



CONSTITUTION

Of

The Mathematical Association
Of Western Australia (Inc.)

ADOPTED April 2021

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1. NAME

The name of the Association shall be 'The Mathematical Association of Western Australia (Inc).'

2. DEFINITIONS

In this constitution...

- 2.1. **'AAMT'** means the Australian Association of Mathematics Teachers.
- 2.2. **'Act'** means the Associations Incorporation Act 2015.
- 2.3. **'Annual General Meeting (AGM)'** means the meeting of members to which all members must be invited.
- 2.4. **'appointing member'** means a member who appoints another member on the appropriate proxy form for the purpose of voting at an Annual or a Special General Meeting.
- 2.5. **'assembly'** means the body of members present at any General meeting.
- 2.6. **'Association'** means The Mathematical Association of Western Australia (Inc.).
- 2.7. **'ballot'** means a vote in writing.
- 2.8. **'Board'** – means the Board of Directors of the Association.
- 2.9. **'casual vacancy'** means that one or more positions on the Committee has become vacant for any of the reasons set out in the Constitution.
- 2.10. **'category'** means the class of membership according to the Constitution.
- 2.11. **'Chairperson'** means the person presiding at any meeting.
- 2.12. **'convene'** means to call together for a formal meeting.
- 2.13. **'Executive Committee'** means the President, Immediate Past President, President Elect, Treasurer and Executive Officer.
- 2.14. **'financial year'** means the period commencing on 1 January and ending on 31 December of each year.
- 2.15. **'General Meeting'** is a general term that covers Committee, Annual and Special General Meetings.
- 2.16. **'Individual Member'** means a person who is interested in mathematics education who meets all of the obligations for individual membership in accordance with this Constitution. This includes: Educational/Teacher, Student, Concessional, Family, Reciprocal and Life Members.
- 2.17. **'Institutional Member'** means any school or education institution interested in mathematics education and the objects of this Constitution which meets all of the obligations for institutional membership in accordance with this Constitution. This includes: Educational/School and Business/Company Members. Institutional members cannot be Board Directors.
- 2.18. **'ordinary resolution'** means a resolution on matters that do not require a special resolution as defined in this Constitution.
- 2.19. **'proxy'** means the member who has been duly appointed in writing by another member to vote on his or her behalf at an Annual or a Special General Meeting.

- 2.20. **'proxy form'** means that form provided by the Association for the purpose of appointing a proxy and setting out the limitations or otherwise of the proxy.
- 2.21. **'proxy vote'** means the vote cast by a proxy on behalf of another member on the particular matters nominated on the proxy form.
- 2.22. **'Returning Officer'** means the person who has been appointed by the Committee to be responsible for ensuring the election is conducted in a fair and impartial manner.
- 2.23. **'rising vote'** means a ballot by means of collection and counting of tokens signifying voting intention.
- 2.24. **'Scrutineer'** means a person appointed by a candidate in an election who observes the voting and/or the counting of ballot papers, in order to check that election rules are followed.
- 2.25. **'simple majority'** means the number of votes cast in the affirmative is greater than the number of votes cast in the negative.
- 2.26. **'Special General Meeting'** means a general meeting of members, other than the Annual General Meeting, to which all members must be invited for the purpose of dealing with one or more motions-on-notice.
- 2.27. **'special resolution'** means a resolution dealing with matters such as, but not limited to:
- Amendment/s to the Constitution.
 - Suspension or modification of a part of the Constitution.
 - Removal of any member of the Board from office.
- 2.28. **'the Executive Officer'** means the Executive Officer referred to in Section 6.
- 2.29. **'the Immediate Past President'** means the Immediate Past President referred to in Section 6.
- 2.30. **'the President'** means the President referred to in Section 6.
- 2.31. **'the President Elect'** refers to the person who will assume the role of President following the Annual General Meeting.
- 2.32. **'the Office'** means premises kept by the Association for the purposes of the business of the Association.
- 2.33. **'TRBWA'** means the Teacher Registration Board of Western Australia.
- 2.34. **'the Treasurer'** means the Treasurer referred to in Section 6.
- 2.35. **'three-fourths majority'** means not less than three-fourths of the votes cast in the affirmative by members present and voting or voting by proxy (i.e., 75% or greater).
- 2.36. **'voting member'** means person meets the requirements of Individual Member or Institutional Member.

3. OBJECTS AND POWERS OF THE ASSOCIATION

3.1. OBJECTS

- 3.1.1. To effect improvements in mathematics education, principally in Western Australian schools, universities, colleges and other educational institutions.
- 3.1.2. To disseminate knowledge related to mathematics and mathematics education, principally in Western Australian schools, universities, colleges and other educational institutions.
- 3.1.3. To promote and protect the interests and welfare of all members in matters relating to clauses 3.1.1. and 3.1.2.
- 3.1.4. To enable members to act in a body in any dealings with any other organisation in matters relating to clauses 3.1.1. and 3.1.2.
- 3.1.5. To speak on behalf of and represent the views of members generally.
- 3.1.6. To encourage and facilitate social activities and promote good fellowship among members.
- 3.1.7. The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation of services rendered or expenses incurred on the behalf of the organisation.

3.2. **POWERS**

The Association shall have all the powers conferred by the Act as amended, including the power to:

- 3.2.1. Purchase, lease, hire or otherwise acquire property, including real estate, and to hold, deal with, develop and dispose of such property to the benefit of the Association;
- 3.2.2. administer any property on trust;
- 3.2.3. open and operate bank accounts;
- 3.2.4. invest or otherwise deal with monies of the Association in such manner as from time to time is deemed beneficial to and is authorised by the Association;
- 3.2.5. apply for, accept, and administer grants appropriate to the Association's objectives;
- 3.2.6. borrow money upon such terms and conditions as the Association thinks fit;
- 3.2.7. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 3.2.8. appoint agents to transact any business of the Association on its behalf;
- 3.2.9. enter into any contract it considers necessary or desirable; and
- 3.2.10. do all such things as are conducive or incidental to the attainment of the objectives of the Association.

4. **AFFILIATION**

The Association shall be affiliated with AAMT. The amount required for the purpose of paying affiliation fees shall be deducted from each member's annual subscription. The payment of this amount shall provide

membership of AAMT together with all privileges of membership. These monies shall be separately accounted for by the Treasurer.

5. MEMBERSHIP

5.1. MEMBERSHIP CATEGORIES

5.1.1. Membership of the Association shall be open to any person or educational organisation or institution that supports the objectives of the Association and will be recognised upon receipt of the completed membership form and annual subscription.

5.1.2. The categories of membership of the Association shall be:

5.1.2.1. **Individual Members**, who may be further classified as one of the following:

5.1.2.1.1. **Educational/Teacher Members**

Any person interested in mathematics or working within mathematics education.

5.1.2.1.2. **Student Members**

Any person who is training to be a teacher and is not yet registered with the TRBWA.

5.1.2.1.3. **Concessional Members**

Any person who is working towards full registration with the TRBWA (maximum period 3 years) or who has retired from employment.

5.1.2.1.4. **Family Members**

Any person (not classified in another category) interested in mathematics or mathematics education for their children or children in their care.

5.1.2.1.5. **Reciprocal Members**

Any member who is a current financial member of another AAMT affiliated mathematical association or another WA professional education association.

5.1.2.1.6. **Life Members**

Any person who has rendered outstanding service, in the judgement of the Board, to the Association.

5.1.2.1.6.1. Upon the recommendation of the Board, Life Membership may be conferred upon any person who has rendered outstanding service.

5.1.2.1.6.2. Such membership shall be approved by an Annual or Special General Meeting of the Association.

5.1.2.1.6.3. Such membership carries all the responsibilities, rights and obligations of teacher membership.

5.1.2.1.6.4. Life Members shall pay no annual subscription.

5.1.2.2. **Institutional Members**, who may be further classified as one of the following:

5.1.2.2.1 **Educational/School Members**

Any school or institution interested in mathematics or mathematics education.

5.1.2.2.2. **Business/Company Members**

Any business or company that is interested in mathematics or mathematics education and supports the objectives of the Association.

- 5.1.3 Membership of the Association shall be maintained by payment of an annual subscription, except for Life Members who pay no annual subscription.
- 5.1.4. For the purposes of the Constitution, voting rights at Annual and Special General Meetings shall be open to Individual Members and one nominated representative of Institutional Members.
- 5.1.5. Membership of the Association cannot guarantee registration at activities conducted by the Association.

5.2. SUBSCRIPTIONS

- 5.2.1. The Board will from time to time determine the annual subscription for membership of the Association.
- 5.2.2. Annual subscriptions shall be due one year after the date of payment of a current subscription.
- 5.2.3. A person exercises all the rights and obligations of a member for the purposes of the Constitution if his or her subscription is paid on or before the relevant date under clause 5.2.2. or within four weeks thereafter, or such other time as the Board allows.
- 5.2.4. Subject to clause 5.2.3. a member whose subscription is not paid within 4 weeks after the relevant date under clause 5.2.2. ceases to be a member, unless the Board decides otherwise.

5.3. ENTITLEMENTS

Any alteration to the entitlements, subscriptions, and other obligations on members will be put to the Annual General Meeting or a Special General Meeting of members called for that purpose.

5.3.1. Register of members

- 5.3.1.1. Members are entitled to: inspect, copy or take an extract from the Register of Members but not remove the register for that purpose and inspect, copy or take an extract from a list of names and contact addresses of the current office-holders of the Association. A statutory declaration must be completed by the member.
- 5.3.1.2. The Association is entitled to charge a fee for providing any copy.

5.3.2. Inspection of books

- 5.3.2.1. Any Individual Member wishing to examine the books of accounts, register of members or any similar documents of the Association may do so at all reasonable times at a place and for a period of time as determined by the Board.
- 5.3.2.2. Application for examination shall be made in writing to the Association who shall, at the time and place determined by the Board, produce such books and documents.
- 5.3.3. Any ten Individual Members together have the right to appeal any decision of the Board to a Special General Meeting by written notification, signed by all ten, and delivered to the Association requesting a Special General Meeting be called and specifying the particulars of the matter or matters to be brought before that meeting.

- 5.3.4. Any ten Individual Members together have the right to notify the Association in writing, signed by all ten, that a Special General Meeting of members must be convened within 28 days of such notice and specifying the particulars of the matter or matters to be brought before that Special General Meeting.
- 5.3.5. All amendments to the Constitution of the Association are to be detailed by special resolution passed by a majority of 75% of the membership present and entitled to vote at an Annual or Special General Meeting of the Association.
- 5.3.6. Individual Members are entitled to exercise their right to vote or not at any Annual or Special General Meeting of the Association.
- 5.3.7. Individual Members have the right to:
- (i) nominate, or be nominated, for Board and/or Executive position/s and to vote for himself or herself in accordance with the Constitution;
 - (ii) put forward ordinary motions for deliberation at the Annual General Meeting in accordance with the Constitution;
 - (iii) second another member's motion;
 - (iv) move an amendment to a motion currently before any General Meeting;
 - (v) debate any motion, in accordance with the constitution of debate, put to the assembly at any General Meeting;
 - (vi) make enquiries, ask questions, request information from the Board/Executive;
 - (vii) hold office in accordance with the Constitution;
 - (viii) serve on any sub-committees;
 - (ix) have meetings conducted properly and in an orderly manner;
 - (x) vote, or not, according to the Constitution, and change his or her vote before the motion is put to the assembly or, with the permission of the assembly, after the results have been announced;
 - (xi) request a rising vote by calling for a division;
 - (xii) request that a vote at any General Meeting be conducted by secret ballot;
 - (xiii) raise a point of order (at the time, not later) if it is believed that the Constitution is being violated; and
 - (xiv) appeal a ruling of the Chairperson.

5.4. OBLIGATIONS

- 5.4.1. Members are responsible for:
- (a) providing their contact details; that is, name of the member, postal and/or residential address,

phone number, fax number (if available), and e-mail address to the Association, and
 (b) notifying the Association in writing of any change in their contact details.

- 5.4.2. Members must demonstrate respect for the authority of the Chairperson at all times during meetings of the Association.
- 5.4.3. Members must conduct themselves with decorum and respect the rights of others at all times during meetings of the Association and when representing the Association in any capacity.
- 5.4.4. Members must act in a manner that is conducive to the attainment of the objects of the Association and never to its detriment.
- 5.4.5. Each member must pay to the Association, on or before the due date, the annual subscription as determined in 5.2.
- 5.4.6. Members are required by the Constitution to declare a pecuniary or conflict of interest in any matter put to the assembly at any General Meeting or Board meeting, must leave the room while a debate on that matter is taking place, and abstain from voting on that matter.
- 5.4.7. 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 of its provisions.

5.5. TERMINATION

Membership of the Association may be terminated upon:

- 5.5.1. Receipt by the MAWA Office 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; or
- 5.5.2. Non-payment by a member of his or her subscription within four weeks of the renewal date for subscriptions to be paid, unless the Board decides otherwise in accordance with clause 5.2.3; or
- 5.5.3. Expulsion of a member in accordance with section 5.6.

5.6. SUSPENSION OR EXPULSION OF MEMBERS

- 5.6.1. If the Board 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 Board must communicate, either orally or in writing, to the member:
 - 5.6.1.1. notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - 5.6.1.2. particulars of that conduct, not less than thirty (30) days before the date of the Board meeting referred to in clause 5.6.1.1.

- 5.6.2. At the Board meeting referred to in a notice communicated under clause 5.6.1., the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 5.6.3. Subject to clause 5.6.1., 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 5.6.2.
- 5.6.4. A member who is suspended or expelled under clause 5.6.2. must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Association of his or her intention to do so within the period of 14 days referred to in 5.6.3. When notice is given under clause 5.6.4:
- 5.6.4.1. the Association in an Annual or Special General Meeting, must either confirm or set aside the decision of the Board 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 Annual or Special General Meeting; and
- 5.6.4.2. the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this section.

6. BOARD

6.1. APPOINTMENT AND REMOVAL OF DIRECTORS

- 6.1.1. **Number of Directors.** The Board of Directors shall consist of not fewer than nine (9) and not more than fourteen (14) persons.
- 6.1.2. **Constitution of Board**
- 6.1.2.1. The Board shall consist of:
- (i) not fewer than nine (9) Elected Directors (the number to be decided by the Board);
 - (ii) The Executive Officer, President and Treasurer will be Board Directors. The President and Treasurer will be elected by the membership of the Association.
 - (iii) up to two (2) Co-opted Directors appointed by the Board from time to time; and
 - (iv) the Immediate Past President (if this position has been filled pursuant to clause 6.1.8.), so long as the number of Directors is within the range referred to in clause 6.1.1.
- 6.1.2.2. The Board shall determine from time to time how many Elected Directors and how many Co-opted Directors shall be on the Board.
- 6.1.3. **Board from Adoption of this Constitution**
- 6.1.3.1. No later than the first Board meeting after the adoption of this Constitution, the Directors shall nominate from among their number who shall hold office for a term of one (1) year and
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who shall hold office for a term of two (2) years, so long as half of the Directors (rounded up to the nearest integer) serve a term of one (1) year.

6.1.3.2. In the event that the Directors do not nominate from among their number who shall hold office for a term of one (1) year and who shall hold office for a term of two (2) years, the terms should be determined by lot.

6.1.3.3. Those Board members who hold office for a term of one (1) year are eligible for re-election for a second year.

6.1.4. **Elected Directors**

6.1.4.1. **An Elected Director must be:**

- (i) an Individual Member who is a Voting Member or Life Member; and
- (ii) living or employed in Western Australia, Australia; and
- (iii) actively supporting the objectives of the Association.

6.1.4.2. **Nominations of candidates for election as Elected Directors:**

- (i) shall be in writing in a form prescribed by the Board signed by the member who is nominating the member and be accompanied by the written consent of the nominee (which may be endorsed on the nomination); and
- (ii) shall be delivered to the Association not later than close of business twenty (20) business days before the day fixed for the holding of the AGM.

6.1.4.3. If insufficient nominations are received to fill all positions on the Board which are to be filled at the election, the candidate or candidates nominated shall be deemed to be elected and further nominations shall be received at the meeting at which the election is to take place.

6.1.4.4. If insufficient further nominations are received, any unfilled positions remaining on the Board shall be deemed to be casual vacancies.

6.1.4.5. If the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be taken to be elected.

6.1.4.6. If the number of nominations received exceeds the number of positions to be filled, a ballot shall be held. The Board shall determine how the ballot is to be held.

6.1.5. **Co-opted Directors**

6.1.5.1. The Board may appoint Co-opted Directors to the Board at any time to fill the positions provided for in clause 6.1.2.1(ii).

6.1.5.2. A Co-opted Director shall be:

- (i) a person who will bring relevant skills and experience to the Board as determined by the Board from time to time;
- (ii) living or employed in Western Australia, Australia; and
- (iii) actively supporting the objectives of the Association.

6.1.6. Term

- 6.1.6.1. Except in accordance with clause 6.1.3.1:
- (i) Elected Directors shall hold office for a term of two (2) years, but shall be eligible for re-election for further terms of two (2) years each, subject to clause 6.1.6.1.(ii); and
 - (ii) Elected Directors shall not hold office for more than six (6) consecutive years.
- 6.1.6.2. Co-opted Directors shall hold office for a term of up to two (2) years (the term to be decided by the Board).
- 6.1.6.3. At the end of a Co-opted Director's term, the Board may pass a resolution (requiring the consent of the number of Directors which represents two-thirds (2/3) of the number of Directors who vote on the resolution, rounded up to the nearest integer) to allow the Co-opted Director to hold office for a further term of up to two (2) years (the term to be decided by the Board).
- 6.1.6.4. Subject to clause 6.1.6.1., once an Elected Director has served the maximum term of six (6) consecutive years, the Elected Director is not eligible for re-election or reappointment to the Board until after a period of at least one (1) year has passed since the expiry of the Elected Director's previous term on the Board.
- 6.1.6.5. Once a Co-opted Director has served the maximum term of four (4) consecutive years, the Co-opted Director is not eligible for re-election or reappointment to the Board until after a period of at least one (1) year has passed since the expiry of the Co-opted Director's previous term on the Board.
- 6.1.6.6. Any time served by a Director prior to the adoption of this Constitution in 2020 will not count towards the maximum time served in clause 6.1.6.1.
- 6.1.6.7. The term of the Immediate Past President is set out in clause 6.1.8.2.
- 6.1.6.8. For the avoidance of doubt, an Elected Director can serve the maximum term of six (6) consecutive years and serve the seventh (7th) year as Immediate Past President.

6.1.7. Office Bearers

- 6.1.7.1. The Board shall, at the first meeting of the Board after the adoption of this Constitution, and thereafter at the first meeting of the Board held after an Office Bearer has retired, appoint from among the Elected Directors sitting on the Board at the time of the Board meeting:
- (i) a President;
 - (ii) a Treasurer; and
 - (iii) such additional Office Bearer positions as the Board deems necessary from time to time, should the position be vacant.
- 6.1.7.2. The Office Bearers shall hold office for a term of one (1) year (or a shorter period, if the Elected Office Bearer has less than one (1) year remaining in his or her term as a Director),

but shall be eligible for reappointment for terms of one (1) year each, provided that Office Bearers shall not hold office for more than four (4) consecutive years.

6.1.8. Immediate Past President

- 6.1.8.1. The President, upon completing a term of at least two (2) years, becomes the Immediate Past President, provided they still satisfy the criteria in clause 6.1.4.1.
- 6.1.8.2. The Immediate Past President shall serve a term of one (1) year even if that person has served the maximum term pursuant to clause 6.1.6.8.
- 6.1.8.3. If the President is removed from the Board for any reason, they are not eligible to become the Immediate Past President.
- 6.1.8.4. If the President is removed from the Board or the President does not accept the role of Immediate Past President, the role of Immediate Past President will remain vacant.

6.1.9. General Right to Appoint and Remove Directors

The Board may act despite any vacancy in their body unless the number falls below the minimum permitted in clause 6.1.1. in which case the Board may only act for the purpose of:

- (i) increasing the number of Directors to the minimum; or
- (ii) convening an Annual or Special General Meeting; or
- (iii) in emergencies.

6.1.10. Vacation of Office

- 6.1.10.1. Any Director may resign from office on giving written notice to the Association of his or her intention to resign and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Association).
- 6.1.10.2. The office of a Director shall become vacant if the Director:
 - (i) dies;
 - (ii) ceases to comply with the eligibility criteria for that Director's relevant class as set out in clause 6.1.4. or 6.1.5. or 6.1.8.;
 - (iii) becomes bankrupt;
 - (iv) becomes prohibited from being a director of, or managing, a company by reason of any order made under the Corporations Act;
 - (v) has been disqualified by the Australian Charities and Not-for-Profits Commission (ACNC), at any time during the preceding twelve (12) months, from being a responsible entity of a registered entity under Section 16.20(4) of the ACNC Regulation;
 - (vi) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (vii) is removed from office by the Association in an Annual or Special General Meeting;

- (viii) resigns by notice in writing to the Association; or
- (ix) is absent without permission of the Board from fifty percent (50%) of all meetings of the Board in a six (6) month period in a given calendar year, unless the Board resolves that the Director should not vacate his or her office as Director.

6.1.11. **Filling of Vacancies on the Board**

- 6.1.11.1. In the event of a casual vacancy occurring on the Board, the Board shall:
 - (i) in relation to an Elected Director vacancy, appoint a member who satisfies the criteria in clause 6.1.4.1; and
 - (ii) in relation to a Co-opted Director vacancy, the Board can appoint any person to fill that vacancy in accordance with clause 6.1.5.
- 6.1.11.2. Any Director appointed pursuant to clause 6.1.11.1.(i) shall hold office until the conclusion of the term of the casual vacancy of the Elected Director whom that person replaced.
- 6.1.11.3. Any Director appointed pursuant to clause 6.1.11.1.(ii) shall hold office for a full new term.
- 6.1.11.4. Any time served on the Board as a casual vacancy will not be counted towards the maximum term pursuant to clause 6.1.6.

6.1.12. **Acting Office Bearers**

- 6.1.12.1. In the event of a vacancy occurring in the position of President, the Treasurer shall assume office as President until the next meeting of the Board, at which time the Board shall appoint a new President in accordance with clause 6.1.7.1. for the balance of the term of the vacating President.
- 6.1.12.2. In the event of a vacancy occurring in an Office Bearer position other than the President, the Board at its next meeting shall appoint an Elected Director who is not President to assume office in the acting relevant Office Bearer position for the balance of the term of the vacating Office Bearer.
- 6.1.12.3. If any Office Bearer is temporarily absent or temporarily unable to perform his or her duties, the Board may authorise another Elected Director to act in the vacant position during the absence or inability of the Office Bearer.
- 6.1.12.4. In the event of a vacancy occurring in the Immediate Past President position, the position is to remain vacant until such time as the position is filled pursuant to clause 6.1.8.
- 6.1.12.5. No person may simultaneously hold more than one position of Office Bearer.
- 6.1.12.6. Any time served on the Board as a vacating Office Bearer will not be counted towards the maximum term pursuant to clause 6.1.6.

6.2. **POWERS AND DUTIES OF DIRECTORS**

6.2.1. **Powers of Directors**

The control, management and conduct of the Association shall be vested in the Board who shall

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exercise all or any of the powers of the Association as required by the Corporations Act or this Constitution.

6.2.2. **Negotiable Instruments**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, all requests or arrangements for electronic fund transfers and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two (2) people authorised by resolution of the Board. The Board may authorise:

- (i) a Director(s);
- (ii) the Executive Officer; or
- (iii) another staff member of the Association, to sign such instruments.

6.3. **DIRECTORS' DISCLOSURE OF INTEREST**

6.3.1. **Contracts**

6.3.1.1. The Association may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.

6.3.1.2. Any interest of a Director must be dealt with in accordance with the provisions of the relevant legislation, being either:

- (i) the Corporations Act; or
- (ii) the ACNC Regulation (if applicable), which shall include disclosing an interest and having the minute taker record all declarations in the minutes of the relevant meeting.

6.3.1.3. Subject to clauses 6.3.1.2. and 6.3.1.4., a Director who has an interest in a contract or arrangement made by the Association and has disclosed this interest to the Board may:

- (i) not be present while the matter is being considered at a meeting;
- (ii) not vote on the matter;
- (iii) still be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (iv) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (v) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

6.3.1.4. The Board may pass a resolution to allow a Director who has an interest in a contract or arrangement made by the Association to be present while the matter is being considered at a meeting, and to vote on the matters.

6.3.1.5. A Director's failure to make disclosure under section 6.3. does not automatically render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.

Any contract or arrangement that is affected by a Director's non-disclosure is to be brought back to the Board, at the first meeting of the Board after the discovery of the non-disclosure, for further ratification or cancellation at the Board's discretion.

- 6.3.1.6. A general notice given to the Board by a Director that the Director is an officer, a member of, or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Association and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest. This is provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

6.4. PROCEEDINGS OF DIRECTORS

6.4.1. Meetings of Directors

- 6.4.1.1. The Board may meet for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks fit, provided that the Board must meet not fewer than four (4) times each calendar year.
- 6.4.1.2. A Director may at any time convene a meeting of the Board by giving at least twenty-four (24) hours' notice of the meeting to all Directors, provided that the Director has used their best endeavours to ensure that the notice was properly served and received.
- 6.4.1.3. Notice of a meeting of the Board need not be in writing.
- 6.4.1.4. Subject to clause 6.4.1.5., a Board meeting may be convened or held using any technology consented to by a majority of Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.
- 6.4.1.5. The technology used to convene or hold a Board meeting, pursuant to clause 6.4.1.4., must be available and accessible to all Directors who wish to attend the Board meeting.
- 6.4.1.6. All resolutions of the Directors passed at a meeting of the Board where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors. Attendance by a Director at a meeting of Directors waives any objection which that Director may have to a failure to give notice of the meeting.

6.4.2. Quorum

- 6.4.2.1. The quorum necessary for the transaction of the Board's business is fifty-one percent (51%) of Directors being personally present (or in conference in accordance with clause 6.4.1.4.)

rounded up to the nearest integer (provided that the majority includes the President, Treasurer and/or Executive Officer.

6.4.2.2. A quorum must be present at all times during the meeting, which includes being present via technology used to convene the meeting.

6.4.2.3. A Director who is disqualified from voting on a matter pursuant to section 6.3. shall be counted in the quorum despite that disqualification.

6.4.3. **Chairperson**

6.4.3.1. The President shall be the Chairperson.

6.4.3.2. The President shall, if present, preside as Chairperson of every meeting of the Board.

6.4.3.3. If a meeting of the Board is held and the President is:

- (i) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
- (ii) if present, does not wish to chair the meeting, then the Immediate Past President, Executive Officer or Treasurer shall preside as Chairperson.

If the Immediate Past President, Executive Officer or Treasurer is:

- (iii) not present within fifteen (15) minutes after the time appointed for the holding of the meeting; or
- (iv) if present, does not wish to chair the meeting, then the meeting shall not proceed as it does not have a quorum, as per the requirements in clause 6.4.2.1.

6.4.4. **Voting**

6.4.4.1. A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by such a majority will for all purposes be taken to be a determination of the Board.

6.4.4.2. Each Director shall have one (1) vote.

6.4.4.3. In case of an equality of votes at a meeting of the Board, the Chairperson is not entitled to a casting vote in addition to a deliberative vote.

6.4.5. **Resolutions by Directors**

6.4.5.1. The Board may pass a resolution without a Board meeting being held if two-thirds (2/3) of the number of Directors, rounded up to the nearest integer, sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document.

6.4.5.2. An email transmission which is received by the Association and which has been sent by a Director shall be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Association.

6.4.5.3. A vote made by a Director using an online voting platform operated or commissioned by the Association shall be taken to be in writing and signed by that Director at the time the vote was received by the online voting platform.

6.4.6. Committees

6.4.6.1. The Board may form and delegate any of its powers to the following committees consisting of such Directors and/or other persons as it thinks fit and may from time to time revoke such delegation: (i) Finance Committee; (ii) Executive Committee; and (iii) any other committees the Board wishes to form and delegate its powers to from time to time. Those committees may include Student Activities, Resources & Marketing, Conference, Membership Services, and Promotion & Marketing.

6.4.6.2. The Finance Committee shall consider and make recommendations to the Board regarding the Association's finances.

6.4.6.3. The Board has the power to require any committee to have all decisions made by that committee ratified by the Board.

6.4.6.4. A committee must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.

6.4.6.5. A committee shall meet as necessary to discharge the duties delegated to it by the Board.

6.4.6.6. Committee meetings may be convened or held using any technology consented to by a majority of committee members.

6.4.6.7. The quorum required for committee meetings is fifty-one percent (51%) of the committee members being present (or in conference in accordance with clause 6.4.6.6.) rounded up to the nearest integer provided that the majority includes the chair of the Committee or their nominee.

6.4.6.8. Minutes shall be taken of all proceedings and decisions made at every committee meeting. A copy of such committee minutes shall be tabled at the next Board meeting.

6.4.7. Remuneration of Directors/Committee

6.4.7.1. No payment shall be made to any Director other than the following payments made in good faith by the Association:

- (i) out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board;
- (ii) for any service rendered to the Association by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the

prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service; and

- (iii) complimentary registration for any MAWA run conference or exhibitions.

7. FINANCIAL YEAR

The financial year of the Association shall be deemed to extend from the first (1st) day of January to the thirty-first (31st) day of December inclusive in the same calendar year.

8. EXTERNAL FINANCIAL REVIEWER

- 8.1. At the Annual General Meeting of the Association, the meeting shall appoint an appropriately qualified person to conduct an external review of the Association's records/books. The external reviewer shall:
 - (i) have the power to call for all books, papers, records, vouchers and documents belonging to the Association; and
 - (ii) submit a report on the financial operations of the Association at the next Annual General Meeting.
- 8.2. Any person or body appointed by the Association as an external reviewer shall be subject to the requirements of the relevant Act, and must not be a member of the Executive nor Board of the Association.
- 8.3. The external reviewer shall be appointed for one (1) year, but shall be eligible for re-appointment.

9. GENERAL MEETINGS

9.1. ANNUAL GENERAL MEETINGS

- 9.1.1. The Annual General Meeting of the Association shall be held on a date and at a time and place determined by the Board in accordance with Section 23 of the Act.
- 9.1.2. The Association shall call the Annual General Meeting by giving members at least fourteen (14) days' notice, in writing, of the Annual General Meeting. Such notice shall show the date, time and place of meeting and an agenda listing the items of business to be transacted.
 - 9.1.2.1. Subject to clause 6.4.1.5., an Annual General Meeting may be convened or held using any technology consented to by a majority of Directors. The consent may be a standing one.
 - 9.1.2.2. The technology used to convene or hold an Annual General Meeting, pursuant to clause 6.4.1.4., must be available and accessible to all members who wish to attend the meeting.
- 9.1.3. At the Annual General Meeting,
 - (i) the President shall deliver the annual report on the activities of the Association and on other matters pertinent to the progress and welfare of the Association;
 - (ii) the Treasurer shall submit an externally reviewed balance sheet for the preceding financial year;

- (iii) the Executive and Board for the forthcoming year shall be elected; and
- (iv) any other business transacted, and such other business shall be notified in the notice of the meeting.

9.1.4. The Board shall ensure that no less than one Annual General Meeting per year will be held.

9.2. SPECIAL GENERAL MEETINGS

9.2.1. The Board may at any time convene a Special General Meeting of the Association. All members shall be notified, in writing, of such meeting at least fourteen (14) days prior to the date of meeting. Such notice shall show the date, time and place of meeting together with an agenda listing the items of business to be transacted.

9.2.2. The Association shall, on receiving a requisition signed by at least ten (10) Individual Members stating the business for which it is required, convene a Special General Meeting of the Association. Such meeting shall be held at a place determined by the Board. Such a meeting shall be held on a date and at a time not more than forty (40) days after the receipt of the requisition by the Association. All financial members shall be notified, in writing, of such meeting at least fourteen (14) days prior to the date of meeting. Such notice shall show the date, time and place of meeting together with an agenda listing the items of business to be transacted. Such business shall be other than that described in clause 11.1 of this Constitution.

9.2.2.1. Subject to clause 6.4.1.5., a Special General Meeting may be convened or held using any technology consented to by a majority of Directors. The consent may be a standing one.

9.2.2.2. The technology used to convene or hold a Special General Meeting, pursuant to clause 6.4.1.4., must be available and accessible to all members who wish to attend the meeting.

9.2.3. Should the Association fail to convene a Special General Meeting under the provisions of clause 9.2.2., any member who has signed the requisition may convene such meeting by fourteen (14) days' notice, in writing, to all members entitled to receive such notice.

9.2.4. At any Special General Meeting only the business shown on the agenda shall be transacted.

9.2.5. All members shall be notified of the proceedings of any Special General Meeting within twenty-one (21) days, either electronically and/or in writing.

9.2.6. A Special General Meeting of the Association has the power to render null and void any action taken by the Board.

9.3. QUORUM OF ANNUAL and SPECIAL GENERAL MEETINGS

At all Annual and Special General Meetings of the Association, twice the number of current Board members plus one member shall form a quorum.

9.4. VOTING AT ANNUAL and SPECIAL GENERAL MEETINGS

9.4.1. Only members defined under clause 5.1.4. shall be entitled to vote.

9.4.2. Simple majority voting shall decide any motion or other item of business.

- 9.4.3. Voting by proxy shall be permitted providing that the member so voting resides not less than forty (40) kilometres from the place of meeting, or in the case of illness or temporary absence from the region herein defined. The proxy shall be nominated, in writing, to the Association at least one (1) day prior to the meeting at which the vote is to be cast.
- 9.4.4. A member may appoint another member, who is an Individual Member and not the chair of the meeting to be the proxy of the appointing member to vote on behalf of the appointing member on those matters specified on the proxy form at a Special or an Annual General Meeting.
- 9.4.4.1. Any appointment of a proxy must be on the appointment of proxy form provided by the Association for that purpose, signed by both the appointing member and the proxy, and specify:
- (i) whether the proxy may vote on behalf of the appointing member on all matters coming before the meeting; or
 - (ii) may vote only on matters specified on the appointment of proxy form.
- 9.4.4.2. A member attending an Annual or Special General Meeting may exercise proxy votes for no more than three people.
- 9.4.5. For the election of Board Members any voting required shall be by secret ballot and preferential voting.
- 9.4.6. All other voting shall be by show of hands unless two (2) or more members, present and entitled to vote, signify their desire to the contrary when a secret ballot shall be taken.
- 9.4.7. For all voting by secret ballot, the meeting shall appoint a Returning Officer to count the votes and declare to the meeting the result of said ballot. The meeting may also appoint a Scrutineer to supervise the conduct of the ballot.
- 9.4.8. In the event of equality of voting,
- (i) the chair of the meeting must not exercise a casting vote; and
 - (ii) the motion is lost.
- 9.4.8. No person shall be entitled to vote at any meeting unless all monies due from that person to the Association have been paid.

9.5. **ADJOURNMENT PROCEDURE – ANNUAL and SPECIAL GENERAL MEETINGS**

- 9.5.1. When 30 minutes after the time specified on the notice for the holding of an Annual or Special General Meeting have elapsed and a quorum is not present, the meeting stands adjourned to the same time and place on the same day in the following week provided that in the case of an Annual General Meeting the adjourned meeting will be conducted within four months of the end of the Association's financial year.
- 9.5.2. When 30 minutes have elapsed from the time appointed for the resumption of an adjourned Annual or Special General Meeting, and a quorum is not present, the members who are present may

proceed with the business of the meeting as if a quorum were present except where a Special General Meeting was called under clause 9.2.2, in which case the meeting lapses.

9.5.3. At the resumption of an adjourned Annual or Special General Meeting only that business that was left unfinished or on the agenda of the original meeting at the time of the adjournment may be transacted.

9.6. MINUTES OF GENERAL and BOARD MEETINGS

9.6.1. The Association must cause proper minutes of all proceedings of all General meetings and Board meetings to be taken and then distributed within 30 days after the holding of each General meeting or Board meeting, to all those members entitled to attend and vote at such meetings.

9.6.2. The President must ensure that the minutes taken of a General meeting or Board meeting under Section 24.1 of the Act are checked and signed as correct by the President or Chairperson of the General meeting or Board meeting to which those minutes relate or by the President of the next succeeding General meeting or Board meeting, as the case requires.

9.6.3. When minutes have been entered and signed as correct, they are, until the contrary is proved, evidence that:

- (i) the General meeting or Board meeting to which they relate (in this section called 'the meeting') was duly convened;
- (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

10. ALTERATION OF CONSTITUTION

10.1. Subject to the provisions of Section 17 of the Act, no alterations of, addition to or annulment of, parts of the Constitution shall be made except by an Annual General Meeting or a Special General Meeting of members.

10.2. Any proposal to alter, annul or add to the Constitution shall be notified, in writing, to all members at least fourteen (14) days prior to the meeting at which such proposal is to be dealt with.

10.3. Any proposed changes to the Constitution shall be approved by a three-fourths (75%) majority of those members present or represented by proxy according to clause 9.4.4.

10.4. All members shall be notified, in writing, by the Association of agreed changes to the Constitution at the earliest opportunity.

10.5. The Association shall within twenty-eight (28) days of the Annual or Special General Meeting, notify the Department of Consumer Protection (in accordance with the provisions of the Associations

Incorporation Act) and any other relevant statutory authority of any addition, alteration or amendment to the Constitution approved by an Annual or Special General Meeting.

11. DISPUTE RESOLUTION PROCESS

11.1. The procedure set out in this section applies to disputes under the Constitution between:

- (i) a member and another member
- (ii) a member and the Association
- (iii) the Association and any other party.

11.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

11.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days of that meeting, hold a meeting in the presence of a mediator.

11.4. The mediator must hold accreditation as a mediator by the Institute of Arbitrators and Mediators Australia.

11.5. The parties to the dispute must, in good faith, make every attempt to settle the dispute by mediation.

11.6. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise at law.

12. DISSOLUTION OF ASSOCIATION

12.1. On application, in writing, to the Board by at least fifty (50) Individual Members or three-fourths (75%) of the membership, whichever is the smaller number, signifying their desire that the Association be dissolved; a Special General Meeting shall be called to consider the question.

12.2. The Association shall notify all members in writing of such a meeting twenty-eight (28) days prior to the date set for the meeting.

12.3. The date, time and place of meeting shall be determined by the Board.

12.4. No other business shall be transacted at the meeting.

12.5. Should the Board fail to convene a meeting under provision 12.1., any Individual Member who has signed the application may convene such a meeting and set the date, time and place of meeting.

12.6. Proxy votes may be received at such a meeting.

12.7. A special resolution passed by three-fourths (75%) of members present and eligible to vote by secret ballot at an Annual General Meeting or Special General Meeting of the Association is required to dissolve the Association.

12.8. In the event of dissolution of the Association surplus funds and property are to be distributed to either an association incorporated under the Act Section 33(2) and/or for charitable purposes. The Board,

holding office immediately prior to dissolution, shall supervise the carrying out of the provisions of this clause and may appoint an officer(s) for that purpose.

- 12.9. The Association shall notify in writing, all members and AAMT of the decision to dissolve the Association. Such notice shall include a statement showing the status of the Association, pecuniary and real, and the disposal of all assets, properties, monies and other funds. Such notice shall be sent within sixty (60) days of the dissolution.

13. LIABILITIES

- 13.1. No member of the Board or any committee nor any officer of the Association shall be liable for the acts, receipt, neglect or default of any other member or officer of the Association which brings the Association and its members into disrepute.
- 13.2. All members of the Board or of any committee or sub-committee and any officers of the Association shall be indemnified by the Association, and the members thereof, for all losses and expenses incurred by them in or about the discharge of their respective and approved duties.
- 13.3. The provisions of clause 13.2. do not apply for any action of members, officers, committees or sub-committees not approved and recognised by the Association.

14. USE OF COMMON SEAL

- 14.1. The Association shall have a seal which shall be kept at a place determined by the Board. It shall be affixed to such documents as the Board determines, and as is noted in the minutes, and it shall be used only by the President, Treasurer as well as the Executive Officer who shall countersign every document to which the seal is affixed as evidence of the Authority for its use. A true and correct record shall be kept of all such documents to which the seal is fixed in the Seal Register maintained by the Association and included in the minutes of the Board meeting which determined its use.

15. INDEMNITY

- 15.1. Every member of the Association and every Association employee whether part-time or full-time while acting in conformity with this Constitution and in pursuance of legal, express and specific instructions but not otherwise is indemnified by the Association against claims or legal actions brought by any third party against the member or employee and the Association out of its funds must pay and satisfy the costs, losses and expenses incurred by the member or employee.
- 15.2. No Board Member, member or employee of the Association shall be liable for the acts, receipts, neglects or defaults of any other Board Member, member or employee or for loss or expense incurred by the Association through the insufficiency or deficiency of any title to any property acquired by or on behalf of the Association for any loss or damage arising from the bankruptcy, insolvency or tortuous

acts of any person or persons with whom any monies, security or effects shall be deposited or for any loss or error of judgement, omission, default or oversight on his or her part for any loss, damage or misfortune whatsoever that may occur in relation to the execution of the duties of his or her office or in relation thereto unless the same occurs through his or her own wilful act or wilful neglect.

16. CONFIDENTIALITY

16.1. All deliberations and decisions of the Association are strictly private among members. Hence,

- (i) all circulars, reports and newsletters circulated to members are to be treated as confidential and for members only;
- (ii) no information concerning the affairs of the Association may be communicated to the public or media except by the person appointed by the Association for that purpose; and
- (iii) any infringement of the Constitution will be dealt with pursuant to section 5.5.



History of The Mathematical Association of Western Australia (Inc.)

With special thanks to Barry Kissane for researching and submitting the following article.

This historical note consists of extracts from an article written in 1979 by Larry Blakers, in Number 100 of Sigma, the former MAWA journal:

It is impossible to pinpoint exactly the first discussions concerning the founding of an organisation concerned with the teaching of mathematics, but I remember talking about the possibility of such a development with Frank Gamblen, after I returned from the South Asian Conference on Mathematical Education in early 1956. I also remember that Ernie Bowen, then a lecturer in the Mathematics Department of the University of W.A., was keen to see established here a branch of the Mathematical Association (of Great Britain); he had been a member of the Mathematical Association of Victoria before coming to Perth.

The first formal steps appear to have been taken in 1958. As the result of an informal meeting held on May 22, 1958, I distributed a circular (dated July 18, 1958) "To All Persons Interested in the Teaching of Mathematics". (A copy is appended.) This circular indicated that a provisional decision had been made at the May meeting that steps be taken to form a Western Australian branch of the Mathematical Association (of Great Britain). The meeting of August 6, 1958, which was held in the (old) Physics Lecture Theatre, University of W.A., approved two resolutions which I had foreshadowed in the circular:

"That this meeting approves in principle the proposal to found a Western Australian branch of the Mathematical Association.

That Mr F. Gamblen be appointed provisional President, and asked to convene a provisional committee as soon as possible, with the view to submitting at an early date, concrete proposals (including a draft constitution) to a General Meeting of interested persons."

At that time Frank Gamblen was absent on Study Leave, and I was on the eve of departure for Study Leave. Prior discussions with Frank had indicated his willingness to take on such a responsibility.

It is worth noting that the background paper distributed with the above circular gave a brief history of the Mathematical Association and of its Australian affiliations. The Mathematical Association itself had been formed in 1871 as the “Association for the Improvement of Geometrical Teaching”. At the time of the circular (July 1958) there were three branches in Australia: The Mathematical Association of Victoria, founded in 1906 (as the Melbourne Mathematical Society); the Mathematical Association of New South Wales, founded in 1910; and the Queensland Mathematical Association, founded in 1922.

The General Meeting (foreshadowed in the second resolution passed on August 6, 1958) was held on 26 February, 1959, with Frank Gamblen in the chair. The following office bearers were elected: (Names are shown as they appear in the Minutes.)

- President: Mr F. Gamblen (University)
- Vice-presidents: Mr S. T. Waddell (Technical Education)
- Bro. W. G. Hall (Roman Catholic School)
- Secretary: Dr H. Briner (University)
- Treasurer: Mr E. W. Bowen (University)
- Committee: Miss J. Chisslett (Independent High School)
- Miss E. Ellershaw (Independent High School)
- Mr J. R. Greenway (Teachers’ Training College)
- Mr F. Samuel (Education Department High School)

The yearly subscription was set at £2 for Full Members and 15/- for Associate Members.

The Mathematical Association was informed (by Dr H. Briner, Secretary, MAWA.) in a letter dated 10 March, 1959, that “a West Australian Branch of your Association has been formed in Perth”.

Thus, the Mathematical Association of Western Australia can be regarded as coming into being from August 6, 1958.

Extra note: In part as a result of the considerable influence of Professor Larry Blakers, the Australian Association of Mathematics Teachers was founded in 1966, as a federation of Affiliated Associations. The Mathematical Association of Western Australia was one of the original Affiliated Associations, and has remained so until the present day.