberative vote.
- (l) A Poll demanded under clause 20(i) must be taken immediately on that demand being made.

## **21 MINUTES OF MEETINGS OF ASSOCIATION**

- (a) The Secretary must cause proper minutes of all proceedings of all General Meetings and Council Meetings to be taken and then to be entered within 30 days after the holding of each GMA General Meeting or Council Meeting, as the case requires, and electronic minutes may be kept within the DMS.
- (b) The President must ensure that the minutes taken of a General Meeting or Council Meeting under clause 21(a) are checked and signed as correct by the President of the General Meeting or Council Meeting to which those minutes relate or by the President of the next succeeding General Meeting or Council Meeting, as the case requires.
- (c) When minutes have been entered and signed as correct under this clause 21, they are, until the contrary is proved, evidence that:
  - (i) the General Meeting or Council Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at such meeting did in fact take place at that meeting; and
- (d) all appointments or elections purporting to have been made at such meeting have been validly made.

## **22 VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

Subject to this Constitution, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.

## **23 PROXIES OF MEMBERS OF ASSOCIATION**

A Member (**Appointing Member**) may appoint in writing another Member who is a natural person to be the proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at, any General Meeting.

## **24 CONSTITUTION OF THE ASSOCIATION**

- (a) The Association may alter or rescind this Constitution, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:
  - (i) subject to clauses 24(a)(iv) and 24(a)(v), the Association may alter its Constitution by Special Resolution but not otherwise;
  - (ii) within one month of the passing of a Special Resolution altering its Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Member of the Council certifying that the resolution was duly passed as a Special Resolution and that the Constitution of the Association as so altered conform to the requirements of this Act;
  - (iii) an alteration of the Constitution of the Association does not take effect until clause 24(a)(ii) is complied with;
  - (iv) an alteration of the Constitution of the Association having effect to change the name of the Association does not take effect until clauses 24(a)(i) to 24(a)(iii) inclusive are complied with and the approval of the Commissioner is given to the change of name; and
  - (v) an alteration of the Constitution of the Association having effect to alter the objectives or purposes of the Association does not take effect until clauses 24(a)(i) to 24(a)(iii) are complied with and the approval of the Commissioner is given to the alteration of the objectives or purposes.
- (b) This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by all their provisions.
- (c) The Constitution (2010 Revision) was passed by Special Resolution of the Members on 30 October 2010.
- (d) This version of the Constitution is the Constitution (2012 Revision), which shall be put to the Members on 19 September 2012.

## **25 COMMON SEAL OF ASSOCIATION**

- (a) The Association must have a common seal on which its corporate name appears in legible characters.
- (b) The common seal of the Association must not be used without the express authority of the Council and every use of that common seal must be recorded in the minutes of the next meeting of Council.
- (c) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.
- (d) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Council from time to time decides.

- (e) The Council may delegate signing authority to Council Members in any manner which it determines by Special Resolution.

## **26 INSPECTION OF RECORDS, ETC. OF ASSOCIATION**

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association, but only in the presence of a Council member.

## **27 DISPUTES AND MEDIATION**

- (a) The grievance procedure set out in this clause 27 applies to disputes under this Constitution between:
  - (i) a Member and another Member; or
  - (ii) a Member and the Association; or
  - (iii) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (b) 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.
- (c) 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.
- (d) The mediator must be
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) in the case of a dispute between a Member and another Member, a person appointed by the Council of the Association;
    - (B) in the case of a dispute between a Member or relevant non-member as defined by clause 27(a)(iii) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A Member of the Association can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party;

- (iii) and
- (iv) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) 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.

## **28 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objectives and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members.